

EATON VANCE LTD DURATION INCOME FUND  
Form N-Q  
March 31, 2005

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

**FORM N-Q**

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

Investment Company Act file number 811-21323  
Eaton Vance Limited Duration Income Fund  
(Exact name of registrant as specified in charter)  
The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109  
(Address of principal executive offices) (Zip code)

Alan R. Dynner, Esq.  
Eaton Vance Management,  
255 State Street, Boston,  
Massachusetts 02109  
(Name and address of agent for service)

Registrant's telephone number, including area code: (617) 482-8260

Date of fiscal year end: April 30

Date of reporting period: January 31, 2005

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**Item 1. Schedule of Investments**

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Eaton Vance Limited Duration Income Fund  
PORTFOLIO OF INVESTMENTS (Unaudited)

as of January 31, 2005

## Senior, Floating Rate Interests 50.5%(1)

Principal			
Amount		Borrower/Tranche Description	Value
<b>Aerospace and Defense 1.0%</b>			
\$ 2,880,245		<b>Alliant Techsystems, Inc.</b> Term Loan, 4.36%, Maturing March 31, 2011	\$ 2,921,648
1,364,688		<b>Caci International, Inc.</b> Term Loan, 3.95%, Maturing May 3, 2011	1,382,599
3,023,475		<b>K&amp;F Industries, Inc.</b> Term Loan, 5.08%, Maturing November 18, 2012	3,075,757
714,936		<b>Standard Aero Holdings, Inc.</b> Term Loan, 4.99%, Maturing August 24, 2012	726,331
5,260,250		<b>Transdigm, Inc.</b> Term Loan, 4.67%, Maturing July 22, 2010	5,337,513
5,125,468		<b>United Defense Industries, Inc.</b> Term Loan, 4.57%, Maturing June 30, 2009	5,191,674
1,330,000		<b>Vought Aircraft</b> Term Loan, 5.08%, Maturing December 17, 2011	1,351,612
			\$ <b>19,987,134</b>
<b>Air Transport 0.1%</b>			
1,000,000		<b>United Airlines, Inc.</b> DIP Loan, 8.00%, Maturing June 30, 2005	1,009,375
			\$ <b>1,009,375</b>
<b>Automotive 2.6%</b>			
1,209,000		<b>Affina Group, Inc.</b> Term Loan, 5.44%, Maturing November 30, 2011	1,229,553
2,960,420		<b>Collins &amp; Aikman Products, Co.</b> Revolving Loan, 6.34%, Maturing August 31, 2009	2,970,906
258,750		<b>CSA Acquisition Corp.</b> Term Loan, 4.75%, Maturing December 23, 2011	261,553

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\$	416,250	Term Loan, 4.75%, Maturing December 23, 2011	\$	420,759
		<b>Dayco Products, LLC</b>		
	2,985,000	Term Loan, 5.37%, Maturing June 23, 2011		3,033,506
		<b>Exide Technologies</b>		
	1,275,000	Term Loan, 6.02%, Maturing May 5, 2010		1,243,125
	1,275,000	Term Loan, 6.02%, Maturing May 5, 2010		1,243,125
		<b>Federal-Mogul Corp.</b>		
	5,626,706	Term Loan, 6.33%, Maturing February 24, 2005		5,661,873
		<b>HLI Operating Co., Inc.</b>		
	5,696,667	Term Loan, 6.24%, Maturing June 3, 2009		5,803,479
		<b>Key Automotive Group</b>		
	1,167,781	Term Loan, 5.55%, Maturing June 29, 2010		1,188,217
		<b>Meridian Automotive Systems</b>		
	297,750	Term Loan, 6.83%, Maturing April 27, 2010		282,956
		<b>Metaldyne Corp.</b>		
	2,636,370	Term Loan, 7.06%, Maturing December 31, 2009		2,641,862
		<b>Plastech Engineered Products</b>		
	872,069	Term Loan, 5.31%, Maturing March 31, 2010		878,064
		<b>R.J. Tower Corp.</b>		
	1,745,625	Term Loan, 9.56%, Maturing January 29, 2010		1,779,993
		<b>Tenneco Automotive, Inc.</b>		
	2,089,012	Term Loan, 5.35%, Maturing December 12, 2009		2,129,922
	949,552	Term Loan, 5.40%, Maturing December 12, 2010		968,147
		<b>The Goodyear Tire &amp; Rubber Co.</b>		
	8,000,000	Term Loan, 6.56%, Maturing March 31, 2006		8,147,504
	2,500,000	Term Loan, 7.03%, Maturing March 31, 2006		2,540,625
		<b>TI Automotive Limited</b>		
	1,375,000	Term Loan, 6.03%, Maturing June 30, 2011		1,367,266
		<b>Trimas Corp.</b>		
	4,719,134	Term Loan, 6.19%, Maturing December 31, 2009		4,786,235
		<b>TRW Automotive, Inc.</b>		
	2,000,000	Term Loan, 3.88%, Maturing October 31, 2010		2,009,376
	2,325,737	Term Loan, 4.38%, Maturing February 27, 2011		2,333,005
		<b>United Components, Inc.</b>		
	1,546,667	Term Loan, 4.78%, Maturing June 30, 2010		1,569,384
			\$	<b>54,490,435</b>

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<b>Beverage and Tobacco 0.6%</b>			
		<b>Constellation Brands, Inc.</b>	
\$	5,620,000	Term Loan, 4.40%, Maturing December 22, 2011	\$ 5,697,275
		<b>Culligan International Co.</b>	
	1,200,000	Term Loan, 4.92%, Maturing September 30, 2011	1,218,250
		<b>DS Waters, L.P.</b>	
	448,893	Term Loan, 6.85%, Maturing November 7, 2009	421,258
		<b>Southern Wine &amp; Spirits of America</b>	
	4,352,115	Term Loan, 4.81%, Maturing June 28, 2008	4,416,718
		<b>Sunny Delight Beverages Co.</b>	
	720,000	Term Loan, 6.78%, Maturing August 20, 2010	703,800
			<b>\$ 12,457,301</b>
<b>Building and Development 2.7%</b>			
		<b>BRE/Homestead, LLC</b>	
	4,000,000	Term Loan, 6.45%, Maturing January 11, 2006	3,992,500
		<b>DMB/CHII, LLC</b>	
	1,025,664	Term Loan, 4.85%, Maturing March 3, 2009	1,028,228
		<b>Formica Corp.</b>	
	78,427	Term Loan, 7.73%, Maturing June 10, 2010	78,819
	97,195	Term Loan, 7.73%, Maturing June 10, 2010	97,681
	190,054	Term Loan, 7.73%, Maturing June 10, 2010	191,004
	279,759	Term Loan, 7.73%, Maturing June 10, 2010	281,157
		<b>FT-FIN Acquisition, LLC</b>	
	1,454,151	Term Loan, 6.94%, Maturing November 17, 2007	1,457,786
		<b>General Growth Properties, Inc.</b>	
	10,005,000	Term Loan, 4.64%, Maturing November 12, 2008	10,085,250
		<b>Landsource Communities, LLC</b>	
	1,002,000	Term Loan, 5.06%, Maturing March 31, 2010	1,017,953
		<b>Maax Corp.</b>	
	925,350	Term Loan, 5.15%, Maturing June 4, 2011	935,760
		<b>Mueller Group, Inc.</b>	
	2,362,385	Term Loan, 5.97%, Maturing April 23, 2011	2,390,439

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	<b>NCI Building Systems, Inc.</b>		
\$	850,938	Term Loan, 4.39%, Maturing June 18, 2010	\$ 862,638
	<b>Newkirk Master, L.P.</b>		
	408,381	Term Loan, 7.02%, Maturing November 24, 2006	414,506
	<b>Newkirk Tender Holdings, LLC</b>		
	1,798,216	Term Loan, 7.06%, Maturing May 25, 2006	1,816,198
	3,833,333	Term Loan, 8.48%, Maturing May 25, 2006	3,871,667
	<b>Nortek, Inc.</b>		
	2,044,875	Term Loan, 4.75%, Maturing August 27, 2011	2,081,086
	<b>Panoram Industries Holdings</b>		
	1,143,534	Term Loan, 5.68%, Maturing June 3, 2011	1,159,258
	1,357,809	Term Loan, 9.94%, Maturing December 3, 2011	1,390,057
	<b>Ply Gem Industries, Inc.</b>		
	800,000	Term Loan, 4.59%, Maturing February 12, 2011	810,000
	315,881	Term Loan, 5.28%, Maturing February 12, 2011	319,830
	2,151,244	Term Loan, 5.28%, Maturing February 12, 2011	2,178,134
	<b>South Edge, LLC</b>		
	612,500	Term Loan, 4.44%, Maturing October 31, 2007	615,754
	2,287,500	Term Loan, 4.69%, Maturing October 31, 2009	2,306,802
	<b>St. Marys Cement, Inc.</b>		
	1,984,975	Term Loan, 4.56%, Maturing December 4, 2010	2,008,546
	<b>Sugarloaf Mills, LLC</b>		
	2,000,000	Term Loan, 5.40%, Maturing April 7, 2008	2,000,000
	<b>The Woodlands Community Property Co.</b>		
	1,174,000	Term Loan, 5.00%, Maturing November 30, 2007	1,184,272
	367,000	Term Loan, 7.13%, Maturing November 30, 2007	372,505
	<b>Tousa/Kolter, LLC</b>		
	2,019,333	Term Loan, 4.19%, Maturing January 7, 2008	2,029,430
	<b>Tower Financing, LLC</b>		
	2,750,000	Term Loan, 6.02%, Maturing July 9, 2008	2,753,437
	<b>WFP Tower A Co., L.P.</b>		
	4,500,000	Term Loan, 4.76%, Maturing June 12, 2006	4,504,221
	<b>Whitehall Street Real Estate, L.P.</b>		
	3,638,693	Term Loan, 6.33%, Maturing September 11, 2006(2)	3,703,461
			\$ 57,938,379

<b>Business Equipment and Services 0.9%</b>			
		<b>Allied Security Holdings, LLC</b>	
\$	833,810	Term Loan, 6.81%, Maturing June 30, 2010	\$ 847,359
		<b>Baker &amp; Taylor, Inc.</b>	
	2,850,000	Term Loan, 9.35%, Maturing May 6, 2011	2,874,937
		<b>Global Imaging Systems, Inc.</b>	
	2,417,685	Term Loan, 4.66%, Maturing May 10, 2010	2,447,906
		<b>Infousa, Inc.</b>	
	761,250	Term Loan, 5.25%, Maturing June 9, 2010	770,766
		<b>Iron Mountain, Inc.</b>	
	2,676,096	Term Loan, 4.19%, Maturing April 2, 2011	2,695,833
	2,000,000	Term Loan, 4.22%, Maturing April 2, 2011	2,017,916
		<b>Language Line, Inc.</b>	
	3,115,789	Term Loan, 6.77%, Maturing June 11, 2011	3,159,931
		<b>Mitchell International, Inc.</b>	
	458,325	Term Loan, 5.55%, Maturing August 13, 2011	465,630
	995,000	Term Loan, 8.80%, Maturing August 13, 2012	1,003,706
		<b>Quintiles Transnational Corp.</b>	
	2,468,750	Term Loan, 6.82%, Maturing September 25, 2009	2,511,953
		<b>United Online, Inc.</b>	
	480,000	Term Loan, 5.90%, Maturing December 13, 2008	486,600
		<b>Worldspan, L.P.</b>	
	384,566	Term Loan, 6.43%, Maturing June 30, 2007	387,931
			\$ <b>19,670,468</b>
<b>Cable and Satellite Television 3.0%</b>			
		<b>Adelphia Communications Corp.</b>	
	1,974,534	DIP Loan, 4.81%, Maturing March 31, 2005	1,987,285
		<b>Atlantic Broadband Finance, LLC</b>	
	1,935,000	Term Loan, 5.69%, Maturing February 10, 2011	1,974,102
		<b>Bragg Communication, Inc.</b>	
	2,182,038	Term Loan, 4.90%, Maturing August 31, 2011	2,212,041
		<b>Bresnan Communications, LLC</b>	
	6,500,000	Term Loan, 6.04%, Maturing September 30, 2010	6,602,576

		<b>Canadien Cable Acquisition</b>	
\$	497,500	Term Loan, 5.56%, Maturing July 30, 2011	\$ 503,253
		<b>Cebridge Connections, Inc.</b>	
	1,588,000	Term Loan, 8.23%, Maturing February 23, 2010	1,599,910
		<b>Charter Communications Operating, LLC</b>	
	13,208,625	Term Loan, 5.98%, Maturing April 27, 2011	13,185,034
		<b>Insight Midwest Holdings, LLC</b>	
	1,485,000	Term Loan, 5.44%, Maturing December 31, 2009	1,510,059
	9,900,000	Term Loan, 5.44%, Maturing December 31, 2009	10,068,607
		<b>MCC Iowa, LLC</b>	
	3,920,000	Term Loan, 4.11%, Maturing March 31, 2010	3,888,150
		<b>Mediacom Broadband</b>	
	2,482,513	Term Loan, 5.00%, Maturing September 30, 2010	2,516,183
		<b>Mediacom Illinois, LLC</b>	
	4,900,000	Term Loan, 4.88%, Maturing March 31, 2013	4,921,874
		<b>NTL, Inc.</b>	
	2,600,000	Term Loan, 5.20%, Maturing April 13, 2012	2,626,000
		<b>Panamsat Corp.</b>	
	5,714,914	Term Loan, 5.25%, Maturing August 20, 2011	5,765,743
		<b>UGS Corp.</b>	
	3,810,850	Term Loan, 4.83%, Maturing May 27, 2011	3,870,395
			\$ <b>63,231,212</b>
<b>Chemicals and Plastics</b>	<b>2.2%</b>		
		<b>Brenntag, AG</b>	
	2,475,000	Term Loan, 4.73%, Maturing December 9, 2011	2,499,502
		<b>Hercules, Inc.</b>	
	833,700	Term Loan, 3.99%, Maturing October 8, 2010	843,470
		<b>Huntsman International, LLC</b>	
	8,626,617	Term Loan, 5.00%, Maturing December 31, 2010	8,762,486
		<b>Huntsman, LLC</b>	
	2,250,000	Term Loan, 6.05%, Maturing March 31, 2010	2,289,937
		<b>Innophos, Inc.</b>	
	443,888	Term Loan, 3.87%, Maturing August 13, 2010	449,991
		<b>Invista B.V.</b>	
	4,441,024	Term Loan, 5.31%, Maturing April 29, 2011	4,524,293
	2,003,683	Term Loan, 5.31%, Maturing April 29, 2011	2,037,496



		<b>ISP Chemco, Inc.</b>	
\$	1,488,750	Term Loan, 4.40%, Maturing March 27, 2011	\$ 1,507,050
		<b>Kraton Polymer</b>	
	2,690,283	Term Loan, 5.33%, Maturing December 5, 2008	2,714,945
		<b>Nalco Co.</b>	
	5,058,307	Term Loan, 4.64%, Maturing November 4, 2010	5,134,531
		<b>Rockwood Specialties Group, Inc.</b>	
	3,815,000	Term Loan, 4.95%, Maturing July 30, 2012	3,862,348
		<b>Solo Cup Co.</b>	
	3,440,168	Term Loan, 4.99%, Maturing February 27, 2011	3,505,748
		<b>United Industries Corp.</b>	
	5,020,011	Term Loan, 6.75%, Maturing April 29, 2011	5,032,561
	995,000	Term Loan, 8.75%, Maturing October 31, 2011	997,487
		<b>Wellman, Inc.</b>	
	750,000	Term Loan, 6.16%, Maturing February 10, 2009	763,438
		<b>Westlake Chemical Corp.</b>	
	1,000,000	Term Loan, 3.49%, Maturing July 31, 2010	1,013,125
			\$ <b>45,938,408</b>
<b>Clothing/Textiles</b>	<b>0.2%</b>		
		<b>Propex Fabrics, Inc.</b>	
	400,000	Term Loan, 4.70%, Maturing December 1, 2011	401,500
		<b>SI Corp.</b>	
	1,820,668	Term Loan, 6.61%, Maturing December 9, 2009	1,851,391
		<b>St. John Knits International</b>	
	2,164,081	Term Loan, 6.06%, Maturing July 31, 2007	2,187,074
			\$ <b>4,439,965</b>
<b>Conglomerates</b>	<b>1.1%</b>		
		<b>Amsted Industries, Inc.</b>	
	6,604,382	Term Loan, 5.43%, Maturing October 15, 2010	6,726,154
		<b>Blount, Inc.</b>	
	1,105,803	Term Loan, 5.08%, Maturing August 9, 2010	1,124,693
		<b>Goodman Global Holdings, Inc.</b>	
	1,350,000	Term Loan, 4.81%, Maturing December 23, 2011	1,371,937
		<b>Johnson Diversey, Inc.</b>	
	2,443,879	Term Loan, 4.43%, Maturing November 30, 2009	2,487,793

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		<b>Polymer Group, Inc.</b>	
\$	2,345,833	Term Loan, 5.78%, Maturing April 27, 2010	\$ 2,373,690
	2,500,000	Term Loan, 8.78%, Maturing April 27, 2011	2,528,125
		<b>PP Acquisition Corp.</b>	
	4,844,391	Term Loan, 4.83%, Maturing November 12, 2011	4,917,057
		<b>Rexnord Corp.</b>	
	2,226,696	Term Loan, 5.46%, Maturing November 30, 2009	2,248,963
			\$ 23,778,412
<b>Containers and Glass Products 2.4%</b>			
		<b>Berry Plastics Corp.</b>	
	4,276,457	Term Loan, 4.22%, Maturing July 22, 2010	4,342,387
		<b>Bway Corp.</b>	
	2,408,700	Term Loan, 4.75%, Maturing June 30, 2011	2,449,848
		<b>Celanese AG</b>	
	2,244,375	Term Loan, 4.81%, Maturing April 6, 2011	2,252,791
		<b>Consolidated Container Holding</b>	
	1,243,750	Term Loan, 5.13%, Maturing December 15, 2008	1,260,074
		<b>Dr. Pepper/Seven Up Bottling</b>	
	3,641,703	Term Loan, 4.47%, Maturing December 19, 2010	3,703,612
		<b>Graham Packaging Holdings Co.</b>	
	4,500,000	Term Loan, 5.09%, Maturing October 7, 2011	4,567,099
	2,000,000	Term Loan, 6.81%, Maturing October 7, 2012	2,056,750
		<b>Graphic Packaging International, Inc.</b>	
	11,268,591	Term Loan, 5.14%, Maturing August 8, 2009	11,472,835
		<b>IPG (US), Inc.</b>	
	1,271,813	Term Loan, 4.79%, Maturing July 28, 2011	1,288,505
		<b>Owens-Illinois, Inc.</b>	
	3,783,663	Term Loan, 4.95%, Maturing April 1, 2007	3,852,431
		<b>Printpack Holdings, Inc.</b>	
	2,499,769	Term Loan, 4.38%, Maturing April 30, 2009	2,526,329
		<b>Silgan Holdings, Inc.</b>	
	2,052,642	Term Loan, 4.33%, Maturing December 31, 2008	2,082,149
		<b>Smurfit-Stone Container Corp.</b>	
	608,367	Term Loan, 2.10%, Maturing November 1, 2011	618,253
	1,545,389	Term Loan, 4.44%, Maturing November 1, 2011	1,570,260

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\$	4,861,953	Term Loan, 4.57%, Maturing November 1, 2011	\$	4,939,136
		<b>U.S. Can Corp.</b>		
	1,488,750	Term Loan, 6.40%, Maturing January 10, 2010		1,485,959
			\$	<b>50,468,418</b>
<b>Cosmetics/Toiletries 0.5%</b>				
		<b>American Safety Razor Co.</b>		
	488,724	Term Loan, 5.70%, Maturing April 29, 2011		491,167
	333,333	Term Loan, 9.11%, Maturing October 29, 2011		338,333
		<b>Church &amp; Dwight Co., Inc.</b>		
	4,722,643	Revolving Loan, 4.31%, Maturing May 30, 2011		4,788,562
		<b>Prestige Brands, Inc.</b>		
	1,761,688	Term Loan, 5.29%, Maturing April 7, 2011		1,780,405
	2,000,000	Term Loan, 9.00%, Maturing April 7, 2011		2,052,084
		<b>Revlon Consumer Products Corp.</b>		
	1,670,000	Term Loan, 8.51%, Maturing July 9, 2010		1,738,191
			\$	<b>11,188,742</b>
<b>Drugs 0.2%</b>				
		<b>Herbalife International, Inc.</b>		
	645,000	Term Loan, 5.16%, Maturing December 21, 2010		656,086
		<b>Warner Chilcott Corp.</b>		
	1,128,473	Term Loan, 5.23%, Maturing January 18, 2012		1,138,206
	521,323	Term Loan, 5.23%, Maturing January 18, 2012		525,819
	2,800,520	Term Loan, 5.23%, Maturing January 18, 2012		2,824,674
			\$	<b>5,144,785</b>
<b>Ecological Services and Equipment 1.0%</b>				
		<b>Alderwoods Group, Inc.</b>		
	859,550	Term Loan, 4.63%, Maturing September 29, 2009(3)		872,980
		<b>Allied Waste Industries, Inc.</b>		
	6,985,011	Term Loan, 3.90%, Maturing January 15, 2009		7,084,331
	664,665	Term Loan, 5.13%, Maturing January 15, 2010		675,287
	981,531	Term Loan, 5.26%, Maturing January 15, 2010		997,277
		<b>Environmental Systems, Inc.</b>		
	698,440	Term Loan, 6.12%, Maturing December 12, 2008		707,171

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\$	1,000,000	Term Loan, 12.49%, Maturing December 12, 2010	\$	1,033,750
		<b>IESI Corp.</b>		
	1,764,706	Term Loan, 4.65%, Maturing January 20, 2012		1,767,465
		<b>Ionics, Inc.</b>		
	2,236,766	Term Loan, 5.31%, Maturing February 13, 2011		2,244,456
		<b>National Waterworks, Inc.</b>		
	3,857,143	Term Loan, 5.06%, Maturing November 22, 2009		3,924,643
		<b>Sensus Metering Systems, Inc.</b>		
	129,773	Term Loan, 4.92%, Maturing December 17, 2010		130,611
	865,151	Term Loan, 5.16%, Maturing December 17, 2010		870,738
			\$	<b>20,308,709</b>

**Electronics/Electrical 1.5%**

		<b>AMI Semiconductor</b>		
	1,493,706	Term Loan, 5.08%, Maturing September 30, 2008		1,512,377
		<b>Amphenol Corp.</b>		
	3,789,474	Term Loan, 3.79%, Maturing May 6, 2010		3,835,065
		<b>Communications &amp; Power, Inc.</b>		
	1,903,821	Term Loan, 4.93%, Maturing July 23, 2010		1,931,485
		<b>Energys Capital, Inc.</b>		
	1,567,125	Term Loan, 4.27%, Maturing March 17, 2011		1,592,591
		<b>Fairchild Semiconductor Corp.</b>		
	7,633,750	Term Loan, 4.69%, Maturing June 19, 2008		7,719,630
	1,395,000	Term Loan, 4.69%, Maturing December 31, 2010		1,410,694
		<b>Invensys International Holding</b>		
	4,053,172	Term Loan, 6.09%, Maturing September 5, 2009		4,124,103
		<b>Memec Group, Ltd.</b>		
	2,125,000	Term Loan, 10.50%, Maturing June 15, 2010		2,134,562
		<b>Rayovac Corp.</b>		
	4,029,361	Term Loan, 5.46%, Maturing September 30, 2009		4,075,529
		<b>Security Co., Inc.</b>		
	995,000	Term Loan, 6.44%, Maturing June 28, 2010		1,004,950
	500,000	Term Loan, 10.31%, Maturing June 28, 2011		501,250
		<b>Vertafore, Inc.</b>		
	1,560,000	Term Loan, 5.27%, Maturing December 22, 2010		1,571,700
	500,000	Term Loan, 8.52%, Maturing December 22, 2011		508,750
			\$	<b>31,922,686</b>

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<b>Equipment Leasing 0.2%</b>			
		<b>Ashtead Group, PLC</b>	
\$	1,000,000	Term Loan, 4.81%, Maturing November 12, 2009	\$ 1,015,625
		<b>United Rentals, Inc.</b>	
	565,000	Term Loan, 3.36%, Maturing February 14, 2011	573,652
	2,803,813	Term Loan, 4.81%, Maturing February 14, 2011	2,847,185
			\$ <b>4,436,462</b>
<b>Farming/Agriculture 0.2%</b>			
		<b>IMC Global, Inc.</b>	
	4,721,155	Term Loan, 7.02%, Maturing November 17, 2006	4,739,450
		<b>The Scotts Co.</b>	
	392,763	Term Loan, 4.06%, Maturing September 30, 2010	396,971
			\$ <b>5,136,421</b>
<b>Financial Intermediaries 0.6%</b>			
		<b>AIMCO Properties, L.P.</b>	
	4,500,000	Term Loan, 4.18%, Maturing November 2, 2009	4,587,187
		<b>Coinstar, Inc.</b>	
	660,972	Term Loan, 4.84%, Maturing July 7, 2011	672,539
		<b>Corrections Corp. of America</b>	
	2,455,777	Term Loan, 4.86%, Maturing March 31, 2008	2,497,218
		<b>Refco Group Ltd., LLC</b>	
	3,118,500	Term Loan, 5.27%, Maturing August 5, 2011	3,156,312
		<b>Wackenhut Corrections Corp.</b>	
	1,514,513	Term Loan, 5.13%, Maturing July 9, 2009	1,541,017
			\$ <b>12,454,273</b>
<b>Food Products 1.7%</b>			
		<b>Acosta Sales Co., Inc.</b>	
	1,596,000	Term Loan, 4.62%, Maturing August 13, 2010	1,621,437
		<b>American Seafoods Holdings, LLC</b>	
	2,354,246	Term Loan, 5.81%, Maturing March 31, 2009	2,388,826
		<b>Atkins Nutritional, Inc.</b>	
	1,860,000	Term Loan, 8.18%, Maturing November 26, 2009	1,683,300
		<b>Del Monte Corp.</b>	
	2,407,019	Term Loan, 4.96%, Maturing December 20, 2010	2,422,063

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		<b>Doane Pet Care Co.</b>	
\$	2,628,413	Term Loan, 6.43%, Maturing November 5, 2009	\$ 2,674,410
		<b>Interstate Brands Corp.</b>	
	625,000	Term Loan, 6.05%, Maturing July 19, 2006	610,677
	3,884,640	Term Loan, 5.97%, Maturing July 19, 2007	3,789,952
		<b>Merisant Co.</b>	
	5,481,954	Term Loan, 5.48%, Maturing January 31, 2010	5,505,938
		<b>Michael Foods, Inc.</b>	
	1,154,891	Term Loan, 5.07%, Maturing November 20, 2010	1,175,101
	3,000,000	Term Loan, 6.59%, Maturing November 20, 2011	3,086,250
		<b>Pinnacle Foods Holdings Corp.</b>	
	3,869,839	Term Loan, 5.81%, Maturing November 25, 2010	3,877,095
	1,092,661	Term Loan, 5.81%, Maturing November 25, 2010	1,093,571
		<b>Reddy Ice Group, Inc.</b>	
	4,345,000	Term Loan, 5.08%, Maturing July 31, 2009	4,401,124
		<b>Seminis Vegetable Seeds, Inc.</b>	
	870,867	Term Loan, 4.46%, Maturing September 30, 2009	875,403
			\$ <b>35,205,147</b>
<b>Food Service</b>	<b>0.9%</b>		
		<b>AFC Enterprises, Inc.</b>	
	1,956,657	Term Loan, 5.78%, Maturing May 23, 2009	1,975,001
		<b>Buffets, Inc.</b>	
	418,182	Term Loan, 5.70%, Maturing June 28, 2009	420,273
	2,305,594	Term Loan, 6.27%, Maturing June 28, 2009	2,317,122
		<b>Carrols Corp.</b>	
	625,000	Term Loan, 5.06%, Maturing May 31, 2010	635,937
		<b>CKE Restaurants, Inc.</b>	
	1,748,205	Term Loan, 4.94%, Maturing May 1, 2010	1,774,428
		<b>Denny s, Inc.</b>	
	535,000	Term Loan, 5.73%, Maturing September 21, 2009	547,539
		<b>Domino s, Inc.</b>	
	7,163,304	Term Loan, 4.31%, Maturing June 25, 2010	7,264,786
		<b>Gate Gourmet Borrower, LLC</b>	
	1,000,000	Term Loan, 10.50%, Maturing December 31, 2008	963,750

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		<b>Jack in the Box, Inc.</b>	
\$	1,485,000	Term Loan, 4.75%, Maturing January 8, 2011	\$ 1,505,884
		<b>Maine Beverage Co., LLC</b>	
	937,500	Term Loan, 5.89%, Maturing June 30, 2010	942,187
		<b>Weight Watchers International</b>	
	947,625	Term Loan, 4.16%, Maturing March 31, 2010	958,681
			<b>\$ 19,305,588</b>

**Food/Drug Retailers 0.7%**

		<b>Cumberland Farms, Inc.</b>	
	1,957,101	Term Loan, 4.63%, Maturing September 8, 2008	1,957,101
	4,222,524	Term Loan, 5.10%, Maturing September 8, 2008	4,256,832
		<b>General Nutrition Centers, Inc.</b>	
	1,023,486	Term Loan, 5.55%, Maturing December 5, 2009	1,029,243
		<b>Rite Aid Corp.</b>	
	1,970,063	Term Loan, 4.24%, Maturing September 22, 2009	1,986,686
		<b>The Jean Coutu Group (PJC), Inc.</b>	
	2,992,500	Term Loan, 5.00%, Maturing July 30, 2011	3,040,194
		<b>The Pantry, Inc.</b>	
	2,120,853	Term Loan, 4.83%, Maturing March 12, 2011	2,156,642
			<b>\$ 14,426,698</b>

**Forest Products 1.0%**

		<b>Appleton Papers, Inc.</b>	
	2,472,575	Term Loan, 4.56%, Maturing June 11, 2010	2,501,937
		<b>Boise Cascade Holdings, LLC</b>	
	8,009,041	Term Loan, 4.84%, Maturing September 29, 2010	8,123,755
	4,410,959	Term Loan, 4.84%, Maturing October 28, 2010	4,421,483
		<b>Koch Cellulose, LLC</b>	
	551,114	Term Loan, 4.39%, Maturing May 7, 2011	558,520
	2,190,998	Term Loan, 4.80%, Maturing May 7, 2011	2,220,441
		<b>RLC Industries Co.</b>	
	2,582,832	Term Loan, 4.08%, Maturing February 24, 2010	2,590,903
			<b>\$ 20,417,039</b>

**Healthcare 3.4%**

		<b>Accredo Health, Inc.</b>	
	3,465,717	Term Loan, 4.48%, Maturing April 30, 2011	3,494,961

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	<b>Alliance Imaging, Inc.</b>		
\$	2,304,688	Term Loan, 4.92%, Maturing June 10, 2008	\$ 2,327,015
		<b>Ardent Health Services, Inc.</b>	
	2,194,500	Term Loan, 4.80%, Maturing July 12, 2011	2,213,017
		<b>Colgate Medical, Ltd.</b>	
	881,811	Term Loan, 4.55%, Maturing December 30, 2008	892,833
		<b>Community Health Systems, Inc.</b>	
	11,823,384	Term Loan, 4.15%, Maturing August 19, 2011	11,930,539
		<b>Concentra Operating Corp.</b>	
	4,925,250	Term Loan, 5.05%, Maturing June 30, 2009	4,988,869
		<b>Conmed Corp.</b>	
	1,727,252	Term Loan, 4.95%, Maturing December 31, 2007	1,748,033
		<b>Corss Country Healthcare, Inc.</b>	
	1,009,825	Term Loan, 5.64%, Maturing June 5, 2009	1,019,292
		<b>Dade Behring Holdings, Inc.</b>	
	1,608,742	Term Loan, 4.31%, Maturing October 3, 2008	1,620,807
		<b>Davita, Inc.</b>	
	10,236,431	Term Loan, 4.52%, Maturing March 31, 2009	10,274,817
		<b>DJ Orthopedics, Inc.</b>	
	950,000	Term Loan, 4.83%, Maturing May 15, 2009	965,437
		<b>Encore Medical IHC, Inc.</b>	
	1,650,000	Term Loan, 5.42%, Maturing October 4, 2010	1,677,844
		<b>Envision Worldwide, Inc.</b>	
	1,296,389	Term Loan, 7.39%, Maturing September 30, 2010	1,299,630
		<b>FHC Health Systems, Inc.</b>	
	1,857,143	Term Loan, 8.40%, Maturing December 18, 2009	1,885,000
	1,300,000	Term Loan, 10.40%, Maturing December 18, 2009	1,319,500
		<b>Hanger Orthopedic Group, Inc.</b>	
	496,231	Term Loan, 6.06%, Maturing September 30, 2009	500,573
		<b>Kinetic Concepts, Inc.</b>	
	3,041,500	Term Loan, 4.31%, Maturing October 3, 2009	3,066,845
		<b>Knowledge Learning Corp.</b>	
	3,320,000	Term Loan, 5.05%, Maturing January 7, 2012	3,351,125
		<b>Leiner Health Products, Inc.</b>	
	1,119,375	Term Loan, 5.56%, Maturing May 27, 2011	1,136,166



		<b>Magellan Health Services, Inc.</b>	
\$	277,778	Term Loan, 4.68%, Maturing August 15, 2008	\$ 281,771
	472,222	Term Loan, 4.74%, Maturing August 15, 2008	479,010
		<b>Medcath Holdings Corp.</b>	
	497,500	Term Loan, 5.12%, Maturing July 2, 2011	502,786
		<b>National Mentor, Inc.</b>	
	847,875	Term Loan, 5.48%, Maturing September 30, 2011	863,508
		<b>SFBC International, Inc.</b>	
	465,000	Term Loan, 5.61%, Maturing December 21, 2011	473,137
		<b>Sunrise Medical Holdings, Inc.</b>	
	2,064,650	Term Loan, 5.81%, Maturing May 13, 2010	2,087,877
		<b>Team Health, Inc.</b>	
	2,233,125	Term Loan, 5.81%, Maturing March 23, 2011	2,240,104
		<b>Triad Hospitals Holdings</b>	
	4,777,209	Term Loan, 4.83%, Maturing March 31, 2008	4,858,155
		<b>Vanguard Health Holding Co., LLC</b>	
	1,271,813	Term Loan, 5.79%, Maturing September 23, 2011	1,296,057
		<b>Vicar Operating, Inc.</b>	
	797,990	Term Loan, 4.38%, Maturing September 30, 2008	808,962
		<b>VWR International, Inc.</b>	
	1,189,933	Term Loan, 5.17%, Maturing April 7, 2011	1,211,650
			\$ <b>70,815,320</b>
<b>Home Furnishings</b>	<b>1.3%</b>		
		<b>General Binding Corp.</b>	
	2,417,655	Term Loan, 6.85%, Maturing January 15, 2008	2,426,721
		<b>Interline Brands, Inc.</b>	
	3,423,913	Term Loan, 4.81%, Maturing December 31, 2010	3,466,712
		<b>Jarden Corp.</b>	
	2,970,000	Term Loan, 6.25%, Maturing January 24, 2012	3,000,760
		<b>Juno Lighting, Inc.</b>	
	844,145	Term Loan, 5.07%, Maturing November 21, 2010	858,918
		<b>Knoll, Inc.</b>	
	3,159,059	Term Loan, 5.40%, Maturing September 30, 2011	3,198,547
		<b>Sealy Mattress Co.</b>	
	3,871,834	Term Loan, 4.54%, Maturing April 6, 2012	3,929,912

		<b>Simmons Co.</b>	
\$	4,979,259	Term Loan, 5.67%, Maturing December 19, 2011	\$ 5,051,872
		<b>Tempur-Pedic, Inc.</b>	
	4,925,000	Term Loan, 4.81%, Maturing June 30, 2009	4,971,172
			<b>\$ 26,904,614</b>
<b>Industrial Equipment 0.7%</b>			
		<b>Bucyrus International, Inc.</b>	
	1,056,579	Term Loan, 4.58%, Maturing July 28, 2010	1,075,069
		<b>Chart Industries, Inc.</b>	
	1,418,403	Term Loan, 5.63%, Maturing September 15, 2009	1,427,268
		<b>Colfax Corp.</b>	
	2,307,108	Term Loan, 4.81%, Maturing November 30, 2011	2,334,025
		<b>Flowserve Corp.</b>	
	1,994,185	Term Loan, 5.36%, Maturing June 30, 2009	2,031,576
		<b>Gleason Corp.</b>	
	550,000	Term Loan, 5.21%, Maturing July 27, 2011	556,875
	1,250,000	Term Loan, 8.10%, Maturing January 31, 2012	1,275,000
		<b>Itron, Inc.</b>	
	1,521,547	Term Loan, 4.83%, Maturing December 17, 2010	1,538,029
		<b>MTD Products</b>	
	995,000	Term Loan, 4.63%, Maturing June 1, 2010	1,007,437
		<b>SPX Corp.</b>	
	260,615	Term Loan, 4.58%, Maturing September 30, 2008	262,162
	3,379,380	Term Loan, 4.63%, Maturing September 30, 2009	3,402,613
			<b>\$ 14,910,054</b>
<b>Insurance 0.8%</b>			
		<b>Alliant Resources Group, Inc.</b>	
	1,592,000	Term Loan, 5.67%, Maturing August 31, 2011	1,593,990
		<b>CCC Information Services Group</b>	
	1,098,898	Term Loan, 5.56%, Maturing August 20, 2010	1,112,634
		<b>Conseco, Inc.</b>	
	5,857,203	Term Loan, 6.08%, Maturing June 22, 2010	5,981,669
		<b>Hilb, Rogal and Hobbs Co.</b>	
	1,974,747	Term Loan, 4.81%, Maturing December 15, 2011	2,004,987
		<b>U.S.I. Holdings Corp.</b>	
	5,910,000	Term Loan, 5.23%, Maturing August 11, 2007	5,941,400
			<b>\$ 16,634,680</b>

<b>Leisure Goods/Activities/Movies</b>		<b>2.3%</b>		
\$	718,000		<b>Alliance Atlantis Comm., Inc.</b>	
			Term Loan, 4.29%, Maturing December 31, 2011	\$ 726,975
	1,786,474		<b>AMF Bowling Worldwide, Inc.</b>	
			Term Loan, 5.52%, Maturing August 27, 2009	1,805,456
	509,429		<b>Bombardier Recreational Products, Inc.</b>	
			Term Loan, 4.97%, Maturing December 18, 2010	517,548
	1,985,000		<b>Cinemark, Inc.</b>	
			Term Loan, 4.35%, Maturing March 31, 2011	2,018,497
	2,462,121		<b>Hollywood Entertainment Corp.</b>	
			Term Loan, 6.08%, Maturing March 31, 2008	2,475,971
	4,359,075		<b>Loews Cineplex Entertainment</b>	
			Term Loan, 4.64%, Maturing July 30, 2011	4,423,441
	8,728,125		<b>Metro-Goldwyn-Mayer Studios, Inc.</b>	
			Term Loan, 5.06%, Maturing April 30, 2011	8,751,036
	9,111,766		<b>Regal Cinemas Corp.</b>	
			Term Loan, 4.56%, Maturing November 10, 2010	9,229,463
	8,296,409		<b>Six Flags Theme Parks, Inc.</b>	
			Term Loan, 4.90%, Maturing June 30, 2009	8,441,596
	2,140,000		<b>Universal City Development Partners, Ltd.</b>	
			Term Loan, 4.58%, Maturing June 9, 2011	2,174,775
	6,600,125		<b>WMG Acquisition Corp.</b>	
			Term Loan, 5.21%, Maturing February 28, 2011	6,690,190
	455,714		<b>Yankees Holdings &amp; YankeeNets, LLC</b>	
			Term Loan, 4.77%, Maturing June 25, 2007	463,689
	994,286		Term Loan, 5.01%, Maturing June 25, 2007	1,011,686
				\$ <b>48,730,323</b>
<b>Lodging and Casinos</b>		<b>1.7%</b>		
	5,926,183		<b>Alliance Gaming Corp.</b>	
			Term Loan, 4.90%, Maturing September 5, 2009	5,966,925
	625,000		<b>Ameristar Casinos, Inc.</b>	
			Term Loan, 4.63%, Maturing December 31, 2006	634,636

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\$	2,772,680	Term Loan, 4.63%, Maturing December 31, 2006	\$	2,815,427
		<b>Argosy Gaming Co.</b>		
	2,394,000	Term Loan, 4.31%, Maturing June 30, 2011		2,411,208
		<b>Boyd Gaming Corp.</b>		
	4,960,075	Term Loan, 4.23%, Maturing June 30, 2011		5,029,829
		<b>CNL Hospitality Partners, L.P.</b>		
	1,143,534	Term Loan, 4.90%, Maturing October 13, 2006		1,162,116
		<b>CNL Resort Hotel, L.P.</b>		
	1,790,000	Term Loan, 5.59%, Maturing August 18, 2006		1,790,000
		<b>Globalcash Access, LLC</b>		
	1,105,224	Term Loan, 5.33%, Maturing March 10, 2010		1,123,875
		<b>Isle of Capri Casinos, Inc.</b>		
	1,998,987	Term Loan, 4.61%, Maturing April 25, 2008		2,008,233
		<b>Marina District Finance Co., Inc.</b>		
	2,850,000	Term Loan, 3.93%, Maturing October 14, 2011		2,879,093
		<b>Mohegan Tribal Gaming Authority</b>		
	659,090	Term Loan, 6.25%, Maturing March 31, 2008		660,738
		<b>Penn National Gaming, Inc.</b>		
	1,808,279	Term Loan, 5.07%, Maturing July 31, 2006		1,816,642
		<b>Pinnacle Entertainment, Inc.</b>		
	1,565,000	Term Loan, 5.58%, Maturing August 27, 2010		1,588,475
		<b>Seminole Tribe of Florida</b>		
	650,000	Term Loan, 4.88%, Maturing September 30, 2011		656,500
		<b>Venetian Casino Resort, LLC</b>		
	1,843,864	Term Loan, 4.90%, Maturing June 15, 2011		1,876,515
		<b>Wyndham International, Inc.</b>		
	2,122,347	Term Loan, 8.19%, Maturing December 31, 2004		2,134,020
		<b>Wynn Las Vegas, LLC</b>		
	197,026	Term Loan, 4.66%, Maturing December 14, 2011		199,797
			\$	<b>34,754,029</b>
<b>Nonferrous Metals/Minerals 0.7%</b>				
		<b>Compass Minerals Group, Inc.</b>		
	1,460,282	Term Loan, 4.80%, Maturing November 28, 2009		1,482,003
		<b>Consol Energy, Inc.</b>		
	1,560,000	Term Loan, 4.89%, Maturing June 30, 2010		1,565,850

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		<b>Foundation Coal Corp.</b>	
\$	1,638,298	Term Loan, 4.73%, Maturing July 30, 2011	\$ 1,663,487
		<b>ICG, LLC</b>	
	1,496,250	Term Loan, 5.36%, Maturing November 5, 2010	1,520,564
		<b>International Mill Service, Inc.</b>	
	2,000,000	Term Loan, 8.33%, Maturing October 26, 2011	2,035,000
		<b>Magnequench, Inc.</b>	
	908,862	Term Loan, 9.92%, Maturing September 30, 2009	915,679
	1,600,000	Term Loan, 13.42%, Maturing December 31, 2009	1,616,000
		<b>Novelis, Inc.</b>	
	1,455,000	Term Loan, 4.13%, Maturing January 6, 2012	1,468,540
	2,530,000	Term Loan, 4.13%, Maturing January 6, 2012	2,552,841
			\$ <b>14,819,964</b>
<b>Oil and Gas</b>	<b>1.9%</b>		
		<b>Dresser Rand Group, Inc.</b>	
	1,845,597	Term Loan, 4.56%, Maturing October 29, 2011	1,874,896
		<b>Dresser, Inc.</b>	
	1,631,252	Term Loan, 4.97%, Maturing April 10, 2009	1,651,642
		<b>Dynegy Holdings, Inc.</b>	
	4,427,750	Term Loan, 6.39%, Maturing May 28, 2010	4,510,770
		<b>El Paso Corp.</b>	
	3,767,993	Term Loan, 5.19%, Maturing November 23, 2009	3,811,166
	2,269,875	Term Loan, 5.27%, Maturing November 23, 2009	2,291,686
		<b>Getty Petroleum Marketing, Inc.</b>	
	3,238,333	Term Loan, 5.80%, Maturing May 19, 2010	3,301,076
		<b>Lyondell-Citgo Refining, L.P.</b>	
	2,977,544	Term Loan, 4.59%, Maturing May 21, 2007	3,011,041
		<b>Magellan Midstream Holdings, L.P.</b>	
	1,860,124	Term Loan, 5.09%, Maturing December 10, 2011	1,885,701
		<b>Mainline, L.P.</b>	
	800,000	Term Loan, 4.90%, Maturing December 17, 2011	807,000
		<b>Semgroup, L.P.</b>	
	1,231,913	Term Loan, 5.74%, Maturing August 27, 2010	1,245,772
		<b>Sprague Energy Corp.</b>	
	4,164,286	Revolving Loan, 4.54%, Maturing August 10, 2007	4,153,875

<b>Williams Production RMT Co.</b>			
\$	12,253,576	Term Loan, 4.99%, Maturing May 30, 2007	\$ 12,457,806
			<b>\$ 41,002,431</b>
<b>Publishing 3.4%</b>			
<b>Advanstar Communications</b>			
	359,177	Term Loan, 7.08%, Maturing November 17, 2007	361,797
<b>Advertising Directory Solution</b>			
	2,725,000	Term Loan, 6.23%, Maturing May 9, 2010	2,790,855
	2,900,000	Term Loan, 4.48%, Maturing November 9, 2011	2,929,000
<b>American Media Operations, Inc.</b>			
	2,288,918	Term Loan, 5.31%, Maturing April 1, 2007	2,323,968
<b>CBD Media, LLC</b>			
	1,696,854	Term Loan, 5.09%, Maturing December 31, 2009	1,722,307
<b>Dex Media East, LLC</b>			
	738,643	Term Loan, 4.28%, Maturing November 8, 2008	747,414
	4,723,242	Term Loan, 4.14%, Maturing May 8, 2009	4,785,533
<b>Dex Media West, LLC</b>			
	1,368,885	Term Loan, 4.60%, Maturing September 9, 2009	1,386,139
	8,449,027	Term Loan, 4.45%, Maturing March 9, 2010	8,565,201
<b>Freedom Communications</b>			
	4,750,000	Term Loan, 4.40%, Maturing May 18, 2012	4,824,813
<b>Herald Media, Inc.</b>			
	308,450	Term Loan, 5.03%, Maturing July 22, 2011	313,270
	625,000	Term Loan, 8.03%, Maturing January 22, 2012	635,352
<b>Lamar Media Corp.</b>			
	1,500,000	Term Loan, 4.06%, Maturing June 30, 2010	1,518,750
<b>Liberty Group Operating</b>			
	4,203,996	Term Loan, 6.01%, Maturing April 30, 2007	4,230,271
<b>Merrill Communications, LLC</b>			
	1,492,641	Term Loan, 5.08%, Maturing February 9, 2009	1,513,632
<b>Morris Publishing Group, LLC</b>			
	3,000,000	Term Loan, 4.06%, Maturing September 30, 2010	3,025,314
	4,500,000	Term Loan, 4.31%, Maturing March 31, 2011	4,557,659
<b>Nebraska Book Co., Inc.</b>			
	952,800	Term Loan, 4.67%, Maturing March 4, 2011	966,497

		<b>Newspaper Holdings, Inc.</b>	
\$	2,300,000	Term Loan, 4.31%, Maturing August 24, 2011	\$ 2,299,282
		<b>R.H. Donnelley Corp.</b>	
	1,733,975	Term Loan, 4.24%, Maturing December 31, 2009	1,746,586
	4,968,704	Term Loan, 4.28%, Maturing June 30, 2010	5,025,118
		<b>Source Media, Inc.</b>	
	2,043,000	Term Loan, 4.69%, Maturing November 8, 2011	2,067,261
	250,000	Term Loan, 7.94%, Maturing August 30, 2012	255,313
		<b>Sun Media Corp.</b>	
	2,577,814	Term Loan, 4.73%, Maturing February 7, 2009	2,599,566
		<b>The Reader s Digest Association, Inc.</b>	
	2,482,243	Term Loan, 4.55%, Maturing May 20, 2008	2,518,312
		<b>Transwestern Publishing Co., LLC</b>	
	828,800	Term Loan, 4.20%, Maturing February 25, 2011	840,455
	1,588,002	Term Loan, 5.79%, Maturing February 25, 2011	1,616,537
	395,600	Term Loan, 4.56%, Maturing August 24, 2012	401,163
		<b>Weekly Reader Corp.</b>	
	980,000	Term Loan, 6.76%, Maturing March 18, 2009	977,550
		<b>Xerox Corp.</b>	
	4,500,000	Term Loan, 4.33%, Maturing September 30, 2008	4,548,164
			\$ <b>72,093,079</b>
<b>Radio and Television</b>	<b>2.3%</b>		
		<b>Adams Outdoor Advertising, L.P.</b>	
	2,636,750	Term Loan, 4.92%, Maturing October 15, 2011	2,674,653
	350,000	Term Loan, 6.17%, Maturing April 15, 2012	356,563
		<b>Block Communications, Inc.</b>	
	744,028	Term Loan, 5.31%, Maturing November 30, 2009	751,004
		<b>Canwest Media, Inc.</b>	
	3,496,749	Term Loan, 4.75%, Maturing August 15, 2009	3,547,015
		<b>Cumulus Media, Inc.</b>	
	2,493,750	Term Loan, 4.06%, Maturing March 28, 2010	2,505,179
	995,000	Term Loan, 4.25%, Maturing March 28, 2010	1,011,169

		<b>DirecTV Holdings, LLC</b>	
\$	8,866,531	Term Loan, 4.47%, Maturing March 6, 2010	\$ 9,000,637
		<b>Emmis Operating Co.</b>	
	5,575,000	Term Loan, 4.17%, Maturing November 10, 2011	5,640,428
		<b>Entravision Communications Co.</b>	
	1,160,000	Term Loan, 4.31%, Maturing February 27, 2012	1,172,809
		<b>Gray Television, Inc.</b>	
	6,284,250	Term Loan, 4.31%, Maturing December 31, 2010	6,370,658
		<b>NEP Supershooters, L.P.</b>	
	1,562,271	Term Loan, 10.56%, Maturing August 3, 2011	1,550,554
		<b>Nexstar Broadcasting, Inc.</b>	
	1,606,525	Term Loan, 4.31%, Maturing December 31, 2010	1,613,553
	877,247	Term Loan, 4.31%, Maturing December 31, 2010	884,375
		<b>Rainbow National Services, LLC</b>	
	3,128,663	Term Loan, 5.19%, Maturing March 31, 2012	3,177,548
		<b>Raycom National, LLC</b>	
	2,350,000	Term Loan, 4.56%, Maturing February 24, 2012	2,379,375
		<b>Sinclair Television Group, Inc.</b>	
	1,835,000	Term Loan, 4.33%, Maturing June 30, 2009	1,843,602
	2,985,000	Term Loan, 4.33%, Maturing December 31, 2009	3,012,984
		<b>Susquehanna Media Co.</b>	
	2,000,000	Term Loan, 4.17%, Maturing March 31, 2012	2,030,626
			\$ <b>49,522,732</b>
<b>Rail Industries</b>	<b>0.3%</b>		
		<b>Kansas City Southern Industries, Inc.</b>	
	770,000	Term Loan, 4.30%, Maturing March 30, 2008	780,973
		<b>Railamerica, Inc.</b>	
	4,419,770	Term Loan, 4.38%, Maturing September 29, 2011	4,499,878
	522,465	Term Loan, 4.38%, Maturing September 29, 2011	531,717
			\$ <b>5,812,568</b>
<b>Retailers (Except Food and Drug)</b>	<b>1.5%</b>		
		<b>American Achievement Corp.</b>	
	694,750	Term Loan, 6.75%, Maturing March 25, 2011	706,040
		<b>Amscan Holdings, Inc.</b>	
	985,050	Term Loan, 5.60%, Maturing April 30, 2012	991,207



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		<b>CKS Auto, Inc.</b>	
\$	3,960,000	Term Loan, 4.85%, Maturing June 20, 2009	\$ 4,004,550
		<b>Coinmach Laundry Corp.</b>	
	4,618,388	Term Loan, 5.47%, Maturing July 25, 2009	4,674,677
		<b>FTD, Inc.</b>	
	992,500	Term Loan, 4.65%, Maturing February 28, 2011	1,007,388
		<b>Harbor Freight Tools USA, Inc.</b>	
	2,344,125	Term Loan, 4.75%, Maturing July 15, 2010	2,352,622
		<b>Home Interiors &amp; Gifts, Inc.</b>	
	1,126,922	Term Loan, 7.17%, Maturing March 31, 2011	1,092,551
		<b>Josten s Corp.</b>	
	2,725,000	Term Loan, 4.81%, Maturing December 6, 2011	2,755,899
		<b>Oriental Trading Co., Inc.</b>	
	5,259,712	Term Loan, 5.38%, Maturing August 4, 2010	5,288,203
		<b>Rent-A-Center, Inc.</b>	
	2,577,740	Term Loan, 4.46%, Maturing June 30, 2010	2,613,183
		<b>Riddell Bell Holdings, Inc.</b>	
	498,750	Term Loan, 4.76%, Maturing September 30, 2011	507,582
		<b>Savers, Inc.</b>	
	839,640	Term Loan, 6.77%, Maturing August 4, 2009	846,462
	1,000,000	Term Loan, 10.48%, Maturing August 4, 2010	1,012,500
		<b>Travelcenters of Ameria, Inc.</b>	
	4,247,000	Term Loan, 4.32%, Maturing October 1, 2008	4,297,433
			\$ <b>32,150,297</b>
<b>Surface Transport</b>	<b>0.6%</b>		
		<b>Horizon Lines, LLC</b>	
	980,075	Term Loan, 5.39%, Maturing July 7, 2011	992,326
		<b>Laidlaw International, Inc.</b>	
	6,333,240	Term Loan, 6.33%, Maturing June 19, 2009	6,363,918
		<b>NFIL Holding Corp.</b>	
	523,810	Term Loan, 4.50%, Maturing February 27, 2010	531,667
	1,529,589	Term Loan, 4.61%, Maturing February 27, 2010	1,550,621
		<b>Sirva Worldwide, Inc.</b>	
	2,441,176	Term Loan, 4.58%, Maturing December 31, 2010	2,416,765
			\$ <b>11,855,297</b>

<b>Telecommunications 3.3%</b>			
		<b>American Tower, L.P.</b>	
\$	6,343,125	Term Loan, 4.23%, Maturing August 31, 2011	\$ 6,422,414
		<b>Centennial Cellular Operating</b>	
	3,826,112	Term Loan, 4.95%, Maturing February 9, 2011	3,860,486
		<b>Cincinnati Bell, Inc.</b>	
	8,905,101	Term Loan, 5.00%, Maturing June 30, 2008	8,995,541
		<b>Consolidated Communications, Inc.</b>	
	1,228,962	Term Loan, 4.67%, Maturing October 14, 2010	1,232,034
	2,110,835	Term Loan, 4.95%, Maturing October 14, 2011	2,146,456
		<b>Iowa Telecommunications Service</b>	
	2,458,000	Term Loan, 4.59%, Maturing November 23, 2005	2,485,653
		<b>Nextel Partners Operation Corp.</b>	
	4,800,000	Term Loan, 4.94%, Maturing May 31, 2011	4,870,714
		<b>Ntelos, Inc.</b>	
	2,987,280	Term Loan, 6.33%, Maturing July 25, 2008	2,991,014
		<b>Qwest Corp.</b>	
	12,500,000	Term Loan, 7.39%, Maturing June 4, 2007	13,052,450
		<b>SBA Senior Finance, Inc.</b>	
	2,782,893	Term Loan, 4.91%, Maturing October 31, 2008	2,822,897
		<b>Spectrasite Communications, Inc.</b>	
	3,597,000	Term Loan, 4.03%, Maturing May 23, 2012	3,627,726
		<b>Stratos Global Corp.</b>	
	1,646,000	Term Loan, 4.75%, Maturing December 3, 2010	1,664,518
		<b>Triton PCS, Inc.</b>	
	2,765,000	Term Loan, 5.75%, Maturing November 18, 2009	2,805,612
		<b>USA Mobility, Inc.</b>	
	470,286	Term Loan, 4.83%, Maturing November 16, 2006	473,813
		<b>Valor Telecommunications Enterprises, LLC</b>	
	3,491,250	Term Loan, 6.03%, Maturing November 10, 2011	3,510,525
	1,100,000	Term Loan, 10.23%, Maturing November 10, 2011	1,134,238
		<b>Viasystems, Inc.</b>	
	750,000	Term Loan, 6.49%, Maturing September 30, 2009	757,656

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		<b>Westcom Corp.</b>		
\$	1,000,000	Term Loan, 5.41%, Maturing December 17, 2010	\$	1,016,875
	1,000,000	Term Loan, 9.66%, Maturing May 17, 2011		1,040,000
		<b>Western Wireless Corp.</b>		
	5,373,000	Term Loan, 5.52%, Maturing May 28, 2011		5,417,773
			\$	<b>70,328,395</b>
<b>Utilities</b>	<b>1.0%</b>			
		<b>Allegheny Energy Supply Co., LLC</b>		
	3,674,681	Term Loan, 4.80%, Maturing October 28, 2011		3,747,715
		<b>Cogentrix Delaware Holdings, Inc.</b>		
	1,736,875	Term Loan, 4.83%, Maturing February 26, 2009		1,749,902
		<b>Coletto Creek WLE, L.P.</b>		
	945,250	Term Loan, 4.83%, Maturing June 30, 2011		962,579
		<b>NRG Energy, Inc.</b>		
	2,091,996	Term Loan, 2.45%, Maturing December 20, 2011		2,099,841
	2,660,754	Term Loan, 4.52%, Maturing December 20, 2011		2,678,049
		<b>Pike Electric, Inc.</b>		
	1,365,946	Term Loan, 4.69%, Maturing July 1, 2012		1,390,278
	1,043,000	Term Loan, 4.75%, Maturing July 1, 2012		1,059,297
		<b>Plains Resources, Inc.</b>		
	1,414,286	Term Loan, 4.39%, Maturing July 23, 2010		1,434,175
		<b>Reliant Energy, Inc.</b>		
	2,645,000	Term Loan, 5.05%, Maturing December 22, 2010		2,666,017
		<b>Texas Genco, LLC</b>		
	3,856,954	Term Loan, 4.48%, Maturing December 14, 2011		3,909,987
			\$	<b>21,697,840</b>
<b>Total Senior, Floating Rate Interests</b>				
<b>(identified cost \$1,055,086,720)</b>			\$	<b>1,065,387,680</b>

**Mortgage Pass-Throughs 47.7%**

<b>Principal Amount</b> <b>(000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$	Federal Home Loan Mortgage Corp.:	
2,352	3.181%, with maturity at 2025(4)	\$ 2,410,069
1,489	6.00%, with maturity at 2026	1,538,663

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\$	55,312	6.50%, with various maturities to 2025	\$	57,912,445
	27,042	7.00%, with various maturities to 2027		28,677,533
	1,643	7.13%, with maturity at 2023		1,757,747
	55,909	7.50%, with various maturities to 2028(5)		60,062,033
	2,089	7.65%, with maturity at 2022		2,262,257
	573	7.70%, with maturity at 2022		621,567
	39,050	8.00%, with various maturities to 2030		42,566,355
	27,216	8.50%, with various maturities to 2030		29,948,501
	341	8.75%, with maturity at 2010		362,028
	10,430	9.00%, with various maturities to 2023		11,537,846
	10,414	9.50%, with various maturities to 2025		11,754,312
	4,973	10.00%, with various maturities to 2022		5,670,145
	3,309	10.50%, with various maturities to 2021		3,786,955
	190	11.00%, with maturity at 2015		214,480
	369	11.50%, with various maturities to 2020		423,771
	3,086	12.00%, with various maturities to 2020		3,576,010
	1,256	12.50%, with various maturities to 2015		1,475,149
	521	13.00%, with maturity at 2015		623,250
	44	13.50%, with maturity at 2014		51,201
	199	14.00%, with maturity at 2014		245,487
			\$	<b>267,477,804</b>
		Federal National Mortgage Assn.:		
	1,212	6.00%, with maturity at 2023		1,254,623
	88,906	6.50%, with various maturities to 2029(5)		93,050,197
	1,146	6.75%, with maturity at 2023		1,212,166
	82,922	7.00%, with various maturities to 2028(5)		87,883,696
	24,043	7.50%, with various maturities to 2028		25,811,289
	28,914	8.00%, with various maturities to 2028		31,462,469
	161	8.25%, with maturity at 2018		175,847
	7,119	8.425%, with maturity at 2027		7,880,270
	15,570	8.50%, with various maturities to 2027		17,147,355
	2,399	8.616%, with maturity at 2029		2,670,924
	3,730	8.638%, with maturity at 2028(4)		4,128,624
	3,525	8.818%, with maturity at 2027		3,920,595
	27,669	9.00%, with various maturities to 2026		30,844,570

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\$	1,560	9.28%, with maturity at 2024	\$	1,735,412
	11,506	9.50%, with various maturities to 2030		12,976,164
	4,971	10.00%, with various maturities to 2021		5,676,792
	4,131	10.259%, with maturity at 2025		4,725,341
	4,461	10.278%, with maturity at 2019		5,050,256
	6,103	10.50%, with various maturities to 2025		7,027,282
	2,022	11.00%, with various maturities to 2020		2,333,730
	218	11.25%, with maturity at 2016		251,466
	4,947	11.50%, with various maturities to 2021		5,739,639
	15	11.75%, with maturity at 2014		17,581
	717	12.00%, with various maturities to 2016		842,969
	642	12.50%, with various maturities to 2015		753,740
	686	13.00%, with various maturities to 2015		817,554
	251	13.50%, with various maturities to 2017		306,284
	86	14.50%, with maturity at 2014		104,835
			\$	<b>355,801,670</b>
		Government National Mortgage Assn.:		
	9,162	6.00%, with maturity at 2024(5)		9,474,351
	78,643	6.50%, with various maturities to 2024(5)		82,363,239
	14,742	7.00%, with various maturities to 2024		15,638,900
	46,854	8.00%, with various maturities to 2025(5)		50,937,331
	4,288	8.50%, with various maturities to 2022		4,751,467
	20,364	9.00%, with various maturities to 2026		22,741,991
	28,248	9.50%, with various maturities to 2026(5)		31,975,620
	1,900	10.00%, with maturity at 2019		2,187,886
			\$	<b>220,070,785</b>
		Collateralized Mortgage Obligations:		
	1,137	Federal Home Loan Mortgage Corp., Series 1289, Class PV, 7.50%, 6/15/22		1,201,506
	6,233	Federal Home Loan Mortgage Corp., Series 1497, Class K, 7.00%, 4/15/23		6,577,829
	9,951	Federal Home Loan Mortgage Corp., Series 1529, Class Z, 7.00%, 6/15/23		10,531,436

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\$	6,438	Federal Home Loan Mortgage Corp., Series 1620, Class Z, 6.00%, 11/15/23	\$	6,712,353
	3,907	Federal Home Loan Mortgage Corp., Series 1650, Class K, 6.50%, 1/15/24		4,163,901
	1,829	Federal Home Loan Mortgage Corp., Series 1720, Class PJ, 7.25%, 1/15/24		1,902,886
	14,343	Federal Home Loan Mortgage Corp., Series 1730, Class Z, 7.00%, 5/15/24		15,193,907
	3,005	Federal Home Loan Mortgage Corp., Series 2198, Class ZA, 8.50%, 11/15/29		3,658,434
	4,300	Federal Home Loan Mortgage Corp., Series 24, Class J, 6.25%, 11/25/23		4,507,273
	5,152	Federal Home Loan Mortgage Corp., Series 40, Class K, 6.50%, 8/17/24		5,474,402
	1,217	Federal National Mortgage Assn., Series 1988-14, Class I, 9.20%, 6/25/18		1,345,190
	1,125	Federal National Mortgage Assn., Series 1989-1, Class D, 10.30%, 1/25/19		1,265,443
	2,266	Federal National Mortgage Assn., Series 1989-34, Class Y, 9.85%, 7/25/19		2,547,461
	523	Federal National Mortgage Assn., Series 1990-29, Class J, 9.00%, 3/25/20		579,843
	2,597	Federal National Mortgage Assn., Series 1990-43, Class Z, 9.50%, 4/25/20		2,927,079
	946	Federal National Mortgage Assn., Series 1991-98, Class J, 8.00%, 8/25/21		1,023,340
	500	Federal National Mortgage Assn., Series 1992-103, Class Z, 7.50%, 6/25/22		535,709
	968	Federal National Mortgage Assn., Series 1992-113, Class Z, 7.50%, 7/25/22		1,037,571
	1,901	Federal National Mortgage Assn., Series 1992-185, Class ZB, 7.00%, 10/25/22		2,014,953
	7,436	Federal National Mortgage Assn., Series 1992-77, Class ZA, 8.00%, 5/25/22		8,100,896
	3,898	Federal National Mortgage Assn., Series 1993-16, Class Z, 7.50%, 2/25/23		4,176,800
	3,701	Federal National Mortgage Assn., Series 1993-22, Class PM, 7.40%, 2/25/23		3,956,415

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\$	5,086	Federal National Mortgage Assn., Series 1993-25, Class J, 7.50%, 3/25/23	\$	5,450,777
	11,364	Federal National Mortgage Assn., Series 1993-30, Class PZ, 7.50%, 3/25/23		12,171,333
	8,248	Federal National Mortgage Assn., Series 1994-89, Class ZQ, 8.00%, 7/25/24		8,934,418
	9,084	Federal National Mortgage Assn., Series 1996-57, Class Z, 7.00%, 12/25/26		9,624,471
	5,198	Federal National Mortgage Assn., Series 1997-77, Class Z, 7.00%, 11/18/27		5,604,630
	7,630	Federal National Mortgage Assn., Series 2001-37, Class GA, 8.00%, 7/25/16		8,276,492
	1,662	Federal National Mortgage Assn., Series G92-44, Class Z, 8.00%, 7/25/22		1,797,961
	2,705	Federal National Mortgage Assn., Series G92-44, Class ZQ, 8.00%, 7/25/22		2,917,540
	6,026	Federal National Mortgage Assn., Series G93-29, Class Z, 7.00%, 8/25/23		6,382,673
	9,000	Government National Mortgage Assn., Series 2002-45, Class PG, 6.00%, 3/17/32		9,366,327
	3,340	Merrill Lynch Trust, Series 45, Class Z, 9.10%, 9/20/20		3,507,874
			\$	<b>163,469,123</b>
<b>Total Mortgage Pass-Throughs</b>				
<b>(identified cost \$1,018,384,754)</b>				\$ <b>1,006,819,382</b>

**Corporate Bonds & Notes 49.6%**

**Principal**

**Amount**  
(000 s omitted)

**Security**

**Value**

**Aerospace and Defense 0.6%**

\$	1,815	<b>Argo Tech Corp., Sr. Notes</b> 9.25%, 6/1/11(3)	\$	1,996,500
	1,895	<b>Armor Holdings, Inc., Sr. Sub. Notes</b> 8.25%, 8/15/13		2,117,662
	660	<b>BE Aerospace, Sr. Sub. Notes, Series B</b> 8.00%, 3/1/08		656,700
	11	<b>Crown Castle International Corp., (PIK)</b> 6.25%, 1/0/00		560,736

		<b>Sequa Corp.</b>	
\$	5,350	8.875%, 4/1/08	\$ 5,778,000
		<b>Standard Aero Holdings, Inc., Sr. Sub. Notes</b>	
	760	8.25%, 9/1/14(3)	820,800
		<b>Vought Aircraft Industries, Inc., Sr. Notes</b>	
	1,000	8.00%, 7/15/11	1,000,000
			\$ <b>12,369,662</b>

**Air Transport 0.3%**

		<b>American Airlines</b>	
	3,615	7.80%, 10/1/06	3,183,266
	525	8.608%, 4/1/11	463,507
		<b>Continental Airlines</b>	
	475	8.00%, 12/15/05	469,062
		<b>Delta Air Lines</b>	
	199	7.779%, 11/18/05	170,462
	2,426	9.50%, 11/18/08(3)	2,147,010
		<b>Northwest Airlines, Inc.</b>	
	445	8.875%, 6/1/06	404,950
			\$ <b>6,838,257</b>

**Automotive 1.6%**

		<b>Accuride Corp., Sr. Sub Notes</b>	
	650	8.50%, 2/1/15(3)	672,750
		<b>Affinia Group, Inc.</b>	
	1,070	9.00%, 11/30/14(3)	1,107,450
		<b>Altra Industrial Motion</b>	
	665	9.00%, 12/1/11(3)	671,650
		<b>Cooper-Standard Automotive, Inc.</b>	
	325	7.00%, 12/15/12(3)	320,937
		<b>Keystone Automotive Operations, Inc., Sr. Sub. Notes</b>	
	1,020	9.75%, 11/1/13	1,093,950
		<b>Metaldyne Corp.</b>	
	2,855	11.00%, 6/15/12(3)	2,383,925
		<b>Metaldyne, Inc., Sr. Notes</b>	
	2,640	10.00%, 11/1/13(3)	2,481,600
		<b>Sonic Automotive, Inc., Sr. Sub. Notes</b>	
	1,600	8.625%, 8/15/13	1,712,000
		<b>Tenneco Automotive, Global Shares, Series B</b>	
	10,855	10.25%, 7/15/13	12,808,900
		<b>Tenneco Automotive, Inc., Sr. Sub. Notes</b>	
	2,680	8.625%, 11/15/14(3)	2,800,600
		<b>TRW Automotive, Inc., Sr. Notes</b>	
	2,230	9.375%, 2/15/13	2,519,900



		<b>TRW Automotive, Inc., Sr. Sub. Notes</b>	
\$	3,900	11.00%, 2/15/13	\$ 4,582,500
		<b>United Components, Inc., Sr. Sub. Notes</b>	
	990	9.375%, 6/15/13	1,044,450
			<b>\$ 34,200,612</b>
<b>Broadcasting 0.2%</b>			
		<b>Fisher Communications, Inc., Sr. Notes</b>	
	995	8.625%, 9/15/14(3)	1,075,844
		<b>XM Satellite Radio, Inc.</b>	
	2,625	1.75%, 12/1/09(3)	2,503,594
			<b>\$ 3,579,438</b>
<b>Building and Development 1.2%</b>			
		<b>Coleman Cable, Inc., Sr. Notes</b>	
	1,060	9.875%, 10/1/12(3)	1,118,300
		<b>Dayton Superior Corp., Sr. Notes</b>	
	7,170	10.75%, 9/15/08	7,743,600
		<b>MAAX Corp., Sr. Sub. Notes</b>	
	1,150	9.75%, 6/15/12	1,221,875
		<b>Owens Corning</b>	
	195	7.70%, 5/1/08(6)	138,450
		<b>Ply Gem Industries, Inc., Sr. Sub. Notes</b>	
	1,740	9.00%, 2/15/12(3)	1,740,000
	2,625	9.00%, 2/15/12(3)	2,625,000
		<b>RMCC Acquisition Co., Sr. Sub. Notes</b>	
	3,495	9.50%, 11/1/12(3)	3,460,050
		<b>Shaw Group, Inc., Sr. Notes</b>	
	1,550	10.75%, 3/15/10	1,724,375
		<b>WCI Communities, Inc., Sr. Sub. Notes</b>	
	6,000	7.875%, 10/1/13	6,435,000
			<b>\$ 26,206,650</b>
<b>Business Equipment and Services 1.9%</b>			
		<b>Affinity Group, Inc., Sr. Sub. Notes</b>	
	3,450	9.00%, 2/15/12	3,708,750
		<b>Allied Security Escrow, Sr. Sub. Notes</b>	
	450	11.375%, 7/15/11(3)	473,625
		<b>Amerco, Inc.</b>	
	1,560	9.00%, 3/15/09	1,657,500
		<b>Coinmach Corp., Sr. Notes</b>	
	476	9.00%, 2/1/10	492,660

		<b>E*Trade Financial Corp., Sr. Notes</b>	
\$	2,420	8.00%, 6/15/11(3)	\$ 2,613,600
		<b>Mobile Mini, Inc.</b>	
	2,090	9.50%, 7/1/13	2,404,754
		<b>Norcross Safety Products LLC/Norcross Capital Corp., Sr. Sub. Notes, Series B</b>	
	4,660	9.875%, 8/15/11	5,195,900
		<b>NSP Holdings LLC/NSP Holdings Capital Corp., Sr. Notes, (PIK)</b>	
	3,270	11.75%, 1/1/12(3)	3,417,150
		<b>Quintiles Transnational Corp., Sr. Sub. Notes</b>	
	9,690	10.00%, 10/1/13	10,998,150
		<b>Williams Scotsman, Inc., Sr. Notes</b>	
	1,515	10.00%, 8/15/08	1,658,925
		<b>Xerox Corp.</b>	
	3,000	9.75%, 1/15/09	3,480,000
		<b>Xerox Corp., Sr. Notes</b>	
	1,855	7.125%, 6/15/10	2,008,037
	1,485	7.625%, 6/15/13	1,607,512
			\$ <b>39,716,563</b>
<b>Cable and Satellite Television</b>	<b>0.9%</b>		
		<b>Charter Communications Holdings, LLC, Sr. Notes</b>	
	2,520	10.25%, 1/15/10	2,116,800
		<b>Insight Communications, Sr. Disc. Notes</b>	
	13,650	12.25%, 2/15/11	13,445,250
		<b>UGS Corp., Sr. Sub. Notes</b>	
	2,485	10.00%, 6/1/12(3)	2,783,200
			\$ <b>18,345,250</b>
<b>Chemicals and Plastics</b>	<b>4.2%</b>		
		<b>Acetex Corp., Sr. Notes</b>	
	3,000	10.875%, 8/1/09	3,262,500
		<b>Avecia Investments Ltd.</b>	
	562	11.00%, 7/1/09	595,720
		<b>BCP Caylux Holdings, Sr. Sub. Notes</b>	
	4,880	9.625%, 6/15/14(3)	5,441,200
		<b>Borden U.S. Finance/Nova Scotia Finance, Sr. Notes</b>	
	1,765	9.00%, 7/15/14(3)	1,950,325
		<b>Crystal US Holdings/US Holdings 3, LLC, Sr. Disc. Notes</b>	
	5,165	10.50%, 10/1/14(3)	3,531,569
		<b>Equistar Chemical, Sr. Notes</b>	
	7,000	10.625%, 5/1/11	8,085,000
		<b>Huntsman Advanced Materials, Sr. Notes</b>	
	905	11.00%, 7/15/10(3)	1,067,900

		<b>Huntsman International</b>	
\$	6,000	9.875%, 3/1/09	\$ 6,570,000
		<b>Huntsman LLC</b>	
	6,825	11.625%, 10/15/10	7,985,250
		<b>Innophos, Inc., Sr. Sub. Notes</b>	
	1,100	8.875%, 8/15/14(3)	1,190,750
		<b>Koppers, Inc.</b>	
	1,835	9.875%, 10/15/13	2,091,900
		<b>Lyondell Chemical Co.</b>	
	1,940	9.50%, 12/15/08	2,104,900
	4,790	9.50%, 12/15/08	5,197,150
	995	11.125%, 7/15/12	1,174,100
		<b>Lyondell Chemical Co., Series A</b>	
	3,170	9.625%, 5/1/07	3,479,075
		<b>Lyondell Chemical Co., Sr. Notes</b>	
	2,412	10.50%, 6/1/13	2,858,220
		<b>Nalco Co., Sr. Sub. Notes</b>	
	2,960	8.875%, 11/15/13(3)	3,241,200
		<b>OM Group, Inc.</b>	
	11,180	9.25%, 12/15/11	11,962,600
		<b>Polyone Corp.</b>	
	2,490	10.625%, 5/15/10	2,788,800
		<b>Polyone Corp., Sr. Notes</b>	
	25	8.875%, 5/1/12	27,000
		<b>Rhodia SA, Sr. Notes</b>	
	6,450	10.25%, 6/1/10	7,369,125
		<b>Rockwood Specialties Group, Sr. Sub. Notes</b>	
	1,360	10.625%, 5/15/11	1,557,200
		<b>UAP Holding Corp., Sr. Disc. Notes</b>	
	5,535	10.75%, 7/15/12(3)	4,455,675
			\$ <b>87,987,159</b>
<b>Clothing/Textiles</b>	<b>1.0%</b>		
		<b>Levi Strauss &amp; Co., Sr. Notes</b>	
	3,250	11.625%, 1/15/08	3,420,625
		<b>Oxford Industries, Inc., Sr. Notes</b>	
	9,690	8.875%, 6/1/11	10,368,300
		<b>Perry Ellis International, Inc., Sr. Sub. Notes</b>	
	3,795	8.875%, 9/15/13	3,965,775
		<b>Phillips Van-Heusen, Sr. Notes</b>	
	1,175	7.25%, 2/15/11(3)	1,233,750
	2,500	8.125%, 5/1/13	2,725,000
			\$ <b>21,713,450</b>

<b>Computers - Integrated Systems</b>	<b>0.0%</b>		
		<b>Activant Solutions, Inc., Sr. Notes</b>	
\$	1,000	10.50%, 6/15/11	\$ 1,082,500
			<b>\$ 1,082,500</b>
<b>Conglomerates</b>	<b>0.6%</b>		
		<b>Amsted Industries, Inc., Sr. Notes</b>	
	7,150	10.25%, 10/15/11(3)	8,079,500
		<b>Goodman Global Holdings, Sr. Notes, Variable Rate</b>	
	1,570	5.76%, 6/15/12(3)	1,617,100
		<b>Mueller Group, Inc., Sr. Sub. Notes</b>	
	2,625	10.00%, 4/25/11	2,848,125
			<b>\$ 12,544,725</b>
<b>Containers and Glass Products</b>	<b>2.3%</b>		
		<b>Anchor Glass Container Corp.</b>	
	5,000	11.00%, 2/15/13	5,400,000
		<b>Crown Euro Holdings SA</b>	
	20,495	10.875%, 3/1/13	24,132,862
		<b>Graphic Packaging International Corp., Sr. Sub. Notes</b>	
	3,265	9.50%, 8/15/13	3,656,800
		<b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>	
	3,235	8.50%, 8/1/14	3,283,525
		<b>Owens-Illinois, Inc., Sr. Notes</b>	
	1,335	8.10%, 5/15/07	1,415,100
		<b>Plastipak Holdings, Inc.</b>	
	3,915	10.75%, 9/1/11	4,423,950
		<b>Pliant Corp.</b>	
	2,775	11.125%, 6/15/09	2,594,625
		<b>Tekni-Plex, Inc., Sr. Notes</b>	
	1,755	8.75%, 11/15/13(3)	1,763,775
		<b>US Can Corp., Sr. Notes</b>	
	820	10.875%, 7/15/10	881,500
			<b>\$ 47,552,137</b>
<b>Cosmetics/Toiletries</b>	<b>0.5%</b>		
		<b>Aearo Co. I, Sr. Sub. Notes</b>	
	1,665	8.25%, 4/15/12	1,723,275
		<b>Del Laboratories Inc., Sr. Sub. Notes</b>	
	1,780	8.00%, 2/1/12(3)	1,771,100
		<b>GFSI, Inc., Sr. Sub. Notes, Series B</b>	
	270	9.625%, 3/1/07	263,250
		<b>Samsonite Corp., Sr. Sub. Notes</b>	
	3,680	8.875%, 6/1/11	3,979,000

		<b>True Temper Sports, Inc., Sr. Sub. Notes</b>	
\$	700	8.375%, 9/15/11	\$ 668,500
		<b>WH Holdings Ltd./WH Capital Corp., Sr. Notes</b>	
	1,119	9.50%, 4/1/11	1,237,894
			<b>\$ 9,643,019</b>
<b>Drugs</b>	<b>0.2%</b>		
		<b>Warner Chilcott Corp.</b>	
	4,455	8.75%, 2/1/15(3)	4,599,787
			<b>\$ 4,599,787</b>
<b>Ecological Services and Equipment</b>	<b>0.3%</b>		
		<b>Alderwoods Group, Inc., Sr. Notes</b>	
	1,145	7.75%, 9/15/12(3)	1,233,737
		<b>Allied Waste North America, Series B</b>	
	3,500	8.875%, 4/1/08	3,675,000
		<b>National Waterworks, Inc., Series B</b>	
	1,500	10.50%, 12/1/12	1,687,500
			<b>\$ 6,596,237</b>
<b>Electronics/Electrical</b>	<b>2.0%</b>		
		<b>Advanced Micro Devices, Inc., Sr. Notes</b>	
	8,040	7.75%, 11/1/12(3)	8,060,100
		<b>Amkor Technologies, Inc.</b>	
	1,010	5.75%, 6/1/06	979,700
		<b>Amkor Technologies, Inc., Sr. Notes</b>	
	2,595	7.125%, 3/15/11	2,322,525
	7,930	7.75%, 5/15/13	7,097,350
		<b>Danka Business Systems, Sr. Notes</b>	
	2,350	11.00%, 6/15/10	2,479,250
		<b>Hexcel Corp.</b>	
	1,520	9.875%, 10/1/08	1,687,200
		<b>Hexcel Corp., Sr. Sub. Notes</b>	
	525	9.75%, 1/15/09	549,937
		<b>Nortel Networks Ltd.</b>	
	665	6.125%, 2/15/06	677,469
	1,575	4.25%, 9/1/08	1,525,781
		<b>Rayovac Corp., Sr. Sub. Notes</b>	
	5,445	7.375%, 2/1/15(3)	5,519,869
		<b>Sanmina-SCI Corp., Sr. Notes</b>	
	5,000	10.375%, 1/15/10	5,700,000
		<b>Stratus Technologies, Inc., Sr. Notes</b>	
	775	10.375%, 12/1/08	740,125
		<b>Wesco Distribution Inc.</b>	
	5,000	9.125%, 6/1/08	5,150,000
			<b>\$ 42,489,306</b>

<b>Energy Services</b>	<b>0.1%</b>		
		<b>Aventine Renewable Energy Holdings, Inc., Variable Rate</b>	
\$	1,385	8.501%, 12/15/11(3)	\$ 1,405,775
			\$ <b>1,405,775</b>
<b>Equipment Leasing</b>	<b>0.1%</b>		
		<b>United Rentals North America, Inc.</b>	
	745	6.50%, 2/15/12	735,687
		<b>United Rentals North America, Inc., Sr. Sub. Notes</b>	
	2,250	7.00%, 2/15/14	2,103,750
			\$ <b>2,839,437</b>
<b>Farming/Agriculture</b>	<b>0.4%</b>		
		<b>IMC Global, Inc.</b>	
	6,775	11.25%, 6/1/11	7,689,625
			\$ <b>7,689,625</b>
<b>Financial Intermediaries</b>	<b>0.6%</b>		
		<b>Alzette</b>	
	750	8.691%, 12/15/20(3)	750,000
		<b>Bryant Park CDO, Ltd., Series 2005-1A, Class C</b>	
	1,000	4.941%, 1/15/19(3)	985,920
		<b>Carlyle High Yield Partners, Series 2004-6A, Class C</b>	
	1,000	4.36%, 8/15/16(3)	1,000,000
		<b>Centurion CDO 8 Ltd., Series 2005 8A, Class D</b>	
	1,000	8.20%, 3/8/17(3)	1,000,000
		<b>Dryden Leveraged Loan, Series 2004-6A, Class C1</b>	
	1,500	4.055%, 7/30/16(3)	1,500,000
		<b>Refco Finance Holdings, LLC, Sr. Sub. Notes</b>	
	7,285	9.00%, 8/1/12(3)	7,977,075
			\$ <b>13,212,995</b>
<b>Food Products</b>	<b>0.5%</b>		
		<b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Disc. Notes</b>	
	4,240	11.50%, 11/1/11(3)	2,819,600
		<b>Pierre Foods, Inc., Sr. Sub. Notes</b>	
	3,225	9.875%, 7/15/12(3)	3,386,250
		<b>Pinnacle Foods Holding, Sr. Sub. Notes</b>	
	4,160	8.25%, 12/1/13	3,848,000
			\$ <b>10,053,850</b>

<b>Forest Products</b>	<b>2.4%</b>		
		<b>Boise Cascade, LLC, Sr. Notes, Variable Rate</b>	
\$	1,520	5.535%, 10/15/12(3)	\$ 1,569,400
		<b>Caraustar Industries, Inc., Sr. Sub. Notes</b>	
	4,950	9.875%, 4/1/11	5,457,375
		<b>Georgia-Pacific Corp.</b>	
	15,225	9.50%, 12/1/11	18,840,937
		<b>MDP Acquisitions/JSG Funding PLC, Sr. Notes</b>	
	17,180	9.625%, 10/1/12	19,069,800
		<b>Neenah Paper, Inc., Sr. Notes</b>	
	1,085	7.375%, 11/15/14(3)	1,095,850
		<b>Newark Group, Inc., Sr. Sub. Notes</b>	
	3,885	9.75%, 3/15/14	4,088,962
		<b>Stone Container Finance Canada</b>	
	1,150	7.375%, 7/15/14	1,190,250
			\$ <b>51,312,574</b>
<b>Healthcare</b>	<b>4.1%</b>		
		<b>AMR Corp.</b>	
	2,970	9.00%, 8/1/12	2,093,850
		<b>AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes</b>	
	2,710	10.00%, 2/15/15(3)	2,798,075
		<b>Ardent Health Services, Inc., Sr. Sub. Notes</b>	
	6,995	10.00%, 8/15/13	7,274,800
		<b>Carriage Services, Inc.</b>	
	870	7.875%, 1/15/15(3)	901,537
		<b>CDRV Investors, Inc., Sr. Disc. Notes</b>	
	4,145	9.625%, 1/1/15(3)	2,497,362
		<b>Concentra Operating Corp., Sr. Notes</b>	
	7,000	9.50%, 8/15/10	7,805,000
		<b>HCA, Inc.</b>	
	2,080	5.50%, 12/1/09	2,081,876
		<b>Healthsouth Corp.</b>	
	1,125	7.625%, 6/1/12	1,133,437
		<b>Inverness Medical Innovations, Inc., Sr. Sub. Notes</b>	
	3,175	8.75%, 2/15/12(3)	3,270,250
		<b>Knowledge Learning Center, Sr. Sub. Notes</b>	
	2,200	7.75%, 2/1/15(3)	2,222,000

		<b>Medical Device Manufacturing, Inc., Sr. Sub. Notes</b>	
\$	2,645	10.00%, 7/15/12(3)	\$ 2,869,825
		<b>Medquest, Inc.</b>	
	6,000	11.875%, 8/15/12	7,050,000
		<b>National Mentor, Inc., Sr. Sub. Notes</b>	
	1,305	9.625%, 12/1/12(3)	1,376,775
		<b>National Nephrology Association, Sr. Sub. Notes</b>	
	2,000	9.00%, 11/1/11(3)	2,290,000
		<b>Omega Healthcare Investors, Inc., Sr. Notes</b>	
	1,165	7.00%, 4/1/14	1,182,475
		<b>Pacificare Health System</b>	
	7,017	10.75%, 6/1/09	7,964,295
		<b>Rotech Healthcare, Inc.</b>	
	3,675	9.50%, 4/1/12	4,079,250
		<b>Tenet Healthcare Corp.</b>	
	6,500	7.375%, 2/1/13	6,012,500
		<b>Tenet Healthcare Corp., Sr. Notes</b>	
	2,380	9.875%, 7/1/14(3)	2,481,150
	3,705	9.25%, 2/1/15(3)	3,723,525
		<b>US Oncology, Inc., Sr. Notes</b>	
	2,205	9.00%, 8/15/12(3)	2,403,450
		<b>US Oncology, Inc., Sr. Sub. Notes</b>	
	4,365	10.75%, 8/15/14(3)	5,008,837
		<b>Vanguard Health Holdings II, Sr. Sub. Notes</b>	
	4,730	9.00%, 10/1/14(3)	5,072,925
		<b>VWR International, Inc., Sr. Sub. Notes</b>	
	3,270	8.00%, 4/15/14	3,417,150
			\$ <b>87,010,344</b>
<b>Home Furnishings</b>	<b>0.1%</b>		
		<b>Fedders North America, Inc.</b>	
	2,585	9.875%, 3/1/14	2,093,850
		<b>Leslie's Poolmart, Sr. Notes</b>	
	1,090	7.75%, 2/1/13(3)	1,114,525
			\$ <b>3,208,375</b>
<b>Industrial Equipment</b>	<b>0.7%</b>		
		<b>Case New Holland, Inc., Sr. Notes</b>	
	560	9.25%, 8/1/11(3)	614,600
	7,135	9.25%, 8/1/11(3)	7,830,662
		<b>Milacron Escrow Corp.</b>	
	1,380	11.50%, 5/15/11	1,483,500
		<b>Thermadyne Holdings Corp., Sr. Sub. Notes</b>	
	4,575	9.25%, 2/1/14	4,460,625
			\$ <b>14,389,387</b>



<b>Leisure Goods/Activities/Movies</b>	<b>2.1%</b>		
		<b>AMC Entertainment, Inc., Sr. Sub. Notes</b>	
\$	2,235	9.875%, 2/1/12	\$ 2,424,975
		<b>LCE Acquisition Corp., Sr. Sub. Notes</b>	
	4,465	9.00%, 8/1/14(3)	4,699,412
		<b>Marquee Holdings, Inc., Sr. Disc. Notes</b>	
	5,965	12.00%, 8/15/14(3)	4,086,025
		<b>Royal Caribbean Cruises, Sr. Notes</b>	
	8,675	8.75%, 2/2/11	10,214,812
		<b>Universal City Development Partners, Sr. Notes</b>	
	14,015	11.75%, 4/1/10	16,537,700
		<b>Universal City Florida Holding, Sr. Notes</b>	
	920	8.375%, 5/1/10(3)	961,400
		<b>Universal City Florida Holding, Sr. Notes, Variable Rate</b>	
	1,845	7.20%, 5/1/10(3)	1,928,025
		<b>WMG Holdings Corp., Sr. Notes, Variable Rate</b>	
	3,070	6.905%, 12/15/11(3)	3,116,050
			<b>\$ 43,968,399</b>
<b>Lodging and Casinos</b>	<b>3.1%</b>		
		<b>Chukchansi EDA, Sr. Notes</b>	
	800	14.50%, 6/15/09(3)	1,008,000
		<b>Host Marriott L.P., Series I</b>	
	3,505	9.50%, 1/15/07	3,811,688
		<b>Inn of the Mountain Gods, Sr. Notes</b>	
	5,230	12.00%, 11/15/10	6,119,100
		<b>John Q Hamons Hotels/Finance, Series B</b>	
	3,500	8.875%, 5/15/12	3,955,000
		<b>Kerzner International</b>	
	4,000	8.875%, 8/15/11	4,380,000
		<b>Majestic Star Casino LLC</b>	
	5,555	9.50%, 10/15/10	5,902,188
		<b>Meristar Hospitality Operations/Finance</b>	
	4,625	10.50%, 6/15/09	5,029,688
		<b>MTR Gaming Group, Series B</b>	
	2,500	9.75%, 4/1/10	2,750,000
		<b>OED Corp./Diamond Jo LLC</b>	
	3,830	8.75%, 4/15/12	3,772,550

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		<b>Penn National Gaming, Inc., Sr. Sub. Notes</b>	
\$	850	11.125%, 3/1/08	\$ 905,250
		<b>Premier Entertainment Biloxi, LLC/Premier Finance Biloxi Corp.</b>	
	475	10.75%, 2/1/12	517,750
		<b>Trump Atlantic City Associates, Inc.</b>	
	5,510	11.25%, 5/1/06(6)	5,344,700
		<b>Trump Holdings and Funding, Sr. Notes</b>	
	6,545	11.625%, 3/15/10	7,297,675
		<b>Venetian Casino Resort, LLC/Las Vegas Sands, Inc.</b>	
	3,926	11.00%, 6/15/10	4,456,010
		<b>Waterford Gaming LLC, Sr. Notes</b>	
	9,086	8.625%, 9/15/12(3)	9,858,310
			<b>\$ 65,107,909</b>
<b>Machinery</b>	<b>0.5%</b>		
		<b>Manitowoc Co., Inc. (The)</b>	
	975	10.50%, 8/1/12	1,126,125
		<b>Terex Corp.</b>	
	8,645	10.375%, 4/1/11	9,639,175
			<b>\$ 10,765,300</b>
<b>Mining - Coal</b>	<b>0.1%</b>		
		<b>Alpha Natural Resources, Sr. Notes</b>	
	1,370	10.00%, 6/1/12(3)	1,561,800
			<b>\$ 1,561,800</b>
<b>Nonferrous Metals/Minerals</b>	<b>0.5%</b>		
		<b>AK Steel Corp.</b>	
	2,000	7.75%, 6/15/12	2,065,000
		<b>General Cable Corp., Sr. Notes</b>	
	1,510	9.50%, 11/15/10	1,706,300
		<b>Novelis, Inc., Sr. Notes</b>	
	3,360	7.25%, 2/15/15(3)	3,444,000
		<b>Oregon Steel Mills, Inc.</b>	
	1,140	10.00%, 7/15/09	1,271,100
		<b>Ryerson Tull, Inc., Sr. Notes</b>	
	1,845	8.25%, 12/15/11(3)	1,817,325
			<b>\$ 10,303,725</b>
<b>Oil and Gas</b>	<b>2.7%</b>		
		<b>Coastal Corp.</b>	
	350	7.50%, 8/15/06	367,063
		<b>Dresser, Inc.</b>	
	13,145	9.375%, 4/10/09	14,328,050

		<b>Dresser-Rand Group, Inc., Sr. Sub. Notes</b>	
\$	2,045	7.375%, 11/1/14(3)	\$ 2,101,238
		<b>Dynergy Holdings, Inc., Sr. Notes</b>	
	9,790	10.125%, 7/15/13(3)	10,915,850
		<b>Dynergy Holdings</b>	
	675	7.625%, 10/15/26	565,313
		<b>El Paso CGP Co., Sr. Debs.</b>	
	2,305	9.625%, 5/15/12	2,567,194
		<b>El Paso Corp.</b>	
	1,960	6.95%, 12/15/07	2,033,500
		<b>El Paso Production Holding Co.</b>	
	2,245	7.75%, 6/1/13	2,346,025
		<b>Giant Industries</b>	
	850	8.00%, 5/15/14	882,938
		<b>Hanover Compressor Co., Sr. Sub. Notes</b>	
	4,945	0.00%, 3/31/07	4,401,050
		<b>Hanover Equipment Trust, Series B</b>	
	675	8.75%, 9/1/11	732,375
		<b>Parker Drilling Co., Sr. Notes</b>	
	1,930	9.625%, 10/1/13	2,154,363
		<b>Premcor Refining Group, Sr. Sub. Notes</b>	
	1,265	7.75%, 2/1/12	1,382,013
		<b>Sonat, Inc.</b>	
	5,000	7.625%, 7/15/11	5,162,500
		<b>Transmontaigne, Inc., Sr. Sub. Notes</b>	
	4,800	9.125%, 6/1/10	5,184,000
		<b>United Refining Co., Sr. Notes</b>	
	2,320	10.50%, 8/15/12(3)	2,447,600
			\$ <b>57,571,072</b>
<b>Other Energy</b>	<b>0.2%</b>		
		<b>Inergy L.P/ Finance, Sr. Notes</b>	
	3,980	6.875%, 12/15/14(3)	3,980,000
			\$ <b>3,980,000</b>
<b>Publishing</b>	<b>1.8%</b>		
		<b>Advanstar Communications, Inc.</b>	
	6,980	10.75%, 8/15/10	7,887,400
		<b>Advanstar Communications, Inc., Variable Rate</b>	
	4,444	9.79%, 8/15/08	4,677,047
		<b>Advertising Directory Solutions, Sr. Notes</b>	
	870	9.25%, 11/15/12(3)	922,200

		<b>American Media Operations, Inc.</b>	
\$	2,040	8.875%, 1/15/11	\$ 2,157,300
		<b>American Media Operations, Inc., Series B</b>	
	6,145	10.25%, 5/1/09	6,459,931
		<b>CBD Media, Inc., Sr. Sub. Notes</b>	
	1,335	8.625%, 6/1/11	1,401,750
		<b>Dex Media West LLC, Sr. Sub. Notes</b>	
	5,475	9.875%, 8/15/13	6,234,656
		<b>Houghton Mifflin Co., Sr. Sub. Notes</b>	
	1,490	9.875%, 2/1/13	1,560,775
		<b>Liberty Group Operating, Inc.</b>	
	1,380	9.375%, 2/1/08	1,407,600
		<b>Primedia, Inc.</b>	
	3,180	8.875%, 5/15/11	3,370,800
		<b>WDAC Subsidiary Corp., Sr. Notes</b>	
	1,405	8.375%, 12/1/14(3)	1,376,900
			<b>\$ 37,456,359</b>
<b>Radio and Television</b>	<b>3.5%</b>		
		<b>3815668 Canada, Inc., Sr. Sub. Notes</b>	
	2,156	8.00%, 9/15/12(3)	2,317,885
		<b>CanWest Media, Inc., Sr. Sub. Notes</b>	
	11,000	10.625%, 5/15/11	12,306,250
		<b>CCO Holdings LLC / CCO Capital Corp., Senior Notes</b>	
	2,000	8.75%, 11/15/13	2,040,000
		<b>Corus Entertainment, Inc., Sr. Sub. Notes</b>	
	880	8.75%, 3/1/12	960,300
		<b>CSC Holdings, Inc., Sr. Notes</b>	
	2,970	7.875%, 12/15/07	3,215,025
	5,000	8.125%, 7/15/09	5,512,500
		<b>CSC Holdings, Inc., Sr. Sub. Notes</b>	
	6,605	10.50%, 5/15/16	7,447,138
		<b>Echostar DBS Corp., Sr. Notes</b>	
	10,000	4.85%, 10/1/08	10,375,000
		<b>Kabel Deutschland GMBH</b>	
	4,965	10.625%, 7/1/14(3)	5,635,275
		<b>Muzak Holdings LLC</b>	
	1,310	9.875%, 3/15/09	933,375
		<b>Muzak LLC/Muzak Finance, Sr. Notes</b>	
	7,365	10.00%, 2/15/09	6,941,513
		<b>Nexstar Finance Holdings LLC, Inc.</b>	
	330	12.00%, 4/1/08	354,338

		<b>Nexstar Finance Holdings LLC, Inc., Sr. Disc. Notes</b>	
\$	3,450	11.375%, 4/1/13	\$ 2,742,750
		<b>Paxson Communications Corp., Variable Rate</b>	
	3,000	5.41%, 1/15/10(3)	3,045,000
		<b>Rainbow National Services, LLC, Sr. Notes</b>	
	1,805	8.75%, 9/1/12(3)	2,039,650
		<b>Rainbow National Services, LLC, Sr. Sub. Debs.</b>	
	6,905	10.375%, 9/1/14(3)	8,130,638
			\$ <b>73,996,637</b>
<b>Recycling</b>	<b>0.1%</b>		
		<b>IMCO Recycling Escrow Inc., Sr. Notes</b>	
	1,085	9.00%, 11/15/14(3)	1,131,113
			\$ <b>1,131,113</b>
<b>REITS</b>	<b>0.2%</b>		
		<b>CB Richard Ellis Services, Inc., Sr. Notes</b>	
	1,717	9.75%, 5/15/10	1,965,965
		<b>CB Richard Ellis Services, Inc., Sr. Sub. Notes</b>	
	2,600	11.25%, 6/15/11	2,977,000
			\$ <b>4,942,965</b>
<b>Retailers (Except Food and Drug)</b>	<b>0.2%</b>		
		<b>Home Interiors &amp; Gifts, Inc.</b>	
	1,960	10.125%, 6/1/08	1,617,000
		<b>Jostens Holding Corp., Sr. Disc. Notes</b>	
	1,250	10.25%, 12/1/13	893,750
		<b>Penny (JC) Co., Inc.</b>	
	1,875	8.00%, 3/1/10	2,135,156
		<b>Riddell Bell Holdings, Sr. Sub. Notes</b>	
	425	8.375%, 10/1/12(3)	439,875
			\$ <b>5,085,781</b>
<b>Steel</b>	<b>0.1%</b>		
		<b>Ispat Inland ULC, Sr. Notes</b>	
	2,102	9.75%, 4/1/14	2,601,225
			\$ <b>2,601,225</b>
<b>Surface Transport</b>	<b>0.5%</b>		
		<b>H-Lines Finance Holding, Sr. Disc. Notes</b>	
	2,355	11.00%, 4/1/13(3)	1,683,825
		<b>Horizon Lines, LLC</b>	
	4,380	9.00%, 11/1/12(3)	4,664,700

		<b>OMI Corp., Sr. Notes</b>	
\$	1,105	7.625%, 12/1/13	\$ 1,143,675
		<b>Quality Distribution LLC/QD Capital Corp.</b>	
	1,610	9.00%, 11/15/10(3)	1,585,850
		<b>Quality Distribution LLC/QD Capital, Variable Rate</b>	
	1,815	7.21%, 1/15/12(3)	1,778,700
			<b>\$ 10,856,750</b>
<b>Telecommunications</b>	<b>4.3%</b>		
		<b>Adelphia Communications</b>	
	2,500	10.25%, 6/15/11	2,237,500
		<b>AirGate PCS, Inc., Variable Rate</b>	
	1,080	6.41%, 10/15/11(3)	1,117,800
		<b>Alamosa Delaware, Inc., Sr. Disc. Notes</b>	
	1,615	12.00%, 7/31/09	1,748,238
		<b>Alamosa Delaware, Inc., Sr. Notes</b>	
	2,295	11.00%, 7/31/10	2,685,150
	175	8.50%, 1/31/12	187,250
		<b>Alaska Communications Systems Holdings, Inc.</b>	
	5,000	9.875%, 8/15/11	5,450,000
		<b>American Tower, L.P., Sr. Notes</b>	
	1,821	9.375%, 2/1/09	1,923,431
		<b>Centennial Cellular Operating Co., LLC, Sr. Sub. Notes</b>	
	420	10.75%, 12/15/08	436,800
		<b>Centennial Cellular Operating Co./Centennial Communications Corp., Sr. Notes</b>	
	6,490	10.125%, 6/15/13	7,382,375
		<b>Crown Castle Operating Co., Sr. Notes</b>	
	5,000	10.75%, 8/1/11	5,425,000
		<b>Inmarsat Finance PLC</b>	
	3,835	7.625%, 6/30/12	3,930,875
		<b>Intelsat Bermuda Ltd., Sr. Notes, Variable Rate</b>	
	5,450	7.794%, 1/15/12(3)	5,640,750
		<b>IWO Escrow Co., Variable Rate</b>	
	575	6.32%, 1/15/12(3)	577,875
		<b>LCI International, Inc., Sr. Notes</b>	
	3,150	7.25%, 6/15/07	3,071,250
		<b>MCI, Inc., Sr. Notes</b>	
	445	8.735%, 5/1/14	487,831

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		<b>Nextel Communications, Inc., Sr. Notes</b>		
\$	6,225	7.375%, 8/1/15	\$	6,894,188
		<b>Nextel Partners, Inc., Sr. Notes</b>		
	1,918	12.50%, 11/15/09		2,157,750
		<b>PanAmSat Corp., Sr. Notes</b>		
	4,335	9.00%, 8/15/14		4,735,988
		<b>Qwest Capital Funding, Inc.</b>		
	510	7.75%, 8/15/06		524,025
	785	7.90%, 8/15/10		775,188
		<b>Qwest Corp.</b>		
	3,740	14.00%, 12/15/10(3)		4,459,950
	2,000	8.875%, 3/15/12(3)		2,285,000
		<b>Qwest Corp., Sr. Notes</b>		
	3,230	7.875%, 9/1/11(3)		3,472,250
		<b>Qwest Services Corp.</b>		
	1,105	13.50%, 12/15/07(3)		1,255,556
		<b>Rogers Wireless Inc., Variable Rate</b>		
	1,314	5.525%, 12/15/10		1,389,555
		<b>Rogers Wireless, Inc.</b>		
	435	7.50%, 3/15/15		468,713
		<b>Rural Cellular Corp.</b>		
	1,025	8.25%, 3/15/12		1,101,875
		<b>Rural Cellular Corp., Variable Rate</b>		
	2,000	6.38%, 3/15/10		2,115,000
		<b>Telemig Celular SA/Amazonia Celular SA</b>		
	1,755	8.75%, 1/20/09(3)		1,833,975
		<b>Triton PCS, Inc.</b>		
	2,765	8.50%, 6/1/13		2,675,138
		<b>TSI Telecommunication, Series B</b>		
	2,000	12.75%, 2/1/09		2,290,000
		<b>UbiquiTel Operating Co., Sr. Notes</b>		
	1,080	9.875%, 3/1/11		1,196,100
		<b>US Unwired, Inc., Series B</b>		
	4,470	10.00%, 6/15/12		5,006,400
		<b>Western Wireless, Sr. Notes</b>		
	3,290	9.25%, 7/15/13		3,849,300
			\$	<b>90,788,076</b>
<b>Utilities</b>	<b>2.7%</b>			
		<b>AES Corp., Sr. Notes</b>		
	4,500	8.75%, 6/15/08		4,893,750
	6,000	9.50%, 6/1/09		6,750,000
	6,965	8.75%, 5/15/13(3)		7,835,625
	945	9.00%, 5/15/15(3)		1,072,575
		<b>Calpine Corp., Sr. Notes</b>		
	1,045	8.25%, 8/15/05		1,050,225

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\$	4,010	7.625%, 4/15/06	\$	3,869,650
	680	10.50%, 5/15/06		664,700
	4,405	8.50%, 7/15/10(3)		3,479,950
		<b>Mission Energy Holding Co.</b>		
	3,290	13.50%, 7/15/08		4,120,725
		<b>NRG Energy, Inc., Sr. Notes</b>		
	1,822	8.00%, 12/15/13(3)		1,972,315
		<b>Orion Power Holdings, Inc., Sr. Notes</b>		
	12,415	12.00%, 5/1/10		15,580,825
		<b>Reliant Energy Inc.</b>		
	2,800	9.50%, 7/15/13		3,150,000
		<b>Reliant Energy, Inc.</b>		
	1,770	9.25%, 7/15/10		1,977,975
			\$	<b>56,418,315</b>
<b>Waste Management</b>	<b>0.2%</b>			
		<b>Waste Services, Inc., Sr. Sub. Notes</b>		
	4,515	9.50%, 4/15/14		4,447,275
			\$	<b>4,447,275</b>
<b>Total Corporate Bonds &amp; Notes</b>				
<b>(identified cost \$986,302,936)</b>			\$	<b>1,047,569,815</b>

**Convertible Preferred Stocks 0.0%**

Shares		Security		Value
11,328		Crown Castle International Corp., (PIK)	\$	560,736
<b>Total Convertible Preferred Stocks</b>			\$	<b>560,736</b>
<b>(identified cost, \$541,118)</b>				

**Commercial Paper 1.1%**

Principal Amount (000 s omitted)		Security		Value
\$	1,500	<b>Autobahn Funding Co.</b>	\$	1,500,000
		2.55%, 2/1/05		
		<b>General Electric Capital Corp.</b>		
	21,933	2.48%, 2/1/05		21,933,000
<b>Total Commercial Paper</b>			\$	<b>23,433,000</b>
<b>(at amortized cost)</b>				





**Short-Term Investments 0.5%**

Principal Amount	Maturity Date	Borrower	Rate	Amount
\$ 10,000,000	02/01/05	Investors Bank and Trust Company Time Deposit	2.50%	\$ 10,000,000
<b>Total Short-Term Investments (at amortized cost)</b>				<b>\$ 10,000,000</b>
<b>Total Investments 149.4% (identified cost \$3,093,748,528)</b>				<b>\$ 3,153,770,613</b>
<b>Other Assets, Less Liabilities (11.5)%</b>				<b>\$ (243,132,811)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends (37.9)%</b>				<b>\$ (800,163,515)</b>
<b>Net Assets Applicable to Common Shares 100.0%</b>				<b>\$ 2,110,474,287</b>

Note: The Fund has made commitments to fund specified amounts under certain existing credit arrangements. Pursuant to the terms of these arrangements, the Fund had unfunded loan commitments of \$8,118,369 as of January 31, 2005.

PIK - Payment In Kind.

(1) Senior floating-rate interests often require prepayments from excess cash flows or permit the borrower to repay at its election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, it is anticipated that the senior floating-rate interests will have an expected average life of approximately two to three years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London-Interbank Offered Rate ( LIBOR ), and secondarily the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.

(2) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.

- (3) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in transactions exempt from registration, normally to qualified institutional buyers. At January 31, 2005, the aggregate value of the securities is \$284,489,537 or 13.5% of the Fund's net assets.
- (4) Adjustable rate mortgage.
- (5) All or a portion of these securities were on loan at January 31, 2005.
- (6) Defaulted security.

The Fund did not have any open financial instruments at January 31, 2005.

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

<b>Aggregate cost</b>	\$	<b>3,097,509,820</b>
Gross unrealized appreciation	\$	74,757,430
Gross unrealized depreciation		(18,496,637)
<b>Net unrealized appreciation</b>	\$	<b>56,260,793</b>

**Item 2. Controls and Procedures**

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

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

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**Signatures**

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

Eaton Vance Limited Duration Income Fund

By: /s/ Thomas E. Faust Jr.  
Thomas E. Faust Jr.  
President and Principal Executive Officer

Date: March 17, 2005

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

By: /s/ Thomas E. Faust Jr.  
Thomas E. Faust Jr.  
President and Principal Executive Officer

Date: March 17, 2005

By: /s/ James L. O Connor  
James L. O Connor  
Treasurer and Principal Financial Officer

Date: March 17, 2005

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