

EATON VANCE LTD DURATION INCOME FUND
Form N-CSRS
December 29, 2010

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

Form N-CSR

**CERTIFIED SHAREHOLDER REPORT 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)

Two International Place, Boston, MA 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, MA 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number)

April 30

Date of Fiscal Year End

October 31, 2010

Date of Reporting Period

Item 1. Reports to Stockholders

IMPORTANT NOTICES

Privacy. The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy (Privacy Policy) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker/dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Privacy Policy periodically for changes by accessing the link on our homepage: www.eatonvance.com.

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Boston Management and Research, and Eaton Vance Distributors, Inc. Our Privacy Policy applies only to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial adviser/broker-dealer, it is likely that only such adviser's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures. For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

Delivery of Shareholder Documents. The Securities and Exchange Commission (the SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called householding and it helps eliminate duplicate mailings to shareholders.

Eaton Vance, or your financial adviser, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial adviser, otherwise. If you would prefer that your Eaton Vance documents not be househanded, please contact Eaton Vance at 1-800-262-1122, or contact your financial adviser. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial adviser.

Portfolio Holdings. Each Eaton Vance Fund and its underlying Portfolio(s) (if applicable) will file a schedule of portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website at www.eatonvance.com, by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at www.sec.gov. Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

Proxy Voting. From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12 month period ended June 30, without charge, upon request, by calling 1-800-262-1122. This description is also available on the SEC's website at www.sec.gov.

Additional Notice to Shareholders. The Fund may redeem or purchase its outstanding auction preferred shares (APS) in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary. The Fund also may purchase shares of its common stock in the open market when they trade at a discount to net asset value or at other times if the Fund determines such purchases are advisable. There can be no assurance that the Fund will take such action or that such purchases would reduce the discount.

Eaton Vance Limited Duration Income Fund as of October 31, 2010

INVESTMENT UPDATE

Payson F. Swaffield, CFA
Co-Portfolio Manager

Mark S. Venezia, CFA
Co-Portfolio Manager

Christine M. Johnston, CFA
Co-Portfolio Manager

Economic and Market Conditions

During the six months ending October 31, 2010, the rally in U.S. Treasuries rewarded longer duration, as the 10- and 30-year maturity bonds produced 10.6% and 10.8% returns, respectively. Reflecting modest spread widening during the period, the BofA Merrill Lynch U.S. High Yield Index returned 6.8% over the period while the shorter-duration S&P/ LSTA Leveraged Loan Index returned approximately 2.1%. U.S. government agency mortgage-backed securities (MBS) also generated positive returns, with the BofA Merrill Lynch Mortgage Master Index returning 4.0%.¹

The bank loan market generated positive returns and remained generally healthy, if not as robust as earlier in 2010, during the six-month period. Despite a negative return in the May-June period that was driven primarily by concerns over the European debt crisis, the loan market regained strength for the remainder of the period. The market's recovery was driven by stronger demand and greater liquidity in the marketplace, along with improved corporate fundamentals. As a result, investors in search of yield began to take on incremental credit risk once again, evidenced by improved inflows into high-yield bond and bank loan mutual funds.

The high-yield bond market had solid six-month returns, benefiting from the same economic and market factors that helped the bank loan market. High-yield fundamentals, which have been improving for the past several quarters, continued a positive trend into the latter months of the period. Corporate operating earnings growth were strong in the second and third quarters of 2010, and ratings downgrades

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or market price (as applicable) with all distributions reinvested. The Fund's performance at market price will differ from its results at NAV. Although market price performance generally reflects investment results over time, during shorter periods, returns at market price can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund's shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

and new defaults have diminished to more modest levels, providing additional evidence of fundamental improvements. Our expectation is for continued moderate declines in default rates as older defaults fall off of the rolling 12-month figures and are replaced by fewer new defaults.

Over the six-month period, the pace of acceleration in economic activity moderated worldwide, shifting investor focus to the weakening in the U.S. economy and anticipation of another round of quantitative easing by the Federal Reserve.

Management Discussion

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The Fund is a closed-end fund and trades on the NYSE Amex exchange under the symbol EVV. The Fund's primary investment objective is to provide a high level of current income, with a secondary objective of capital appreciation. The Fund pursues its objective by investing primarily in two distinct investment categories: 1) U.S. government agency MBS and other

Total Return Performance 4/30/10 10/31/10

| NYSE Amex Symbol | EVV |
|---------------------------------------|-----------------------|
| At Net Asset Value (NAV) ² | 6.09% |
| At Market Price ² | 4.90% |
| Premium/(Discount) to NAV (10/31/10) | -1.30% |
| Total Distributions per common share | \$ 0.695 |
| Distribution Rate ³ | At NAV 8.22% |
| | At Market Price 8.33% |

See page 3 for more performance information.

¹ It is not possible to invest directly in an Index. The Indices total returns do not reflect the commissions or expenses that would have been incurred if an investor individually purchased or sold the securities represented in the Indices. The S & P / L S T A Leveraged Loan Index's total return reflects changes in value of the loans constituting the Index and accrual of interest. The S & P / L S T A Leveraged Loan Index is an unmanaged index of the institutional leveraged loan market. The BofA Merrill Lynch U.S. High Yield Index is

an unmanaged index of below-investment grade U.S. corporate bonds. The BofA Merrill Lynch Mortgage Master Index is an unmanaged index of U.S. mortgage-backed securities traded on the secondary market. Unlike the Fund, the Indices returns do not reflect the effects of leverage.

² Six-month returns are cumulative. Performance results reflect the effects of leverage resulting from the Fund's issuance of Auction Preferred Shares (APS) and its debt financing.

³ The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be comprised of ordinary income, net realized capital gains and return of capital.

Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.

Eaton Vance Limited Duration Income Fund as of October 31, 2010

INVESTMENT UPDATE

Michael W. Weilheimer, CFA
Co-Portfolio Manager

Scott H. Page, CFA

Co-Portfolio Manager U.S. government securities; and 2) investments rated below investment-grade, which include (but are not limited to) senior, secured loans and high-yield bonds. As of October 31, 2010, the Fund was invested 26.6% in seasoned U.S. government agency MBS (seasoned MBS) and other U.S. government agency debt and 59.3% in below-investment-grade securities; of the latter, 27.8% was invested in senior, secured loans and 31.6% was invested in high-yield corporate bonds. The Fund's other investments included 6.7% in commercial MBS (CMBS) and 3.5% in investment-grade corporate bonds. During the six-month period, the Fund had total returns of 6.09% at net asset value and 4.90% at market price.

The Fund's high-yield bond investments performed well, in line with the market, for the six months ending October 31, 2010. During the first three months of the period, the Fund's high-yield securities benefited from a shorter average duration and from an underweighting in low-quality CCC-rated holdings. In the latter three months, however, these characteristics detracted from performance as investor demand increased in the riskier segments of the market.

During the six-month period, the Fund's bank loan investments underperformed the broader bank loan market, primarily as a result of strong performance in the riskier end of the market. Management continued to maintain smaller allocations to large lower-quality loans notably, some significant issues that came to market in 2007 than did the market, an underweighting that it believes may lead to better long-term performance. A lower allocation to B-rated loans, which rallied the most after the May/June volatility, slightly detracted during the summer months. The price of these issues rallied more than the overall

- ¹ APS percentage represents the liquidation value of the Fund's APS outstanding at 10/31/10 as a percentage of the Fund's net assets applicable to common shares plus APS and borrowings outstanding. In the event of a rise in long-term interest rates, the value of the Fund's investment portfolio could decline, which would reduce the asset coverage for its APS and borrowings.

Susan Schiff, CFA
Co-Portfolio Manager

Catherine C. McDermott

Co-Portfolio Manager market as investors sought higher discount opportunities. European bank loan holdings, meanwhile, contributed positively to performance.

In the MBS portion of the Fund, the investment emphasis remained on seasoned MBS. Typically, the mortgages underlying seasoned MBS were originated in the 1980s and 1990s. As a result, they have generally lower loan-to-home value ratios, meaning that the underlying homeowners have more equity in their homes than the average borrower. In addition, these loans are guaranteed by government agencies. For the six-month period, seasoned MBS spreads tightened by approximately 15 basis points (0.15%). Prepayment rates continued to run in the low- to mid-teens without any meaningful increase, despite new lows in mortgage rates. Shifting focus to the entire U.S. government agency MBS market, a lack of new supply resulted in a positive technical environment, providing support for yield spreads as U.S. Treasury yields declined.

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As of October 31, 2010, the Fund employed leverage of 32.1% of total assets 1.7% from TALF loans, 21.2% in other borrowings and 9.2% from APS.¹ TALF loans are non-recourse to the Fund. Use of leverage creates an opportunity for income, but at the same time creates special risks (including the likelihood of greater volatility of NAV and market price of common shares).

Eaton Vance Limited Duration Income Fund as of October 31, 2010

FUND PERFORMANCE

Fund Performance¹

NYSE Amex Symbol

EVV

Average Annual Total Returns (by market price, NYSE Amex)

| | |
|------------------------|-------|
| Six Months | 4.90% |
| One Year | 31.09 |
| Five Years | 9.85 |
| Life of Fund (5/30/03) | 7.53 |

Average Annual Total Returns (at net asset value)

| | |
|------------------------|-------|
| Six Months | 6.09% |
| One Year | 17.12 |
| Five Years | 8.41 |
| Life of Fund (5/30/03) | 7.72 |

¹ *Six-month returns are cumulative. Other returns are presented on an average annual basis. Performance results reflect the effect of leverage from the Fund's issuance of APS and its debt financing. Absent a fee reduction by the investment adviser of the Fund, the returns would be lower.*

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or market price (as applicable) with all distributions reinvested. The Fund's performance at market price will differ from its results at NAV. Although market price performance generally reflects investment results over time, during shorter periods, returns at market price can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund's shares, or

changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

Portfolio Composition

Fund Allocations²

By net investments

² F u n d

Allocations are shown as a percentage of the Fund's net investments, which represented 145.9% of the Fund's net assets as of 10/31/10. Fund allocations may not be representative of the Fund's current or future investments and are subject to change due to active management.

The views expressed throughout this report are those of the portfolio managers and are current only through the end of the period of the report as stated on the cover. These views are subject to change at any time based upon market or other conditions, and the investment adviser disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a fund are based on many factors, may not be relied on as an indication of trading intent on behalf of any Eaton Vance fund. Portfolio information provided in the report may not be representative of the Fund's current or future investments and may change due to active management.

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating-Rate Interests 40.4%**Principal
Amount***

| (000 s omitted) | Borrower/Tranche Description | Value |
|---|---|--------------|
| Aerospace and Defense 1.0% | | |
| Aveos Fleet Performance, Inc. | | |
| 40 | Revolving Loan, 8.18%, Maturing March 12, 2013 ⁽²⁾ | \$ 39,120 |
| 59 | Term Loan, 11.25%, Maturing March 12, 2013 | 58,829 |
| 158 | Term Loan - Second Lien, 10.75%, Maturing March 12, 2015 ⁽³⁾ | 148,036 |
| Avio Holding SpA | | |
| EUR 700 | Term Loan - Second Lien, 5.10%, Maturing June 14, 2016 | 927,983 |
| Booz Allen Hamilton, Inc. | | |
| 2,973 | Term Loan, 6.00%, Maturing July 31, 2015 | 2,988,131 |
| DAE Aviation Holdings, Inc. | | |
| 654 | Term Loan, 4.04%, Maturing July 31, 2014 | 629,109 |
| 675 | Term Loan, 4.04%, Maturing July 31, 2014 | 649,688 |
| Delos Aircraft, Inc. | | |
| 775 | Term Loan, 7.00%, Maturing March 17, 2016 | 794,375 |
| Doncasters (Dunde HoldCo 4 Ltd.) | | |
| 560 | Term Loan, 4.26%, Maturing July 13, 2015 | 504,186 |
| 560 | Term Loan, 4.76%, Maturing July 13, 2015 | 504,187 |
| GBP 1,234 | Term Loan - Second Lien, 6.57%, Maturing January 13, 2016 | 1,535,480 |
| Evergreen International Aviation | | |
| 809 | Term Loan, 10.50%, Maturing October 31, 2011 ⁽³⁾ | 798,843 |
| Hawker Beechcraft Acquisition | | |
| 3,515 | Term Loan, 2.26%, Maturing March 26, 2014 | 2,953,553 |

| | | |
|--|---|----------------------|
| 187 | Term Loan, 2.29%, Maturing March 26, 2014 | 157,239 |
| IAP Worldwide Services, Inc. | | |
| 1,046 | Term Loan, 8.25%, Maturing December 30, 2012 ⁽³⁾ | 1,027,425 |
| International Lease Finance Co. | | |
| 1,050 | Term Loan, 6.75%, Maturing March 17, 2015 | 1,077,469 |
| TransDigm, Inc. | | |
| 2,075 | Term Loan, 2.27%, Maturing June 23, 2013 | 2,054,769 |
| Wesco Aircraft Hardware Corp. | | |
| 1,295 | Term Loan, 2.51%, Maturing September 30, 2013 | 1,285,742 |
| Wyle Laboratories, Inc. | | |
| 948 | Term Loan, 7.75%, Maturing March 25, 2016 | 951,177 |
| | | \$ 19,085,341 |

Automotive 1.7%

Adesa, Inc.

| | | |
|-------|---|--------------|
| 3,994 | Term Loan, 3.01%, Maturing October 18, 2013 | \$ 3,904,016 |
|-------|---|--------------|

Allison Transmission, Inc.

| | | |
|-------|---|-----------|
| 5,881 | Term Loan, 3.03%, Maturing August 7, 2014 | 5,656,141 |
|-------|---|-----------|

Dayco Products, LLC

| | | |
|-----|--|---------|
| 547 | Term Loan, 10.50%, Maturing May 13, 2014 | 545,915 |
|-----|--|---------|

| | | |
|----|--|--------|
| 86 | Term Loan, 12.50%, Maturing November 13, 2014 ⁽³⁾ | 84,417 |
|----|--|--------|

Federal-Mogul Corp.

| | | |
|-------|--|-----------|
| 4,083 | Term Loan, 2.20%, Maturing December 29, 2014 | 3,634,744 |
|-------|--|-----------|

| | | |
|-------|--|-----------|
| 3,628 | Term Loan, 2.20%, Maturing December 28, 2015 | 3,229,485 |
|-------|--|-----------|

Ford Motor Co.

| | | |
|-------|--|-----------|
| 4,490 | Term Loan, 3.04%, Maturing December 16, 2013 | 4,452,586 |
|-------|--|-----------|

| | | |
|-------|--|---------|
| 1,000 | Term Loan, Maturing December 16, 2013 ⁽⁴⁾ | 988,594 |
|-------|--|---------|

Goodyear Tire & Rubber Co.

| | | |
|-------|---|-----------|
| 4,450 | Term Loan - Second Lien, 2.21%, Maturing April 30, 2014 | 4,292,394 |
|-------|---|-----------|

HHI Holdings, LLC

| | | |
|---|--|----------------------|
| 975 | Term Loan, 9.75%, Maturing March 30, 2015 | 989,625 |
| Keystone Automotive Operations, Inc. | | |
| 1,284 | Term Loan, 3.79%, Maturing January 12, 2012 | 1,091,522 |
| LKQ Corp. U.S. | | |
| 1,203 | Term Loan, 2.51%, Maturing October 12, 2013 | 1,199,710 |
| TriMas Corp. | | |
| 397 | Term Loan, 6.00%, Maturing August 2, 2011 | 397,867 |
| 2,477 | Term Loan, 6.00%, Maturing December 15, 2015 | 2,482,691 |
| United Components, Inc. | | |
| 1,300 | Term Loan, 6.25%, Maturing March 23, 2017 | 1,313,650 |
| | | \$ 34,263,357 |

Beverage and Tobacco 0.2%

| | | |
|-----------------------------------|---|---------------------|
| Constellation Brands, Inc. | | |
| 708 | Term Loan, 1.81%, Maturing June 5, 2013 | \$ 705,890 |
| 349 | Term Loan, 3.06%, Maturing June 5, 2015 | 351,840 |
| Liberator Midco Ltd. | | |
| GBP 800 | Term Loan, 11.32%, Maturing November 3, 2016 ⁽³⁾ | 1,307,246 |
| Maine Beverage Co., LLC | | |
| 319 | Term Loan, 2.04%, Maturing March 31, 2013 | 306,797 |
| Van Houtte, Inc. | | |
| 113 | Term Loan, 2.79%, Maturing July 19, 2014 | 111,576 |
| 825 | Term Loan, 2.79%, Maturing July 19, 2014 | 818,227 |
| | | \$ 3,601,576 |

Building and Development 0.8%

Beacon Sales Acquisition, Inc.

| | | |
|--------------------------------------|--|------------|
| 851 | Term Loan, 2.28%, Maturing September 30, 2013 | \$ 810,895 |
| Brickman Group Holdings, Inc. | | |
| 1,325 | Term Loan, 7.25%, Maturing October 14, 2016 | 1,340,736 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | Borrower/Tranche Description | Value |
|---|--|--------------|
| (000 s omitted) | | |
| Building and Development (continued) | | |
| Building Materials Corp. of America | | |
| 984 | Term Loan, 3.06%, Maturing February 24, 2014 | \$ 978,533 |
| Forestar USA Real Estate Group, Inc. | | |
| 311 | Revolving Loan, 1.18%, Maturing December 1, 2010 ⁽²⁾ | 292,711 |
| 2,854 | Term Loan, 6.50%, Maturing December 1, 2010 | 2,797,258 |
| Metroflag BP, LLC | | |
| 1,700 | Term Loan - Second Lien, 0.00%, Maturing October 31, 2009 ⁽⁵⁾⁽⁶⁾ | 0 |
| NCI Building Systems, Inc. | | |
| 639 | Term Loan, 8.00%, Maturing April 18, 2014 | 616,137 |
| Panolam Industries Holdings, Inc. | | |
| 2,103 | Term Loan, 8.25%, Maturing December 31, 2013 | 1,941,380 |
| RE/MAX International, Inc. | | |
| 2,363 | Term Loan, 5.50%, Maturing April 15, 2016 | 2,370,510 |
| Realogy Corp. | | |
| 314 | Term Loan, 3.26%, Maturing October 10, 2013 | 286,521 |
| 2,307 | Term Loan, 3.26%, Maturing October 10, 2013 | 2,101,995 |
| South Edge, LLC | | |
| 288 | Term Loan, 0.00%, Maturing October 31, 2009 ⁽⁵⁾ | 136,562 |
| Standard Pacific Corp. | | |
| 1,260 | Term Loan, 2.12%, Maturing May 5, 2013 | 1,146,600 |
| WCI Communities, Inc. | | |
| 370 | Term Loan, 11.00%, Maturing September 3, 2014 ⁽³⁾ | 368,880 |

| | | |
|--|--|----------------------|
| 848 | Term Loan, 10.00%, Maturing September 2, 2016 | 819,305 |
| | | \$ 16,008,023 |
| Business Equipment and Services 3.6% | | |
| Activant Solutions, Inc. | | |
| 1,801 | Term Loan, 2.31%, Maturing May 2, 2013 | \$ 1,741,386 |
| Advantage Sales & Marketing, Inc. | | |
| 1,493 | Term Loan, 5.00%, Maturing May 5, 2016 | 1,492,127 |
| Affinion Group, Inc. | | |
| 4,677 | Term Loan, 5.00%, Maturing October 10, 2016 | 4,623,889 |
| Allied Barton Security Service | | |
| 1,092 | Term Loan, 7.75%, Maturing February 18, 2015 | 1,097,882 |
| Dealer Computer Services, Inc. | | |
| 2,101 | Term Loan, 5.25%, Maturing April 21, 2017 | 2,103,851 |
| Education Management, LLC | | |
| 4,784 | Term Loan, 2.06%, Maturing June 3, 2013 | 4,456,160 |
| First American Corp. | | |
| 1,172 | Term Loan, 4.75%, Maturing April 12, 2016 | 1,180,120 |
| Infogroup, Inc. | | |
| 898 | Term Loan, 6.25%, Maturing July 1, 2016 | 903,735 |
| Information Resources, Inc. | | |
| 1,425 | Term Loan, 3.35%, Maturing May 16, 2014 | 1,399,958 |
| iPayment, Inc. | | |
| 2,071 | Term Loan, 2.28%, Maturing May 10, 2013 | 1,961,941 |
| Kronos, Inc. | | |
| 1,472 | Term Loan, 2.04%, Maturing June 11, 2014 | 1,442,645 |
| Language Line, Inc. | | |
| 1,471 | Term Loan, 5.50%, Maturing November 4, 2015 | 1,459,340 |
| Mitchell International, Inc. | | |
| 2,500 | Term Loan - Second Lien, 5.56%, Maturing March 30, 2015 | 2,190,625 |
| NE Customer Service | | |

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| | | | |
|--------------------------------------|--------|---|------------|
| | 2,106 | Term Loan, 6.00%, Maturing March 23, 2016 | 2,093,213 |
| Quantum Corp. | | | |
| | 258 | Term Loan, 3.77%, Maturing July 14, 2014 | 244,460 |
| Quintiles Transnational Corp. | | | |
| | 1,191 | Term Loan, 2.29%, Maturing March 29, 2013 | 1,178,821 |
| | 2,165 | Term Loan - Second Lien, 4.29%, Maturing March 31, 2014 | 2,148,783 |
| Sabre, Inc. | | | |
| | 7,567 | Term Loan, 2.27%, Maturing September 30, 2014 | 7,203,211 |
| Safenet, Inc. | | | |
| | 972 | Term Loan, 2.76%, Maturing April 12, 2014 | 934,075 |
| Serena Software, Inc. | | | |
| | 1,548 | Term Loan, 2.29%, Maturing March 10, 2013 | 1,509,243 |
| Sitel (Client Logic) | | | |
| | 1,171 | Term Loan, 5.79%, Maturing January 30, 2014 | 1,073,016 |
| Solera Holdings, LLC | | | |
| EUR | 1,071 | Term Loan, 2.69%, Maturing May 16, 2014 | 1,471,367 |
| SunGard Data Systems, Inc. | | | |
| | 449 | Term Loan, 2.01%, Maturing February 28, 2014 | 437,750 |
| | 13,679 | Term Loan, 4.03%, Maturing February 26, 2016 | 13,540,127 |
| Travelport, LLC | | | |
| | 446 | Term Loan, 4.79%, Maturing August 21, 2015 | 441,174 |
| | 2,223 | Term Loan, 4.96%, Maturing August 21, 2015 | 2,198,718 |
| EUR | 1,052 | Term Loan, 5.33%, Maturing August 21, 2015 | 1,442,139 |
| U.S. Security Holdings, Inc. | | | |
| | 808 | Term Loan, 4.03%, Maturing May 8, 2013 | 792,117 |
| Valassis Communications, Inc. | | | |
| | 398 | Term Loan, 2.54%, Maturing March 2, 2014 | 395,454 |
| | 1,724 | Term Loan, 2.54%, Maturing March 2, 2014 | 1,714,243 |
| West Corp. | | | |
| | 555 | Term Loan, 2.63%, Maturing October 24, 2013 | 545,341 |
| | 1,363 | Term Loan, 4.51%, Maturing July 15, 2016 | 1,360,364 |
| | 3,870 | | 3,856,806 |

Term Loan, 4.51%, Maturing July 15,
2016

\$ 70,634,081

See notes to financial statements

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Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | Borrower/Tranche Description | Value |
|------------------------------|---|--------------|
| (000 s omitted) | | |
| | Cable and Satellite Television 3.3% | |
| | Atlantic Broadband Finance, LLC | |
| 90 | Term Loan, 2.54%, Maturing September 1, 2011 | \$ 89,256 |
| 2,412 | Term Loan, 6.75%, Maturing May 31, 2013 | 2,426,283 |
| | Bragg Communications, Inc. | |
| 1,567 | Term Loan, 2.80%, Maturing August 31, 2014 | 1,537,129 |
| | Bresnan Broadband Holdings, LLC | |
| 1,699 | Term Loan, 2.26%, Maturing June 30, 2013 | 1,691,956 |
| | Cequel Communications, LLC | |
| 2,845 | Term Loan, 2.26%, Maturing November 5, 2013 | 2,811,420 |
| | Charter Communications Operating, LLC | |
| 13,018 | Term Loan, 2.26%, Maturing March 6, 2014 | 12,794,496 |
| | CSC Holdings, Inc. | |
| 2,657 | Term Loan, 2.01%, Maturing March 29, 2016 | 2,610,180 |
| | CW Media Holdings, Inc. | |
| 1,648 | Term Loan, 3.26%, Maturing February 16, 2015 | 1,644,429 |
| | Foxco Acquisition Sub., LLC | |
| 972 | Term Loan, 7.50%, Maturing July 14, 2015 | 964,236 |
| | Insight Midwest Holdings, LLC | |
| 4,359 | Term Loan, 2.02%, Maturing April 7, 2014 | 4,218,503 |
| | MCC Iowa, LLC | |
| 2,360 | Term Loan, 2.00%, Maturing January 31, 2015 | 2,259,298 |
| | Mediacom Broadband, LLC | |
| 1,845 | Term Loan, 4.50%, Maturing October 23, 2017 | 1,829,998 |

Mediacom Illinois, LLC

| | | |
|-------|--|-----------|
| 4,657 | Term Loan, 2.00%, Maturing January 31, 2015 | 4,421,521 |
|-------|--|-----------|

Mediacom, LLC

| | | |
|-------|--|-----------|
| 1,022 | Term Loan, 4.50%, Maturing October 23, 2017 | 1,007,101 |
|-------|--|-----------|

ProSiebenSat.1 Media AG

| | | |
|-----------|---|-----------|
| EUR 1,158 | Term Loan, 3.52%, Maturing March 6, 2015 | 1,296,826 |
|-----------|---|-----------|

| | | |
|-----------|---|-----------|
| EUR 1,187 | Term Loan, 2.77%, Maturing June 26, 2015 | 1,522,247 |
|-----------|---|-----------|

| | | |
|--------|--|--------|
| EUR 48 | Term Loan, 2.77%, Maturing July 3, 2015 | 61,778 |
|--------|--|--------|

| | | |
|-----------|---|-----------|
| EUR 1,158 | Term Loan, 3.77%, Maturing March 4, 2016 | 1,296,826 |
|-----------|---|-----------|

| | | |
|---------|--|---------|
| EUR 504 | Term Loan, 8.14%, Maturing March 6, 2017 ⁽³⁾ | 503,109 |
|---------|--|---------|

| | | |
|---------|---|---------|
| EUR 452 | Term Loan - Second Lien, 4.89%, Maturing September 2, 2016 | 472,857 |
|---------|---|---------|

UPC Broadband Holding B.V.

| | | |
|-----|---|---------|
| 985 | Term Loan, 4.25%, Maturing December 30, 2016 | 963,867 |
|-----|---|---------|

| | | |
|-----------|---|-----------|
| EUR 4,531 | Term Loan, 4.37%, Maturing December 31, 2016 | 5,978,670 |
|-----------|---|-----------|

| | | |
|-------|---|-----------|
| 1,815 | Term Loan, 4.25%, Maturing December 29, 2017 | 1,769,260 |
|-------|---|-----------|

| | | |
|-----------|---|-----------|
| EUR 3,269 | Term Loan, 4.62%, Maturing December 31, 2017 | 4,321,240 |
|-----------|---|-----------|

Virgin Media Investment Holding

| | | |
|-----------|---|-----------|
| GBP 1,000 | Term Loan, 4.53%, Maturing June 30, 2015 | 1,597,143 |
|-----------|---|-----------|

| | | |
|-----------|---|-----------|
| GBP 1,000 | Term Loan, 4.78%, Maturing December 31, 2015 | 1,597,510 |
|-----------|---|-----------|

YPSO Holding SA

| | | |
|---------|--|-----------|
| EUR 946 | Term Loan, 4.59%, Maturing June 16, 2014 ⁽³⁾ | 1,065,403 |
|---------|--|-----------|

| | | |
|---------|--|---------|
| EUR 580 | Term Loan, 4.60%, Maturing June 16, 2014 ⁽³⁾ | 652,990 |
|---------|--|---------|

| | | |
|-----------|--|-----------|
| EUR 1,503 | Term Loan, 4.60%, Maturing June 16, 2014 ⁽³⁾ | 1,692,044 |
|-----------|--|-----------|

\$ 65,097,576

Chemicals and Plastics 2.3%

Arizona Chemical, Inc.

| | | |
|-------|--|--------------|
| 1,250 | | \$ 1,248,207 |
|-------|--|--------------|

| | | | |
|---|-------|---|-----------|
| | | Term Loan, 2.30%, Maturing February 28, 2013 | |
| | 1,000 | Term Loan - Second Lien, 5.80%, Maturing February 28, 2014 | 998,750 |
| Brenntag Holding GmbH and Co. KG | | | |
| | 1,965 | Term Loan, 4.02%, Maturing January 20, 2014 | 1,979,605 |
| | 290 | Term Loan, 4.03%, Maturing January 20, 2014 | 291,797 |
| | 1,300 | Term Loan - Second Lien, 6.45%, Maturing July 17, 2015 | 1,309,750 |
| Celanese Holdings, LLC | | | |
| | 4,138 | Term Loan, 3.29%, Maturing October 31, 2016 | 4,163,133 |
| EUR | 1,362 | Term Loan, 3.85%, Maturing October 31, 2016 | 1,896,066 |
| Cognis GmbH | | | |
| EUR | 266 | Term Loan, 2.88%, Maturing September 16, 2013 | 366,787 |
| EUR | 1,084 | Term Loan, 2.88%, Maturing September 16, 2013 | 1,497,715 |
| Columbian Chemicals Acquisition | | | |
| | 846 | Term Loan, 6.31%, Maturing March 16, 2013 | 837,448 |
| Hexion Specialty Chemicals, Inc. | | | |
| | 391 | Term Loan, 4.06%, Maturing May 5, 2015 | 382,457 |
| | 879 | Term Loan, 4.06%, Maturing May 5, 2015 | 859,201 |
| | 2,342 | Term Loan, 4.19%, Maturing May 5, 2015 | 2,289,045 |
| Huish Detergents, Inc. | | | |
| | 1,234 | Term Loan, 2.01%, Maturing April 26, 2014 | 1,185,762 |
| Huntsman International, LLC | | | |
| | 2,960 | Term Loan, 1.78%, Maturing April 21, 2014 | 2,894,269 |
| INEOS Group | | | |
| | 231 | Term Loan, 7.50%, Maturing December 16, 2013 | 236,126 |
| EUR | 1,431 | Term Loan, 7.50%, Maturing December 16, 2013 | 2,023,378 |
| | 231 | Term Loan, 8.00%, Maturing December 16, 2014 | 236,126 |
| EUR | 1,431 | Term Loan, 8.00%, Maturing December 16, 2014 | 2,023,524 |
| EUR | 500 | Term Loan, 9.00%, Maturing December 16, 2015 | 699,206 |
| ISP Chemco, Inc. | | | |
| | 1,920 | Term Loan, 1.81%, Maturing June 4, 2014 | 1,879,007 |

Kraton Polymers, LLC

| | | |
|-------|--|-----------|
| 2,095 | Term Loan, 2.31%, Maturing May 13, 2013 | 2,052,547 |
|-------|--|-----------|

Lyondell Chemical Co.

| | | |
|-----|---|---------|
| 848 | Term Loan, 5.50%, Maturing April 8, 2016 | 856,089 |
|-----|---|---------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | | Borrower/Tranche Description | Value |
|---|-------|---|----------------------|
| (000 s omitted) | | | |
| Chemicals and Plastics (continued) | | | |
| MacDermid, Inc. | | | |
| EUR | 831 | Term Loan, 3.05%, Maturing April 11, 2014 | \$ 1,079,044 |
| Millenium Inorganic Chemicals | | | |
| | 464 | Term Loan, 2.54%, Maturing May 15, 2014 | 445,535 |
| Momentive Performance Material | | | |
| | 1,867 | Term Loan, 2.56%, Maturing December 4, 2013 | 1,823,327 |
| Nalco Co. | | | |
| | 1,575 | Term Loan, 4.50%, Maturing October 5, 2017 | 1,595,180 |
| Rockwood Specialties Group, Inc. | | | |
| | 2,989 | Term Loan, 6.00%, Maturing May 15, 2014 | 2,996,850 |
| Schoeller Arca Systems Holding | | | |
| EUR | 289 | Term Loan, 5.24%, Maturing November 16, 2015 | 273,559 |
| EUR | 824 | Term Loan, 5.24%, Maturing November 16, 2015 | 779,968 |
| EUR | 887 | Term Loan, 5.24%, Maturing November 16, 2015 | 839,321 |
| Solutia, Inc. | | | |
| | 2,912 | Term Loan, 4.75%, Maturing March 17, 2017 | 2,937,039 |
| Styron S.A.R.L. | | | |
| | 988 | Term Loan, 7.50%, Maturing June 17, 2016 | 1,005,707 |
| | | | \$ 45,981,525 |

Clothing / Textiles 0.1%

Phillips Van Heusen Corp.

| | | |
|-------|--|--------------|
| 1,301 | Term Loan, 4.75%, Maturing May 6, 2016 | \$ 1,314,488 |
|-------|--|--------------|

| | | |
|--|--|---------------------|
| | | \$ 1,314,488 |
|--|--|---------------------|

Conglomerates 0.8%

Gentek

| | | |
|-----|--|------------|
| 675 | Term Loan, 6.75%, Maturing October 6, 2015 | \$ 682,594 |
|-----|--|------------|

Jarden Corp.

| | | |
|-------|---|-----------|
| 1,365 | Term Loan, 3.54%, Maturing January 26, 2015 | 1,367,855 |
|-------|---|-----------|

Manitowoc Company, Inc. (The)

| | | |
|-----|---|---------|
| 623 | Term Loan, 5.31%, Maturing November 6, 2013 | 617,639 |
|-----|---|---------|

| | | |
|-------|---|-----------|
| 1,009 | Term Loan, 8.00%, Maturing November 6, 2014 | 1,013,333 |
|-------|---|-----------|

Polymer Group, Inc.

| | | |
|-------|--|-----------|
| 3,226 | Term Loan, 7.00%, Maturing November 24, 2014 | 3,229,654 |
|-------|--|-----------|

RBS Global, Inc.

| | | |
|-----|--|---------|
| 409 | Term Loan, 2.56%, Maturing July 19, 2013 | 395,427 |
|-----|--|---------|

| | | |
|-------|--|-----------|
| 2,682 | Term Loan, 2.81%, Maturing July 19, 2013 | 2,611,565 |
|-------|--|-----------|

RGIS Holdings, LLC

| | | |
|-------|---|-----------|
| 2,016 | Term Loan, 2.78%, Maturing April 30, 2014 | 1,864,379 |
|-------|---|-----------|

| | | |
|-----|---|--------|
| 101 | Term Loan, 2.79%, Maturing April 30, 2014 | 93,219 |
|-----|---|--------|

Service Master Co.

| | | |
|----|--|--------|
| 90 | Term Loan, 2.76%, Maturing July 24, 2014 | 85,912 |
|----|--|--------|

| | | |
|-----|--|---------|
| 907 | Term Loan, 2.76%, Maturing July 24, 2014 | 862,700 |
|-----|--|---------|

US Investigations Services, Inc.

| | | |
|-------|--|-----------|
| 3,568 | Term Loan, 3.29%, Maturing February 21, 2015 | 3,340,281 |
|-------|--|-----------|

Vertrue, Inc.

| | | |
|-----|--|---------|
| 984 | Term Loan, 3.29%, Maturing August 16, 2014 | 885,783 |
|-----|--|---------|

\$ 17,050,341

Containers and Glass Products 1.4%

Berry Plastics Corp.

| | | |
|-------|--|--------------|
| 4,528 | Term Loan, 2.38%, Maturing April 3, 2015 | \$ 4,276,014 |
|-------|--|--------------|

Consolidated Container Co.

| | | |
|-------|---|-----------|
| 2,000 | Term Loan - Second Lien, 5.75%, Maturing September 28, 2014 | 1,772,500 |
|-------|---|-----------|

Crown Americas, Inc.

| | | |
|-----|--|---------|
| 288 | Term Loan, 2.01%, Maturing November 15, 2012 | 287,133 |
|-----|--|---------|

Graham Packaging Holdings Co.

| | | |
|-------|--|-----------|
| 4,013 | Term Loan, 6.75%, Maturing April 5, 2014 | 4,053,660 |
|-------|--|-----------|

| | | |
|-------|---|-----------|
| 1,000 | Term Loan, 6.00%, Maturing September 23, 2016 | 1,011,563 |
|-------|---|-----------|

Graphic Packaging International, Inc.

| | | |
|-------|---|-----------|
| 6,396 | Term Loan, 2.29%, Maturing May 16, 2014 | 6,286,869 |
|-------|---|-----------|

JSG Acquisitions

| | | | |
|-----|-----|--|-----------|
| EUR | 797 | Term Loan, 4.25%, Maturing December 31, 2014 | 1,103,053 |
|-----|-----|--|-----------|

| | | | |
|-----|-----|--|-----------|
| EUR | 788 | Term Loan, 4.43%, Maturing December 31, 2014 | 1,091,692 |
|-----|-----|--|-----------|

Kranson Industries, Inc.

| | | |
|-----|--|---------|
| 995 | Term Loan, 2.51%, Maturing July 31, 2013 | 936,758 |
|-----|--|---------|

Reynolds Group Holdings, Inc.

| | | |
|-------|--|-----------|
| 1,000 | Term Loan, 2.25%, Maturing August 6, 2015 ⁽²⁾ | 1,003,250 |
|-------|--|-----------|

| | | |
|-------|---|-----------|
| 1,325 | Term Loan, 2.38%, Maturing May 5, 2016 ⁽²⁾ | 1,336,770 |
|-------|---|-----------|

| | | |
|-------|--|-----------|
| 2,118 | Term Loan, 6.25%, Maturing May 5, 2016 | 2,133,847 |
|-------|--|-----------|

Smurfit Kappa Acquisitions

| | | | |
|-----|-----|--|---------|
| EUR | 115 | Term Loan, 4.39%, Maturing December 31, 2014 | 158,771 |
|-----|-----|--|---------|

| | | | |
|-----|-----|--|---------|
| EUR | 138 | Term Loan, 4.47%, Maturing December 31, 2014 | 190,630 |
|-----|-----|--|---------|

Tegrant Holding Corp.

| | | |
|-------|--|-----------|
| 1,930 | Term Loan, 3.52%, Maturing March 8, 2013 | 1,785,250 |
|-------|--|-----------|

| | | |
|-----|--|---------|
| 500 | Term Loan - Second Lien, 5.79%, Maturing March 8, 2015 | 380,000 |
|-----|--|---------|

\$ 27,807,760

Cosmetics / Toiletries 0.5%

Alliance Boots Holdings, Ltd.

| | | | |
|-----|-------|---|--------------|
| GBP | 2,950 | Term Loan, 3.56%, Maturing July 5, 2015 | \$ 4,277,286 |
| EUR | 1,000 | Term Loan, 3.80%, Maturing July 5, 2015 | 1,297,419 |

American Safety Razor Co.

| | | | |
|--|-------|--|---------|
| | 2,000 | Term Loan - Second Lien, 0.00%, Maturing January 30, 2014 ⁽⁷⁾ | 395,000 |
|--|-------|--|---------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | Borrower/Tranche Description | Value |
|--------------------------------------|---|----------------------|
| (000 s omitted) | | |
| Cosmetics / Toiletries (continued) | | |
| Bausch & Lomb, Inc. | | |
| 535 | Term Loan, 3.51%, Maturing April 24, 2015 | \$ 523,163 |
| 2,208 | Term Loan, 3.53%, Maturing April 24, 2015 | 2,157,353 |
| KIK Custom Products, Inc. | | |
| 1,900 | Term Loan - Second Lien, 5.29%, Maturing November 30, 2014 | 1,292,000 |
| Prestige Brands, Inc. | | |
| 1,036 | Term Loan, 5.50%, Maturing March 24, 2016 | 1,043,998 |
| | | \$ 10,986,219 |
| Drugs 0.3% | | |
| Graceway Pharmaceuticals, LLC | | |
| 1,010 | Term Loan, 5.05%, Maturing May 3, 2012 | \$ 617,848 |
| 1,379 | Term Loan, 10.01%, Maturing November 3, 2013 ⁽³⁾ | 34,472 |
| 2,000 | Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 ⁽⁷⁾ | 257,500 |
| Pharmaceutical Holdings Corp. | | |
| 162 | Term Loan, 4.54%, Maturing January 30, 2012 | 160,028 |
| Valeant Pharmaceuticals | | |
| 875 | Term Loan, 4.55%, Maturing September 27, 2016 ⁽²⁾ | 884,789 |
| Warner Chilcott Corp. | | |
| 1,337 | | 1,337,651 |

| | | |
|-------|--|---------------------|
| | Term Loan, 6.00%, Maturing October 30, 2014 | |
| 66 | Term Loan, 6.25%, Maturing April 30, 2015 | 65,932 |
| 857 | Term Loan, 6.25%, Maturing April 30, 2015 | 862,237 |
| 1,407 | Term Loan, 6.25%, Maturing April 30, 2015 | 1,414,641 |
| | | \$ 5,635,098 |

Ecological Services and Equipment 0.2%

Big Dumpster Merger Sub, Inc.

| | | |
|-----|--|------------|
| 806 | Term Loan, 2.51%, Maturing February 5, 2013 | \$ 597,750 |
|-----|--|------------|

Cory Environmental Holdings

| | | | |
|-----|-----|--|---------|
| GBP | 500 | Term Loan - Second Lien, 4.99%, Maturing September 30, 2014 | 620,911 |
|-----|-----|--|---------|

Environmental Systems Products Holdings, Inc.

| | | |
|-----|---|---------|
| 357 | Term Loan - Second Lien, 13.50%, Maturing September 12, 2014 | 312,363 |
|-----|---|---------|

Kemble Water Structure, Ltd.

| | | | |
|-----|-----|--|---------|
| GBP | 500 | Term Loan - Second Lien, 5.03%, Maturing October 13, 2013 | 769,128 |
|-----|-----|--|---------|

Sensus Metering Systems, Inc.

| | | |
|-----|--|---------|
| 693 | Term Loan, 7.00%, Maturing June 3, 2013 | 697,390 |
|-----|--|---------|

Synagro Technologies, Inc.

| | | |
|-----|---|---------|
| 500 | Term Loan - Second Lien, 5.01%, Maturing October 2, 2014 | 404,375 |
|-----|---|---------|

Wastequip, Inc.

| | | |
|-----|--|---------|
| 930 | Term Loan, 2.51%, Maturing February 5, 2013 | 690,309 |
|-----|--|---------|

\$ 4,092,226

Electronics / Electrical 1.4%

Aspect Software, Inc.

| | | |
|-------|--|--------------|
| 1,940 | Term Loan, 6.25%, Maturing April 19, 2016 | \$ 1,938,634 |
|-------|--|--------------|

Christie/Aix, Inc.

| | | |
|--|--|----------------------|
| 895 | Term Loan, 5.25%, Maturing April 29, 2016 | 890,109 |
| Freescale Semiconductor, Inc. | | |
| 4,378 | Term Loan, 4.51%, Maturing December 1, 2016 | 4,129,522 |
| Infor Enterprise Solutions Holdings | | |
| 500 | Term Loan, 5.76%, Maturing March 2, 2014 | 322,500 |
| 261 | Term Loan, 5.01%, Maturing July 28, 2015 | 235,971 |
| 2,076 | Term Loan, 6.01%, Maturing July 28, 2015 | 1,922,976 |
| 3,979 | Term Loan, 6.01%, Maturing July 28, 2015 | 3,703,112 |
| 550 | Term Loan - Second Lien, 6.51%, Maturing March 2, 2014 | 367,125 |
| 950 | Term Loan - Second Lien, 6.51%, Maturing March 2, 2014 | 646,000 |
| Network Solutions, LLC | | |
| 2,177 | Term Loan, 2.52%, Maturing March 7, 2014 | 2,062,771 |
| Open Solutions, Inc. | | |
| 2,365 | Term Loan, 2.42%, Maturing January 23, 2014 | 2,012,342 |
| Sensata Technologies Finance Co. | | |
| 5,739 | Term Loan, 2.04%, Maturing April 26, 2013 | 5,603,683 |
| SS&C Technologies, Inc. | | |
| 1,497 | Term Loan, 2.28%, Maturing November 23, 2012 | 1,478,753 |
| VeriFone, Inc. | | |
| 911 | Term Loan, 3.01%, Maturing October 31, 2013 | 906,200 |
| Vertafore, Inc. | | |
| 1,072 | Term Loan, 6.75%, Maturing July 29, 2016 | 1,077,942 |
| | | \$ 27,297,640 |
| Equipment Leasing 0.2% | | |
| Hertz Corp. | | |
| 3,716 | Term Loan, 2.01%, Maturing December 21, 2012 | \$ 3,688,521 |
| 689 | Term Loan, 2.09%, Maturing December 21, 2012 | 683,866 |

\$ 4,372,387

See notes to financial statements

8

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* (000 s omitted) | Borrower/Tranche Description | Value |
|---|--|---------------------|
| Farming / Agriculture | 0.1% | |
| CF Industries, Inc. | | |
| 1,342 | Term Loan, 4.50%, Maturing April 6, 2015 | \$ 1,354,780 |
| | | \$ 1,354,780 |
| Financial Intermediaries | 1.0% | |
| Citco III, Ltd. | | |
| 2,382 | Term Loan, 4.75%, Maturing May 30, 2014 | \$ 2,293,039 |
| E.A. Viner International Co. | | |
| 276 | Term Loan, 4.79%, Maturing July 31, 2013 | 267,759 |
| EURONET Worldwide, Inc. | | |
| 1,800 | Term Loan, 2.28%, Maturing April 4, 2014 | 1,732,871 |
| Grosvenor Capital Management | | |
| 633 | Term Loan, 4.31%, Maturing December 5, 2016 | 625,049 |
| Jupiter Asset Management Group | | |
| GBP 430 | Term Loan, 4.71%, Maturing March 17, 2015 | 658,787 |
| Lender Processing Services, Inc. | | |
| 982 | Term Loan, 2.76%, Maturing July 2, 2014 | 969,714 |
| LPL Holdings, Inc. | | |
| 1,195 | Term Loan, 2.04%, Maturing June 28, 2013 | 1,189,242 |
| 3,761 | Term Loan, 4.25%, Maturing June 25, 2015 | 3,748,879 |

MSCI, Inc.

| | | |
|-------|---|-----------|
| 4,065 | Term Loan, 4.75%, Maturing June 1, 2016 | 4,094,664 |
|-------|---|-----------|

Nuveen Investments, Inc.

| | | |
|-------|--|-----------|
| 3,995 | Term Loan, 3.29%, Maturing November 13, 2014 | 3,752,657 |
|-------|--|-----------|

RJO Holdings Corp. (RJO Brien)

| | | |
|-------|---|-----------|
| 2,108 | Term Loan, 5.26%, Maturing July 12, 2014 ⁽³⁾ | 1,401,607 |
|-------|---|-----------|

\$ 20,734,268

Food Products 1.1%

Acosta, Inc.

| | | |
|-------|--|--------------|
| 2,896 | Term Loan, 2.51%, Maturing July 28, 2013 | \$ 2,842,129 |
|-------|--|--------------|

American Seafoods Group, LLC

| | | |
|-----|--|---------|
| 898 | Term Loan, 5.50%, Maturing May 7, 2015 | 898,586 |
|-----|--|---------|

Dean Foods Co.

| | | |
|-------|--|-----------|
| 5,742 | Term Loan, 1.79%, Maturing April 2, 2014 | 5,588,979 |
|-------|--|-----------|

Dole Foods Company, Inc.

| | | |
|-----|--|---------|
| 709 | Term Loan, 5.04%, Maturing March 2, 2017 | 714,579 |
|-----|--|---------|

| | | |
|-----|--|---------|
| 286 | Term Loan, 5.06%, Maturing March 2, 2017 | 287,702 |
|-----|--|---------|

Mafco Worldwide Corp.

| | | |
|-----|---|---------|
| 521 | Term Loan, 2.26%, Maturing December 8, 2011 | 510,798 |
|-----|---|---------|

Pierre Foods, Inc.

| | | |
|-------|---|-----------|
| 1,375 | Term Loan, 7.00%, Maturing September 30, 2016 | 1,362,969 |
|-------|---|-----------|

Pinnacle Foods Finance, LLC

| | | |
|-------|--|-----------|
| 7,111 | Term Loan, 2.76%, Maturing April 2, 2014 | 6,937,540 |
|-------|--|-----------|

Provimi Group SA

| | | |
|-----|--|---------|
| 188 | Term Loan, 2.51%, Maturing June 28, 2015 | 178,454 |
|-----|--|---------|

| | | |
|-----|--|---------|
| 231 | Term Loan, 2.51%, Maturing June 28, 2015 | 219,609 |
|-----|--|---------|

| | | | |
|-----|-----|--|---------|
| EUR | 243 | Term Loan, 3.10%, Maturing June 28, 2015 | 321,250 |
|-----|-----|--|---------|

| | | | |
|-----|-----|--|---------|
| EUR | 392 | Term Loan, 3.10%, Maturing June 28, 2015 | 518,339 |
|-----|-----|--|---------|

| | | | |
|-----|-----|--|---------|
| EUR | 419 | | 553,635 |
|-----|-----|--|---------|

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| | | | |
|-----|-----|--|----------------------|
| | | Term Loan, 3.10%, Maturing June 28, 2015 | |
| EUR | 540 | Term Loan, 3.10%, Maturing June 28, 2015 | 713,935 |
| | 148 | Term Loan - Second Lien, 4.51%, Maturing December 28, 2016 | 128,720 |
| EUR | 24 | Term Loan - Second Lien, 5.10%, Maturing December 28, 2016 | 29,225 |
| EUR | 331 | Term Loan - Second Lien, 5.10%, Maturing December 28, 2016 | 400,264 |
| | | | |
| | | | \$ 22,206,713 |

Food Service 1.2%

AFC Enterprises, Inc.

386 Term Loan, 7.00%, Maturing May 11, 2013 \$ 387,651

Aramark Corp.

1,696 Term Loan, 2.16%, Maturing January 27, 2014 1,653,228

137 Term Loan, 2.28%, Maturing January 27, 2014 133,560

GBP 963 Term Loan, 2.86%, Maturing January 27, 2014 1,476,717

246 Term Loan, 3.51%, Maturing July 26, 2016 244,721

3,742 Term Loan, 3.54%, Maturing July 26, 2016 3,721,151

Buffets, Inc.

1,564 Term Loan, 12.00%, Maturing April 21, 2015⁽³⁾ 1,468,115

153 Term Loan, 7.39%, Maturing April 22, 2015⁽³⁾ 118,694

Burger King Corp.

3,175 Term Loan, 6.25%, Maturing October 19, 2016 3,207,941

CBRL Group, Inc.

1,189 Term Loan, 1.96%, Maturing April 29, 2013 1,178,354

759 Term Loan, 2.96%, Maturing April 27, 2016 753,562

Denny's, Inc.

825 Term Loan, 6.50%, Maturing September 20, 2016 827,578

DineEquity, Inc.

2,200 2,225,667

Term Loan, 6.00%, Maturing
October 19, 2017

JRD Holdings, Inc.

| | | |
|-------|--|-----------|
| 1,823 | Term Loan, 2.51%, Maturing July 2, 2014 | 1,777,129 |
|-------|--|-----------|

NPC International, Inc.

| | | |
|-----|---|---------|
| 405 | Term Loan, 2.03%, Maturing May 3, 2013 | 390,814 |
|-----|---|---------|

OSI Restaurant Partners, LLC

| | | |
|-----|---|---------|
| 156 | Term Loan, 3.90%, Maturing June 14, 2013 | 146,657 |
|-----|---|---------|

| | | |
|-------|---|-----------|
| 1,656 | Term Loan, 2.63%, Maturing June 14, 2014 | 1,559,949 |
|-------|---|-----------|

QCE Finance, LLC

| | | |
|-----|---|---------|
| 900 | Term Loan, 5.06%, Maturing May 5, 2013 | 779,384 |
|-----|---|---------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | | Borrower/Tranche Description | Value |
|--|-------|---|----------------------|
| (000 s omitted) | | | |
| Food Service (continued) | | | |
| Sagittarius Restaurants, LLC | | | |
| 718 | | Term Loan, 7.50%, Maturing May 18, 2015 | \$ 718,652 |
| Selecta | | | |
| EUR | 741 | Term Loan - Second Lien, 5.04%, Maturing December 28, 2015 | 750,537 |
| Wendy s/Arby s Restaurants, LLC | | | |
| | 1,072 | Term Loan, 5.00%, Maturing May 24, 2017 | 1,079,573 |
| | | | \$ 24,599,634 |
| Food / Drug Retailers 0.9% | | | |
| General Nutrition Centers, Inc. | | | |
| | 3,158 | Term Loan, 2.53%, Maturing September 16, 2013 | \$ 3,086,821 |
| NBTY, Inc. | | | |
| | 2,325 | Term Loan, 6.25%, Maturing October 2, 2017 | 2,358,413 |
| Pantry, Inc. (The) | | | |
| | 319 | Term Loan, 2.01%, Maturing May 15, 2014 | 305,852 |
| | 1,107 | Term Loan, 2.01%, Maturing May 15, 2014 | 1,062,248 |
| Rite Aid Corp. | | | |
| | 5,375 | Term Loan, 2.01%, Maturing June 4, 2014 | 4,851,712 |
| | 2,210 | Term Loan, 6.00%, Maturing June 4, 2014 | 2,194,732 |
| Roundy s Supermarkets, Inc. | | | |

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| | | |
|-------|--|-----------|
| 3,693 | Term Loan, 7.00%, Maturing November 3, 2013 | 3,708,952 |
|-------|--|-----------|

\$ 17,568,730

Forest Products 0.3%

Georgia-Pacific Corp.

| | | |
|-------|---|--------------|
| 5,009 | Term Loan, 2.29%, Maturing December 21, 2012 | \$ 5,009,854 |
|-------|---|--------------|

| | | |
|-------|---|-----------|
| 1,298 | Term Loan, 3.54%, Maturing December 23, 2014 | 1,302,173 |
|-------|---|-----------|

\$ 6,312,027

Health Care 4.3%

American Medical Systems

| | | |
|----|---|-----------|
| 51 | Term Loan, 2.56%, Maturing July 20, 2012 | \$ 50,148 |
|----|---|-----------|

AMR Holdco, Inc.

| | | |
|-------|---|-----------|
| 1,975 | Term Loan, 3.26%, Maturing April 8, 2015 | 1,977,469 |
|-------|---|-----------|

Aveta Holdings, LLC

| | | |
|-----|--|---------|
| 758 | Term Loan, 8.00%, Maturing April 14, 2015 | 741,388 |
|-----|--|---------|

| | | |
|-----|--|---------|
| 758 | Term Loan, 8.00%, Maturing April 14, 2015 | 741,388 |
|-----|--|---------|

Biomet, Inc.

| | | |
|-------|--|-----------|
| 3,880 | Term Loan, 3.28%, Maturing March 25, 2015 | 3,831,015 |
|-------|--|-----------|

| | | |
|-----------|--|-----------|
| EUR 1,722 | Term Loan, 3.81%, Maturing March 25, 2015 | 2,334,926 |
|-----------|--|-----------|

Bright Horizons Family Solutions, Inc.

| | | |
|-----|--|---------|
| 244 | Term Loan, 7.50%, Maturing May 28, 2015 | 245,597 |
|-----|--|---------|

Cardinal Health 409, Inc.

| | | |
|-------|--|-----------|
| 1,109 | Term Loan, 2.51%, Maturing April 10, 2014 | 1,041,955 |
|-------|--|-----------|

Carestream Health, Inc.

| | | |
|-------|--|-----------|
| 3,695 | Term Loan, 2.26%, Maturing April 30, 2013 | 3,619,841 |
|-------|--|-----------|

Carl Zeiss Vision Holding GmbH

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| | | | |
|--|--------|---|------------|
| | 1,170 | Term Loan, 1.83%, Maturing October 24, 2014 | 1,020,825 |
| | 130 | Term Loan, 4.00%, Maturing September 30, 2019 | 94,737 |
| Catalent Pharma Solutions | | | |
| EUR | 1,935 | Term Loan, 3.10%, Maturing April 10, 2014 | 2,464,217 |
| CDRL MS, Inc. | | | |
| | 1,000 | Term Loan, 6.75%, Maturing September 29, 2016 | 1,008,125 |
| Community Health Systems, Inc. | | | |
| | 542 | Term Loan, 2.55%, Maturing July 25, 2014 | 532,597 |
| | 10,542 | Term Loan, 2.55%, Maturing July 25, 2014 | 10,357,678 |
| Concentra, Inc. | | | |
| | 1,955 | Term Loan - Second Lien, 5.79%, Maturing June 25, 2015 | 1,871,814 |
| ConMed Corp. | | | |
| | 583 | Term Loan, 1.76%, Maturing April 12, 2013 | 548,451 |
| CRC Health Corp. | | | |
| | 567 | Term Loan, 2.54%, Maturing February 6, 2013 | 541,619 |
| | 617 | Term Loan, 2.54%, Maturing February 6, 2013 | 589,703 |
| Dako EQT Project Delphi | | | |
| | 750 | Term Loan - Second Lien, 4.04%, Maturing December 12, 2016 | 541,875 |
| DJO Finance, LLC | | | |
| | 842 | Term Loan, 3.26%, Maturing May 20, 2014 | 821,348 |
| Fenwal, Inc. | | | |
| | 144 | Term Loan, 2.55%, Maturing February 28, 2014 | 126,106 |
| | 842 | Term Loan, 2.55%, Maturing February 28, 2014 | 735,673 |
| Fresenius Medical Care Holdings | | | |
| | 3,454 | Term Loan, 1.66%, Maturing March 31, 2013 | 3,415,361 |
| Fresenius SE | | | |
| | 361 | Term Loan, 4.50%, Maturing September 10, 2014 | 364,506 |
| | 633 | Term Loan, 4.50%, Maturing September 10, 2014 | 638,112 |
| Grifols SA | | | |
| | 2,400 | Term Loan, Maturing October 15, 2016 ⁽⁴⁾ | 2,428,500 |
| Hanger Orthopedic Group, Inc. | | | |
| | 1,513 | Term Loan, 2.26%, Maturing May 28, 2013 | 1,507,784 |

HCA, Inc.

| | | |
|-------|---|-----------|
| 1,652 | Term Loan, 2.54%, Maturing November 18, 2013 | 1,618,291 |
| 4,961 | Term Loan, 3.54%, Maturing March 31, 2017 | 4,875,626 |

Health Management Association, Inc.

| | | |
|-------|---|-----------|
| 5,587 | Term Loan, 2.04%, Maturing February 28, 2014 | 5,466,270 |
|-------|---|-----------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | Borrower/Tranche Description | Value |
|--|---|--------------|
| (000 s omitted) | | |
| Health Care (continued) | | |
| Iasis Healthcare, LLC | | |
| 113 | Term Loan, 2.25%, Maturing March 14, 2014 | \$ 109,867 |
| 414 | Term Loan, 2.26%, Maturing March 14, 2014 | 402,733 |
| 1,195 | Term Loan, 2.26%, Maturing March 14, 2014 | 1,163,593 |
| IM U.S. Holdings, LLC | | |
| 900 | Term Loan - Second Lien, 4.51%, Maturing June 26, 2015 | 873,844 |
| inVentiv Health, Inc. | | |
| 998 | Term Loan, 6.50%, Maturing August 4, 2016 | 1,004,513 |
| Lifepoint Hospitals, Inc. | | |
| 2,901 | Term Loan, 3.07%, Maturing April 15, 2015 | 2,903,060 |
| MPT Operating Partnership, L.P. | | |
| 1,322 | Term Loan, 5.00%, Maturing May 17, 2016 | 1,321,687 |
| MultiPlan, Inc. | | |
| 2,848 | Term Loan, 6.50%, Maturing August 26, 2017 | 2,864,040 |
| Mylan, Inc. | | |
| 397 | Term Loan, 3.56%, Maturing October 2, 2014 | 398,385 |
| National Mentor Holdings, Inc. | | |
| 81 | Term Loan, 2.15%, Maturing June 29, 2013 | 75,414 |
| 1,311 | Term Loan, 2.29%, Maturing June 29, 2013 | 1,217,245 |
| National Renal Institutes, Inc. | | |
| 1,709 | Term Loan, 9.00%, Maturing March 31, 2013 | 1,715,792 |
| Nyco Holdings | | |
| EUR 868 | | 1,137,269 |

| | | | |
|---|-------|--|----------------------|
| | | Term Loan, 4.60%, Maturing December 29, 2014 | |
| EUR | 868 | Term Loan, 5.35%, Maturing December 29, 2015 | 1,136,990 |
| Physiotherapy Associates, Inc. | | | |
| | 918 | Term Loan, 7.50%, Maturing June 27, 2013 | 835,063 |
| | 500 | Term Loan - Second Lien, 12.00%, Maturing June 27, 2014 | 414,650 |
| RadNet Management, Inc. | | | |
| | 1,368 | Term Loan, 5.75%, Maturing April 1, 2016 | 1,351,879 |
| ReAble Therapeutics Finance, LLC | | | |
| | 1,102 | Term Loan, 2.26%, Maturing November 16, 2013 | 1,081,191 |
| Select Medical Holdings Corp. | | | |
| | 1,206 | Term Loan, 4.09%, Maturing August 22, 2014 | 1,203,521 |
| | 1,505 | Term Loan, 4.09%, Maturing August 22, 2014 | 1,501,874 |
| Skillsoft Corp. | | | |
| | 998 | Term Loan, 6.50%, Maturing May 26, 2017 | 1,007,891 |
| Sunrise Medical Holdings, Inc. | | | |
| EUR | 902 | Term Loan, 8.00%, Maturing May 13, 2014 | 1,160,815 |
| Vanguard Health Holding Co., LLC | | | |
| | 1,247 | Term Loan, 5.00%, Maturing January 29, 2016 | 1,249,863 |
| VWR Funding, Inc. | | | |
| | 2,279 | Term Loan, 2.76%, Maturing June 30, 2014 | 2,196,474 |
| | | | \$ 84,480,598 |

Home Furnishings 0.4%

Hunter Fan Co.

| | | | |
|--|-----|--|------------|
| | 524 | Term Loan, 2.76%, Maturing April 16, 2014 | \$ 460,523 |
| | 500 | Term Loan - Second Lien, 7.01%, Maturing October 16, 2014 | 313,750 |

Interline Brands, Inc.

| | | | |
|--|-------|---|-----------|
| | 1,225 | Term Loan, 2.01%, Maturing June 23, 2013 | 1,176,410 |
| | 334 | Term Loan, 2.01%, Maturing June 23, 2013 | 320,243 |

National Bedding Co., LLC

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| | | | |
|--------------------------|-------|--|---------------------|
| | 3,280 | Term Loan, 2.38%, Maturing February 28, 2013 | 3,169,651 |
| | 2,550 | Term Loan - Second Lien, 5.38%, Maturing February 28, 2014 | 2,428,875 |
| Oreck Corp. | | | |
| | 527 | Term Loan - Second Lien, 3.79%, Maturing March 19, 2016 ⁽⁶⁾ | 421,768 |
| Sanitec Europe OY | | | |
| EUR | 387 | Term Loan, 2.50%, Maturing June 24, 2016 | 429,335 |
| | | | \$ 8,720,555 |

Industrial Equipment 1.2%

Alliance Laundry Systems, LLC

| | | | |
|--|-------|---|--------------|
| | 1,000 | Term Loan, 6.25%, Maturing September 23, 2016 | \$ 1,010,313 |
|--|-------|---|--------------|

Brand Energy and Infrastructure Services, Inc.

| | | | |
|--|-----|---|---------|
| | 917 | Term Loan, 2.56%, Maturing February 7, 2014 | 867,750 |
| | 991 | Term Loan, 3.56%, Maturing February 7, 2014 | 943,827 |

Bucyrus International, Inc.

| | | | |
|--|-----|--|---------|
| | 154 | Term Loan, 4.50%, Maturing February 19, 2016 | 156,089 |
|--|-----|--|---------|

Butterfly Wendel US, Inc.

| | | | |
|--|-----|--|---------|
| | 596 | Term Loan, 3.91%, Maturing June 23, 2014 | 538,853 |
| | 596 | Term Loan, 4.16%, Maturing June 22, 2015 | 538,678 |

EPD Holdings, (Goodyear Engineering Products)

| | | | |
|--|-------|--|-----------|
| | 298 | Term Loan, 2.76%, Maturing July 31, 2014 | 258,893 |
| | 2,077 | Term Loan, 2.76%, Maturing July 31, 2014 | 1,807,593 |
| | 2,100 | Term Loan - Second Lien, 6.01%, Maturing July 13, 2015 | 1,657,687 |

Generac Acquisition Corp.

| | | | |
|--|-------|--|-----------|
| | 2,129 | Term Loan, 2.79%, Maturing November 11, 2013 | 2,014,274 |
|--|-------|--|-----------|

Gleason Corp.

| | | | |
|--|-------|--|-----------|
| | 1,024 | Term Loan, 2.07%, Maturing June 30, 2013 | 1,008,303 |
|--|-------|--|-----------|

Itron, Inc.

| | | | |
|-----|-----|---|---------|
| EUR | 251 | Term Loan, 4.38%, Maturing April 18, 2014 | 349,997 |
|-----|-----|---|---------|

Jason, Inc.

| | | |
|-----|--|---------|
| 100 | Term Loan, 8.25%, Maturing September 21, 2014 | 98,092 |
| 255 | Term Loan, 8.25%, Maturing September 21, 2014 | 250,485 |

John Maneely Co.

| | | |
|-------|--|-----------|
| 4,206 | Term Loan, 3.54%, Maturing December 9, 2013 | 4,118,811 |
|-------|--|-----------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* (000 s omitted) | Borrower/Tranche Description | Value |
|---|--|----------------------|
| Industrial Equipment (continued) | | |
| KION Group GmbH | | |
| 254 | Term Loan, 4.01%, Maturing December 23, 2014 ⁽³⁾ | \$ 204,575 |
| 254 | Term Loan, 4.26%, Maturing December 23, 2015 ⁽³⁾ | 204,576 |
| Pinafore, LLC | | |
| 2,400 | Term Loan, 6.75%, Maturing September 29, 2016 | 2,431,313 |
| Polypore, Inc. | | |
| 4,113 | Term Loan, 2.26%, Maturing July 3, 2014 | 4,027,748 |
| Sequa Corp. | | |
| 1,191 | Term Loan, 3.54%, Maturing December 3, 2014 | 1,129,871 |
| | | \$ 23,617,728 |
| Insurance 0.8% | | |
| Alliant Holdings I, Inc. | | |
| 2,759 | Term Loan, 3.29%, Maturing August 21, 2014 | \$ 2,682,896 |
| AmWINS Group, Inc. | | |
| 500 | Term Loan - Second Lien, 5.80%, Maturing June 8, 2014 | 427,500 |
| Applied Systems, Inc. | | |
| 867 | Term Loan, 2.76%, Maturing September 26, 2013 | 820,429 |
| CCC Information Services Group, Inc. | | |
| 1,094 | Term Loan, 2.51%, Maturing February 10, 2013 | 1,068,081 |

| | | |
|---|--|----------------------|
| Conseco, Inc. | | |
| 3,540 | Term Loan, 7.50%, Maturing October 10, 2013 | 3,496,720 |
| Crawford & Company | | |
| 1,526 | Term Loan, 5.25%, Maturing October 30, 2013 | 1,500,278 |
| Crump Group, Inc. | | |
| 898 | Term Loan, 3.26%, Maturing August 1, 2014 | 845,269 |
| HUB International Holdings, Inc. | | |
| 213 | Term Loan, 2.79%, Maturing June 13, 2014 | 204,547 |
| 949 | Term Loan, 2.79%, Maturing June 13, 2014 | 909,984 |
| U.S.I. Holdings Corp. | | |
| 2,643 | Term Loan, 2.76%, Maturing May 5, 2014 | 2,480,106 |
| 990 | Term Loan, 7.00%, Maturing May 5, 2014 | 971,685 |
| | | \$ 15,407,495 |

Leisure Goods / Activities / Movies 1.6%

| | | |
|---|---|------------|
| 24 Hour Fitness Worldwide, Inc. | | |
| 998 | Term Loan, 6.75%, Maturing April 22, 2016 | \$ 954,795 |
| AMC Entertainment, Inc. | | |
| 1,681 | Term Loan, 1.76%, Maturing January 28, 2013 | 1,658,599 |
| AMF Bowling Worldwide, Inc. | | |
| 2,300 | Term Loan - Second Lien, 6.51%, Maturing December 8, 2013 | 1,886,000 |
| Bombardier Recreational Products | | |
| 2,867 | Term Loan, 3.39%, Maturing June 28, 2013 | 2,576,796 |
| Cedar Fair, L.P. | | |
| 2,494 | Term Loan, 5.50%, Maturing December 15, 2016 | 2,529,812 |
| CFV I, LLC/Hicks Sports Group | | |
| 113 | Term Loan, 11.77%, Maturing December 1, 2010 ⁽²⁾⁽³⁾ | 117,189 |
| Cinemark, Inc. | | |
| 3,689 | Term Loan, 3.55%, Maturing April 29, 2016 | 3,702,839 |
| Deluxe Entertainment Services | | |
| 41 | | 39,336 |

| | | | |
|--|--|---|----------------------|
| | | Term Loan, 6.25%, Maturing May 11, 2013 | |
| 682 | | Term Loan, 6.25%, Maturing May 11, 2013 | 649,048 |
| 500 | | Term Loan - Second Lien, 11.00%, Maturing November 11, 2013 | 464,532 |
| Metro-Goldwyn-Mayer Holdings, Inc. | | | |
| 4,000 | | Term Loan, 0.00%, Maturing April 9, 2012 ⁽⁷⁾ | 1,873,499 |
| National CineMedia, LLC | | | |
| 3,075 | | Term Loan, 2.05%, Maturing February 13, 2015 | 2,988,516 |
| Regal Cinemas Corp. | | | |
| 4,648 | | Term Loan, 3.79%, Maturing November 21, 2016 | 4,666,972 |
| Revolution Studios Distribution Co., LLC | | | |
| 1,630 | | Term Loan, 4.01%, Maturing December 21, 2014 | 1,287,666 |
| 2,050 | | Term Loan - Second Lien, 7.26%, Maturing June 21, 2015 ⁽⁶⁾ | 963,500 |
| Six Flags Theme Parks, Inc. | | | |
| 2,927 | | Term Loan, 6.00%, Maturing June 30, 2016 | 2,943,234 |
| Universal City Development Partners, Ltd. | | | |
| 1,289 | | Term Loan, 5.50%, Maturing November 6, 2014 | 1,301,828 |
| Zuffa, LLC | | | |
| 1,473 | | Term Loan, 2.31%, Maturing June 19, 2015 | 1,405,576 |
| | | | \$ 32,009,737 |

Lodging and Casinos 1.4%

Gala Electric Casinos, Ltd.

GBP 959 Term Loan, 4.90%, Maturing December 12, 2014 \$ 1,451,588

GBP 959 Term Loan, 5.40%, Maturing December 12, 2014 1,451,588

Gateway Casinos & Entertainment

589 Term Loan, 10.50%, Maturing September 16, 2014 590,311

Harrah s Operating Co.

1,500 Term Loan, 3.29%, Maturing January 28, 2015 1,325,813

2,130 Term Loan, 3.29%, Maturing January 28, 2015 1,885,617

| | | |
|------------------------------------|---|-----------|
| 1,784 | Term Loan, 3.29%, Maturing January 28, 2015 | 1,575,731 |
| Herbst Gaming, Inc. | | |
| 1,942 | Term Loan, 0.00%, Maturing January 2, 2014 ⁽⁷⁾ | 1,097,948 |
| Isle of Capri Casinos, Inc. | | |
| 944 | Term Loan, 5.00%, Maturing November 25, 2013 | 926,367 |
| 1,215 | Term Loan, 5.00%, Maturing November 25, 2013 | 1,191,742 |
| 3,037 | Term Loan, 5.00%, Maturing November 25, 2013 | 2,979,354 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | Borrower/Tranche Description | Value |
|--------------------------------------|--|----------------------|
| (000 s omitted) | | |
| Lodging and Casinos (continued) | | |
| Las Vegas Sands, LLC | | |
| 728 | Term Loan, 3.03%, Maturing November 23, 2016 | \$ 681,754 |
| 2,670 | Term Loan, 3.03%, Maturing November 23, 2016 | 2,501,857 |
| LodgeNet Entertainment Corp. | | |
| 793 | Term Loan, 2.29%, Maturing April 4, 2014 | 755,138 |
| Penn National Gaming, Inc. | | |
| 6,711 | Term Loan, 2.03%, Maturing October 3, 2012 | 6,675,767 |
| Tropicana Entertainment, Inc. | | |
| 88 | Term Loan, 15.00%, Maturing December 29, 2012 | 97,114 |
| VML US Finance, LLC | | |
| 1,902 | Term Loan, 4.78%, Maturing May 27, 2013 | 1,902,178 |
| | | \$ 27,089,867 |
| Nonferrous Metals / Minerals 0.5% | | |
| Compass Minerals Group, Inc. | | |
| 369 | Term Loan, 1.78%, Maturing December 22, 2012 | \$ 369,437 |
| 1,724 | Term Loan, 3.03%, Maturing January 15, 2016 | 1,728,380 |
| Euramax International, Inc. | | |
| 369 | Term Loan, 10.00%, Maturing June 29, 2013 | 348,536 |
| 349 | | 330,240 |

| | | |
|--|--|---------------------|
| | Term Loan, 14.00%, Maturing June 29, 2013 ⁽³⁾ | |
| Noranda Aluminum Acquisition | | |
| 916 | Term Loan, 2.05%, Maturing May 18, 2014 | 893,483 |
| Novelis, Inc. | | |
| 580 | Term Loan, 2.26%, Maturing July 6, 2014 | 571,215 |
| 1,277 | Term Loan, 2.26%, Maturing July 7, 2014 | 1,256,759 |
| Oxbow Carbon and Mineral Holdings | | |
| 1,590 | Term Loan, 2.29%, Maturing May 8, 2014 | 1,541,198 |
| Tube City IMS Corp. | | |
| 2,582 | Term Loan, 2.51%, Maturing January 25, 2014 | 2,378,692 |
| 324 | Term Loan, 2.78%, Maturing January 25, 2014 | 298,784 |
| | | \$ 9,716,724 |
| | | |
| Oil and Gas | 0.6% | |
| CGGVeritas Services, Inc. | | |
| 513 | Term Loan, 5.50%, Maturing January 12, 2016 | \$ 514,102 |
| CITGO Petroleum Corp. | | |
| 1,500 | Term Loan, Maturing June 24, 2015 ⁽⁴⁾ | 1,529,812 |
| 499 | Term Loan, 9.00%, Maturing June 15, 2017 | 513,401 |
| Crestwood Holdings, LLC | | |
| 550 | Term Loan, 10.75%, Maturing September 30, 2016 | 557,562 |
| Dresser, Inc. | | |
| 1,818 | Term Loan, 2.61%, Maturing May 4, 2014 | 1,812,643 |
| 2,250 | Term Loan - Second Lien, 6.11%, Maturing May 4, 2015 | 2,250,000 |
| Dynegy Holdings, Inc. | | |
| 74 | Term Loan, 4.01%, Maturing April 2, 2013 | 73,173 |
| 926 | Term Loan, 4.01%, Maturing April 2, 2013 | 916,013 |
| Enterprise GP Holdings, L.P. | | |
| 1,519 | Term Loan, 2.51%, Maturing November 10, 2014 | 1,516,152 |
| Sheridan Production Partners I, LLC | | |

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| | | |
|-------|---|----------------------|
| 136 | Term Loan, 7.50%, Maturing April 20, 2017 | 135,964 |
| 222 | Term Loan, 7.50%, Maturing April 20, 2017 | 222,598 |
| 1,677 | Term Loan, 7.50%, Maturing April 20, 2017 | 1,679,878 |
| | | \$ 11,721,298 |

Publishing 1.9%

American Media Operations, Inc.

| | | |
|-------|---|--------------|
| 4,178 | Term Loan, 10.00%, Maturing January 30, 2013 ⁽³⁾ | \$ 4,130,929 |
|-------|---|--------------|

Aster Zweite Beteiligungs GmbH

| | | |
|---------|---|-----------|
| 1,075 | Term Loan, 2.71%, Maturing September 27, 2013 | 1,004,453 |
| 1,194 | Term Loan, 2.71%, Maturing September 27, 2013 | 1,116,046 |
| 1,277 | Term Loan, 2.71%, Maturing September 27, 2014 | 1,193,294 |
| EUR 472 | Term Loan, 3.39%, Maturing December 31, 2014 | 626,440 |
| EUR 528 | Term Loan, 3.39%, Maturing December 31, 2014 | 699,829 |

GateHouse Media Operating, Inc.

| | | |
|-------|--|-----------|
| 2,949 | Term Loan, 2.26%, Maturing August 28, 2014 | 1,089,512 |
| 4,186 | Term Loan, 2.26%, Maturing August 28, 2014 | 1,546,857 |
| 973 | Term Loan, 2.51%, Maturing August 28, 2014 | 359,505 |

Getty Images, Inc.

| | | |
|-------|---|-----------|
| 2,381 | Term Loan, 6.25%, Maturing July 2, 2015 | 2,387,911 |
|-------|---|-----------|

Hanley-Wood, LLC

| | | |
|-----|--|---------|
| 972 | Term Loan, 2.62%, Maturing March 8, 2014 | 443,946 |
|-----|--|---------|

Laureate Education, Inc.

| | | |
|-------|--|-----------|
| 475 | Term Loan, 3.54%, Maturing August 17, 2014 | 446,318 |
| 3,174 | Term Loan, 3.54%, Maturing August 17, 2014 | 2,981,373 |

MediaNews Group, Inc.

| | | |
|-----|---|---------|
| 188 | Term Loan, 8.50%, Maturing March 19, 2014 | 178,879 |
|-----|---|---------|

Merrill Communications, LLC

| | | |
|--------------------------------|---|-----------|
| 1,382 | Term Loan, 8.50%, Maturing December 24, 2012 | 1,337,015 |
| Nelson Education, Ltd. | | |
| 638 | Term Loan, 2.79%, Maturing July 5, 2014 | 571,259 |
| Nielsen Finance, LLC | | |
| 8,165 | Term Loan, 2.26%, Maturing August 9, 2013 | 8,003,039 |
| Penton Media, Inc. | | |
| 971 | Term Loan, 5.00%, Maturing August 1, 2014 ⁽³⁾ | 728,260 |
| SGS International, Inc. | | |
| 639 | Term Loan, 3.76%, Maturing December 30, 2011 | 635,313 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | Borrower/Tranche Description | Value |
|---|---|----------------------|
| (000 s omitted) | | |
| Publishing (continued) | | |
| Source Interlink Companies, Inc. | | |
| 1,131 | Term Loan, 10.75%, Maturing June 18, 2013 | \$ 1,079,760 |
| 693 | Term Loan, 15.00%, Maturing March 18, 2014 ⁽³⁾ | 436,779 |
| Source Media, Inc. | | |
| 2,153 | Term Loan, 7.00%, Maturing November 8, 2011 | 2,061,358 |
| Springer Science+Business Media S.A. | | |
| 2,000 | Term Loan, 6.75%, Maturing June 17, 2016 | 2,007,500 |
| Star Tribune Co. (The) | | |
| 38 | Term Loan, 8.00%, Maturing September 28, 2014 | 34,407 |
| 25 | Term Loan, 8.00%, Maturing September 29, 2014 | 22,938 |
| TL Acquisitions, Inc. | | |
| 1,681 | Term Loan, 2.54%, Maturing July 3, 2014 | 1,538,613 |
| Xsys, Inc. | | |
| EUR 1,500 | Term Loan - Second Lien, 5.39%, Maturing November 1, 2014 | 1,953,739 |
| | | \$ 38,615,272 |

Radio and Television 1.1%

Block Communications, Inc.

| | | |
|-------|--|--------------|
| 2,000 | Term Loan, 2.29%, Maturing December 22, 2011 | \$ 1,900,237 |
|-------|--|--------------|

CMP KC, LLC

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| | | |
|---|--|----------------------|
| 956 | Term Loan, 0.00%, Maturing May 3, 2011 ⁽⁶⁾⁽⁷⁾ | 274,426 |
| CMP Susquehanna Corp. | | |
| 954 | Revolving Loan, 1.58%, Maturing May 5, 2012 ⁽²⁾ | 824,940 |
| 703 | Term Loan, 2.31%, Maturing May 5, 2013 | 630,307 |
| Gray Television, Inc. | | |
| 787 | Term Loan, 3.76%, Maturing December 31, 2014 | 764,551 |
| HIT Entertainment, Inc. | | |
| 1,003 | Term Loan, 5.68%, Maturing June 1, 2012 | 977,401 |
| Live Nation Worldwide, Inc. | | |
| 2,836 | Term Loan, 4.50%, Maturing November 7, 2016 | 2,828,661 |
| Mission Broadcasting, Inc. | | |
| 661 | Term Loan, 5.00%, Maturing September 30, 2016 | 661,342 |
| NEP II, Inc. | | |
| 478 | Term Loan, 2.30%, Maturing February 16, 2014 | 458,877 |
| New Young Broadcasting Holding Co., Inc. | | |
| 539 | Term Loan, 8.00%, Maturing June 30, 2015 | 541,019 |
| Nexstar Broadcasting, Inc. | | |
| 1,034 | Term Loan, 5.01%, Maturing September 30, 2016 | 1,034,407 |
| Raycom TV Broadcasting, LLC | | |
| 1,891 | Term Loan, 1.81%, Maturing June 25, 2014 | 1,758,165 |
| Univision Communications, Inc. | | |
| 4,258 | Term Loan, 2.51%, Maturing September 29, 2014 | 4,031,795 |
| 4,258 | Term Loan, 4.51%, Maturing March 31, 2017 | 4,023,760 |
| Weather Channel | | |
| 1,287 | Term Loan, 5.00%, Maturing September 14, 2015 | 1,294,362 |
| | | \$ 22,004,250 |

Rail Industries 0.2%

Kansas City Southern Railway Co.

| | | |
|-------|---|--------------|
| 3,255 | Term Loan, 2.05%, Maturing April 26, 2013 | \$ 3,184,286 |
|-------|---|--------------|

\$ 3,184,286

Retailers (Except Food and Drug) 1.0%

American Achievement Corp.

381 Term Loan, 6.26%, Maturing March 25,
2011 \$ 379,300

Amscan Holdings, Inc.

660 Term Loan, 2.54%, Maturing May 25,
2013 637,296

Dollar General Corp.

1,000 Term Loan, 3.01%, Maturing July 7,
2014 988,469

Educate, Inc.

498 Term Loan - Second Lien, 8.51%,
Maturing June 16, 2014 485,076

Harbor Freight Tools USA, Inc.

1,018 Term Loan, 5.02%, Maturing
February 24, 2016 1,018,913

Mapco Express, Inc.

834 Term Loan, 6.50%, Maturing April 28,
2011 817,428

Michaels Stores, Inc.

1,000 Term Loan, 2.63%, Maturing
October 31, 2013 971,625

Neiman Marcus Group, Inc.

1,858 Term Loan, 2.29%, Maturing April 5,
2013 1,815,681

Orbitz Worldwide, Inc.

1,849 Term Loan, 3.28%, Maturing July 25,
2014 1,801,200

Oriental Trading Co., Inc.

1,900 Term Loan - Second Lien, 0.00%,
Maturing January 31, 2014⁽⁷⁾ 64,125

Rent-A-Center, Inc.

55 Term Loan, 2.02%, Maturing June 30,
2012 54,416

971 Term Loan, 3.30%, Maturing March 31,
2015 973,417

Savers, Inc.

1,368 Term Loan, 5.75%, Maturing March 11,
2016 1,373,256

Visant Corp.

1,200 Term Loan, 7.00%, Maturing
December 22, 2016 1,211,750

Vivarte

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| | | | |
|-----|-----|--|---------|
| EUR | 32 | Term Loan, 2.74%, Maturing March 9, 2015 | 38,064 |
| EUR | 126 | Term Loan, 2.74%, Maturing March 9, 2015 | 148,028 |
| EUR | 807 | Term Loan, 2.74%, Maturing March 9, 2015 | 950,763 |
| EUR | 807 | Term Loan, 3.24%, Maturing March 8, 2016 | 950,763 |
| EUR | 32 | Term Loan, 3.24%, Maturing May 29, 2016 | 38,064 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount* | | Borrower/Tranche Description | Value |
|--|-------|--|----------------------|
| (000 s omitted) | | | |
| Retailers (Except Food and Drug) (continued) | | | |
| EUR | 126 | Term Loan, 3.24%, Maturing May 29, 2016 | \$ 148,028 |
| Yankee Candle Company, Inc. (The) | | | |
| | 4,701 | Term Loan, 2.26%, Maturing February 6, 2014 | 4,564,001 |
| | | | \$ 19,429,663 |
| Steel 0.1% | | | |
| Niagara Corp. | | | |
| | 2,032 | Term Loan, 10.50%, Maturing June 29, 2014 ⁽³⁾⁽⁶⁾ | \$ 1,918,913 |
| | | | \$ 1,918,913 |
| Surface Transport 0.2% | | | |
| CEVA Group PLC U.S. | | | |
| | 407 | Term Loan, 3.26%, Maturing November 4, 2013 | \$ 365,990 |
| EUR | 0 | Term Loan, 3.85%, Maturing November 4, 2013 ⁽⁸⁾ | 161 |
| EUR | 0 | Term Loan, 3.85%, Maturing November 4, 2013 ⁽⁸⁾ | 273 |
| EUR | 0 | Term Loan, 3.85%, Maturing November 4, 2013 ⁽⁸⁾ | 335 |

Swift Transportation Co., Inc.

| | | |
|-------|--|---------------------|
| 500 | Term Loan, 8.25%, Maturing May 6, 2012 | 475,938 |
| 3,341 | Term Loan, 8.25%, Maturing May 9, 2014 | 3,290,658 |
| | | \$ 4,133,355 |

Telecommunications 1.7%

Asurion Corp.

| | | |
|-------|---|--------------|
| 2,426 | Term Loan, 3.28%, Maturing July 3, 2014 | \$ 2,269,662 |
|-------|---|--------------|

BCM Luxembourg, Ltd.

| | | |
|-----------|---|-----------|
| EUR 1,827 | Term Loan, 2.72%, Maturing September 30, 2014 | 2,141,800 |
| EUR 1,828 | Term Loan, 2.97%, Maturing September 30, 2015 | 2,142,237 |
| EUR 2,500 | Term Loan - Second Lien, 5.10%, Maturing March 31, 2016 | 2,661,028 |

CommScope, Inc.

| | | |
|-------|--|-----------|
| 1,361 | Term Loan, 2.79%, Maturing December 26, 2014 | 1,361,487 |
|-------|--|-----------|

Intelsat Corp.

| | | |
|-------|--|-----------|
| 332 | Term Loan, 2.79%, Maturing January 3, 2014 | 324,568 |
| 332 | Term Loan, 2.79%, Maturing January 3, 2014 | 324,568 |
| 333 | Term Loan, 2.79%, Maturing January 3, 2014 | 324,669 |
| 2,684 | Term Loan, 2.79%, Maturing January 3, 2014 | 2,620,694 |
| 2,684 | Term Loan, 2.79%, Maturing January 3, 2014 | 2,620,694 |
| 2,685 | Term Loan, 2.79%, Maturing January 3, 2014 | 2,621,503 |

Intelsat Subsidiary Holding Co.

| | | |
|-------|---|-----------|
| 1,248 | Term Loan, 2.79%, Maturing July 3, 2013 | 1,217,971 |
|-------|---|-----------|

IPC Systems, Inc.

| | | |
|-----------|---|-----------|
| GBP 1,421 | Term Loan, 2.99%, Maturing May 31, 2014 | 2,014,456 |
|-----------|---|-----------|

Macquarie UK Broadcast Ventures, Ltd.

| | | |
|-----------|---|-----------|
| GBP 1,071 | Term Loan, 2.57%, Maturing December 1, 2014 | 1,448,170 |
|-----------|---|-----------|

NTelos, Inc.

| | | |
|-------|--|-----------|
| 1,987 | | 1,999,909 |
|-------|--|-----------|

Term Loan, 5.75%, Maturing August 7,
2015

Telesat Canada, Inc.

| | | |
|-------|--|-----------|
| 316 | Term Loan, 3.26%, Maturing October 31, 2014 | 310,519 |
| 3,674 | Term Loan, 3.26%, Maturing October 31, 2014 | 3,615,109 |

Windstream Corp.

| | | |
|-------|---|-----------|
| 3,910 | Term Loan, 3.04%, Maturing December 17, 2015 | 3,923,851 |
|-------|---|-----------|

\$ 33,942,895

Utilities 1.0%

AEI Finance Holding, LLC

| | | |
|-------|---|------------|
| 505 | Revolving Loan, 3.29%, Maturing March 30, 2012 | \$ 490,265 |
| 3,310 | Term Loan, 3.29%, Maturing March 30, 2014 | 3,215,764 |

Calpine Corp.

| | | |
|-------|--|-----------|
| 3,437 | Term Loan, 3.17%, Maturing March 29, 2014 | 3,425,767 |
|-------|--|-----------|

Mirant North America, LLC

| | | |
|-----|---|---------|
| 610 | Term Loan, 2.01%, Maturing January 3, 2013 | 608,362 |
|-----|---|---------|

NRG Energy, Inc.

| | | |
|-------|--|-----------|
| 948 | Term Loan, 1.78%, Maturing February 1, 2013 | 929,169 |
| 1 | Term Loan, 3.64%, Maturing February 1, 2013 | 1,123 |
| 2,993 | Term Loan, 3.54%, Maturing August 31, 2015 | 2,975,961 |
| 3,570 | Term Loan, 3.54%, Maturing August 31, 2015 | 3,573,679 |

Pike Electric, Inc.

| | | |
|-----|---|---------|
| 355 | Term Loan, 2.06%, Maturing July 2, 2012 | 336,250 |
| 267 | Term Loan, 2.06%, Maturing December 10, 2012 | 253,326 |

TXU Texas Competitive Electric Holdings Co., LLC

| | | |
|-------|--|-----------|
| 3,056 | Term Loan, 3.76%, Maturing October 10, 2014 | 2,405,687 |
| 1,116 | Term Loan, 3.92%, Maturing October 10, 2014 | 877,620 |

\$ 19,092,973

Total Senior Floating-Rate Interests
(identified cost \$827,401,644)

\$ 801,089,399

Corporate Bonds & Notes 51.8%

**Principal
Amount**

(000 s omitted)

Security

Value

Aerospace and Defense 0.1%

Alliant Techsystems, Inc.

\$ 760 6.875%, 9/15/20

\$ 803,700

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|---------------------------------|----------------------|
| Aerospace and Defense (continued) | | |
| BE Aerospace, Inc. | | |
| \$ 1,465 | 6.875%, 10/1/20 | \$ 1,563,888 |
| | | \$ 2,367,588 |
| Agriculture 0.0% | | |
| Brickman Group Holdings, Inc., Sr. Notes | | |
| \$ 685 | 9.125%, 11/1/18 ⁽¹⁰⁾ | \$ 708,975 |
| | | \$ 708,975 |
| Air Transport 0.6% | | |
| AMGH Merger Sub, Inc. | | |
| \$ 1,030 | 9.25%, 11/1/18 ⁽¹⁰⁾ | \$ 1,071,200 |
| Burlington Northern Santa Fe, LLC, Sr. Notes | | |
| 750 | 6.15%, 5/1/37 | 835,029 |
| CHC Helicopter SA, Sr. Notes | | |
| 8,140 | 9.25%, 10/15/20 ⁽¹⁰⁾ | 8,547,000 |
| Southwest Airlines Co., Sr. Notes | | |
| 850 | 5.75%, 12/15/16 | 932,986 |
| United Air Lines, Inc., Sr. Notes | | |
| 290 | 9.875%, 8/1/13 ⁽¹⁰⁾ | 320,450 |
| | | \$ 11,706,665 |

Automotive 1.4%

| | | |
|---|------------------------------------|----------------------|
| Accuride Corp. | | |
| \$ 1,580 | 9.50%, 8/1/18 ⁽¹⁰⁾ | \$ 1,730,100 |
| Affinia Group, Inc., Sr. Notes | | |
| 2,585 | 10.75%, 8/15/16 ⁽¹⁰⁾ | 2,885,506 |
| Allison Transmission, Inc. | | |
| 285 | 11.00%, 11/1/15 ⁽¹⁰⁾ | 310,650 |
| 3,599 | 11.25%, 11/1/15 ⁽³⁾⁽¹⁰⁾ | 3,918,085 |
| American Axle & Manufacturing Holdings, Inc., Sr. Notes | | |
| 1,305 | 9.25%, 1/15/17 ⁽¹⁰⁾ | 1,486,069 |
| Avis Budget Car Rental, LLC/Avis Budget Finance, Inc. | | |
| 1,950 | 9.625%, 3/15/18 | 2,106,000 |
| Commercial Vehicle Group, Inc., Sr. Notes | | |
| 1,570 | 8.00%, 7/1/13 | 1,436,550 |
| Goodyear Tire & Rubber Co. (The), Sr. Notes | | |
| 3,240 | 10.50%, 5/15/16 | 3,726,000 |
| Lear Corp. | | |
| 600 | 7.875%, 3/15/18 | 655,500 |
| 745 | 8.125%, 3/15/20 | 832,538 |
| Navistar International Corp. | | |
| 4,270 | 8.25%, 11/1/21 | 4,702,337 |
| Tower Automotive Holdings USA, LLC/TA Holding Finance, Inc., Sr. Notes | | |
| 3,135 | 10.625%, 9/1/17 ⁽¹⁰⁾ | 3,307,425 |
| | | \$ 27,096,760 |

Banks and Thrifts 1.7%

| | | |
|--|--|------------|
| Barclays Bank PLC | | |
| \$ 500 | 10.179%, 6/12/21 ⁽¹⁰⁾ | \$ 667,579 |
| Capital One Capital IV, Variable Rate | | |
| 2,000 | 6.745% to 2/17/32, 2/17/37, 2/5/82 ⁽¹¹⁾⁽¹²⁾ | 2,025,000 |
| Charter One Bank NA | | |
| 800 | 6.375%, 5/15/12 | 848,156 |
| Citigroup, Inc. | | |
| 2,500 | 5.00%, 9/15/14 | 2,622,697 |
| Discover Bank | | |
| 1,500 | 7.00%, 4/15/20 | 1,658,437 |
| Fifth Third Bancorp | | |
| 450 | 8.25%, 3/1/38 | 529,505 |
| General Motors Acceptance Corp. | | |

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| | | |
|---|---|-----------|
| 4,500 | 8.30%, 2/12/15 ⁽¹⁰⁾ | 4,916,250 |
| 2,450 | 8.00%, 12/31/18 | 2,560,250 |
| HSBC Bank USA | | |
| 500 | 4.625%, 4/1/14 | 536,670 |
| 1,425 | 6.00%, 8/9/17 | 1,599,789 |
| Intesa Sanpaolo SPA, Sr. Notes | | |
| 500 | 3.625%, 8/12/15 ⁽¹⁰⁾ | 507,660 |
| Itau Unibanco Holding SA | | |
| 1,000 | 6.20%, 4/15/20 ⁽¹⁰⁾ | 1,061,147 |
| KeyBank NA | | |
| 500 | 5.45%, 3/3/16 | 545,497 |
| Lloyds TSB Bank PLC | | |
| 700 | 6.50%, 9/14/20 ⁽¹⁰⁾ | 731,698 |
| Macquarie Group, Ltd., Sr. Notes | | |
| 1,400 | 6.00%, 1/14/20 ⁽¹⁰⁾ | 1,461,471 |
| Manufacturers & Traders Trust Co., Variable Rate | | |
| 2,165 | 5.629% to 12/1/16, 12/21/21 ⁽¹¹⁾ | 2,089,597 |
| Merrill Lynch & Co., Inc., Sr. Sub Notes | | |
| 2,750 | 6.05%, 5/16/16 | 2,913,056 |
| Morgan Stanley | | |
| 900 | 4.75%, 4/1/14 | 940,595 |
| Royal Bank of Scotland Group PLC | | |
| 545 | 5.625%, 8/24/20 | 574,699 |
| Standard Chartered Bank, Sr. Notes | | |
| 2,275 | 6.40%, 9/26/17 ⁽¹⁰⁾ | 2,566,541 |
| Svenska Handelsbanken AB, Sr. Notes | | |
| 1,000 | 4.875%, 6/10/14 ⁽¹⁰⁾ | 1,102,187 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|---------------------------------|----------------------|
| Banks and Thrifts (continued) | | |
| Wachovia Corp. | | |
| \$ 1,320 | 4.80%, 11/1/14 | \$ 1,431,727 |
| | | \$ 33,890,208 |
| Broadcast Radio and Television 1.4% | | |
| Clear Channel Communications, Inc., Sr. Notes | | |
| \$ 10,180 | 6.25%, 3/15/11 | \$ 10,205,450 |
| 3,875 | 4.40%, 5/15/11 | 3,826,562 |
| 535 | 5.00%, 3/15/12 | 516,944 |
| Clear Channel Worldwide Holdings, Inc. | | |
| 1,550 | 9.25%, 12/15/17 | 1,701,125 |
| Historic TW, Inc. | | |
| 500 | 6.625%, 5/15/29 | 562,468 |
| Rainbow National Services, LLC, Sr. Sub. Notes | | |
| 1,470 | 10.375%, 9/1/14 ⁽¹⁰⁾ | 1,537,988 |
| Sirius XM Radio, Inc., Sr. Notes | | |
| 1,665 | 9.75%, 9/1/15 ⁽¹⁰⁾ | 1,875,206 |
| Time Warner Cable, Inc. | | |
| 1,000 | 7.50%, 4/1/14 | 1,180,275 |
| XM Satellite Radio Holdings, Inc. | | |
| 5,080 | 13.00%, 8/1/13 ⁽¹⁰⁾ | 6,083,300 |
| | | \$ 27,489,318 |
| Brokers, Dealers and Investment Houses 0.3% | | |

| | | |
|---|---------------------------------|---------------------|
| FMR, LLC | | |
| \$ 750 | 4.75%, 3/1/13 ⁽¹⁰⁾ | \$ 795,626 |
| FMR, LLC, Sr. Notes | | |
| 500 | 6.45%, 11/15/39 ⁽¹⁰⁾ | 492,538 |
| Macquarie Group, Ltd., Sr. Notes | | |
| 1,300 | 7.30%, 8/1/14 ⁽¹⁰⁾ | 1,470,641 |
| SSI Investments II, Sr. Notes | | |
| 3,185 | 11.125%, 6/1/18 ⁽¹⁰⁾ | 3,583,125 |
| | | \$ 6,341,930 |

Building and Development 0.9%

| | | |
|---|---------------------------------|----------------------|
| Associated Materials, LLC, Sr. Notes | | |
| \$ 3,270 | 9.125%, 11/1/17 ⁽¹⁰⁾ | \$ 3,441,675 |
| CB Richard Ellis Service, Inc., Sr. Sub. Notes | | |
| 9,415 | 11.625%, 6/15/17 | 11,015,550 |
| Interface, Inc., Sr. Notes | | |
| 850 | 11.375%, 11/1/13 | 990,250 |
| Masco Corp., Sr. Notes | | |
| 850 | 7.125%, 3/15/20 | 893,741 |
| Ply Gem Industries, Inc., Sr. Notes | | |
| 810 | 11.75%, 6/15/13 | 873,788 |
| Toll Brothers Finance Corp. | | |
| 1,590 | 4.95%, 3/15/14 | 1,636,795 |
| | | \$ 18,851,799 |

Business Equipment and Services 2.9%

| | | |
|--|---------------------------------|--------------|
| ACCO Brands Corp., Sr. Notes | | |
| \$ 1,600 | 10.625%, 3/15/15 | \$ 1,814,000 |
| Brocade Communications Systems, Inc., Sr. Notes | | |
| 700 | 6.625%, 1/15/18 | 749,000 |
| 890 | 6.875%, 1/15/20 | 961,200 |
| Education Management, LLC, Sr. Notes | | |
| 7,805 | 8.75%, 6/1/14 | 7,883,050 |
| Education Management, LLC, Sr. Sub. Notes | | |
| 1,161 | 10.25%, 6/1/16 | 1,190,025 |
| Live Nation Entertainment, Inc., Sr. Notes | | |
| 640 | 8.125%, 5/15/18 ⁽¹⁰⁾ | 662,400 |
| MDC Partners, Inc. | | |

| | | |
|---|------------------------------------|------------|
| 1,510 | 11.00%, 11/1/16 | 1,683,650 |
| MediMedia USA, Inc., Sr. Sub. Notes | | |
| 2,515 | 11.375%, 11/15/14 ⁽¹⁰⁾ | 2,175,475 |
| Muzak, LLC/Muzak Finance, Sr. Notes | | |
| 3,316 | 15.00%, 7/31/14 ⁽³⁾ | 2,358,187 |
| Quintiles Transnational Corp., Sr. Notes | | |
| 830 | 9.50%, 12/30/14 ⁽³⁾⁽¹⁰⁾ | 848,675 |
| RSC Equipment Rental, Inc. | | |
| 1,525 | 10.25%, 11/15/19 | 1,666,063 |
| RSC Equipment Rental, Inc., Sr. Notes | | |
| 4,215 | 10.00%, 7/15/17 ⁽¹⁰⁾ | 4,731,337 |
| ServiceMaster Co. (The) | | |
| 1,220 | 10.75%, 7/15/15 ⁽³⁾⁽¹⁰⁾ | 1,314,550 |
| Sitel LLC/Sitel Finance Corp., Sr. Notes | | |
| 915 | 11.50%, 4/1/18 ⁽¹⁰⁾ | 743,438 |
| SunGard Data Systems, Inc., Sr. Notes | | |
| 11,035 | 10.625%, 5/15/15 | 12,386,787 |
| Ticketmaster Entertainment, Inc. | | |
| 4,270 | 10.75%, 8/1/16 | 4,750,375 |
| Trans Union LLC/TransUnion Financing Corp. | | |
| 2,160 | 11.375%, 6/15/18 ⁽¹⁰⁾ | 2,500,200 |
| United Rentals North America, Inc. | | |
| 1,255 | 7.75%, 11/15/13 | 1,269,119 |
| 3,055 | 10.875%, 6/15/16 | 3,497,975 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|---------------------------------|----------------------|
| Business Equipment and Services (continued) | | |
| West Corp. | | |
| \$ 4,710 | 9.50%, 10/15/14 | \$ 4,957,275 |
| | | \$ 58,142,781 |
| Cable and Satellite Television 0.6% | | |
| Cablevision Systems Corp., Sr. Notes | | |
| \$ 740 | 8.625%, 9/15/17 | \$ 838,975 |
| 1,055 | 7.75%, 4/15/18 | 1,156,544 |
| CCO Holdings, LLC/CCO Capital Corp. | | |
| 450 | 7.875%, 4/30/18 ⁽¹⁰⁾ | 480,375 |
| 2,035 | 8.125%, 4/30/20 ⁽¹⁰⁾ | 2,207,975 |
| Mediacom Broadband Corp., Sr. Notes | | |
| 3,000 | 8.50%, 10/15/15 | 3,150,000 |
| National Cable PLC, Sr. Notes | | |
| 3,270 | 9.125%, 8/15/16 | 3,511,163 |
| Time Warner Cable, Inc. | | |
| 1,055 | 8.75%, 2/14/19 | 1,406,323 |
| | | \$ 12,751,355 |
| Chemicals and Plastics 2.7% | | |
| BWAY Holding Co. | | |
| \$ 620 | 10.00%, 6/15/18 ⁽¹⁰⁾ | \$ 678,900 |
| Celanese US Holdings, LLC | | |

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| | | |
|--|-----------------------------------|----------------------|
| 880 | 6.625%, 10/15/18 ⁽¹⁰⁾ | 937,200 |
| CF Industries, Inc., Sr. Notes | | |
| 2,990 | 6.875%, 5/1/18 | 3,416,075 |
| 2,230 | 7.125%, 5/1/20 | 2,592,375 |
| Chemtura Corp. | | |
| 2,185 | 7.875%, 9/1/18 ⁽¹⁰⁾ | 2,365,263 |
| CII Carbon, LLC | | |
| 2,520 | 11.125%, 11/15/15 ⁽¹⁰⁾ | 2,690,100 |
| Hexion US Finance Corp./Hexion Nova Scotia Finance ULC, Sr. Notes | | |
| 1,100 | 9.00%, 11/15/20 ⁽¹⁰⁾ | 1,146,750 |
| INEOS Finance PLC, Sr. Notes | | |
| 3,160 | 9.00%, 5/15/15 ⁽¹⁰⁾ | 3,365,400 |
| INEOS Group Holdings PLC, Sr. Sub. Notes | | |
| 4,190 | 8.50%, 2/15/16 ⁽¹⁰⁾ | 3,833,850 |
| LBI Escrow Corp., Sr. Notes | | |
| 4,470 | 8.00%, 11/1/17 ⁽¹⁰⁾ | 4,905,825 |
| Lubrizol Corp. | | |
| 300 | 6.50%, 10/1/34 | 318,699 |
| Lyondell Chemical Co., Sr. Notes | | |
| 10,000 | 11.00%, 5/1/18 | 11,250,000 |
| Momentive Performance Materials, Inc. | | |
| 1,560 | 9.00%, 1/15/21 ⁽¹⁰⁾ | 1,622,400 |
| Nalco Co., Sr. Notes | | |
| 1,975 | 8.25%, 5/15/17 | 2,209,531 |
| Nova Chemicals Corp., Sr. Notes | | |
| 1,960 | 8.375%, 11/1/16 | 2,151,100 |
| PolyOne Corp., Sr. Notes | | |
| 585 | 7.375%, 9/15/20 | 622,294 |
| Reichhold Industries, Inc., Sr. Notes | | |
| 5,380 | 9.00%, 8/15/14 ⁽¹⁰⁾ | 4,842,000 |
| Scotts Miracle-Gro Co. (The) | | |
| 565 | 7.25%, 1/15/18 | 605,256 |
| Solutia, Inc. | | |
| 1,725 | 8.75%, 11/1/17 | 1,940,625 |
| Vertellus Specialties, Inc., Sr. Notes | | |
| 1,250 | 9.375%, 10/1/15 ⁽¹⁰⁾ | 1,348,438 |
| Wellman Holdings, Inc., Sr. Sub. Notes | | |
| 262 | 5.00%, 1/29/19 ⁽³⁾⁽⁶⁾ | 0 |
| | | \$ 52,842,081 |

Clothing / Textiles 0.2%

| | | |
|---|------------------|--------------|
| Oxford Industries, Inc., Sr. Notes | | |
| \$ 3,055 | 11.375%, 7/15/15 | \$ 3,490,337 |

\$ 3,490,337

Conglomerates 0.6%

Amsted Industries, Inc., Sr. Notes

\$ 3,220 8.125%, 3/15/18⁽¹⁰⁾ \$ 3,413,200

General Electric Co., Sr. Notes

1,625 5.00%, 2/1/13 1,764,558

Manitowoc Co., Inc. (The)

800 9.50%, 2/15/18 865,000

3,265 8.50%, 11/1/20 3,424,169

RBS Global & Rexnord Corp.

1,775 11.75%, 8/1/16 1,917,000

\$ 11,383,927

Containers and Glass Products 0.8%

Ardagh Packaging Finance PLC

\$ 1,265 9.125%, 10/15/20⁽¹⁰⁾ \$ 1,347,225

Ardagh Packaging Finance PLC, Sr. Notes

905 7.375%, 10/15/17⁽¹⁰⁾ 963,825

Intertape Polymer US, Inc., Sr. Sub. Notes

3,240 8.50%, 8/1/14 2,737,800

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|---------------------------------|----------------------|
| Containers and Glass Products (continued) | | |
| Reynolds Group Holdings, Inc., Sr. Notes | | |
| \$ 2,930 | 8.50%, 5/15/18 ⁽¹⁰⁾ | \$ 3,010,575 |
| 3,300 | 7.125%, 4/15/19 ⁽¹⁰⁾ | 3,456,750 |
| 3,300 | 9.00%, 4/15/19 ⁽¹⁰⁾ | 3,444,375 |
| | | \$ 14,960,550 |

Diversified Financial Services 0.5%

| | | |
|---|-----------------|---------------------|
| CIT Group, Inc., Sr. Notes | | |
| \$ 1,570 | 7.00%, 5/1/14 | \$ 1,585,700 |
| 3,710 | 7.00%, 5/1/17 | 3,710,000 |
| General Electric Capital Corp., Sr. Notes | | |
| 1,500 | 5.875%, 1/14/38 | 1,532,777 |
| Goldman Sachs Group, Inc. (The) | | |
| 1,100 | 6.75%, 10/1/37 | 1,158,523 |
| Goldman Sachs Group, Inc. (The), Sr. Notes | | |
| 350 | 3.625%, 8/1/12 | 364,873 |
| JPMorgan Chase & Co., Sr. Notes | | |
| 740 | 6.30%, 4/23/19 | 865,044 |
| Morgan Stanley, Sr. Notes | | |
| 600 | 7.25%, 4/1/32 | 676,771 |
| | | \$ 9,893,688 |

Diversified Manufacturing Operations 0.1%

Hutchison Whamboa International, Ltd.

| | | | | |
|----|-----|---------------------------------|-----------|------------------|
| \$ | 500 | 6.25%, 1/24/14 ⁽¹⁰⁾ | \$ | 561,859 |
| | 400 | 7.45%, 11/24/33 ⁽¹⁰⁾ | | 523,118 |
| | | | \$ | 1,084,977 |

Diversified Media 0.4%

Catalina Marketing Corp.

| | | | | |
|----|-------|----------------------------------|-----------|------------------|
| \$ | 3,255 | 10.50%, 10/1/15 ⁽¹⁰⁾ | \$ | 3,499,125 |
| | 4,150 | 11.625%, 10/1/17 ⁽¹⁰⁾ | | 4,627,250 |
| | | | \$ | 8,126,375 |

Drugs 0.2%

Patheon, Inc., Sr. Notes

| | | | | |
|----|-------|---------------------------------|----|-----------|
| \$ | 1,185 | 8.625%, 4/15/17 ⁽¹⁰⁾ | \$ | 1,235,362 |
|----|-------|---------------------------------|----|-----------|

Warner Chilcott Co. LLC

| | | | | |
|--|-------|--------------------------------|--|-----------|
| | 2,170 | 7.75%, 9/15/18 ⁽¹⁰⁾ | | 2,267,650 |
|--|-------|--------------------------------|--|-----------|

\$ 3,503,012

Ecological Services and Equipment 0.1%

Casella Waste Systems, Inc., Sr. Notes

| | | | | |
|----|-----|-----------------|----|---------|
| \$ | 845 | 11.00%, 7/15/14 | \$ | 939,006 |
|----|-----|-----------------|----|---------|

Environmental Systems Product Holdings, Inc., Jr. Notes

| | | | | |
|--|-----|--------------------------------|--|---------|
| | 175 | 18.00%, 3/31/15 ⁽⁶⁾ | | 148,541 |
|--|-----|--------------------------------|--|---------|

\$ 1,087,547

Electronics / Electrical 0.9%

Advanced Micro Devices, Inc.

| | | | | |
|----|-------|------------------|----|-----------|
| \$ | 1,670 | 8.125%, 12/15/17 | \$ | 1,811,950 |
|----|-------|------------------|----|-----------|

| | | |
|---|--------------------------------|----------------------|
| Advanced Micro Devices, Inc., Sr. Notes | | |
| 820 | 7.75%, 8/1/20 ⁽¹⁰⁾ | 873,300 |
| Dominion Resources, Inc., Sr. Notes | | |
| 1,000 | 5.70%, 9/17/12 | 1,088,610 |
| 500 | 7.00%, 6/15/38 | 625,244 |
| Electricite De France, Sr. Notes | | |
| 1,000 | 4.60%, 1/27/20 ⁽¹⁰⁾ | 1,105,468 |
| Midamerican Energy Holdings Co., Sr. Notes | | |
| 1,000 | 5.875%, 10/1/12 | 1,089,747 |
| NRG Energy, Inc. | | |
| 3,910 | 8.25%, 9/1/20 ⁽¹⁰⁾ | 4,164,150 |
| NXP BV/NXP Funding, LLC, Variable Rate | | |
| 1,025 | 3.039%, 10/15/13 | 977,594 |
| Spectrum Brands, Inc. | | |
| 3,599 | 12.00%, 8/28/19 | 4,075,528 |
| Tyco Electronics Group SA | | |
| 850 | 5.95%, 1/15/14 | 948,638 |
| 400 | 7.125%, 10/1/37 | 473,704 |
| | | \$ 17,233,933 |

Equipment Leasing 0.5%

| | | |
|---|---------------------------------|----------------------|
| AWAS Aviation Capital, Ltd., Sr. Notes | | |
| \$ 3,030 | 7.00%, 10/15/16 ⁽¹⁰⁾ | \$ 3,050,825 |
| Hertz Corp. | | |
| 2,465 | 8.875%, 1/1/14 | 2,545,113 |
| 1,155 | 10.50%, 1/1/16 | 1,234,406 |
| 225 | 7.50%, 10/15/18 ⁽¹⁰⁾ | 232,875 |
| United Rentals North America, Inc. | | |
| 3,310 | 8.375%, 9/15/20 | 3,376,200 |
| | | \$ 10,439,419 |

Financial Intermediaries 1.0%

| | | |
|---|-----------------|--------------|
| Ford Motor Credit Co., Sr. Notes | | |
| \$ 3,380 | 12.00%, 5/15/15 | \$ 4,336,371 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|--|---------------------------------|----------------------|
| Financial Intermediaries (continued) | | |
| \$ 4,975 | 8.00%, 12/15/16 | \$ 5,833,063 |
| 1,530 | 8.125%, 1/15/20 | 1,874,152 |
| General Motors Acceptance Corp. | | |
| 4,485 | 8.00%, 11/1/31 | 4,922,288 |
| Janus Capital Group, Inc., Sr. Notes | | |
| 2,000 | 6.95%, 6/15/17 | 2,097,752 |
| | | \$ 19,063,626 |
| Financial Services 0.1% | | |
| Credit Suisse USA, Inc. | | |
| \$ 200 | 7.125%, 7/15/32 | \$ 249,045 |
| UBS AG, Sr. Notes | | |
| 1,000 | 2.25%, 8/12/13 | 1,022,375 |
| | | \$ 1,271,420 |
| Food Products 1.2% | | |
| ASG Consolidated, LLC/ASG Finance, Inc., Sr. Notes | | |
| \$ 1,745 | 15.00%, 5/15/17 ⁽¹⁰⁾ | \$ 1,649,025 |
| ASG Consolidated, LLC/ASG Finance, Inc., Sr. Sub. Notes | | |
| 2,690 | 10.75%, 5/15/16 ⁽¹⁰⁾ | 2,824,500 |
| Corn Products International, Inc., Sr. Notes | | |
| 220 | 3.20%, 11/1/15 | 225,845 |
| 700 | 6.625%, 4/15/37 | 761,059 |

| | | |
|--|---------------------------------|----------------------|
| Dole Foods Co., Sr. Notes | | |
| 2,103 | 13.875%, 3/15/14 | 2,605,091 |
| Kraft Foods, Inc., Sr. Notes | | |
| 500 | 6.50%, 2/9/40 | 575,903 |
| Michael Foods, Inc., Sr. Notes | | |
| 4,360 | 9.75%, 7/15/18 ⁽¹⁰⁾ | 4,774,200 |
| Pinnacle Foods Finance, LLC | | |
| 300 | 9.25%, 4/1/15 ⁽¹⁰⁾ | 317,625 |
| 1,400 | 9.25%, 4/1/15 | 1,482,250 |
| 195 | 10.625%, 4/1/17 | 213,038 |
| 315 | 8.25%, 9/1/17 ⁽¹⁰⁾ | 329,962 |
| Ralcorp Holdings, Inc., Sr. Notes | | |
| 1,580 | 4.95%, 8/15/20 | 1,654,091 |
| Smithfield Foods, Inc., Sr. Notes | | |
| 3,845 | 7.75%, 5/15/13 | 4,051,669 |
| 2,600 | 10.00%, 7/15/14 ⁽¹⁰⁾ | 3,009,500 |
| | | \$ 24,473,758 |

Food Service 0.7%

| | | |
|--|---------------------------------|----------------------|
| NPC International, Inc., Sr. Sub. Notes | | |
| \$ 4,370 | 9.50%, 5/1/14 | \$ 4,544,800 |
| Starbucks Corp. | | |
| 2,000 | 6.25%, 8/15/17 | 2,314,866 |
| U.S. Foodservice, Inc., Sr. Notes | | |
| 6,100 | 10.75%, 6/30/15 ⁽¹⁰⁾ | 6,374,500 |
| | | \$ 13,234,166 |

Food / Drug Retailers 1.0%

| | | |
|---|--------------------------------|----------------------|
| General Nutrition Center, Sr. Notes, Variable Rate | | |
| \$ 11,060 | 5.75%, 3/15/14 ⁽³⁾ | \$ 11,018,525 |
| General Nutrition Center, Sr. Sub. Notes | | |
| 6,905 | 10.75%, 3/15/15 | 7,077,625 |
| Rite Aid Corp., Sr. Notes | | |
| 2,345 | 8.00%, 8/15/20 ⁽¹⁰⁾ | 2,427,075 |
| | | \$ 20,523,225 |

Forest Products 0.5%

| | | | | |
|---|-------|----------------------------------|-----------|-------------------|
| ABI Escrow Corp., Sr. Notes | | | | |
| \$ | 2,220 | 10.25%, 10/15/18 ⁽¹⁰⁾ | \$ | 2,380,950 |
| Boise Paper Holdings, LLC | | | | |
| | 605 | 8.00%, 4/1/20 | | 656,425 |
| Domtar Corp., Sr. Notes | | | | |
| | 2,995 | 10.75%, 6/1/17 | | 3,769,956 |
| Verso Paper Holdings, LLC/Verso Paper, Inc. | | | | |
| | 870 | 11.375%, 8/1/16 | | 841,725 |
| Verso Paper Holdings, LLC/Verso Paper, Inc., Sr. Notes | | | | |
| | 2,440 | 9.125%, 8/1/14 | | 2,525,400 |
| | | | \$ | 10,174,456 |

Health Care 3.8%

| | | | | |
|---|--------|----------------------------------|----|------------|
| Accellent, Inc., Sr. Notes | | | | |
| \$ | 2,910 | 8.375%, 2/1/17 | \$ | 3,084,600 |
| Alere, Inc. | | | | |
| | 1,000 | 9.00%, 5/15/16 | | 1,072,500 |
| Alere, Inc., Sr. Notes | | | | |
| | 3,335 | 7.875%, 2/1/16 | | 3,510,088 |
| American Renal Holdings, Sr. Notes | | | | |
| | 600 | 8.375%, 5/15/18 ⁽¹⁰⁾ | | 639,000 |
| Bio-Rad Laboratories, Inc. | | | | |
| | 800 | 8.00%, 9/15/16 | | 878,000 |
| Biomet, Inc. | | | | |
| | 3,415 | 10.375%, 10/15/17 ⁽³⁾ | | 3,824,800 |
| | 11,485 | 11.625%, 10/15/17 | | 12,992,406 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|---------------------------------|--------------|
| Health Care (continued) | | |
| DJO Finance, LLC/DJO Finance Corp. | | |
| \$ 5,070 | 10.875%, 11/15/14 | \$ 5,583,337 |
| 1,320 | 9.75%, 10/15/17 ⁽¹⁰⁾ | 1,379,400 |
| Fresenius US Finance II, Inc., Sr. Notes | | |
| 1,400 | 9.00%, 7/15/15 ⁽¹⁰⁾ | 1,641,500 |
| HCA, Inc. | | |
| 2,115 | 9.25%, 11/15/16 | 2,294,775 |
| 540 | 9.625%, 11/15/16 ⁽³⁾ | 588,600 |
| HCA, Inc., Sr. Notes | | |
| 3,585 | 9.875%, 2/15/17 | 4,042,088 |
| Hillenbrand, Inc., Sr. Notes | | |
| 1,800 | 5.50%, 7/15/20 | 1,877,490 |
| inVentiv Health, Inc., Sr. Notes | | |
| 1,100 | 10.00%, 8/15/18 ⁽¹⁰⁾ | 1,111,000 |
| LifePoint Hospitals, Inc. | | |
| 1,120 | 6.625%, 10/1/20 ⁽¹⁰⁾ | 1,184,400 |
| Multiplan, Inc. | | |
| 3,305 | 9.875%, 9/1/18 ⁽¹⁰⁾ | 3,544,613 |
| National Mentor Holdings, Inc. | | |
| 3,945 | 11.25%, 7/1/14 | 4,073,213 |
| Quest Diagnostics, Inc. | | |
| 500 | 6.95%, 7/1/37 | 547,508 |
| Quest Diagnostics, Inc., Sr. Notes | | |
| 700 | 5.45%, 11/1/15 | 785,283 |
| Res-Care, Inc., Sr. Notes | | |
| 1,130 | 7.75%, 10/15/13 | 1,149,775 |
| Rural/Metro Corp., Sr. Disc. Notes | | |
| 3,710 | 12.75%, 3/15/16 | 3,969,700 |
| Sabra Health Care LP/Sabra Capital Corp. | | |
| 1,085 | 8.125%, 11/1/18 ⁽¹⁰⁾ | 1,128,400 |
| US Oncology, Inc. | | |
| 5,350 | 10.75%, 8/15/14 | 5,570,687 |
| US Oncology, Inc., Sr. Notes | | |
| 5,235 | 9.125%, 8/15/17 | 5,850,112 |
| Valeant Pharmaceuticals International | | |

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| | | |
|-------|--------------------------------|-----------|
| 1,520 | 6.75%, 10/1/17 ⁽¹⁰⁾ | 1,590,300 |
| 2,280 | 7.00%, 10/1/20 ⁽¹⁰⁾ | 2,399,700 |

\$ 76,313,275

Home Furnishings 0.1%

Sealy Mattress Co., Sr. Notes

| | | |
|----------|----------------------------------|--------------|
| \$ 1,494 | 10.875%, 4/15/16 ⁽¹⁰⁾ | \$ 1,716,233 |
|----------|----------------------------------|--------------|

\$ 1,716,233

Industrial Equipment 1.2%

Cameron International Corp., Sr. Notes

| | | |
|----------|-----------------|--------------|
| \$ 1,960 | 6.375%, 7/15/18 | \$ 2,270,292 |
|----------|-----------------|--------------|

CEVA Group PLC, Sr. Notes

| | | |
|-------|----------------------------------|-----------|
| 1,250 | 11.625%, 10/1/16 ⁽¹⁰⁾ | 1,359,375 |
|-------|----------------------------------|-----------|

| | | |
|-------|--------------------------------|-----------|
| 3,115 | 11.50%, 4/1/18 ⁽¹⁰⁾ | 3,333,050 |
|-------|--------------------------------|-----------|

Chart Industries, Inc., Sr. Sub. Notes

| | | |
|-------|------------------|-----------|
| 2,170 | 9.125%, 10/15/15 | 2,218,825 |
|-------|------------------|-----------|

ESCO Corp., Sr. Notes

| | | |
|-------|----------------------------------|-----------|
| 2,180 | 8.625%, 12/15/13 ⁽¹⁰⁾ | 2,256,300 |
|-------|----------------------------------|-----------|

Pinafore, LLC/Pinafore, Inc., Sr. Notes

| | | |
|-------|--------------------------------|-----------|
| 6,285 | 9.00%, 10/1/18 ⁽¹⁰⁾ | 6,756,375 |
|-------|--------------------------------|-----------|

Terex Corp., Sr. Notes

| | | |
|-------|-----------------|-----------|
| 5,550 | 10.875%, 6/1/16 | 6,354,750 |
|-------|-----------------|-----------|

\$ 24,548,967

Insurance 0.8%

Aflac, Inc., Sr. Notes

| | | |
|----------|----------------|--------------|
| \$ 1,400 | 3.45%, 8/15/15 | \$ 1,464,952 |
|----------|----------------|--------------|

| | | |
|-------|----------------|-----------|
| 1,000 | 6.45%, 8/15/40 | 1,024,155 |
|-------|----------------|-----------|

Alliant Holdings I, Inc.

| | | |
|-------|--------------------------------|-----------|
| 2,455 | 11.00%, 5/1/15 ⁽¹⁰⁾ | 2,593,094 |
|-------|--------------------------------|-----------|

General American Life Insurance Co.

| | | |
|-------|---------------------------------|-----------|
| 2,200 | 7.625%, 1/15/24 ⁽¹⁰⁾ | 2,617,212 |
|-------|---------------------------------|-----------|

HUB International Holdings, Inc., Sr. Notes

| | | |
|--|----------------------------------|----------------------|
| 1,825 | 9.00%, 12/15/14 ⁽¹⁰⁾ | 1,850,094 |
| Pacific Life Insurance Co. | | |
| 1,500 | 9.25%, 6/15/39 ⁽¹⁰⁾ | 1,851,897 |
| PartnerRe Finance B, LLC | | |
| 1,075 | 5.50%, 6/1/20 | 1,124,041 |
| Travelers Property Casualty Corp. | | |
| 1,000 | 7.75%, 4/15/26 | 1,265,469 |
| U.S.I. Holdings Corp., Sr. Notes, Variable Rate | | |
| 1,380 | 4.251%, 11/15/14 ⁽¹⁰⁾ | 1,200,600 |
| | | \$ 14,991,514 |

Leisure Goods / Activities / Movies 1.9%

| | | |
|---|--------------------------------------|---------------|
| AMC Entertainment, Inc. | | |
| \$ 13,080 | 11.00%, 2/1/16 | \$ 14,011,950 |
| AMC Entertainment, Inc., Sr. Notes | | |
| 1,145 | 8.75%, 6/1/19 | 1,232,306 |
| HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp. | | |
| 2,170 | 12.50%, 4/1/13 ⁽⁶⁾⁽⁷⁾⁽¹⁰⁾ | 0 |
| HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate | | |
| 3,975 | 0.00%, 4/1/12 ⁽⁶⁾⁽⁷⁾⁽¹⁰⁾ | 0 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|--------------------------------|----------------------|
| Leisure Goods / Activities / Movies (continued) | | |
| Marquee Holdings, Inc., Sr. Disc. Notes | | |
| \$ 5,195 | 9.505%, 8/15/14 | \$ 4,324,838 |
| MU Finance PLC, Sr. Notes | | |
| 680 | 8.375%, 2/1/17 ⁽¹⁰⁾ | 681,700 |
| Regal Entertainment Group | | |
| 1,095 | 9.125%, 8/15/18 | 1,170,281 |
| Royal Caribbean Cruises, Sr. Notes | | |
| 2,205 | 7.00%, 6/15/13 | 2,397,938 |
| 1,400 | 6.875%, 12/1/13 | 1,512,000 |
| 660 | 7.25%, 6/15/16 | 722,700 |
| 1,680 | 7.25%, 3/15/18 | 1,835,400 |
| Universal City Development Partners, Ltd./UCDP Finance, Inc. | | |
| 4,525 | 8.875%, 11/15/15 | 4,819,125 |
| 4,345 | 10.875%, 11/15/16 | 4,812,087 |
| | | \$ 37,520,325 |

Lodging and Casinos 3.9%

| | | |
|---|-------------------------------------|--------------|
| Buffalo Thunder Development Authority | | |
| \$ 4,300 | 9.375%, 12/15/14 ⁽⁷⁾⁽¹⁰⁾ | \$ 1,139,500 |
| CCM Merger, Inc. | | |
| 1,625 | 8.00%, 8/1/13 ⁽¹⁰⁾ | 1,527,500 |
| Chukchansi EDA, Sr. Notes, Variable Rate | | |
| 3,080 | 4.123%, 11/15/12 ⁽¹⁰⁾ | 1,971,200 |
| Fontainebleau Las Vegas Casino, LLC | | |
| 9,180 | 10.25%, 6/15/15 ⁽⁷⁾⁽¹⁰⁾ | 72,247 |
| Harrah s Operating Co., Inc. | | |
| 3,300 | 5.375%, 12/15/13 | 3,019,500 |
| 8,540 | 5.625%, 6/1/15 | 6,405,000 |
| Harrah s Operating Co., Inc., Sr. Notes | | |

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| | | |
|--|-------------------------------------|----------------------|
| 4,615 | 11.25%, 6/1/17 | 5,122,650 |
| 3,035 | 12.75%, 4/15/18 ⁽¹⁰⁾ | 3,019,825 |
| 780 | 10.00%, 12/15/18 | 680,550 |
| Inn of the Mountain Gods Resort & Casino, Sr. Notes | | |
| 5,615 | 12.00%, 11/15/10 ⁽⁷⁾ | 2,302,150 |
| Majestic HoldCo, LLC | | |
| 1,540 | 12.50%, 10/15/11 ⁽⁷⁾⁽¹⁰⁾ | 27,720 |
| Mandalay Resort Group | | |
| 5,735 | 6.375%, 12/15/11 | 5,770,844 |
| MCE Finance, Ltd., Sr. Notes | | |
| 2,205 | 10.25%, 5/15/18 ⁽¹⁰⁾ | 2,499,919 |
| MGM Resorts International | | |
| 13,455 | 6.75%, 9/1/12 | 13,337,269 |
| MGM Resorts International, Sr. Notes | | |
| 1,655 | 10.375%, 5/15/14 | 1,870,150 |
| 1,715 | 11.125%, 11/15/17 | 1,980,825 |
| 755 | 9.00%, 3/15/20 ⁽¹⁰⁾ | 829,556 |
| Mohegan Tribal Gaming Authority, Sr. Sub. Notes | | |
| 4,830 | 8.00%, 4/1/12 | 4,232,287 |
| 3,375 | 7.125%, 8/15/14 | 2,328,750 |
| 4,550 | 6.875%, 2/15/15 | 3,150,875 |
| Peninsula Gaming, LLC | | |
| 495 | 8.375%, 8/15/15 | 527,175 |
| 2,235 | 10.75%, 8/15/17 | 2,391,450 |
| San Pasqual Casino | | |
| 1,215 | 8.00%, 9/15/13 ⁽¹⁰⁾ | 1,184,625 |
| Seminole Hard Rock Entertainment, Variable Rate | | |
| 2,010 | 2.792%, 3/15/14 ⁽¹⁰⁾ | 1,793,925 |
| Starwood Hotels & Resorts Worldwide, Inc. | | |
| 1,300 | 6.75%, 5/15/18 | 1,446,250 |
| Tunica-Biloxi Gaming Authority, Sr. Notes | | |
| 3,565 | 9.00%, 11/15/15 ⁽¹⁰⁾ | 3,257,519 |
| Waterford Gaming, LLC, Sr. Notes | | |
| 4,666 | 8.625%, 9/15/14 ⁽⁶⁾⁽¹⁰⁾ | 3,009,103 |
| Wynn Las Vegas, LLC/Wynn Las Vegas Capital Corp. | | |
| 3,165 | 7.75%, 8/15/20 ⁽¹⁰⁾ | 3,449,850 |
| | | \$ 78,348,214 |

Nonferrous Metals / Minerals 2.2%

Arch Coal, Inc.

\$ 1,085 7.25%, 10/1/20 \$ 1,193,500

Arch Coal, Inc., Sr. Notes

980 8.75%, 8/1/16 1,104,950

Consol Energy, Inc.

1,785 8.00%, 4/1/17⁽¹⁰⁾ 1,963,500

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| | | |
|---|---------------------------------|----------------------|
| 1,495 | 8.25%, 4/1/20 ⁽¹⁰⁾ | 1,674,400 |
| FMG Finance PTY, Ltd. | | |
| 9,230 | 10.625%, 9/1/16 ⁽¹⁰⁾ | 13,660,400 |
| FMG Resources PTY, Ltd., Sr. Notes | | |
| 7,835 | 7.00%, 11/1/15 ⁽¹⁰⁾ | 8,070,050 |
| Novelis, Inc./GA, Sr. Notes | | |
| 1,000 | 11.50%, 2/15/15 | 1,165,000 |
| Teck Resources, Ltd., Sr. Notes | | |
| 450 | 9.75%, 5/15/14 | 560,793 |
| 1,231 | 10.25%, 5/15/16 | 1,521,949 |
| 8,995 | 10.75%, 5/15/19 | 11,508,203 |
| Vale, Ltd. | | |
| 300 | 6.875%, 11/21/36 | 342,784 |
| Vale, Ltd., Sr. Notes | | |
| 500 | 5.70%, 10/15/15 | 552,577 |
| | | \$ 43,318,106 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|--|----------------------------------|--------------|
| Oil and Gas | 4.2% | |
| Anadarko Petroleum Corp., Sr. Notes | | |
| \$ 3,910 | 6.375%, 9/15/17 | \$ 4,350,063 |
| Apache Corp., Sr. Notes | | |
| 600 | 6.00%, 9/15/13 | 680,160 |
| Berry Petroleum Co., Sr. Notes | | |
| 2,435 | 10.25%, 6/1/14 | 2,821,556 |
| Bill Barrett Corp. | | |
| 505 | 9.875%, 7/15/16 | 558,025 |
| Carrizo Oil & Gas, Inc. | | |
| 1,235 | 8.625%, 10/15/18 ⁽¹⁰⁾ | 1,249,776 |
| Coffeyville Resources, LLC/Coffeyville Finance, Inc., Sr. Notes | | |
| 2,785 | 9.00%, 4/1/15 ⁽¹⁰⁾ | 3,000,837 |
| Compton Petroleum Finance Corp. | | |
| 987 | 10.00%, 9/15/17 | 848,910 |
| Continental Resources, Inc. | | |
| 305 | 7.375%, 10/1/20 ⁽¹⁰⁾ | 331,688 |
| 735 | 7.125%, 4/1/21 ⁽¹⁰⁾ | 797,475 |
| Denbury Resources, Inc. | | |
| 1,674 | 8.25%, 2/15/20 | 1,874,880 |
| Denbury Resources, Inc., Sr. Sub. Notes | | |
| 1,315 | 7.50%, 12/15/15 | 1,370,888 |
| 3,285 | 9.75%, 3/1/16 | 3,736,687 |
| El Paso Corp. | | |
| 2,055 | 8.25%, 2/15/16 | 2,345,269 |
| El Paso Corp., Sr. Notes | | |
| 3,220 | 9.625%, 5/15/12 | 3,485,830 |
| El Paso Tennessee Pipeline Co., Sr. Notes | | |
| 3,860 | 7.25%, 12/15/25 | 3,930,648 |
| Energy Transfer Partners, L.P., Sr. Notes | | |
| 900 | 6.00%, 7/1/13 | 993,638 |
| 550 | 7.50%, 7/1/38 | 639,478 |
| Forbes Energy Services, Sr. Notes | | |
| 4,485 | 11.00%, 2/15/15 | 4,294,387 |
| Forest Oil Corp. | | |
| 410 | 7.25%, 6/15/19 | 433,063 |

| | | |
|---|---------------------------------|----------------------|
| Harvest Operations Corp. | | |
| 920 | 6.875%, 10/1/17 ⁽¹⁰⁾ | 970,600 |
| Holly Corp. | | |
| 1,435 | 9.875%, 6/15/17 | 1,578,500 |
| Kinder Morgan Energy Partners, L.P. | | |
| 1,000 | 5.85%, 9/15/12 | 1,082,108 |
| Kinder Morgan Energy Partners, L.P., Sr. Notes | | |
| 600 | 6.55%, 9/15/40 | 645,973 |
| McJunkin Red Man Corp., Sr. Notes | | |
| 2,045 | 9.50%, 12/15/16 ⁽¹⁰⁾ | 1,891,625 |
| OPTI Canada, Inc., Sr. Notes | | |
| 1,860 | 7.875%, 12/15/14 | 1,404,300 |
| 1,975 | 8.25%, 12/15/14 | 1,505,937 |
| Petrobras International Finance Co. | | |
| 1,300 | 9.125%, 7/2/13 | 1,517,750 |
| 700 | 6.875%, 1/20/40 | 813,789 |
| Petroleum Development Corp., Sr. Notes | | |
| 1,870 | 12.00%, 2/15/18 | 2,103,750 |
| Petroplus Finance, Ltd. | | |
| 430 | 6.75%, 5/1/14 ⁽¹⁰⁾ | 412,800 |
| 2,705 | 7.00%, 5/1/17 ⁽¹⁰⁾ | 2,488,600 |
| Petroplus Finance, Ltd., Sr. Notes | | |
| 4,260 | 9.375%, 9/15/19 ⁽¹⁰⁾ | 4,110,900 |
| Quicksilver Resources, Inc., Sr. Notes | | |
| 5,490 | 11.75%, 1/1/16 | 6,368,400 |
| Rockies Express Pipeline, LLC, Sr. Notes | | |
| 600 | 3.90%, 4/15/15 ⁽¹⁰⁾ | 611,662 |
| 400 | 6.875%, 4/15/40 ⁽¹⁰⁾ | 395,498 |
| Rosetta Resources, Inc. | | |
| 1,115 | 9.50%, 4/15/18 | 1,167,963 |
| Rowan Cos., Inc., Sr. Notes | | |
| 1,890 | 7.875%, 8/1/19 | 2,265,689 |
| SandRidge Energy, Inc. | | |
| 1,360 | 9.875%, 5/15/16 ⁽¹⁰⁾ | 1,455,200 |
| 495 | 8.75%, 1/15/20 | 517,275 |
| SESI, LLC, Sr. Notes | | |
| 690 | 6.875%, 6/1/14 | 700,350 |
| Southwestern Energy Co., Sr. Notes | | |
| 4,200 | 7.50%, 2/1/18 | 4,851,000 |
| Statoil ASA | | |
| 200 | 5.125%, 4/30/14 ⁽¹⁰⁾ | 225,119 |
| Transocean, Inc., Sr. Notes | | |
| 300 | 6.80%, 3/15/38 | 316,258 |
| United Refining Co., Sr. Notes | | |
| 5,395 | 10.50%, 8/15/12 | 4,990,375 |
| Weatherford International, Ltd., Sr. Notes | | |
| 500 | 6.50%, 8/1/36 | 518,123 |
| | | \$ 82,652,802 |

Publishing 1.4%

Laureate Education, Inc.

| | | | | |
|----|-------|------------------------------------|----|-----------|
| \$ | 8,540 | 10.00%, 8/15/15 ⁽¹⁰⁾ | \$ | 8,796,200 |
| | 4,454 | 10.25%, 8/15/15 ⁽³⁾⁽¹⁰⁾ | | 4,606,487 |
| | 8,000 | 11.75%, 8/15/17 ⁽¹⁰⁾ | | 8,640,000 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|--------------------------------------|----------------------|
| Publishing (continued) | | |
| Nielsen Finance, LLC | | |
| \$ 724 | 10.00%, 8/1/14 | \$ 762,915 |
| 2,490 | 11.50%, 5/1/16 | 2,875,950 |
| 905 | 12.50%, (0.00% until 8/1/11), 8/1/16 | 926,494 |
| Nielsen Finance, LLC, Sr. Notes | | |
| 300 | 11.625%, 2/1/14 | 346,500 |
| | | \$ 26,954,546 |
| Radio and Television 0.2% | | |
| WMG Acquisition Corp., Sr. Notes | | |
| \$ 2,980 | 9.50%, 6/15/16 | \$ 3,225,850 |
| | | \$ 3,225,850 |
| Rail Industries 0.5% | | |
| American Railcar Industry, Sr. Notes | | |
| \$ 2,020 | 7.50%, 3/1/14 | \$ 2,055,350 |
| Greenbrier Cos., Inc. | | |
| 160 | 8.375%, 5/15/15 | 160,000 |
| Kansas City Southern Mexico, Sr. Notes | | |
| 2,530 | 7.625%, 12/1/13 | 2,637,525 |
| 1,055 | 7.375%, 6/1/14 | 1,107,750 |
| 4,000 | 8.00%, 6/1/15 | 4,340,000 |
| 500 | 8.00%, 2/1/18 | 548,164 |

\$ 10,848,789

Real Estate Investment Trusts (REITs) 0.2%

CB Richard Ellis Services, Inc.

\$ 3,270 6.625%, 10/15/20⁽¹⁰⁾ \$ 3,335,400

Developers Diversified Realty Corp., Sr. Notes

950 9.625%, 3/15/16 1,100,258

470 7.50%, 4/1/17 503,984

\$ 4,939,642

Retailers (Except Food and Drug) 3.5%

Amscan Holdings, Inc., Sr. Sub. Notes

\$ 6,135 8.75%, 5/1/14 \$ 6,303,713

AutoZone, Inc., Sr. Notes

815 7.125%, 8/1/18 992,863

DineEquity, Inc., Sr. Notes

1,635 9.50%, 10/30/18⁽¹⁰⁾ 1,749,450

Express, LLC/Express Finance Corp.

4,700 8.75%, 3/1/18 5,029,000

Limited Brands, Inc.

3,325 8.50%, 6/15/19 3,940,125

Macy's Retail Holdings, Inc.

740 8.375%, 7/15/15 867,650

400 6.90%, 4/1/29 401,000

Michaels Stores, Inc.

4,990 13.00%, (0.00% until 11/1/11), 11/1/16 4,908,913

Michaels Stores, Inc., Sr. Notes

830 7.75%, 11/1/18⁽¹⁰⁾ 825,850

Neiman Marcus Group, Inc.

6,190 9.00%, 10/15/15⁽³⁾ 6,499,183

Phillips-Van Heusen Corp., Sr. Notes

3,085 7.75%, 11/15/23 3,424,723

Sally Holdings, LLC, Sr. Notes

18,715 10.50%, 11/15/16 20,633,287

Toys R Us

4,305 7.875%, 4/15/13 4,552,538

6,740 10.75%, 7/15/17 7,734,150

Toys R Us, Sr. Notes

1,925 7.375%, 9/1/16⁽¹⁰⁾ 2,014,031

Yankee Acquisition Corp.

400 9.75%, 2/15/17 419,000

\$ 70,295,476

Steel 0.1%

AK Steel Corp.

\$ 1,240 7.625%, 5/15/20 \$ 1,297,350

RathGibson, Inc., Sr. Notes

4,915 11.25%, 2/15/14⁽⁷⁾ 50,133

United States Steel Corp., Sr. Notes

750 7.375%, 4/1/20 786,563

\$ 2,134,046

Surface Transport 0.2%

Swift Transportation Co., Inc., Sr. Notes

\$ 1,625 12.50%, 5/15/17⁽¹⁰⁾ \$ 1,690,000

Teekay Corp., Sr. Notes

1,570 8.50%, 1/15/20 1,752,513

\$ 3,442,513

Technology 0.2%

Abengoa Finance SAU

\$ 1,910 8.875%, 11/1/17⁽¹⁰⁾ \$ 1,890,900

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|---------------------------------|---------------------|
| Technology (continued) | | |
| International Game Technology, Sr. Notes | | |
| \$ 1,646 | 7.50%, 6/15/19 | \$ 1,938,043 |
| Western Union Co. (The) | | |
| 1,000 | 6.20%, 11/17/36 | 1,041,672 |
| | | \$ 4,870,615 |
| Telecommunications 5.4% | | |
| America Movil SAB de CV | | |
| \$ 1,200 | 5.50%, 3/1/14 | \$ 1,335,892 |
| Avaya, Inc., Sr. Notes | | |
| 1,455 | 9.75%, 11/1/15 | 1,471,369 |
| 5,793 | 10.125%, 11/1/15 ⁽³⁾ | 5,857,944 |
| British Telecommunications PLC, Sr. Notes | | |
| 915 | 5.95%, 1/15/18 | 1,023,360 |
| Clearwire Communications, LLC/Clearwire Finance, Inc., Sr. Notes | | |
| 985 | 12.00%, 12/1/15 ⁽¹⁰⁾ | 1,098,275 |
| Digicel Group, Ltd., Sr. Notes | | |
| 4,660 | 12.00%, 4/1/14 ⁽¹⁰⁾ | 5,481,325 |
| 1,290 | 8.25%, 9/1/17 ⁽¹⁰⁾ | 1,362,563 |
| Intelsat Bermuda, Ltd. | | |
| 14,205 | 11.25%, 6/15/16 | 15,536,719 |
| Intelsat Jackson Holdings, Ltd. | | |
| 825 | 11.50%, 6/15/16 | 901,313 |
| Intelsat Luxembourg SA | | |
| 3,290 | 11.50%, 2/4/17 | 3,573,762 |
| Intelsat SA, Sr. Notes | | |
| 7,845 | 6.50%, 11/1/13 | 7,943,062 |
| Intelsat Subsidiary Holdings Co., Ltd. | | |
| 680 | 8.875%, 1/15/15 ⁽¹⁰⁾ | 703,800 |

| | | |
|--|---------------------------------|-----------------------|
| Nextel Communications, Inc., Series E | | |
| 1,795 | 6.875%, 10/31/13 | 1,817,437 |
| NII Capital Corp. | | |
| 3,490 | 10.00%, 8/15/16 | 3,974,237 |
| SBA Telecommunications, Inc. | | |
| 1,475 | 8.00%, 8/15/16 | 1,633,562 |
| 985 | 8.25%, 8/15/19 | 1,113,050 |
| Sprint Capital Corp. | | |
| 5,320 | 6.90%, 5/1/19 | 5,466,300 |
| 585 | 6.875%, 11/15/28 | 554,288 |
| Telecom Italia Capital SA | | |
| 950 | 7.175%, 6/18/19 | 1,147,541 |
| Telefonica Emisiones SAU | | |
| 900 | 5.877%, 7/15/19 | 1,033,225 |
| Telesat Canada/Telesat, LLC, Sr. Notes | | |
| 3,625 | 11.00%, 11/1/15 | 4,087,187 |
| Telesat Canada/Telesat, LLC, Sr. Sub. Notes | | |
| 6,830 | 12.50%, 11/1/17 | 8,093,550 |
| Wind Acquisition Finance SA | | |
| 16,600 | 12.00%, 12/1/15 ⁽¹⁰⁾ | 17,679,000 |
| Wind Acquisition Finance SA, Sr. Notes | | |
| 4,735 | 11.75%, 7/15/17 ⁽¹⁰⁾ | 5,421,575 |
| 2,520 | 12.25%, 7/15/17 ⁽¹⁰⁾ | 2,844,904 |
| Windstream Corp. | | |
| 4,800 | 8.125%, 9/1/18 ⁽¹⁰⁾ | 5,196,000 |
| | | \$ 106,351,240 |

Utilities 0.6%

| | | |
|--|-------------------------------|----------------------|
| Calpine Construction Finance Co., Sr. Notes | | |
| \$ 4,275 | 8.00%, 6/1/16 ⁽¹⁰⁾ | \$ 4,649,062 |
| Energy Transfer Equity, L.P. | | |
| 1,170 | 7.50%, 10/15/20 | 1,281,150 |
| NGC Corp. | | |
| 4,395 | 7.625%, 10/15/26 | 2,658,975 |
| NRG Energy, Inc., Sr. Notes | | |
| 2,825 | 7.375%, 2/1/16 | 2,948,594 |
| Reliant Energy, Inc., Sr. Notes | | |
| 360 | 7.625%, 6/15/14 | 364,500 |
| | | \$ 11,902,281 |

Total Corporate Bonds & Notes

(identified cost \$977,820,403) **\$ 1,026,508,310**

Foreign Government Securities 0.0%

| Principal Amount (000 s omitted) | Security | Value |
|--|--|-------------------|
| \$ 300 | Government of Bermuda, Sr. Notes, 5.603%, 7/20/20 ⁽¹⁰⁾ | \$ 327,589 |
| Total Foreign Government Securities (identified cost \$300,000) | | \$ 327,589 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

Mortgage Pass-Throughs 30.9%**Principal****Amount****(000 s omitted)****Security****Value**

Federal Home Loan Mortgage Corp.:

| | | |
|-----------|--|---------------|
| \$ 33,623 | 5.00%, with various maturities to 2019 | \$ 36,093,537 |
| 10,319 | 5.50%, with various maturities to 2032 ⁽¹³⁾ | 11,313,358 |
| 12,260 | 6.00%, with various maturities to 2031 | 13,346,716 |
| 33,232 | 6.50%, with various maturities to 2032 | 37,275,745 |
| 40,937 | 7.00%, with various maturities to 2036 | 46,054,158 |
| 468 | 7.13%, with maturity at 2023 | 540,254 |
| 21,834 | 7.50%, with various maturities to 2029 | 25,351,313 |
| 753 | 7.65%, with maturity at 2022 | 882,477 |
| 91 | 7.70%, with maturity at 2022 | 102,020 |
| 13,754 | 8.00%, with various maturities to 2030 | 16,186,641 |
| 423 | 8.25%, with maturity at 2020 | 497,573 |
| 1,086 | 8.30%, with maturity at 2020 | 1,279,863 |
| 10,248 | 8.50%, with various maturities to 2031 | 12,324,624 |
| 3,525 | 9.00%, with various maturities to 2031 | 4,172,775 |
| 2,839 | 9.50%, with various maturities to 2025 | 3,389,925 |
| 403 | 10.00%, with maturity at 2020 | 469,028 |
| 409 | 10.50%, with maturity at 2020 | 491,169 |
| 432 | 12.00%, with maturity at 2020 | 486,544 |
| 30 | 13.00%, with maturity at 2015 | 33,960 |

\$ 210,291,680

Federal National Mortgage Association:

| | | |
|----------|---|--------------|
| \$ 2,718 | 2.614%, with maturity at 2022 ⁽¹⁴⁾ | \$ 2,804,006 |
| 4,898 | 3.352%, with maturity at 2036 ⁽¹⁴⁾ | 5,098,560 |
| 4,712 | 4.50%, with maturity at 2018 | 5,034,180 |
| 28,911 | 5.00%, with various maturities to 2018 | 31,047,577 |
| 12,373 | 5.50%, with various maturities to 2028 | 13,476,758 |
| 20,060 | 6.00%, with various maturities to 2033 | 22,193,539 |
| 14,928 | 6.322%, with maturity at 2032 ⁽¹⁴⁾ | 16,006,058 |
| 38,684 | 6.50%, with various maturities to 2036 | 43,549,748 |

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| | | |
|--------|--|-----------------------|
| 333 | 6.75%, with maturity at 2023 | 366,778 |
| 57,109 | 7.00%, with various maturities to 2036 | 65,263,058 |
| 22,855 | 7.50%, with various maturities to 2035 ⁽¹³⁾ | 26,763,635 |
| 8,158 | 8.00%, with various maturities to 2031 | 9,544,830 |
| 19 | 8.25%, with maturity at 2018 | 21,203 |
| 2,044 | 8.339%, with maturity at 2027 ⁽¹⁵⁾ | 2,449,249 |
| 10,447 | 8.50%, with various maturities to 2030 | 12,460,562 |
| 921 | 8.515%, with maturity at 2028 ⁽¹⁵⁾ | 1,097,227 |
| 616 | 8.599%, with maturity at 2029 ⁽¹⁵⁾ | 741,983 |
| 808 | 8.628%, with maturity at 2027 ⁽¹⁵⁾ | 965,920 |
| 121 | 8.778%, with maturity at 2024 ⁽¹⁵⁾ | 135,613 |
| 13,410 | 9.00%, with various maturities to 2027 | 16,059,936 |
| 538 | 9.478%, with maturity at 2018 ⁽¹⁵⁾ | 622,846 |
| 3,803 | 9.50%, with various maturities to 2030 | 4,580,046 |
| 984 | 10.00%, with various maturities to 2020 | 1,144,061 |
| 772 | 10.027%, with maturity at 2025 ⁽¹⁵⁾ | 895,829 |
| 720 | 10.446%, with maturity at 2019 ⁽¹⁵⁾ | 819,898 |
| 886 | 10.50%, with maturity at 2021 | 1,055,071 |
| 265 | 11.50%, with maturity at 2016 | 296,339 |
| 4 | 12.50%, with maturity at 2011 | 3,906 |
| | | \$ 284,498,416 |

Government National Mortgage Association:

| | | |
|----------|--|-----------------------|
| \$ 2,729 | 6.00%, with maturity at 2024 | \$ 3,018,492 |
| 21,565 | 6.50%, with various maturities to 2032 | 24,635,201 |
| 13,227 | 7.00%, with various maturities to 2033 | 15,362,262 |
| 28,380 | 7.50%, with various maturities to 2032 | 33,463,854 |
| 18,472 | 8.00%, with various maturities to 2034 | 22,017,570 |
| 614 | 8.30%, with maturity at 2020 | 721,535 |
| 1,167 | 8.50%, with various maturities to 2022 | 1,382,947 |
| 5,631 | 9.00%, with various maturities to 2026 | 6,750,108 |
| 8,016 | 9.50%, with various maturities to 2026 | 9,729,500 |
| 457 | 10.00%, with maturity at 2019 | 534,020 |
| | | \$ 117,615,489 |

Total Mortgage Pass-Throughs
(identified cost \$576,297,402)

\$ 612,405,585

Collateralized Mortgage Obligations 7.0%

| Principal Amount (000 s omitted) | Security | Value |
|---|--|----------------------|
| Federal Home Loan Mortgage Corp.: | | |
| \$ 1,516 | Series 24, Class J, 6.25%, 11/25/23 | \$ 1,663,965 |
| 1,685 | Series 1497, Class K, 7.00%, 4/15/23 | 1,698,493 |
| 2,834 | Series 1529, Class Z, 7.00%, 6/15/23 | 2,924,981 |
| 2,533 | Series 1620, Class Z, 6.00%, 11/15/23 | 2,776,410 |
| 812 | Series 1677, Class Z, 7.50%, 7/15/23 | 941,824 |
| 11,720 | Series 1702, Class PZ, 6.50%, 3/15/24 | 13,391,216 |
| 4,677 | Series 2113, Class QG, 6.00%, 1/15/29 | 5,124,413 |
| 618 | Series 2122, Class K, 6.00%, 2/15/29 | 663,869 |
| 419 | Series 2130, Class K, 6.00%, 3/15/29 | 463,860 |
| 433 | Series 2167, Class BZ, 7.00%, 6/15/29 | 468,580 |
| 3,224 | Series 2182, Class ZB, 8.00%, 9/15/29 | 3,632,322 |
| 4,663 | Series 2198, Class ZA, 8.50%, 11/15/29 | 4,951,854 |
| 10,852 | Series 2245, Class A, 8.00%, 8/15/27 | 12,668,999 |
| 3,969 | Series 2458, Class ZB, 7.00%, 6/15/32 | 4,534,724 |
| | | \$ 55,905,510 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|---|---|--------------|
| Federal National Mortgage Association: | | |
| \$ 426 | Series G92-44, Class Z, 8.00%, 7/25/22 | \$ 479,771 |
| 694 | Series G92-44, Class ZQ, 8.00%, 7/25/22 | 780,664 |
| 1,056 | Series G92-46, Class Z, 7.00%, 8/25/22 | 1,192,933 |
| 1,786 | Series G92-60, Class Z, 7.00%, 10/25/22 | 2,008,617 |
| 18,514 | Series G93-35, Class ZQ, 6.50%, 11/25/23 | 20,829,338 |
| 4,155 | Series G93-40, Class H, 6.40%, 12/25/23 | 4,696,656 |
| 275 | Series 1988-14, Class I, 9.20%, 6/25/18 | 318,377 |
| 246 | Series 1989-1, Class D, 10.30%, 1/25/19 | 278,920 |
| 469 | Series 1989-34, Class Y, 9.85%, 7/25/19 | 557,518 |
| 352 | Series 1990-17, Class G, 9.00%, 2/25/20 | 413,376 |
| 178 | Series 1990-27, Class Z, 9.00%, 3/25/20 | 205,452 |
| 188 | Series 1990-29, Class J, 9.00%, 3/25/20 | 222,456 |
| 827 | Series 1990-43, Class Z, 9.50%, 4/25/20 | 983,520 |
| 298 | Series 1991-98, Class J, 8.00%, 8/25/21 | 344,297 |
| 2,176 | Series 1992-77, Class ZA, 8.00%, 5/25/22 | 2,547,652 |
| 143 | Series 1992-103, Class Z, 7.50%, 6/25/22 | 164,975 |
| 246 | Series 1992-113, Class Z, 7.50%, 7/25/22 | 284,680 |
| 534 | Series 1992-185, Class ZB, 7.00%, 10/25/22 | 609,185 |
| 1,355 | Series 1993-16, Class Z, 7.50%, 2/25/23 | 1,571,843 |
| 1,033 | Series 1993-22, Class PM, 7.40%, 2/25/23 | 1,200,185 |
| 1,671 | Series 1993-25, Class J, 7.50%, 3/25/23 | 1,936,837 |
| 3,071 | Series 1993-30, Class PZ, 7.50%, 3/25/23 | 3,575,900 |
| 3,718 | Series 1993-42, Class ZQ, 6.75%, 4/25/23 | 4,211,867 |
| 574 | Series 1993-56, Class PZ, 7.00%, 5/25/23 | 653,337 |
| 672 | Series 1993-156, Class ZB, 7.00%, 9/25/23 | 761,263 |
| 4,919 | Series 1994-45, Class Z, 6.50%, 2/25/24 | 5,567,706 |
| 2,527 | Series 1994-89, Class ZQ, 8.00%, 7/25/24 | 2,984,579 |
| 2,650 | Series 1996-57, Class Z, 7.00%, 12/25/26 | 3,043,685 |
| 1,369 | Series 1997-77, Class Z, 7.00%, 11/18/27 | 1,581,508 |
| 1,114 | | 1,269,150 |

| | | |
|-------|---|----------------------|
| | Series 1998-44, Class ZA, 6.50%, 7/20/28 | |
| 509 | Series 1999-45, Class ZG, 6.50%, 9/25/29 | 579,146 |
| 3,994 | Series 2000-22, Class PN, 6.00%, 7/25/30 | 4,475,819 |
| 610 | Series 2001-37, Class GA, 8.00%, 7/25/16 | 671,326 |
| 909 | Series 2002-1, Class G, 7.00%, 7/25/23 | 1,030,996 |
| 4,412 | Series 2002-21, Class PE, 6.50%, 4/25/32 | 4,985,278 |
| | | \$ 77,018,812 |

Government National Mortgage Association:

| | | |
|----------|--|---------------------|
| \$ 4,462 | Series 2002-45, Class PG, 6.00%, 3/17/32 | \$ 4,896,639 |
| 378 | Series 2005-72, Class E, 12.00%, 11/16/15 | 422,941 |
| | | \$ 5,319,580 |

Total Collateralized Mortgage Obligations
(identified cost \$129,153,753) **\$ 138,243,902**

**Commercial Mortgage-Backed
Securities 10.0%**

| Principal Amount (000 s omitted) | Security | Value |
|---|---|---------------|
| \$ 25,545 | BACM, Series 2004-1, Class A4, 4.76%, 11/10/39 | \$ 27,338,504 |
| 625 | BACM, Series 2004-6, Class A5, 4.81%, 12/10/42 | 668,416 |
| 1,250 | BSCMS, Series 2004-PWR3, Class A4, 4.715%, 2/11/41 | 1,340,805 |
| 3,500 | BSCMS, Series 2004-PWR5, Class A3, 4.565%, 7/11/42 | 3,544,179 |
| 7,691 | BSCMS, Series 2004-T16, Class A4, 4.32%, 2/13/46 | 7,771,552 |
| 2,556 | CGCMT, Series 2004-C1, Class A3, 5.251%, | 2,692,941 |

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| | | |
|--------|--|------------|
| | 4/15/40 ⁽¹⁵⁾ | |
| 12,215 | CGCMT, Series 2004-C1, Class A4, 5.373%, 4/15/40 ⁽¹⁵⁾ | 13,346,033 |
| 32,874 | COMM, Series 2004-LB2A, Class A4, 4.715%, 3/10/39 ⁽¹⁶⁾ | 34,892,615 |
| 6,000 | COMM, Series 2004-LB4A, Class A3, 4.405%, 10/15/37 | 6,090,817 |
| 1,874 | COMM, Series 2005-LP5, Class A2, 4.63%, 5/10/43 | 1,915,830 |
| 565 | CSFB, Series 2001-CK1, Class A3, 6.38%, 12/18/35 | 564,474 |
| 1,500 | CSFB, Series 2003-C3, Class A5, 3.936%, 5/15/38 | 1,575,224 |
| 19,897 | CSFB, Series 2004-C1, Class A4, 4.75%, 1/15/37 ⁽¹⁵⁾ | 21,102,921 |
| 478 | CSFB, Series 2004-C3, Class A3, 4.302%, 7/15/36 | 478,077 |
| 12 | CSFB, Series 2005-C4, Class A2, 5.017%, 8/15/38 | 12,331 |
| 1,320 | GECMC, Series 2005-C1, Class A3, 4.578%, 6/10/48 | 1,363,999 |
| 442 | GMACC, Series 2002-C2, Class A2, 5.389%, 10/15/38 | 447,724 |
| 2,200 | JPMCC, Series 2004-CBX, Class A4, 4.529%, 1/12/37 | 2,237,401 |
| 27,214 | JPMCC, Series 2005-LDP5, Class A3, 5.227%, 12/15/44 ⁽¹⁵⁾⁽¹⁶⁾ | 29,457,985 |
| 1,135 | LB-UBS, Series 2004-C2, Class A2, 3.246%, 3/15/29 | 1,136,851 |
| 4,000 | LB-UBS, Series 2004-C6, Class A3, 4.547%, 8/15/29 | 4,023,156 |
| 178 | LB-UBS, Series 2005-C1, Class A2, 4.31%, 2/15/30 | 178,433 |
| 19,775 | MLMT, Series 2003-KEY1, Class A4, 5.236%, 11/12/35 ⁽¹⁵⁾ | 21,441,900 |
| 10,000 | MSC, Series 2004-IQ7, Class A3, 5.35%, 6/15/38 ⁽¹⁵⁾ | 10,395,891 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Principal Amount (000 s omitted) | Security | Value |
|--|--|-----------------------|
| \$ 245 | SBM7, Series 2000-C3, Class A2, 6.592%, 12/18/33 | \$ 244,555 |
| 250 | WBCMT, Series 2004-C12, Class A4, 5.305%, 7/15/41 ⁽¹⁵⁾ | 273,694 |
| 3,428 | WBCMT, Series 2004-C14, Class A2, 4.368%, 8/15/41 | 3,574,632 |
| Total Commercial Mortgage-Backed Securities (identified cost \$188,802,146) | | \$ 198,110,940 |

Asset-Backed Securities 0.3%

| Principal Amount (000 s omitted) | Security | Value |
|---|---|--------------|
| \$ 463 | Alzette European CLO SA, Series 2004-1A, Class E2, 6.792%, 12/15/20 ⁽¹⁷⁾ | \$ 301,760 |
| 589 | Avalon Capital Ltd. 3, Series 1A, Class D, 2.279%, 2/24/19 ⁽¹⁰⁾⁽¹⁷⁾ | 378,453 |
| 753 | Babson Ltd., Series 2005-1A, Class C1, 2.239%, 4/15/19 ⁽¹⁰⁾⁽¹⁷⁾ | 453,585 |
| 1,007 | Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.339%, 1/15/19 ⁽³⁾⁽¹⁰⁾⁽¹⁷⁾ | 513,245 |
| 1,000 | Carlyle High Yield Partners, Series 2004-6A, Class C, 2.854%, 8/11/16 ⁽¹⁰⁾⁽¹⁷⁾ | 706,057 |
| 985 | Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.793%, 3/8/17 ⁽¹⁷⁾ | 637,927 |
| 500 | Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.039%, 7/17/19 ⁽¹⁷⁾ | 292,393 |

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| | | |
|-------|---|-----------|
| 2,099 | Comstock Funding Ltd., Series 2006-1A, Class D, 4.55%, 5/30/20 ⁽¹⁰⁾⁽¹⁷⁾ | 1,143,647 |
| 1,499 | Dryden Leveraged Loan, Series 2004-6A, Class C1, 2.837%, 7/30/16 ⁽¹⁰⁾⁽¹⁷⁾ | 1,050,378 |

Total Asset-Backed Securities
(identified cost \$8,382,620) **\$ 5,477,445**

U.S. Government Agency Obligations 1.7%

**Principal
Amount**

| (000 s omitted) | Security | Value |
|-------------------------|------------------|----------------------|
| Federal Home Loan Bank: | | |
| \$ 6,585 | 5.375%, 5/15/19 | \$ 7,983,081 |
| 3,975 | 4.125%, 12/13/19 | 4,385,057 |
| 4,205 | 4.125%, 3/13/20 | 4,653,858 |
| 9,000 | 5.25%, 12/9/22 | 10,767,510 |
| 5,740 | 5.375%, 8/15/24 | 6,928,301 |
| | | \$ 34,717,807 |

Total U.S. Government Agency Obligations
(identified cost \$34,300,908) **\$ 34,717,807**

Common Stocks 1.2%

| Shares | Security | Value |
|----------------------------|-----------------|--------------|
| Aerospace and Defense 0.0% | | |
| 16,105 | | \$ 265,725 |

ACTS Aero Technical Support &
Service, Inc.⁽¹⁸⁾⁽¹⁹⁾

\$ 265,725

Automotive 0.1%

| | | |
|--------|---|--------------|
| 25,372 | Dayco Products, LLC ⁽¹⁸⁾⁽¹⁹⁾ | \$ 1,122,711 |
| 8,949 | Hayes Lemmerz International, Inc. ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | 80,094 |

\$ 1,202,805

Building and Development 0.2%

| | | |
|-------|--|--------------|
| 3,677 | Panolam Holdings Co. ⁽⁶⁾⁽¹⁸⁾⁽²⁰⁾ | \$ 2,923,619 |
| 1,231 | United Subcontractors, Inc. ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | 108,197 |
| 4,575 | WCI Communities, Inc. ⁽¹⁸⁾⁽¹⁹⁾ | 388,913 |

\$ 3,420,729

Chemicals and Plastics 0.0%

| | | |
|-----|---|------|
| 243 | Wellman Holdings, Inc. ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | \$ 0 |
|-----|---|------|

\$ 0

Containers and Glass Products 0.2%

| | | |
|---------|---|--------------|
| 142,857 | Anchor Glass Container Corp. ⁽⁶⁾⁽¹⁸⁾ | \$ 4,219,996 |
|---------|---|--------------|

\$ 4,219,996

Diversified Manufacturing 0.0%

| | | | |
|---------|-----------------------------------|----|----------------|
| 298,115 | MEGA Brands, Inc. ⁽¹⁸⁾ | \$ | 168,975 |
| | | \$ | 168,975 |

Ecological Services and Equipment 0.0%

| | | | |
|-------|--|----|---------------|
| 2,484 | Environmental Systems Products Holdings, Inc. ⁽⁶⁾⁽¹⁸⁾⁽²⁰⁾ | \$ | 21,959 |
| | | \$ | 21,959 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Shares | Security | Value |
|-----------------------------------|---|-------------------|
| Food Service 0.0% | | |
| 30,225 | Buffets, Inc. ⁽¹⁸⁾ | \$ 128,456 |
| | | \$ 128,456 |
| Home Furnishings 0.0% | | |
| 9,399 | Oreck Corp. ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | \$ 794,967 |
| 26,240 | Sanitec Europe Oy B Units ⁽¹⁸⁾⁽¹⁹⁾ | 109,562 |
| 25,787 | Sanitec Europe Oy E Units ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | 0 |
| | | \$ 904,529 |
| Lodging and Casinos 0.0% | | |
| 828 | Greektown Superholdings, Inc. ⁽¹⁸⁾ | \$ 64,584 |
| 17,051 | Tropicana Entertainment, Inc. ⁽¹⁸⁾⁽¹⁹⁾ | 244,042 |
| | | \$ 308,626 |
| Nonferrous Metals / Minerals 0.0% | | |
| 1,636 | Euramax International, Inc. ⁽¹⁸⁾⁽¹⁹⁾ | \$ 515,372 |
| | | \$ 515,372 |

Oil and Gas 0.0%

| | | | |
|--------|--------------------------------|----|----------------|
| 15,874 | SemGroup Corp. ⁽¹⁸⁾ | \$ | 369,864 |
| | | \$ | 369,864 |

Publishing 0.3%

| | | | |
|---------|--|----|------------------|
| 12,292 | Dex One Corp. ⁽¹⁸⁾ | \$ | 86,167 |
| 5,187 | Ion Media Networks, Inc. ⁽¹⁸⁾⁽¹⁹⁾ | | 2,165,573 |
| 14,016 | MediaNews Group, Inc. ⁽¹⁸⁾⁽¹⁹⁾ | | 252,283 |
| 2,936 | Philadelphia Newspaper, LLC ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | | 198,033 |
| 123,278 | Reader's Digest Association, Inc. (The) ⁽¹⁸⁾⁽¹⁹⁾ | | 2,570,346 |
| 2,862 | Source Interlink Companies, Inc. ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | | 65,597 |
| 1,091 | Star Tribune Media Holdings Co. ⁽¹⁸⁾ | | 22,911 |
| 9,296 | SuperMedia, Inc. ⁽¹⁸⁾ | | 61,168 |
| | | \$ | 5,422,078 |

Radio and Television 0.1%

| | | | |
|-----|---|----|------------------|
| 892 | New Young Broadcasting Holding Co., Inc. ⁽¹⁸⁾⁽¹⁹⁾ | \$ | 1,917,800 |
| | | \$ | 1,917,800 |

Steel 0.3%

| | | | |
|---------|--|----|------------------|
| 33,937 | KNIA Holdings, Inc. ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | \$ | 436,094 |
| 218,800 | RathGibson Acquisition Co., LLC ⁽⁶⁾⁽¹⁸⁾⁽²⁰⁾ | | 5,128,672 |
| | | \$ | 5,564,766 |

Total Common Stocks
(identified cost \$13,032,025) **\$ 24,431,680**

Convertible Bonds 0.2%

**Principal
Amount**

(000 s omitted) Security Value

Drugs 0.2%

\$ 2,960 Kendle International, Inc.,
3.375%, 7/15/12 \$ 2,734,300

\$ 2,734,300

Oil and Gas 0.0%)

\$ 700 Transocean, Inc., 1.50%, 12/15/37 \$ 679,875

\$ 679,875

Total Convertible Bonds
(identified cost \$3,448,690) **\$ 3,414,175**

Preferred Stocks 0.1%

Shares/Units Security Value

Business Equipment and Services 0.0%)

202,841 Muzak Holding LLC, 10%⁽³⁾⁽¹⁷⁾⁽¹⁸⁾⁽²⁰⁾ \$ 354,952

\$ 354,952

Ecological Services and Equipment 0.0%

| | | | |
|-------|--|----|---------|
| 1,138 | Environmental Systems Products Holdings, Inc., Series A ⁽⁶⁾⁽¹⁸⁾⁽²⁰⁾ | \$ | 131,519 |
|-------|--|----|---------|

\$ 131,519

Financial Services 0.0%

| | | | |
|--------|--------------------------------|----|---------|
| 30,740 | Citigroup Capital XIII, 7.875% | \$ | 814,610 |
|--------|--------------------------------|----|---------|

\$ 814,610

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| Shares/Units | Security | Value |
|--|---|---------------------|
| Lodging and Casinos 0.0% | | |
| 6,494 | Fontainebleau Resorts LLC ⁽³⁾⁽⁶⁾⁽¹⁸⁾⁽²⁰⁾ | \$ 65 |
| | | \$ 65 |
| Oil, Gas & Consumable Fuels 0.1% | | |
| 9,691 | Chesapeake Energy Corp., Convertible | \$ 883,916 |
| | | \$ 883,916 |
| Total Preferred Stocks (identified cost \$10,332,158) | | \$ 2,185,062 |

Warrants 0.0%

| Shares | Security | Value |
|-----------------------------|--|-------|
| Chemicals and Plastics 0.0% | | |
| 663 | Foamex, Series A, Expires 12/31/13 ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | \$ 0 |
| 663 | Foamex, Series B, Expires 12/31/15 ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | 0 |

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\$ 0

Food Products 0.0%

| | | | |
|-------|--|----|----------------|
| 1,745 | ASG Consolidated, LLC/ASG Finance, Inc., Expires 5/15/18 ⁽¹⁸⁾ | \$ | 218,125 |
| | | \$ | 218,125 |

Oil and Gas 0.0%

| | | | |
|--------|--|----|----------------|
| 16,708 | SemGroup Corp., Expires 11/30/14 ⁽¹⁸⁾ | \$ | 102,336 |
| | | \$ | 102,336 |

Publishing 0.0%

| | | | |
|--------|---|----|---------------|
| 23,833 | Reader s Digest Association, Inc. (The), Expires 2/19/14 ⁽⁶⁾⁽¹⁸⁾⁽¹⁹⁾ | \$ | 0 |
| 935 | Star Tribune Media Holding, Expires 9/28/13 ⁽¹⁸⁾ | | 19,635 |
| | | \$ | 19,635 |

Radio and Television 0.0%

| | | | |
|---|--|----|---------------|
| 6 | New Young Broadcasting Holding Co., Inc., Expires 12/24/24 ⁽¹⁸⁾⁽¹⁹⁾ | \$ | 12,900 |
| | | \$ | 12,900 |

Total Warrants (identified cost \$10,478) \$ **352,996**

Miscellaneous 0.0%

| Shares | Security | Value |
|--|--|-------------------|
| Cable and Satellite Television 0.0% | | |
| 2,786,444 | Adelphia Recovery Trust ⁽¹⁸⁾ | \$ 55,729 |
| 2,500,000 | Adelphia, Inc., Escrow Certificate ⁽¹⁸⁾ | 41,000 |
| 300,000 | Adelphia, Inc., Escrow Certificate ⁽¹⁸⁾ | 4,920 |
| | | \$ 101,649 |
| Total Miscellaneous (identified cost \$2,536,749) | | \$ 101,649 |

Short-Term Investments 2.5%

| Interest/ Principal Amount (000 s Omitted) | Description | Value |
|--|--|----------------------|
| \$ 45,347 | Eaton Vance Cash Reserves Fund, LLC, 0.22% ⁽²¹⁾ | \$ 45,346,766 |
| 3,762 | State Street Bank and Trust Euro Time Deposit, 0.01%, 11/1/10 | 3,762,441 |
| Total Short-Term Investments (identified cost \$49,109,207) | | \$ 49,109,207 |

Total Investments 146.1%

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| | | |
|--|---------|-------------------------|
| (identified cost \$2,820,928,183) | | \$ 2,896,475,746 |
| Less Unfunded Loan Commitments | (0.2)% | \$ (3,245,381) |
| Net Investments | 145.9% | |
| (identified cost \$2,817,682,802) | | \$ 2,893,230,365 |
| Other Assets, Less Liabilities | (32.5)% | \$ (643,951,849) |
| Auction Preferred Shares Plus Cumulative Unpaid Dividends | (13.4)% | \$ (266,633,192) |
| Net Assets Applicable to Common Shares | 100.0% | \$ 1,982,645,324 |

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

BACM - Bank of America Commercial Mortgage, Inc.

BSCMS - Bear Stearns Commercial Mortgage Securities, Inc.

CGCMT - Citigroup Commercial Mortgage Trust

COMM - Commercial Mortgage Pass-Through Certificate

CSFB - Credit Suisse First Boston Mortgage Securities Corp.

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

EUR - Euro

GBP - British Pound Sterling

GECCM - General Electric Commercial Mortgage Corporation

GMACC - GMAC Commercial Mortgage Securities, Inc.

JPMCC - JPMorgan Chase Commercial Mortgage Securities Corp.

LB-UBS - LB-UBS Commercial Mortgage Trust

MLMT - Merrill Lynch Mortgage Trust

MSC - Morgan Stanley Capital I

SBM7 - Salomon Brothers Mortgage Securities VII, Inc.

WBCMT - Wachovia Bank Commercial Mortgage Trust

* 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. See Note 1G for description.
- (3) Represents a payment-in-kind security which may pay all or a portion of interest/dividends in additional par/shares.
- (4) This Senior Loan will settle after October 31, 2010, at which time the interest rate will be determined.
- (5) Defaulted matured security. Interest rate has been adjusted to reflect non-accrual status.
- (6) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (7) Currently the issuer is in default with respect to interest payments. Interest rate has been adjusted to reflect non-accrual status.
- (8) Principal less than \$1,000.
- (9) Amount is less than 0.05%.

- (10) 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 October 31, 2010, the aggregate value of these securities is \$352,329,550 or 17.8% of the Fund's net assets applicable to common shares.
- (11) Security converts to floating rate after the indicated fixed-rate coupon period.
- (12) The maturity dates shown are the scheduled maturity date and final maturity date, respectively. The scheduled maturity date is earlier than the final maturity date due to the possibility of earlier repayment.
- (13) Security (or a portion thereof) has been pledged to cover collateral requirements on open financial contracts.
- (14) Adjustable rate mortgage security. Rate shown is the rate at October 31, 2010.
- (15) Weighted average fixed-rate coupon that changes/updates monthly.
- (16) Security held as collateral for borrowings under the Term Asset-Backed Securities Loan Facility (TALF).
- (17) Variable rate security. The stated interest rate represents the rate in effect at October 31, 2010.
- (18) Non-income producing security.
- (19) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (20) Restricted security (see Note 8).
- (21) 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 October 31, 2010. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended October 31, 2010 was \$37,906.

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

FINANCIAL STATEMENTS (Unaudited)

Statement of Assets and Liabilities

As of October 31, 2010

Assets

| | |
|--|------------------|
| Unaffiliated investments, at value (identified cost, \$2,772,336,036) | \$ 2,847,883,599 |
| Affiliated investment, at value (identified cost, \$45,346,766) | 45,346,766 |
| Cash | 1,385 |
| Foreign currency, at value (identified cost, \$20,547) | 20,632 |
| Interest and dividends receivable | 31,965,820 |
| Interest receivable from affiliated investment | 6,406 |
| Receivable for investments sold | 33,598,447 |
| Prepaid expenses | 3,574,435 |
| Other assets | 458,080 |

| | |
|---------------------|-------------------------|
| Total assets | \$ 2,962,855,570 |
|---------------------|-------------------------|

Liabilities

| | |
|---|----------------|
| Notes payable | \$ 618,200,000 |
| TALF loans payable, at value (principal \$51,042,132) | 51,042,132 |
| Payable for investments purchased | 40,054,851 |
| Payable for open forward foreign currency exchange contracts | 1,173,474 |
| Payable to affiliates: | |
| Investment adviser fee | 1,707,728 |
| Trustees fees | 4,208 |
| Accrued expenses | 1,394,661 |

| | |
|--------------------------|-----------------------|
| Total liabilities | \$ 713,577,054 |
|--------------------------|-----------------------|

| | |
|---|-----------------------|
| Auction preferred shares (10,665 shares outstanding) at liquidation value plus cumulative unpaid dividends | \$ 266,633,192 |
|---|-----------------------|

Net assets applicable to common shares **\$ 1,982,645,324**

Sources of Net Assets

| | |
|---|---------------|
| Common shares, \$0.01 par value, unlimited number of shares authorized, 117,344,155 shares issued and outstanding | \$ 1,173,442 |
| Additional paid-in capital | 2,289,522,370 |
| Accumulated net realized loss | (372,259,596) |
| Accumulated distributions in excess of net investment income | (10,084,529) |
| Net unrealized appreciation | 74,293,637 |

Net assets applicable to common shares **\$ 1,982,645,324**

Net Asset Value Per Common Share

(\$1,982,645,324 ÷ 117,344,155 common shares issued and outstanding) **\$ 16.90**

Statement of Operations

**For the Six Months Ended
October 31, 2010**

Investment Income

| | |
|--|---------------|
| Interest | \$ 82,677,012 |
| Dividends | 25,678 |
| Interest income allocated from affiliated investment | 39,134 |
| Expenses allocated from affiliated investment | (1,228) |

Total investment income **\$ 82,740,596**

Expenses

| | |
|---|---------------|
| Investment adviser fee | \$ 10,387,411 |
| Trustees' fees and expenses | 25,250 |
| Custodian fee | 343,610 |
| Transfer and dividend disbursing agent fees | 19,248 |
| Legal and accounting services | 693,225 |
| Printing and postage | 122,588 |
| Interest expense and fees | 6,319,683 |
| Preferred shares service fee | 197,844 |
| Miscellaneous | 91,783 |

Total expenses **\$ 18,200,642**

Deduct

| | |
|-------------------------------------|------------|
| Reduction of investment adviser fee | \$ 801,882 |
| Reduction of custodian fee | 218 |

Total expense reductions **\$ 802,100**

Net expenses **\$ 17,398,542**

Net investment income **\$ 65,342,054**

Realized and Unrealized Gain (Loss)

Net realized gain (loss)

| | |
|--|---------------|
| Investment transactions | \$ 11,365,684 |
| Investment transactions allocated from affiliated investment | 750 |
| Foreign currency and forward foreign currency exchange contract transactions | (3,178,364) |

Net realized gain **\$ 8,188,070**

Change in unrealized appreciation (depreciation)

| | |
|-------------|---------------|
| Investments | \$ 40,205,150 |
|-------------|---------------|

| | |
|--|-----------------------|
| Foreign currency and forward foreign currency exchange contracts | (271,815) |
| Net change in unrealized appreciation (depreciation) | \$ 39,933,335 |
| Net realized and unrealized gain | \$ 48,121,405 |
| Distributions to preferred shareholders | |
| From net investment income | \$ (459,792) |
| Net increase in net assets from operations | \$ 113,003,667 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

FINANCIAL STATEMENTS CONT D

Statements of Changes in Net Assets

| Increase (Decrease) in Net Assets | Six Months Ended October 31, 2010 (Unaudited) | Year Ended April 30, 2010 |
|---|--|--------------------------------------|
| From operations | | |
| Net investment income | \$ 65,342,054 | \$ 137,228,049 |
| Net realized gain (loss) from investment, foreign currency and forward foreign currency exchange contract transactions | 8,188,070 | (41,694,098) |
| Net change in unrealized appreciation (depreciation) from investments, foreign currency and forward foreign currency exchange contracts | 39,933,335 | 471,840,480 |
| Distributions to preferred shareholders | | |
| From net investment income | (459,792) | (794,073) |
| Net increase in net assets from operations | \$ 113,003,667 | \$ 566,580,358 |
| Distributions to common shareholders | | |
| From net investment income | \$ (81,501,793) | \$ (152,314,907) |
| Total distributions to common shareholders | \$ (81,501,793) | \$ (152,314,907) |
| Capital share transactions | | |
| Reinvestment of distributions to common shareholders | \$ 964,004 | \$ 1,385,235 |
| Issued in connection with tax-free reorganization (see Note 14) | | 77,565,332 |

| | | | | |
|---|-----------|----------------|-----------|-------------------|
| Net increase in net assets from capital share transactions | \$ | 964,004 | \$ | 78,950,567 |
|---|-----------|----------------|-----------|-------------------|

| | | | | |
|-----------------------------------|-----------|-------------------|-----------|--------------------|
| Net increase in net assets | \$ | 32,465,878 | \$ | 493,216,018 |
|-----------------------------------|-----------|-------------------|-----------|--------------------|

Net Assets Applicable to
Common Shares

| | | | | |
|------------------------|----|---------------|----|---------------|
| At beginning of period | \$ | 1,950,179,446 | \$ | 1,456,963,428 |
|------------------------|----|---------------|----|---------------|

| | | | | |
|-------------------------|-----------|----------------------|-----------|----------------------|
| At end of period | \$ | 1,982,645,324 | \$ | 1,950,179,446 |
|-------------------------|-----------|----------------------|-----------|----------------------|

Accumulated undistributed
(distributions in excess of) net
investment income included
in net assets applicable to
common shares

| | | | | |
|-------------------------|-----------|---------------------|-----------|------------------|
| At end of period | \$ | (10,084,529) | \$ | 6,535,002 |
|-------------------------|-----------|---------------------|-----------|------------------|

Statement of Cash Flows

| Cash Flows From Operating Activities | | Six Months Ended October 31, 2010 (Unaudited) |
|---|----|--|
| Net increase in net assets from operations | \$ | 113,003,667 |
| Distributions to preferred shareholders | | 459,792 |
| Net increase in net assets from operations excluding distributions to preferred shareholders | \$ | 113,463,459 |
| Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities: | | |
| Investments purchased | | (737,964,446) |
| Investments sold and principal repayments | | 679,046,427 |

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| | |
|--|--------------|
| Increase in short-term investments, net | (13,917,774) |
| Net amortization/accretion of premium (discount) | (636,163) |
| Amortization of structuring fee on notes payable | 721,113 |
| Increase in interest and dividends receivable | (2,336,560) |
| Increase in interest receivable from affiliated investment | (2,374) |
| Increase in receivable for investments sold | (9,263,353) |
| Decrease in prepaid expenses | 25,880 |
| Decrease in receivable from affiliate | 13,300 |
| Decrease in other assets | 156,528 |
| Decrease in payable for investments purchased | (2,570,831) |
| Increase in payable for open forward foreign currency exchange contracts | 396,488 |
| Increase in payable to affiliate for investment adviser fee | 228,635 |
| Increase in accrued expenses | 122,848 |
| Increase in unfunded loan commitments | 2,900,026 |
| Net change in unrealized (appreciation) depreciation from investments | (40,205,150) |
| Net realized (gain) loss from investments | (11,366,484) |
| Return of capital distributions from investments | 3,922,189 |

Net cash provided by operating activities \$ **(17,266,242)**

Cash Flows From Financing Activities

| | |
|---|-----------------|
| Distributions paid to common shareholders, net of reinvestments | \$ (80,537,789) |
| Cash distributions to preferred shareholders | (456,825) |
| Proceeds from notes payable | 185,000,000 |
| Repayment of notes payable | (93,000,000) |

Net cash used in financing activities \$ **11,005,386**

Net decrease in cash* \$ **(6,260,856)**

Cash at beginning of period⁽¹⁾ \$ **6,282,873**

Cash at end of period⁽¹⁾ \$ **22,017**

Supplemental disclosure of cash flow information:

**Noncash financing activities not included herein
consist of:**

| | | |
|---|-----------|------------------|
| Reinvestment of dividends and distributions | \$ | 964,004 |
| Cash paid for interest and fees on borrowings: | \$ | 5,454,173 |

⁽¹⁾ Balance includes foreign currency, at value.

* Includes net change in unrealized appreciation (depreciation) on foreign currency of \$3,261

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

FINANCIAL STATEMENTS CONT D

Financial Highlights

Selected data for a common share outstanding during the periods stated

| | Six Months Ended October 31, 2010 (Unaudited) | 2010 | 2009 | Year Ended April 30, | | |
|--|--|---------------------|-----------------------|-----------------------------|---------------------|---------------------|
| | | | | 2008 | 2007 | 2006 |
| Net asset value Beginning of period (Common shares) | \$ 16.630 | \$ 12.960 | \$ 16.330 | \$ 18.320 | \$ 18.210 | \$ 18.430 |
| Income (Loss) From Operations | | | | | | |
| Net investment income ⁽¹⁾⁽²⁾ | \$ 0.557 | \$ 1.213 | \$ 1.348 | \$ 1.700 | \$ 1.701 | \$ 1.512 |
| Net realized and unrealized gain (loss) ⁽²⁾ | 0.412 | 3.809 | (3.290) | (1.817) | 0.281 | 0.048 |
| Distributions to preferred shareholders From net investment income ⁽¹⁾ | (0.004) | (0.007) | (0.058) | (0.360) | (0.359) | (0.267) |
| Total income (loss) from operations | \$ 0.965 | \$ 5.015 | \$ (2.000) | \$ (0.477) | \$ 1.623 | \$ 1.293 |

Less Distributions to Common Shareholders

| | | | | | | |
|----------------------------|------------|------------|------------|------------|------------|------------|
| From net investment income | \$ (0.695) | \$ (1.345) | \$ (1.347) | \$ (1.513) | \$ (1.513) | \$ (1.513) |
| Tax return of capital | | | (0.023) | | | |

| | | | | | | |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Total distributions to common shareholders | \$ (0.695) | \$ (1.345) | \$ (1.370) | \$ (1.513) | \$ (1.513) | \$ (1.513) |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|

| | | | | | | |
|--|------------------|------------------|------------------|------------------|------------------|------------------|
| Net asset value End of period (Common shares) | \$ 16.900 | \$ 16.630 | \$ 12.960 | \$ 16.330 | \$ 18.320 | \$ 18.210 |
|--|------------------|------------------|------------------|------------------|------------------|------------------|

| | | | | | | |
|---|------------------|------------------|------------------|------------------|------------------|------------------|
| Market value End of period (Common shares) | \$ 16.680 | \$ 16.600 | \$ 11.580 | \$ 15.300 | \$ 18.700 | \$ 17.090 |
|---|------------------|------------------|------------------|------------------|------------------|------------------|

| | | | | | | |
|---|----------------------------|---------------|-----------------|----------------|--------------|--------------|
| Total Investment Return on Net Asset Value⁽³⁾ | 6.09%⁽⁴⁾ | 40.73% | (10.71)% | (1.99)% | 9.42% | 7.72% |
|---|----------------------------|---------------|-----------------|----------------|--------------|--------------|

| | | | | | | |
|--|----------------------------|---------------|-----------------|-----------------|---------------|--------------|
| Total Investment Return on Market Value⁽³⁾ | 4.90%⁽⁴⁾ | 57.21% | (14.85)% | (10.04)% | 19.01% | 5.32% |
|--|----------------------------|---------------|-----------------|-----------------|---------------|--------------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

| | Six Months Ended October 31, 2010 (Unaudited) | Year Ended April 30, | | | | |
|--|---|----------------------|--------------|--------------|--------------|--------------|
| | | 2010 | 2009 | 2008 | 2007 | 2006 |
| Ratios/Supplemental Data | | | | | | |
| Net assets applicable to common shares, end of period (000 s omitted) | \$ 1,982,645 | \$ 1,950,179 | \$ 1,456,963 | \$ 1,836,391 | \$ 2,056,843 | \$ 2,035,747 |
| Ratios (as a percentage of average daily net assets applicable to common shares): ⁽⁵⁾ | | | | | | |
| Expenses excluding interest and fees ⁽⁶⁾ | 1.15% ⁽⁷⁾ | 1.02% | 1.09% | 1.07% | 1.02% | 1.00% |
| Interest and fee expense ⁽⁸⁾ | 0.65% ⁽⁷⁾ | 1.04% | 1.37% | | | |
| Total expenses | 1.80% ⁽⁷⁾ | 2.06% | 2.46% | 1.07% | 1.02% | 1.00% |
| Net investment income | 6.74% ⁽⁷⁾ | 7.90% | 9.91% | 9.89% | 9.39% | 8.27% |
| Portfolio Turnover | 25% ⁽⁴⁾ | 46% | 27% | 39% | 49% | 53% |

The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares and borrowings under the Credit Agreement, are as follows:

Ratios (as a
percentage of
average daily net
assets applicable to
common shares
plus preferred

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| | | | | | | |
|---|----------------------|-------|-------|-------|-------|-------|
| shares and borrowings): ⁽⁵⁾ | | | | | | |
| Expenses excluding interest and fees ⁽⁵⁾ | 0.82% ⁽⁷⁾ | 0.69% | 0.71% | 0.76% | 0.73% | 0.72% |
| Interest and fee expense ⁽⁸⁾ | 0.46% ⁽⁷⁾ | 0.70% | 0.90% | | | |
| Total expenses | 1.28% ⁽⁷⁾ | 1.39% | 1.61% | 0.76% | 0.73% | 0.72% |
| Net investment income | 4.80% ⁽⁷⁾ | 5.31% | 6.48% | 7.00% | 6.73% | 5.94% |

Senior Securities:

| | | | | | | |
|--|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Total notes payable outstanding (in 000 s) | \$ 618,200 | \$ 526,200 | \$ 619,200 | \$ | \$ | \$ |
| Asset coverage per \$1,000 of notes payable ⁽⁹⁾ | \$ 4,638 | \$ 5,213 | \$ 3,784 | \$ | \$ | \$ |
| Total preferred shares outstanding | 10,665 | 10,665 | 10,665 | 32,000 | 32,000 | 32,000 |
| Asset coverage per preferred share | \$ 81,018 ⁽¹⁰⁾ | \$ 86,494 ⁽¹⁰⁾ | \$ 66,119 ⁽¹⁰⁾ | \$ 82,395 ⁽¹¹⁾ | \$ 89,289 ⁽¹¹⁾ | \$ 88,630 ⁽¹¹⁾ |
| Involuntary liquidation preference per preferred share ⁽¹²⁾ | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Approximate market value per preferred share ⁽¹²⁾ | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |

(1) Computed using average common shares outstanding.

(2) For federal income tax purposes, net investment income per share was \$0.653, \$1.342, \$1.395, \$1.787, \$1.899, and \$1.807, respectively, and net realized and unrealized gain (loss) per share was \$0.316, \$3.680, \$(3.337), \$(1.904), \$(0.080) and \$(0.247) for the six months ended October 31, 2010, and the years ended April 30, 2010, 2009, 2008, 2007 and 2006, respectively. Computed using average common shares outstanding.

(3) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested.

(4) Not annualized.

(5) Ratios do not reflect the effect of dividend payments to preferred shareholders.

(6) Excludes the effect of custody fee credits, if any, of less than 0.005%.

(7) Annualized.

- (8) Interest and fee expense relates to the notes payable incurred to partially redeem the Fund's APS (see Note 10).
- (9) Calculated by subtracting the Fund's total liabilities (not including the notes payable and preferred shares) from the Fund's total assets, and dividing the result by the notes payable balance in thousands.
- (10) Calculated by subtracting the Fund's total liabilities (not including the notes payables and preferred shares) from the Fund's total assets, dividing the result by the sum of the value of the notes payables and liquidation value of the preferred shares, and multiplying the result by the liquidation value of one preferred share. Such amount equates to 324%, 346% and 264% at October 31, 2010 and April 30, 2010 and 2009, respectively.
- (11) Calculated by subtracting the Fund's total liabilities (not including the preferred shares) from the Fund's total assets, and dividing the result by the number of preferred shares outstanding.
- (12) Plus accumulated and unpaid dividends.

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited)

1 Significant Accounting Policies

Eaton Vance Limited Duration Income Fund (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's primary investment objective is to provide a high level of current income. The Fund may, as a secondary objective, also seek capital appreciation to the extent it is consistent with its primary objective.

The following is a summary of significant accounting policies of the Fund. The policies are in conformity with accounting principles generally accepted in the United States of America.

A Investment Valuation Interests in senior floating-rate loans (Senior Loans) for which reliable market quotations are readily available are valued generally at the average mean of bid and ask quotations obtained from a third party pricing service. Other Senior Loans are valued at fair value by the investment adviser under procedures approved by the Trustees. In fair valuing a Senior Loan, the investment adviser utilizes one or more of the valuation techniques described in (i) through (iii) below to assess the likelihood that the borrower will make a full repayment of the loan underlying such Senior Loan relative to yields on other Senior Loans issued by companies of comparable credit quality. If the investment adviser believes that there is a reasonable likelihood of full repayment, the investment adviser will determine fair value using a matrix pricing approach that considers the yield on the Senior Loan. If the investment adviser believes there is not a reasonable likelihood of full repayment, the investment adviser will determine fair value using analyses that include, but are not limited to: (i) a comparison of the value of the borrower's outstanding equity and debt to that of comparable public companies; (ii) a discounted cash flow analysis; or (iii) when the investment adviser believes it is likely that a borrower will be liquidated or sold, an analysis of the terms of such liquidation or sale. In certain cases, the investment adviser will use a combination of analytical methods to determine fair value, such as when only a portion of a borrower's assets are likely to be sold. In conducting its assessment and analyses for purposes of determining fair value of a Senior Loan, the investment adviser will use its discretion and judgment in considering and appraising relevant factors. Fair value determinations are made by the portfolio managers of the Fund based on information available to such managers. The portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may not possess the same information about a Senior Loan borrower as the portfolio managers of the Fund. At times, the fair value of a Senior Loan determined by the portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may vary from the fair value of the same Senior Loan determined by the portfolio managers of the Fund. The fair value of each Senior Loan is periodically reviewed and approved by the investment adviser's Valuation Committee and by the Trustees based upon procedures approved by the Trustees. Junior Loans are valued in the same manner as Senior Loans.

Debt obligations (including short-term obligations with a remaining maturity of more than sixty days and excluding most seasoned mortgage-backed securities) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Most seasoned, fixed rate 30-year mortgage-backed securities are valued through the use of the investment adviser's matrix pricing system, which takes into account bond prices, yield differentials, anticipated prepayments and interest rates provided by dealers. The value of preferred debt securities that are valued by a pricing service on an equity basis will be adjusted by an income factor, to be determined by the investment adviser, to reflect the next anticipated regular dividend. Short-term debt securities purchased with a

remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

Equity securities (including common shares of closed-end investment companies) listed on a U.S. securities exchange generally are valued at the last sale or closing price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by a third party pricing service that will use various techniques that consider factors including, but not limited to, prices or yields of securities with similar characteristics, benchmark yields, broker/dealer quotes, quotes of underlying common stock, issuer spreads, as well as industry and economic events. Forward foreign currency exchange contracts are generally valued at the mean of the average bid and average asked prices that are reported by currency dealers to a third party pricing service at the valuation time. Such third party pricing service valuations are supplied for specific settlement periods and the Fund's forward foreign currency exchange

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

contracts are valued at an interpolated rate between the closest preceding and subsequent settlement period reported by the third party pricing service. Credit default swaps are normally valued using valuations provided by a third party pricing service. The pricing services employ electronic data processing techniques to determine the present value based on credit spread quotations obtained from broker/dealers and expected default recovery rates determined by the pricing service using proprietary models. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. The pricing service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund in a manner that most fairly reflects the security's value, or the amount that the Fund might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of all relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker-dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the company's or entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

The Fund may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). Cash Reserves Fund generally values its investment securities utilizing the amortized cost valuation technique in accordance with Rule 2a-7 under the 1940 Act. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If amortized cost is determined not to approximate fair value, Cash Reserves Fund may value its investment securities in the same manner as debt obligations described above.

B Investment Transactions Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

C Income Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount. Fees associated with loan amendments are recognized immediately. Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities.

D Federal Taxes The Fund's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

At April 30, 2010, the Fund, for federal income tax purposes, had a capital loss carryforward of \$326,502,216 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. Such capital loss carryforward will expire on April 30, 2012 (\$26,481,368), April 30, 2013 (\$40,885,552), April 30, 2014 (\$28,843,098), April 30, 2015 (\$18,927,766), April 30, 2016 (\$31,018,401), April 30, 2017 (\$112,795,908) and

April 30, 2018 (\$67,550,123).

A capital loss carryforward of \$41,407,625 included in the amounts above is available to the Fund as a result of the reorganization on March 12, 2010 (see Note 14). Utilization of this capital loss carryforward may be limited in accordance with certain income tax regulations.

Additionally, at April 30, 2010, the Fund had a net capital loss of \$33,109,072 attributable to security transactions incurred after October 31, 2009. This net capital loss is treated as arising on the first day of the Fund's taxable year ending April 30, 2011.

As of October 31, 2010, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. Each of the Fund's federal tax returns filed in the 3-year period ended April 30, 2010 remains subject to examination by the Internal Revenue Service.

E Expense Reduction State Street Bank and Trust Company (SSBT) serves as custodian of the Fund. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Fund maintains with SSBT. All credit balances, if any, used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statement of Operations.

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

F Foreign Currency Translation Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

G 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. The commitments are disclosed in the accompanying Portfolio of Investments. At October 31, 2010, the Fund had sufficient cash and/or securities to cover these commitments.

H Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

I Indemnifications Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Fund) could be deemed to have personal liability for the obligations of the Fund. However, the Fund's Declaration of Trust contains an express disclaimer of liability on the part of Fund shareholders and the By-laws provide that the Fund shall assume the defense on behalf of any Fund shareholders. Moreover, the By-laws also provide for indemnification out of Fund property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

J Forward Foreign Currency Exchange Contracts The Fund may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The Fund enters into forward contracts for hedging purposes as well as non-hedging purposes. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed or offset by another contract with the same broker for the same settlement date and currency. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from movements in the value of a foreign currency relative to the U.S. dollar.

K Credit Default Swaps When the Fund is the buyer of a credit default swap contract, the Fund is entitled to receive the par (or other agreed-upon) value of a referenced debt obligation (or basket of debt obligations) from the counterparty to the contract if a credit event by a third party, such as a U.S. or foreign corporate issuer or sovereign issuer, on the debt obligation occurs. In return, the Fund pays the counterparty a periodic stream of payments over the term of the contract provided that no credit event has occurred. If no credit event occurs, the Fund would have spent the stream of payments and received no benefits from the contract. When the Fund is the seller of a credit default swap

contract, it receives the stream of payments, but is obligated to pay to the buyer of the protection an amount up to the notional amount of the swap and in certain instances take delivery of securities of the reference entity upon the occurrence of a credit event, as defined under the terms of that particular swap agreement. Credit events are contract specific but may include bankruptcy, failure to pay, restructuring, obligation acceleration and repudiation/moratorium. If the Fund is a seller of protection and a credit event occurs, the maximum potential amount of future payments that the Fund could be required to make would be an amount equal to the notional amount of the agreement. This potential amount would be partially offset by any recovery value of the respective referenced obligation, or net amount received from the settlement of a buy protection credit default swap agreement entered into by the Fund for the same referenced obligation. As the seller, the Fund effectively adds leverage to its portfolio because, in addition to its total net assets, the Fund is subject to investment exposure on the notional amount of the swap. The interest fee paid or received on the swap contract, which is based on a specified interest rate on a fixed notional amount, is accrued daily as a component of unrealized appreciation (depreciation) and is recorded as realized gain upon receipt or realized loss upon payment. The Fund also records an increase or decrease to unrealized appreciation (depreciation) in an amount equal to the daily valuation. Up-front payments or receipts, if

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

any, are recorded as other assets or other liabilities, respectively, and amortized over the life of the swap contract as realized gains or losses. The Fund segregates assets in the form of cash or liquid securities in an amount equal to the notional amount of the credit default swaps of which it is the seller. The Fund segregates assets in the form of cash or liquid securities in an amount equal to any unrealized depreciation of the credit default swaps of which it is the buyer, marked to market on a daily basis. These transactions involve certain risks, including the risk that the seller may be unable to fulfill the transaction.

L Statement of Cash Flows The cash amount shown in the Statement of Cash Flows of the Fund is the amount included in the Fund's Statement of Assets and Liabilities and represents the cash on hand at its custodian and does not include any short-term investments.

M Interim Financial Statements The interim financial statements relating to October 31, 2010 and for the six months then ended have not been audited by an independent registered public accounting firm, but in the opinion of the Fund's management, reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the financial statements.

2 Auction Preferred Shares

The Fund issued Auction Preferred Shares (APS) on July 25, 2003 in a public offering. The underwriting discount and other offering costs incurred in connection with the offering were recorded as a reduction of the paid-in capital of the common shares. Dividends on the APS, which accrue daily, are cumulative at rates which are reset weekly for Series A, Series B, Series C and Series D, and approximately monthly for Series E by an auction, unless a special dividend period has been set. Series of APS are identical in all respects except for the reset dates of the dividend rates. If the APS auctions do not successfully clear, the dividend payment rate over the next period for the APS holders is set at a specified maximum applicable rate until such time as the APS auctions are successful. Auctions have not cleared since February 13, 2008 and the rate since that date has been the maximum applicable rate (see Note 3). The maximum applicable rate on the APS is 150% of the AA Financial Composite Commercial Paper Rate on the date of the auction.

The number of APS issued and outstanding as of October 31, 2010 is as follows:

| | APS Issued and Outstanding |
|----------|---------------------------------------|
| Series A | 2,133 |
| Series B | 2,133 |
| Series C | 2,133 |
| Series D | 2,133 |
| Series E | 2,133 |

The APS are redeemable at the option of the Fund at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, on any dividend payment date. The APS are also subject to mandatory redemption at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, if the Fund is in default for an

extended period on its asset maintenance requirements with respect to the APS. If the dividends on the APS remain unpaid in an amount equal to two full years' dividends, the holders of the APS as a class have the right to elect a majority of the Board of Trustees. In general, the holders of the APS and the common shares have equal voting rights of one vote per share, except that the holders of the APS, as a separate class, have the right to elect at least two members of the Board of Trustees. The APS have a liquidation preference of \$25,000 per share, plus accumulated and unpaid dividends. The Fund is required to maintain certain asset coverage with respect to the APS as defined in the Fund's By-Laws and the 1940 Act. The Fund pays an annual fee up to 0.15% of the liquidation value of the APS to broker-dealers as a service fee if the auctions are unsuccessful; otherwise, the annual fee is 0.25%.

3 Distributions to Shareholders

The Fund intends to make monthly distributions of net investment income to common shareholders, after payment of any dividends on any outstanding APS. In addition, at least annually, the Fund intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years, if any). Distributions to common shareholders are recorded on the ex-dividend date. Distributions to preferred shareholders are recorded daily and are payable at the end of each dividend period. The dividend rates for the APS at October 31, 2010, and the amount of dividends

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

paid (including capital gains, if any) to APS shareholders, average APS dividend rates (annualized), and dividend rate ranges for the six months then ended were as follows:

| | APS Dividend Rates at October 31, 2010 | Dividends Paid to APS Shareholders | Average APS Dividend Rates | Dividends Rate Ranges |
|----------|---|---|---|--------------------------------------|
| Series A | 0.30% | \$ 94,352 | 0.35% | 0.27% 0.47% |
| Series B | 0.29% | 93,337 | 0.35% | 0.27% 0.42% |
| Series C | 0.33% | 90,733 | 0.34% | 0.23% 0.44% |
| Series D | 0.30% | 91,720 | 0.34% | 0.20% 0.42% |
| Series E | 0.30% | 89,650 | 0.33% | 0.26% 0.47% |

Beginning February 13, 2008 and consistent with the patterns in the broader market for auction-rate securities, the Fund's APS auctions were unsuccessful in clearing due to an imbalance of sell orders over bids to buy the APS. As a result, the dividend rate of the APS were reset to the maximum applicable rate. The table above reflects such maximum dividend rate for each series as of October 31, 2010.

The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

4 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. The fee is computed at an annual rate of 0.75% of the Fund's average weekly gross assets and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage. For the six months ended October 31, 2010, the Fund's adviser fee totaled \$10,387,411. EVM also serves as administrator of the Fund, but receives no compensation.

In addition, EVM has contractually agreed to reimburse the Fund for fees and other expenses at an annual rate of 0.20% of the Fund's average weekly gross assets during the first five full years of the Fund's operations, 0.15% of the Fund's average weekly gross assets in year six, 0.10% in year seven and 0.05% in year eight. The Fund concluded its first seven full years of operations on May 30, 2010. Pursuant to this agreement, EVM waived \$801,882 of its investment adviser fee for the six months ended October 31, 2010.

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Except for Trustees of the Fund who are not members of EVM's organization, officers and Trustees receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the six months ended October 31, 2010, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

5 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations and including maturities, paydowns and principal repayments on Senior Loans, for the six months ended October 31, 2010 were as follows:

Purchases

| | |
|---------------------------------------|--------------------|
| Investments (non-U.S. Government) | \$ 611,746,896 |
| U.S. Government and Agency Securities | 126,217,550 |
| | 737,964,446 |

Sales

| | |
|---------------------------------------|-----------------------|
| Investments (non-U.S. Government) | \$ 669,788,101 |
| U.S. Government and Agency Securities | 9,258,326 |
| | \$ 679,046,427 |

6 Common Shares of Beneficial Interest

The Fund may issue common shares pursuant to its dividend reinvestment plan. Transactions in common shares were as follows:

| | Six Months Ended October 31, 2010 (Unaudited) | Year Ended April 30, 2010 |
|---|--|--|
| Issued to shareholders electing to receive payments of distributions in Fund shares | 58,781 | 83,853 |
| Issued to connection with the acquisition of Eaton Vance | | 4,738,774 |

Credit Opportunities Fund
(see Note 14)

| | | |
|---------------------|---------------|------------------|
| Net increase | 58,781 | 4,822,627 |
|---------------------|---------------|------------------|

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Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

7 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at October 31, 2010, as determined on a federal income tax basis, were as follows:

| | |
|------------------------------------|-------------------------|
| Aggregate cost | \$ 2,839,746,801 |
| Gross unrealized appreciation | \$ 151,605,424 |
| Gross unrealized depreciation | (98,121,860) |
| Net unrealized appreciation | \$ 53,483,564 |

8 Restricted Securities

At October 31, 2010, the Fund owned the following securities (representing 0.4% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Fund has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

| Description | Date of Acquisition | Shares/ Units | Cost | Value |
|---|----------------------------|----------------------|---------------------|---------------------|
| Common Stocks | | | | |
| Environmental Systems Products Holdings, Inc. | 10/25/07 | 2,484 | \$ 0 ⁽¹⁾ | \$ 21,959 |
| Panolam Holdings Co. | 12/30/09 | 3,677 | 2,020,511 | 2,923,619 |
| RathGibson Acquisition Co., LLC | 6/14/10 | 218,800 | 1,161,180 | 5,128,672 |
| Total Common Stocks | | | \$ 3,181,691 | \$ 8,074,250 |

Preferred Stocks

| | | | | |
|---|----------|---------|----------------------|---------------------|
| Environmental Systems Products Holdings, Inc., Series A | 10/25/07 | 1,138 | \$ 19,915 | \$ 131,519 |
| Fontainebleau Resorts LLC | 6/1/07 | 6,494 | 6,493,930 | 65 |
| Muzak Holding LLC | 6/18/10 | 202,841 | 2,109,301 | 354,952 |
| Total Preferred Stocks | | | \$ 8,623,146 | \$ 486,536 |
| Total Restricted Securities | | | \$ 11,804,837 | \$ 8,560,786 |

(1) Less than \$0.50.

9 Financial Instruments

The Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include forward foreign currency exchange contracts and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Fund has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered.

A summary of obligations under these financial instruments at October 31, 2010 is as follows:

Forward Foreign Currency Exchange Contracts**Sales**

| Settlement Date | Deliver | In Exchange For | Counterparty | Net Unrealized Depreciation |
|------------------------|--|---------------------------------------|----------------------------|--|
| 11/30/10 | British Pound Sterling 13,240,993 | United States Dollar 20,846,818 | Standard Chartered Bank | \$ (365,574) |

| | | | | |
|----------|------------|---------------|----------------|-----------------------|
| 11/30/10 | Euro | United States | | |
| | 48,196,193 | Dollar | Goldman Sachs, | |
| | | 66,249,523 | Inc. | (807,900) |
| | | | | \$ (1,173,474) |

At October 31, 2010, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

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

The Fund enters into forward foreign currency exchange contracts that may contain provisions whereby the counterparty may terminate the contract under certain conditions, including but not limited to a decline in the Fund's net assets below a certain level over a certain period of time, which would trigger a payment by the Fund for those derivatives in a liability position. At October 31, 2010 the fair value of derivatives with credit-related contingent features in a net liability position was \$807,900.

The fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) and whose primary underlying risk exposure is foreign exchange risk at October 31, 2010 was as follows:

| Derivative | Fair Value | |
|--|-----------------------------|---------------------------------|
| | Asset Derivative | Liability Derivative |
| Forward foreign currency exchange contracts | \$ | \$ 1,173,474 ⁽¹⁾ |

(1) Statement of Assets and Liabilities location: Payable for open forward foreign currency exchange contracts.

The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes)

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

on the Statement of Operations and whose primary underlying risk exposure is foreign exchange risk for the six months ended October 31, 2010 was as follows:

| Derivative | Realized Gain (Loss) on Derivatives Recognized in Income⁽¹⁾ | Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income⁽²⁾ |
|---|---|---|
| Forward foreign currency exchange contracts | \$ (3,204,478) | \$ (396,488) |

- (1) Statement of Operations location: Net realized gain (loss) Foreign currency and forward foreign currency exchange contract transactions.
- (2) Statement of Operations location: Change in unrealized appreciation (depreciation) Foreign currency and forward foreign currency exchange contracts.

The average notional amount of forward foreign currency exchange contracts outstanding during the six months ended October 31, 2010, which is indicative of the volume of this derivative type, was approximately \$87,389,000.

10 Revolving Credit and Security Agreement

Effective April 11, 2008, the Fund entered into a Revolving Credit and Security Agreement, as amended (the Agreement) with conduit lenders and a bank to borrow up to a limit of \$715,625,000 for a period of five years, the proceeds of which were primarily used to partially redeem the Fund's APS. The Agreement provides for a renewable 364-day backstop financing arrangement, which ensures that alternate financing will continue to be available to the Fund should the conduits be unable to place their commercial paper. The Agreement was renewed effective March 29, 2010. Borrowings under the Agreement are secured by the assets of the Fund. Interest is charged at a rate above the conduits' commercial paper issuance rate and is payable monthly. Under the terms of the Agreement, the Fund pays a monthly program fee of 0.75% per annum on its outstanding borrowings to administer the facility and a monthly liquidity fee of 0.50% per annum on the borrowing limit under the Agreement. The Fund also paid an initial structuring fee of \$7,156,250 which is being amortized to interest expense over a period of five years. The unamortized structuring fee at October 31, 2010 is approximately \$3,496,000 and is included in prepaid expenses on the Statement of Assets and Liabilities. The Fund is required to maintain certain net asset levels during the term of the Agreement. At October 31, 2010, the Fund had borrowings outstanding under the Agreement of \$618,200,000 at an interest rate of 0.32%. The carrying amount of the borrowings at October 31, 2010 approximated its fair value. For the six months ended October 31, 2010, the average borrowings under the Agreement and the average interest rate were \$510,580,435 and 0.42% (annualized), respectively.

11 Term Asset-Backed Securities Loan Facility

The Fund participates in the Term Asset-Backed Loan Facility (TALF), a loan facility administered by the Federal Reserve Bank of New York in conjunction with the U.S. Treasury Department. The program provides term financing for eligible asset-backed securities and commercial mortgage-backed securities that meet certain criteria. Under the terms of the program, the Fund pledged as collateral commercial mortgage-backed securities in exchange for non-recourse loans of 85% of the value of the pledged collateral at the inception of the loans. The loans may be prepaid in whole or in part at any time at the Fund's option without a penalty. Principal repayments on the pledged collateral must be used to reduce the outstanding loan balance. Interest on the loans is based on a predetermined rate on the loan origination date and is payable monthly, typically from the interest received on the pledged collateral. In addition, the Fund paid an administrative fee of 0.20% of the amount borrowed which is being amortized as interest expense to the maturity date of the loans. Unamortized administrative fees at October 31, 2010 were approximately \$76,300 and are included in prepaid expenses on the Statement of Assets and Liabilities.

At October 31, 2010, the Fund had two TALF loans outstanding aggregating \$51,042,132 with an interest rate of 2.78% and a maturity date of January 28, 2013. The fair value of the securities pledged as collateral on the loans at October 31, 2010 was \$64,350,600. For the six months ended October 31, 2010, the average borrowings under the TALF program and the weighted average interest rate were \$51,042,132 and 2.78% (annualized), respectively.

The Fund has elected to value its TALF loans at fair value, as permitted by U.S. generally accepted accounting principles for fair value measurements, to mitigate the volatility in net assets caused by measuring related assets and liabilities differently. The Fund values its TALF loans using methods determined in good faith by or at the direction of the Trustees of the Fund. Each such determination is based on consideration of, including but not limited to, observable market transactions, the nonrecourse nature of the loans, the value of the underlying collateral, and market interest rates. At October 31, 2010, the fair value of the Fund's TALF loans was determined to be its face value.

12 Risks Associated with Foreign Investments

Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

reporting requirements of the U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Fund, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker-dealers and issuers than in the United States.

13 Fair Value Measurements

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)

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

At October 31, 2010, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

| Asset Description | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|--|--|----------------|
| Senior Floating-Rate Interests (Less Unfunded Loan Commitments) | \$ | \$ 794,265,411 | \$ 3,578,607 | \$ 797,844,018 |
| Corporate Bonds & Notes | | 1,023,350,666 | 3,157,644 | 1,026,508,310 |

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| | | | | |
|---------------------------------------|---------------------|-------------------------|----------------------|-------------------------|
| Foreign Government Securities | | 327,589 | | 327,589 |
| Mortgage Pass-Throughs | | 612,405,585 | | 612,405,585 |
| Collateralized Mortgage Obligations | | 138,243,902 | | 138,243,902 |
| Commercial Mortgage-Backed Securities | | 198,110,940 | | 198,110,940 |
| Asset-Backed Securities | | 5,477,445 | | 5,477,445 |
| U.S. Government Agency Obligations | | 34,717,807 | | 34,717,807 |
| Common Stocks | 686,174 | 9,768,278 | 13,977,228 | 24,431,680 |
| Convertible Bonds | | 3,414,175 | | 3,414,175 |
| Preferred Stocks | 1,698,526 | 354,952 | 131,584 | 2,185,062 |
| Warrants | | 352,996 | 0 | 352,996 |
| Miscellaneous | | 101,649 | | 101,649 |
| Short-Term Investments | | 49,109,207 | | 49,109,207 |
| Total Investments | \$ 2,384,700 | \$ 2,870,000,602 | \$ 20,845,063 | \$ 2,893,230,365 |

Liability Description

| | | | | |
|---|-----------|-----------------------|------------------------|------------------------|
| Forward Foreign Currency Exchange Contracts | \$ | \$ (1,173,474) | \$ | \$ (1,173,474) |
| TALF Loans Payable | | | (51,042,132) | (51,042,132) |
| Total | \$ | \$ (1,173,474) | \$ (51,042,132) | \$ (52,215,606) |

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

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

| | Investments in Senior Floating- Rate Interests | Investments in Corporate Bonds & Notes | Investments in Common Stocks | Investments in Preferred Stocks, Warrants and Miscellaneous Payable | TALF Loans Payable | Total |
|--|---|---|---|--|-----------------------------------|------------------------|
| Balance as of April 30, 2010 | \$ 2,876,960 | \$ 4,225,743 | \$ 7,842,768 | \$ 293,628 | \$ (51,042,132) | \$ (35,803,033) |
| Realized gains (losses) | (25) | (7,254,372) | | 20,499 | | (7,233,898) |
| Change in net unrealized appreciation (depreciation) | (695,308) | 6,452,711 | 6,445,554 | 40,479 | | 12,243,436 |
| Net purchases (sales) | 10,356 | (303,266) | 1,423,895 | (85,181) | | 1,045,804 |
| Accrued discount (premium) | 136 | 36,828 | | | | 36,964 |
| Net transfers to (from) Level 3** | 1,386,488 | | (1,734,989) | (137,841) | | (486,342) |
| Balance as of October 31, 2010 | \$ 3,578,607 | \$ 3,157,644 | \$ 13,977,228 | \$ 131,584 | \$ (51,042,132) | \$ (30,197,069) |
| Change in net unrealized appreciation (depreciation) on investments | \$ (695,308) | \$ (783,450) | \$ 6,445,554 | \$ (40,479) | \$ | \$ 4,926,317 |

**still held as of
October 31,
2010***

* Amount is included in the related amount on investments in the Statement of Operations.

** Transfers are reflected at the value of the securities at the beginning of the period.

14 Reorganizations

Prior to the opening of business on March 12, 2010, the Fund acquired the net assets applicable to common shares of Eaton Vance Credit Opportunities Fund (the Acquired Fund) pursuant to an agreement and Plan of Reorganization approved by the shareholders of the Acquired Fund on February 26, 2010. The acquisition was accomplished by a tax-free exchange of 4,738,774 common shares of the Fund (valued at \$77,565,332) for 7,274,487 common shares of the Acquired Fund, each outstanding on March 11, 2010, and cash consideration equal to the aggregate liquidation value of the Acquired Fund's Auction Preferred Shares (valued at \$8,000,000). The investment portfolio of the Acquired Fund, with a fair value of \$84,111,346 and identified cost of \$101,932,161 at March 11, 2010, was the principal asset acquired by the Fund. For financial reporting purposes, assets received and shares issued by the Fund were recorded at fair value; however, the cost basis of the investments received from the Acquired Fund was carried forward to align ongoing reporting of the Fund's realized and unrealized gains and losses with amounts distributable to shareholders for tax purposes. The aggregate net assets applicable to common shares of the Fund immediately before the acquisition were \$1,840,816,015. The net assets applicable to common shares of the Acquired Fund at that date of \$77,565,332, including \$44,649,745 of accumulated net realized losses and \$17,755,310 of unrealized depreciation, were combined with those of the Fund, resulting in combined net assets applicable to common shares of \$1,918,381,347.

Assuming the acquisition had been completed on May 1, 2009, the beginning of the Fund's annual reporting period, the Fund's pro forma results of operations for the year ended April 30, 2010 are as follows:

| | |
|--|-----------------|
| Net investment income | \$ 142,462,493 |
| Net realized losses | \$ (52,049,865) |
| Net increase in net assets resulting from operations | \$ 603,910,531 |

Because the combined investment portfolios have been managed as a single integrated portfolio since the acquisition was completed, it is not practicable to separate the amounts of revenue and earnings of the Acquired Fund since March, 12, 2010.

15 Legal Proceedings

In May 2010, the Fund received a demand letter from a law firm on behalf of a putative common shareholder. The demand letter alleged that Eaton Vance Management and the Trustees and officers of the Fund breached their fiduciary duty to the Fund in connection with redemption by the Fund of its auction preferred securities following the collapse of auction markets in February 2008. The letter demanded that the Board of Trustees of the Fund take certain action to remedy those alleged breaches. In August 2010, following a thorough investigation conducted by the independent Trustees of the Fund, the Board of Trustees of the Fund (including all of the independent Trustees) rejected the demands set forth in the demand letter. Additionally, two law firms have filed separate purported class action lawsuits against the Fund on behalf of putative common shareholders, alleging breach of fiduciary duty in

connection with the Fund's redemption of auction preferred securities. In addition to the Fund, named defendants include Trustees of the Fund,

Eaton Vance Limited Duration Income Fund as of October 31, 2010

NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT D

Eaton Vance Management and Eaton Vance Corp. The Fund, Eaton Vance Management and Eaton Vance Corp. believe these lawsuits to be without merit, and intend to defend themselves vigorously. The Fund believes that these lawsuits will not have a material effect on it or on Eaton Vance Management's ability to serve as its investment adviser.

Eaton Vance Limited Duration Income Fund

BOARD OF TRUSTEES CONTRACT APPROVAL

Overview of the Contract Review Process

The Investment Company Act of 1940, as amended (the 1940 Act), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuance is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not interested persons of the fund (Independent Trustees), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a Board) of the Eaton Vance group of mutual funds (the Eaton Vance Funds) held on April 26, 2010, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of the Contract Review Committee of the Board, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished for a series of meetings of the Contract Review Committee held between February and April 2010. Such information included, among other things, the following:

Information about Fees, Performance and Expenses

- An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;
- An independent report comparing each fund's total expense ratio and its components to comparable funds;
- An independent report comparing the investment performance of each fund (including yield where relevant) to the investment performance of comparable funds over various time periods;
- Data regarding investment performance in comparison to relevant peer groups of similarly managed funds and appropriate indices;
- For each fund, comparative information concerning the fees charged and the services provided by each adviser in managing other mutual funds and institutional accounts using investment strategies and techniques similar to those used in managing such fund;
- Profitability analyses for each adviser with respect to each fund;

Information about Portfolio Management

- Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed, and any changes in portfolio management processes and personnel;
- Information concerning the allocation of brokerage and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through soft dollar benefits received in connection with the funds' brokerage, and the implementation of a soft dollar reimbursement program established with respect to the funds;
- Data relating to portfolio turnover rates of each fund;
- The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

Information about each Adviser

Reports detailing the financial results and condition of each adviser;
Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts;
Copies of the Codes of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;
Copies of or descriptions of each adviser's policies and procedures relating to proxy voting, the handling of corporate actions and class actions;
Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;
Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;
A description of Eaton Vance Management's procedures for overseeing third party advisers and sub-advisers;

Other Relevant Information

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;
Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds' administrator; and
The terms of each advisory agreement.

Eaton Vance Limited Duration Income Fund

BOARD OF TRUSTEES CONTRACT APPROVAL CONT D

In addition to the information identified above, the Contract Review Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2010, with respect to one or more Funds, the Board met ten times and the Contract Review Committee, the Audit Committee, the Governance Committee, the Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee, each of which is a Committee comprised solely of Independent Trustees, met nine, thirteen, three, eight and fifteen times, respectively. At such meetings, the Trustees received, among other things, presentations by the portfolio managers and other investment professionals of each adviser relating to the investment performance of each fund and the investment strategies used in pursuing the fund's investment objective, as well as trading policies and procedures and risk management techniques.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Contract Review Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each advisory and sub-advisory agreement.

Results of the Process

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Contract Review Committee concluded that the continuance of the investment advisory agreement between Eaton Vance Limited Duration Income Fund (the Fund) and Eaton Vance Management (the Adviser), including its fee structure, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the investment advisory agreement for the Fund.

Nature, Extent and Quality of Services

In considering whether to approve the investment advisory agreement of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser.

The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment professionals and other personnel who provide portfolio management, investment research, and similar services to the Fund. In

particular, the Board evaluated, where relevant, the abilities and experience of such investment personnel in analyzing factors such as credit risk and special considerations relevant to investing in senior secured floating-rate loans, mortgage-backed securities and high-yield bonds. The Board also considered the resources available to personnel of the Adviser, including research services. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation methods of the Adviser to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management.

The Board also reviewed the compliance programs of the Adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also evaluated the responses of the Adviser and its affiliates to requests in recent years from regulatory authorities such as the Securities and Exchange Commission and the Financial Industry Regulatory Authority.

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the investment advisory agreement.

Eaton Vance Limited Duration Income Fund

BOARD OF TRUSTEES CONTRACT APPROVAL CONT'D

Fund Performance

The Board compared the Fund's investment performance to a relevant universe of comparable funds identified by an independent data provider as well as a peer group of similarly managed funds and appropriate benchmark indices. The Board reviewed comparative performance data for the one-, three- and five-year periods ended September 30, 2009 for the Fund. On the basis of the foregoing and other relevant information provided by the Adviser in response to inquiries from the Contract Review Committee, the Board concluded that the performance of the Fund was satisfactory.

Management Fees and Expenses

The Board reviewed contractual investment advisory fee rates payable by the Fund (referred to as management fees). As part of its review, the Board considered the management fees and the Fund's total expense ratio for the year ended September 30, 2009, as compared to a group of similarly managed funds selected by an independent data provider. The Board also considered factors that had an impact on Fund expense ratios, as identified by management in response to inquiries from the Contract Review Committee, as well as actions being taken to reduce expenses at the fund complex level. The Board noted the fact that the Adviser had waived fees and/or paid expenses for the Fund.

After reviewing the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services are reasonable.

Profitability

The Board reviewed the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized with and without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser in connection with its relationship with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Fund and other investment advisory clients.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

Economies of Scale

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board also considered the fact that the Fund is not continuously offered and concluded that, in light of the level of the Adviser's profits with respect to the Fund, the implementation of breakpoints in the advisory fee schedule is not appropriate at this time. Based upon the foregoing, the Board concluded that the benefits from economies of scale are currently being shared equitably by the Adviser and its affiliates and the Fund.

Eaton Vance Limited Duration Income Fund

OFFICERS AND TRUSTEES

Officers

Payson F. Swaffield
President

Christine M. Johnston
Vice President

Catherine C. McDermott
Vice President

Scott H. Page
Vice President

Susan Schiff
Vice President

Mark S. Venezia
Vice President

Michael W. Weilheimer
Vice President

Barbara E. Campbell
Treasurer

Maureen A. Gemma
Secretary and Chief Legal Officer

Paul M. O Neil
Chief Compliance Officer

Trustees

Ralph F. Verni
Chairman

Benjamin C. Esty

Thomas E. Faust Jr.

Allen R. Freedman

William H. Park

Ronald A. Pearlman

Helen Frame Peters

Lynn A. Stout

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**Investment Adviser and Administrator of
Eaton Vance Limited Duration Income Fund
Eaton Vance Management**
Two International Place
Boston, MA 02110

Custodian
State Street Bank and Trust Company
200 Clarendon Street
Boston, MA 02116

Transfer Agent
American Stock Transfer & Trust Company
59 Maiden Lane
Plaza Level
New York, NY 10038

Eaton Vance Limited Duration Income Fund
Two International Place
Boston, MA 02110

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Item 2. Code of Ethics

The registrant has adopted a code of ethics applicable to its Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-262-1122.

Item 3. Audit Committee Financial Expert

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is the Chief Financial Officer of Aveon Group, L.P. (an investment management firm). Previously, he served as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

Item 4. Principal Accountant Fees and Services

Not required in this filing.

Item 5. Audit Committee of Listed Registrants

Not required in this filing.

Item 6. Schedule of Investments

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies

Not required in this filing.

Item 8. Portfolio Managers of Closed-End Management Investment Companies

Not required in this filing.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers

No such purchases this period.

Item 10. Submission of Matters to a Vote of Security Holders

No Material Changes.

Item 11. 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 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 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 second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits

- (a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).
 - (a)(2)(i) Treasurer's Section 302 certification.
 - (a)(2)(ii) President's Section 302 certification.
 - (b) Combined Section 906 certification.
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Signatures

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

Eaton Vance Limited Duration Income Fund

By: /s/ Payson F. Swaffield

Payson F. Swaffield
President

Date: December 07, 2010

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/ Barbara E. Campbell

Barbara E. Campbell
Treasurer

Date: December 07, 2010

By: /s/ Payson F. Swaffield

Payson F. Swaffield
President

Date: December 07, 2010