

Eaton Vance Floating-Rate Income Trust  
Form N-Q  
April 26, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form N-Q**

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

**811-21574**

**Investment Company Act File Number**

**Eaton Vance Floating-Rate Income Trust**

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number, Including Area Code)

May 31

Date of Fiscal Year End

February 29, 2012

Date of Reporting Period

**Item 1. Schedule of Investments**

## Eaton Vance

## Floating-Rate Income Trust

February 29, 2012

## PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating-Rate Interests 144.6%

Borrower/Tranche Description	N(000.000.000) Principal Amount* (000 s omitted)	N(000.000.000) Value
<b>Aerospace and Defense 2.7%</b>		
<b>Booz Allen Hamilton Inc.</b>		
Term Loan, 4.00%, Maturing August 3, 2017	521	\$ 524,319
<b>DAE Aviation Holdings, Inc.</b>		
Term Loan, 5.56%, Maturing July 31, 2014	1,410	1,397,601
Term Loan, 5.56%, Maturing July 31, 2014	1,474	1,460,853
<b>Ducommun Incorporated</b>		
Term Loan, 5.50%, Maturing June 28, 2017	1,594	1,594,494
<b>Dundee Holdco 4 Limited</b>		
Term Loan, 4.26%, Maturing May 15, 2015	432	390,675
Term Loan, 4.76%, Maturing May 13, 2016	432	390,675
<b>IAP Worldwide Services, Inc.</b>		
Term Loan, 9.25%, Maturing December 28, 2012	1,851	1,691,440
<b>Sequa Corporation</b>		
Term Loan, 3.84%, Maturing December 3, 2014	794	790,471
Term Loan, 6.25%, Maturing December 3, 2014	275	275,945
<b>TASC, Inc.</b>		
Term Loan, 4.50%, Maturing December 18, 2015	1,639	1,642,428
<b>Transdigm, Inc.</b>		
Term Loan, 4.00%, Maturing February 14, 2017	925	927,891
Term Loan, 4.00%, Maturing February 14, 2017	3,423	3,428,598
<b>Wesco Aircraft Hardware Corp.</b>		
Term Loan, 4.25%, Maturing April 7, 2017	432	433,056
<b>Wyle Services Corporation</b>		
Term Loan, 5.75%, Maturing March 27, 2017	932	919,921
		\$ 15,868,367
<b>Air Transport 0.5%</b>		
<b>Evergreen International Aviation, Inc.</b>		
Term Loan, 11.50%, Maturing June 30, 2015	975	\$ 861,250
<b>Orbitz Worldwide Inc.</b>		
Term Loan, 3.31%, Maturing July 25, 2014	2,090	1,966,173
		\$ 2,827,423
<b>Automotive 7.1%</b>		
<b>Allison Transmission, Inc.</b>		
Term Loan, 2.75%, Maturing August 7, 2014	3,679	\$ 3,650,410
<b>Autoparts Holdings Limited</b>		
Term Loan, 6.50%, Maturing July 28, 2017	474	476,478
<b>Chrysler Group LLC</b>		

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Term Loan, 6.00%, Maturing May 24, 2017	8,892	8,942,245
<b>Delphi Corporation</b>		
Term Loan, 3.50%, Maturing March 31, 2017	2,075	2,079,208
<b>Federal-Mogul Corporation</b>		
Term Loan, 2.19%, Maturing December 28, 2015	2,212	2,123,315
Term Loan, 2.20%, Maturing December 29, 2014	3,563	3,420,496
<b>Goodyear Tire &amp; Rubber Company (The)</b>		
Term Loan - Second Lien, 1.75%, Maturing April 30, 2014	7,175	7,082,321
<b>HHI Holdings LLC</b>		
Term Loan, 7.00%, Maturing March 21, 2017	1,558	1,562,096
<b>Metaldyne Company LLC</b>		
Term Loan, 5.25%, Maturing May 18, 2017	2,385	2,391,455

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Borrower/Tranche Description	N(000.000.000) Principal Amount* (000 s omitted)	N(000.000.000) Value
<b>SRAM, LLC</b>		
Term Loan, 4.76%, Maturing June 7, 2018	1,425	\$ 1,422,301
Term Loan - Second Lien, 8.50%, Maturing December 7, 2018	500	505,625
<b>TI Automotive Limited</b>		
Term Loan, 9.50%, Maturing July 29, 2016	988	994,906
<b>Tomkins LLC</b>		
Term Loan, 4.25%, Maturing September 29, 2016	2,180	2,183,624
<b>TriMas Corporation</b>		
Term Loan, 4.25%, Maturing June 21, 2017	1,169	1,172,048
<b>Veyance Technologies, Inc.</b>		
Term Loan, 2.75%, Maturing July 31, 2014	365	346,553
Term Loan, 2.75%, Maturing July 31, 2014	2,546	2,419,555
Term Loan - Second Lien, 5.99%, Maturing July 31, 2015	850	753,312
		<b>\$ 41,525,948</b>
<b>Building and Development 1.8%</b>		
<b>Armstrong World Industries, Inc.</b>		
Term Loan, 4.00%, Maturing March 9, 2018	744	\$ 744,724
<b>Beacon Sales Acquisition, Inc.</b>		
Term Loan, 2.47%, Maturing September 30, 2013	1,107	1,095,450
<b>Forestar Real Estate Group Inc.</b>		
Revolving Loan, 0.51%, Maturing August 6, 2013 <sup>(2)</sup>	268	251,954
Term Loan, 6.50%, Maturing August 6, 2015	2,457	2,370,913
<b>Goodman Global Inc.</b>		
Term Loan, 5.75%, Maturing October 28, 2016	1,908	1,924,230
<b>NCI Building Systems, Inc.</b>		
Term Loan, 6.50%, Maturing April 18, 2014	165	161,704
<b>Panolam Industries International, Inc.</b>		
Term Loan, 8.25%, Maturing December 31, 2013	1,471	1,410,464
<b>RE/MAX International, Inc.</b>		
Term Loan, 5.50%, Maturing April 15, 2016	1,992	1,989,446
<b>Realogy Corporation</b>		
Term Loan, 3.25%, Maturing October 10, 2013	116	115,836
<b>Summit Materials Companies I, LLC</b>		
Term Loan, 6.00%, Maturing January 30, 2019	550	551,787
		<b>\$ 10,616,508</b>
<b>Business Equipment and Services 14.7%</b>		
<b>Acosta, Inc.</b>		
Term Loan, 4.75%, Maturing March 1, 2018	3,429	\$ 3,411,967
<b>Axiom Corporation</b>		
Term Loan, 3.57%, Maturing March 15, 2015	743	749,636
<b>Advantage Sales &amp; Marketing, Inc.</b>		
Term Loan, 5.25%, Maturing December 18, 2017	2,604	2,602,664
<b>Affinion Group, Inc.</b>		
Term Loan, 5.00%, Maturing October 10, 2016	5,166	4,869,138
<b>Allied Security Holdings, LLC</b>		
Term Loan, 5.00%, Maturing February 3, 2017	645	644,319
<b>Altegrity, Inc.</b>		
Term Loan, 3.00%, Maturing February 21, 2015	784	740,506
Term Loan, 7.75%, Maturing February 20, 2015	860	863,285
<b>Audatex North America, Inc.</b>		
Term Loan, 3.19%, Maturing May 16, 2014	EUR 809	1,056,762
<b>BAR/BRI Review Courses, Inc.</b>		

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Term Loan, 6.00%, Maturing June 16, 2017	800	796,000
<b>Brand Energy &amp; Infrastructure Services, Inc.</b>		
Term Loan, 2.88%, Maturing February 7, 2014	682	621,070
Term Loan, 3.76%, Maturing February 7, 2014	823	761,474
<b>Brickman Group Holdings Inc.</b>		
Term Loan, 7.25%, Maturing October 14, 2016	1,312	1,316,669

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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Brock Holdings III, Inc.</b>		
Term Loan, 6.00%, Maturing March 16, 2017	1,252	\$ 1,252,015
<b>ClientLogic Corporation</b>		
Term Loan, 7.33%, Maturing January 30, 2017	1,790	1,722,915
<b>DynCorp International LLC</b>		
Term Loan, 6.25%, Maturing July 7, 2016	732	729,769
<b>Education Management LLC</b>		
Term Loan, 2.38%, Maturing June 3, 2013	3,721	3,660,424
<b>Endurance International Group, Inc. (The)</b>		
Term Loan, 7.75%, Maturing December 20, 2017	950	952,375
<b>Fidelity National Information Solutions, Inc.</b>		
Term Loan, 4.25%, Maturing July 18, 2016	1,574	1,585,640
<b>Genesys Telecom Holdings, U.S., Inc.</b>		
Term Loan, 6.75%, Maturing January 31, 2019	700	704,708
<b>Go Daddy Operating Company, LLC</b>		
Term Loan, 7.00%, Maturing December 17, 2018	1,646	1,660,894
<b>IMS Health Incorporated</b>		
Term Loan, 4.50%, Maturing August 25, 2017	1,425	1,429,993
<b>KAR Auction Services, Inc.</b>		
Term Loan, 5.00%, Maturing May 19, 2017	3,234	3,235,771
<b>Kronos, Inc.</b>		
Term Loan, 5.33%, Maturing June 9, 2017	1,138	1,131,169
Term Loan, 6.25%, Maturing December 28, 2017	925	940,841
Term Loan, 10.58%, Maturing June 8, 2018	1,000	1,007,500
<b>Language Line, LLC</b>		
Term Loan, 6.25%, Maturing June 20, 2016	2,361	2,372,837
<b>Meritas LLC</b>		
Term Loan, 7.50%, Maturing July 28, 2017	879	865,569
<b>Mitchell International, Inc</b>		
Term Loan, 2.63%, Maturing March 28, 2014	960	930,907
Term Loan - Second Lien, 5.88%, Maturing March 30, 2015	1,000	975,000
<b>MSCI, Inc.</b>		
Term Loan, 3.75%, Maturing March 14, 2017	3,188	3,192,935
<b>N.E.W. Holdings I, LLC</b>		
Term Loan, 6.00%, Maturing March 23, 2016	1,622	1,551,345
<b>Oz Management LP</b>		
Term Loan, Maturing November 15, 2016 <sup>(3)</sup>	1,500	1,267,500
<b>Protection One Alarm Monitoring, Inc.</b>		
Term Loan, 6.00%, Maturing June 4, 2016	1,672	1,684,325
<b>Quantum Corporation</b>		
Term Loan, 3.74%, Maturing July 14, 2014	82	81,098
<b>Quintiles Transnational Corp.</b>		
Term Loan, 5.00%, Maturing June 8, 2018	4,826	4,813,686
<b>Sabre, Inc.</b>		
Term Loan, 2.33%, Maturing September 30, 2014	7,231	6,805,982
<b>Sensus USA Inc.</b>		
Term Loan, 4.75%, Maturing May 9, 2017	769	771,591
Term Loan - Second Lien, 8.50%, Maturing May 9, 2018	1,000	997,500
<b>Softlayer Technologies, Inc.</b>		
Term Loan, 7.25%, Maturing November 5, 2016	718	720,890
<b>Sungard Data Systems, Inc.</b>		
Term Loan, 2.00%, Maturing February 28, 2014	1,557	1,552,130
Term Loan, 4.06%, Maturing February 26, 2016	7,114	7,113,827
<b>SymphonyIRI Group, Inc.</b>		
Term Loan, 5.00%, Maturing December 1, 2017	945	942,887
<b>Trans Union, LLC</b>		
Term Loan, 4.75%, Maturing February 12, 2018	3,233	3,245,249





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Borrower/Tranche Description	N(000.000.000) Principal Amount* (000 s omitted)	N(000.000.000) Value
<b>Travelport LLC</b>		
Term Loan, 5.08%, Maturing August 21, 2015	584	\$ 498,457
Term Loan, 5.08%, Maturing August 21, 2015	682	581,981
Term Loan, 5.08%, Maturing August 21, 2015	2,262	1,931,125
Term Loan, 5.80%, Maturing August 21, 2015	EUR 741	827,644
<b>U.S. Security Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing July 28, 2017	134	135,147
Term Loan, 6.00%, Maturing July 28, 2017	689	692,243
<b>West Corporation</b>		
Term Loan, 4.50%, Maturing July 15, 2016	747	750,058
Term Loan, 4.62%, Maturing July 15, 2016	2,126	2,133,943
		<b>\$ 85,883,360</b>
<b>Cable and Satellite Television 7.1%</b>		
<b>Atlantic Broadband Finance, LLC</b>		
Term Loan, 4.00%, Maturing March 8, 2016	1,401	\$ 1,397,986
<b>BBHI Acquisition LLC</b>		
Term Loan, 4.50%, Maturing December 14, 2017	1,411	1,409,868
<b>Bragg Communications Incorporated</b>		
Term Loan, Maturing February 15, 2018 <sup>(3)</sup>	450	446,625
<b>Cequel Communications, LLC</b>		
Term Loan, 4.00%, Maturing February 11, 2019	4,950	4,911,088
<b>Charter Communications Operating, LLC</b>		
Term Loan, 3.83%, Maturing September 6, 2016	987	982,465
<b>Crown Media Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing July 14, 2018	1,920	1,929,751
<b>CSC Holdings, Inc.</b>		
Term Loan, 3.24%, Maturing March 29, 2016	3,730	3,708,605
<b>Kabel Deutschland GMBH</b>		
Term Loan, 4.25%, Maturing February 1, 2019	1,200	1,199,437
<b>Lavena Holdings 4 GmbH</b>		
Term Loan, 3.68%, Maturing March 6, 2015	EUR 369	428,889
Term Loan, 4.06%, Maturing March 4, 2016	EUR 369	428,889
Term Loan, 8.43%, Maturing March 6, 2017 <sup>(4)</sup>	EUR 451	384,577
Term Loan - Second Lien, 5.18%, Maturing September 2, 2016	EUR 565	563,785
<b>MCC Iowa LLC</b>		
Term Loan, 1.94%, Maturing January 30, 2015	3,762	3,649,493
<b>Mediacom Broadband LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	1,650	1,642,657
<b>Mediacom Illinois, LLC</b>		
Term Loan, 1.94%, Maturing January 30, 2015	3,893	3,756,956
<b>Mediacom LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	911	906,564
<b>NDS Finance Limited</b>		
Term Loan, 4.00%, Maturing March 12, 2018	1,514	1,508,265
<b>NXP Semiconductors Netherlands B.V.</b>		
Term Loan, Maturing February 15, 2019 <sup>(3)</sup>	1,825	1,798,766
<b>P7S1 Broadcasting Holding II B.V.</b>		
Term Loan, 3.52%, Maturing July 1, 2016	EUR 1,781	2,247,814
<b>UPC Broadband Holding B.V.</b>		
Term Loan, 4.47%, Maturing December 31, 2016	EUR 2,614	3,400,278
Term Loan, 4.72%, Maturing December 29, 2017	EUR 1,732	2,273,488
<b>UPC Financing Partnership</b>		
Term Loan, 3.77%, Maturing December 30, 2016	429	424,034
Term Loan, 3.77%, Maturing December 29, 2017	1,410	1,395,926

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Term Loan, 4.75%, Maturing December 29, 2017	425	425,354
		<b>\$ 41,221,560</b>

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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Chemicals and Plastics 6.0%</b>		
<b>Ashland, Inc.</b>		
Term Loan, 3.75%, Maturing August 23, 2018	2,193	\$ 2,204,786
<b>AZ Chem US Inc.</b>		
Term Loan, 7.25%, Maturing December 22, 2017	1,500	1,518,124
<b>General Chemical Corporation</b>		
Term Loan, 5.00%, Maturing October 6, 2015	624	625,538
<b>Harko C.V.</b>		
Term Loan, 5.75%, Maturing August 2, 2017	574	577,864
<b>Houghton International, Inc.</b>		
Term Loan, 6.75%, Maturing January 29, 2016	914	918,667
<b>Huntsman International, LLC</b>		
Term Loan, 2.58%, Maturing June 30, 2016	855	839,925
Term Loan, 2.90%, Maturing April 19, 2017	1,563	1,543,669
<b>Ineos Holdings Limited</b>		
Term Loan, 9.00%, Maturing June 16, 2015	EUR 1,250	1,712,837
<b>Ineos US Finance LLC</b>		
Term Loan, 8.00%, Maturing December 16, 2014	294	305,322
<b>MacDermid, Inc.</b>		
Term Loan, 2.24%, Maturing April 11, 2014	478	475,957
<b>Momentive Performance Materials USA Inc.</b>		
Term Loan, 3.75%, Maturing May 5, 2015	3,254	3,183,068
<b>Momentive Specialty Chemicals Inc.</b>		
Term Loan, 4.06%, Maturing May 5, 2015	1,869	1,834,227
Term Loan, 4.38%, Maturing May 5, 2015	478	467,950
Term Loan, 4.38%, Maturing May 5, 2015	843	826,809
<b>Norit NV</b>		
Term Loan, 6.75%, Maturing July 7, 2017	1,397	1,389,517
<b>Omnova Solutions Inc.</b>		
Term Loan, 5.75%, Maturing May 31, 2017	988	989,352
<b>Rockwood Specialties Group, Inc.</b>		
Term Loan, 3.50%, Maturing February 9, 2018	2,376	2,391,221
<b>Schoeller Arca Systems Holding B.V.</b>		
Term Loan, 5.98%, Maturing November 16, 2015	EUR 72	68,595
Term Loan, 5.98%, Maturing November 16, 2015	EUR 206	195,577
Term Loan, 5.98%, Maturing November 16, 2015	EUR 222	210,460
<b>Solutia, Inc.</b>		
Term Loan, 3.50%, Maturing August 1, 2017	2,351	2,354,998
<b>Styron S.A.R.L, LLC</b>		
Term Loan, 6.01%, Maturing August 2, 2017	4,118	3,741,657
<b>Taminco Global Chemical Corporation</b>		
Term Loan, Maturing February 15, 2019 <sup>(3)</sup>	425	428,453
<b>Tronox, Inc.</b>		
Term Loan, 0.00%, Maturing February 9, 2018 <sup>(2)</sup>	354	354,455
Term Loan, 4.25%, Maturing February 8, 2018	1,296	1,299,670
<b>Univar Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	4,752	4,734,391
		<b>\$ 35,193,089</b>
<b>Clothing/Textiles 0.2%</b>		
<b>Phillips-Van Heusen Corporation</b>		
Term Loan, 3.50%, Maturing May 6, 2016	620	\$ 622,935
<b>Warnaco Inc.</b>		
Term Loan, 3.75%, Maturing June 15, 2018	547	546,552

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\$ 1,169,487

**Conglomerates 2.2%**

**Jason Incorporated**

Term Loan, 7.75%, Maturing September 22, 2014	249		246,881
Term Loan, 8.25%, Maturing September 21, 2014	191	\$	190,254
Term Loan, 8.25%, Maturing September 22, 2014	76		75,745

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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Rexnord Corporation</b>		
Term Loan, 2.50%, Maturing July 19, 2013	333	\$ 330,422
Term Loan, 2.95%, Maturing July 19, 2013	4,425	4,408,406
<b>RGIS Holdings LLC</b>		
Term Loan, 3.08%, Maturing April 30, 2014	128	126,403
Term Loan, 3.08%, Maturing April 30, 2014	2,560	2,528,069
<b>Spectrum Brands, Inc.</b>		
Term Loan, 5.00%, Maturing June 17, 2016	2,542	2,551,404
<b>Walter Energy, Inc.</b>		
Term Loan, 4.00%, Maturing April 2, 2018	2,500	2,493,654
		<b>\$ 12,951,238</b>
<b>Containers and Glass Products 2.9%</b>		
<b>Berry Plastics Corporation</b>		
Term Loan, 2.25%, Maturing April 3, 2015	1,847	\$ 1,802,891
<b>BWAY Corporation</b>		
Term Loan, 4.50%, Maturing February 23, 2018	160	160,278
Term Loan, 4.50%, Maturing February 23, 2018	1,737	1,738,703
<b>Consolidated Container Company LLC</b>		
Term Loan - Second Lien, 5.75%, Maturing September 28, 2014	1,000	952,500
<b>Graphic Packaging International, Inc.</b>		
Term Loan, 3.12%, Maturing May 16, 2014	1,136	1,138,631
<b>Hilex Poly Co. LLC</b>		
Term Loan, 11.25%, Maturing November 16, 2015	900	915,750
<b>Pelican Products, Inc.</b>		
Term Loan, 5.00%, Maturing March 7, 2017	780	777,881
<b>Reynolds Group Holdings Inc.</b>		
Term Loan, 6.50%, Maturing February 9, 2018	2,970	3,005,600
Term Loan, 6.50%, Maturing August 9, 2018	3,133	3,170,617
<b>Sealed Air Corporation</b>		
Term Loan, 4.75%, Maturing October 3, 2018	714	722,784
<b>Smurfit Kappa Acquisitions</b>		
Term Loan, 3.71%, Maturing December 31, 2014	1,325	1,331,770
Term Loan, 3.96%, Maturing December 31, 2014	1,325	1,331,770
		<b>\$ 17,049,175</b>
<b>Cosmetics/Toiletries 0.8%</b>		
<b>Bausch &amp; Lomb, Inc.</b>		
Term Loan, 3.49%, Maturing April 24, 2015	678	\$ 676,107
Term Loan, 3.76%, Maturing April 24, 2015	2,777	2,770,566
<b>KIK Custom Products, Inc.</b>		
Term Loan - Second Lien, 5.26%, Maturing November 28, 2014	1,075	720,250
<b>Prestige Brands, Inc.</b>		
Term Loan, 5.25%, Maturing January 31, 2019	550	553,380
		<b>\$ 4,720,303</b>
<b>Drugs 1.7%</b>		
<b>Aptalis Pharma, Inc.</b>		
Term Loan, 5.50%, Maturing February 10, 2017	2,109	\$ 2,102,160
<b>Capsugel Holdings US, Inc.</b>		
Term Loan, 5.25%, Maturing August 1, 2018	1,446	1,457,448
<b>Endo Pharmaceuticals Holdings Inc.</b>		

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Term Loan, 4.00%, Maturing June 18, 2018	566	568,659
<b>Valeant Pharmaceuticals International</b>		
Term Loan, 3.75%, Maturing February 8, 2019	1,100	1,096,018
<b>Warner Chilcott Company, LLC</b>		
Term Loan, 3.75%, Maturing March 17, 2016	574	573,641
Term Loan, 4.25%, Maturing March 15, 2018	902	902,241
<b>Warner Chilcott Corporation</b>		
Term Loan, 4.25%, Maturing March 15, 2018	1,804	1,804,481

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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>WC Luxco S.a.r.l.</b>		
Term Loan, 4.25%, Maturing March 15, 2018	1,240	\$ 1,240,581
		<b>\$ 9,745,229</b>
<b>Ecological Services and Equipment 0.0%</b>		
<b>Viking Consortium Borrower Limited</b>		
Term Loan - Second Lien, 6.83%, Maturing March 31, 2016 <sup>(4)</sup>	GBP 515	\$ 278,505
		<b>\$ 278,505</b>
<b>Electronics/Electrical 10.4%</b>		
<b>Aeroflex Incorporated</b>		
Term Loan, 4.25%, Maturing May 9, 2018	2,173	\$ 2,124,043
<b>Aspect Software, Inc.</b>		
Term Loan, 6.25%, Maturing May 6, 2016	2,753	2,763,559
<b>Attachmate Corporation</b>		
Term Loan, 6.50%, Maturing April 27, 2017	3,530	3,521,487
<b>Cinedigm Digital Funding I, LLC</b>		
Term Loan, 5.25%, Maturing April 29, 2016	600	593,861
<b>CommScope, Inc.</b>		
Term Loan, 5.00%, Maturing January 14, 2018	2,283	2,291,169
<b>Dealer Computer Services, Inc.</b>		
Term Loan, 3.75%, Maturing April 20, 2018	2,338	2,349,933
<b>DG FastChannel, Inc.</b>		
Term Loan, 5.75%, Maturing July 26, 2018	1,816	1,790,907
<b>Eagle Parent, Inc.</b>		
Term Loan, 5.00%, Maturing May 16, 2018	2,935	2,891,221
<b>Edwards (Cayman Islands II) Limited</b>		
Term Loan, 5.50%, Maturing May 31, 2016	499	491,259
Term Loan, 5.50%, Maturing May 31, 2016	1,386	1,366,942
<b>FCI International</b>		
Term Loan, 3.62%, Maturing November 1, 2013	137	134,197
Term Loan, 3.62%, Maturing November 1, 2013	137	134,197
Term Loan, 3.62%, Maturing November 1, 2013	143	139,393
Term Loan, 3.62%, Maturing November 1, 2013	143	139,393
<b>Freescale Semiconductor, Inc.</b>		
Term Loan, 4.52%, Maturing December 1, 2016	4,485	4,366,450
<b>Infor Enterprise Solutions Holdings, Inc.</b>		
Term Loan, 5.00%, Maturing July 28, 2015	1,442	1,413,358
Term Loan, 5.74%, Maturing March 3, 2014	500	451,750
Term Loan, 6.00%, Maturing July 28, 2015	1,616	1,575,795
Term Loan, 6.00%, Maturing July 28, 2015	3,098	3,036,731
Term Loan - Second Lien, 6.49%, Maturing March 3, 2014	183	165,229
Term Loan - Second Lien, 6.49%, Maturing March 3, 2014	317	289,987
<b>Microsemi Corporation</b>		
Term Loan, 4.00%, Maturing February 2, 2018	1,771	1,772,776
<b>NeuStar, Inc.</b>		
Term Loan, 5.00%, Maturing November 8, 2018	1,072	1,077,674
<b>Nxp B.V.</b>		
Term Loan, 4.50%, Maturing March 3, 2017	3,052	3,004,886
Term Loan, 5.50%, Maturing March 3, 2017	1,172	1,171,086
<b>Open Solutions, Inc.</b>		
Term Loan, 2.69%, Maturing January 23, 2014	2,838	2,653,225
<b>Rocket Software, Inc.</b>		
Term Loan, 7.00%, Maturing February 8, 2018	1,500	1,503,750

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Term Loan - Second Lien, 10.25%, Maturing February 8, 2019	750	756,562
<b>SafeNet Inc.</b>		
Term Loan, 2.74%, Maturing April 12, 2014	1,936	1,893,649
<b>Sensata Technologies Finance Company, LLC</b>		
Term Loan, 4.00%, Maturing May 11, 2018	3,955	3,957,170



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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Serena Software, Inc.</b>		
Term Loan, 4.54%, Maturing March 10, 2016	991	\$ 976,353
<b>Shield Finance Co. S.A.R.L.</b>		
Term Loan, 7.75%, Maturing June 15, 2016	931	928,797
<b>SkillSoft Corporation</b>		
Term Loan, 6.50%, Maturing May 26, 2017	299	302,617
Term Loan, 6.50%, Maturing May 26, 2017	978	989,393
<b>Sophia, L.P.</b>		
Term Loan, 6.25%, Maturing July 19, 2018	1,575	1,596,656
<b>Spansion LLC</b>		
Term Loan, 4.75%, Maturing February 9, 2015	552	552,762
<b>Sunquest Information Systems, Inc.</b>		
Term Loan, 6.25%, Maturing December 16, 2016	844	847,843
<b>VeriFone Inc.</b>		
Term Loan, 4.25%, Maturing December 28, 2018	575	577,228
<b>Vertafore, Inc.</b>		
Term Loan, 5.25%, Maturing July 29, 2016	1,109	1,097,715
<b>Web.com Group, Inc.</b>		
Term Loan, 7.00%, Maturing October 27, 2017	2,925	2,863,252
		<b>\$ 60,554,255</b>
<b>Equipment Leasing 1.4%</b>		
<b>BakerCorp International, Inc.</b>		
Term Loan, 5.00%, Maturing June 1, 2018	1,945	\$ 1,948,290
<b>Delos Aircraft Inc.</b>		
Term Loan, 7.00%, Maturing March 17, 2016	1,625	1,633,599
<b>Flying Fortress Inc.</b>		
Term Loan, 5.00%, Maturing February 23, 2017	3,800	3,795,843
<b>International Lease Finance Corp.</b>		
Term Loan, 6.75%, Maturing March 17, 2015	950	956,033
		<b>\$ 8,333,765</b>
<b>Farming/Agriculture 0.3%</b>		
<b>Wm. Bolthouse Farms, Inc.</b>		
Term Loan, 5.51%, Maturing February 11, 2016	1,567	\$ 1,570,804
		<b>\$ 1,570,804</b>
<b>Financial Intermediaries 6.0%</b>		
<b>AmWINS Group, Inc.</b>		
Term Loan, 4.83%, Maturing June 8, 2013	948	\$ 938,638
Term Loan - Second Lien, 6.07%, Maturing June 8, 2014	500	491,250
<b>Asset Acceptance Capital Corp.</b>		
Term Loan, 8.75%, Maturing November 8, 2017	1,450	1,442,750
<b>CB Richard Ellis Services, Inc.</b>		
Term Loan, 3.49%, Maturing March 5, 2018	768	765,332
Term Loan, 3.75%, Maturing September 4, 2019	725	722,814
<b>Citco III Limited</b>		
Term Loan, 5.50%, Maturing June 29, 2018	1,866	1,809,656
<b>Fifth Third Processing Solutions, LLC</b>		
Term Loan, 4.50%, Maturing November 3, 2016	1,387	1,391,291
<b>First Data Corporation</b>		
Term Loan, 2.99%, Maturing September 24, 2014	257	246,401

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Term Loan, 2.99%, Maturing September 24, 2014	1,239	1,187,672
Term Loan, 2.99%, Maturing September 24, 2014	2,988	2,865,289
Term Loan, 4.24%, Maturing March 23, 2018	1,636	1,472,151
<b>Grosvenor Capital Management Holdings, LLP</b>		
Term Loan, 4.31%, Maturing December 5, 2016	1,350	1,299,767
<b>Hamilton Lane Advisors, LLC</b>		
Term Loan, Maturing February 28, 2018 <sup>(3)</sup>	825	827,063

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Borrower/Tranche Description	N(000.000.000) Principal Amount* (000 s omitted)	N(000.000.000) Value
<b>Harbourvest Partners, LLC</b>		
Term Loan, 6.25%, Maturing December 16, 2016	1,216	\$ 1,223,168
<b>iPayment, Inc.</b>		
Term Loan, 5.75%, Maturing May 8, 2017	1,034	1,031,868
<b>LPL Holdings, Inc.</b>		
Term Loan, 4.25%, Maturing June 25, 2015	3,152	3,163,618
Term Loan, 5.25%, Maturing June 28, 2017	2,337	2,360,350
<b>Mercury Payment Systems Canada, LLC</b>		
Term Loan, 6.50%, Maturing July 3, 2017	721	724,531
<b>MIP Delaware, LLC</b>		
Term Loan, 5.50%, Maturing July 12, 2018	1,030	1,032,807
<b>Nuveen Investments, Inc.</b>		
Term Loan, 5.81%, Maturing May 12, 2017	2,616	2,618,907
Term Loan, 5.82%, Maturing May 13, 2017	1,811	1,805,908
Term Loan, 7.25%, Maturing May 13, 2017	1,600	1,624,000
<b>RJO Holdings Corp.</b>		
Term Loan, 6.25%, Maturing December 10, 2015 <sup>(6)</sup>	15	12,487
Term Loan, 7.00%, Maturing December 10, 2015 <sup>(6)</sup>	485	366,670
<b>RPI Finance Trust</b>		
Term Loan, 4.00%, Maturing May 9, 2018	3,930	3,927,794
		<b>\$ 35,352,182</b>
<b>Food Products 5.0%</b>		
<b>American Seafoods Group LLC</b>		
Term Loan, 4.25%, Maturing March 8, 2018	736	\$ 710,192
<b>Dean Foods Company</b>		
Term Loan, 2.08%, Maturing April 2, 2014	3,660	3,607,969
<b>Del Monte Foods Company</b>		
Term Loan, 4.50%, Maturing March 8, 2018	4,902	4,837,290
<b>Dole Food Company Inc.</b>		
Term Loan, 5.04%, Maturing July 6, 2018	1,097	1,104,129
<b>High Liner Foods Incorporated</b>		
Term Loan, 7.00%, Maturing January 3, 2018	725	728,172
<b>JBS USA Holdings Inc.</b>		
Term Loan, 4.25%, Maturing May 25, 2018	1,119	1,121,054
<b>Michael Foods Group, Inc.</b>		
Term Loan, 4.25%, Maturing February 23, 2018	765	764,475
<b>NBTY, Inc.</b>		
Term Loan, 4.25%, Maturing October 2, 2017	3,909	3,916,494
<b>Pierre Foods, Inc.</b>		
Term Loan, 7.00%, Maturing September 30, 2016	2,879	2,891,326
<b>Pinnacle Foods Finance LLC</b>		
Term Loan, 2.84%, Maturing April 2, 2014	7,390	7,364,268
<b>Solvest Ltd.</b>		
Term Loan, 5.03%, Maturing July 6, 2018	2,037	2,050,525
		<b>\$ 29,095,894</b>
<b>Food Service 5.8%</b>		
<b>Aramark Corporation</b>		
Term Loan, 2.17%, Maturing January 27, 2014	194	\$ 192,653
Term Loan, 3.08%, Maturing January 27, 2014	GBP 1,188	1,865,579
Term Loan, 3.55%, Maturing July 26, 2016	348	346,912
Term Loan, 3.83%, Maturing January 27, 2014	2,401	2,388,667
Term Loan, 3.83%, Maturing July 26, 2016	5,298	5,275,035

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**Buffets, Inc.**

Term Loan, 0.00%, Maturing April 21, 2015 <sup>(4)(7)</sup>	1,422	630,478
Term Loan, 0.00%, Maturing April 22, 2015 <sup>(4)(7)</sup>	143	63,215

**Burger King Corporation**

Term Loan, 4.50%, Maturing October 19, 2016	5,939	5,932,664
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Borrower/Tranche Description	N(000.000.000) Principal Amount* (000 s omitted)	N(000.000.000) Value
<b>Denny s Inc.</b>		
Term Loan, 5.25%, Maturing September 30, 2016	673	\$ 674,462
<b>DineEquity, Inc.</b>		
Term Loan, 4.28%, Maturing October 19, 2017	1,590	1,591,264
<b>Dunkin Brands, Inc.</b>		
Term Loan, 4.00%, Maturing November 23, 2017	3,439	3,436,349
<b>OSI Restaurant Partners, LLC</b>		
Term Loan, 2.56%, Maturing June 14, 2014	6,337	6,209,236
Term Loan, 5.15%, Maturing June 14, 2013	588	575,716
<b>Sagittarius Restaurants, LLC</b>		
Term Loan, 7.51%, Maturing May 18, 2015	485	485,763
<b>Selecta</b>		
Term Loan - Second Lien, 5.64%, Maturing December 28, 2015	EUR 741	634,508
<b>U.S. Foodservice, Inc.</b>		
Term Loan, 2.74%, Maturing July 3, 2014	2,982	2,886,178
<b>Wendy s/Arby s Restaurants, LLC</b>		
Term Loan, 5.00%, Maturing May 24, 2017	936	938,871
		<b>\$ 34,127,550</b>
<b>Food/Drug Retailers 4.2%</b>		
<b>Alliance Boots Holdings Limited</b>		
Term Loan, 3.36%, Maturing July 9, 2015	EUR 1,000	\$ 1,269,756
Term Loan, 3.60%, Maturing July 9, 2015	GBP 2,000	2,918,506
<b>General Nutrition Centers, Inc.</b>		
Term Loan, 4.25%, Maturing March 2, 2018	4,238	4,234,322
<b>Pantry, Inc. (The)</b>		
Term Loan, 2.00%, Maturing May 15, 2014	224	220,056
Term Loan, 2.00%, Maturing May 15, 2014	779	764,195
<b>Rite Aid Corporation</b>		
Term Loan, 2.01%, Maturing June 4, 2014	8,358	8,208,581
Term Loan, 4.50%, Maturing March 2, 2018	2,405	2,369,410
<b>Roundy s Supermarkets, Inc.</b>		
Term Loan, 5.75%, Maturing February 8, 2019	1,100	1,103,438
<b>Supervalu Inc.</b>		
Term Loan, 4.50%, Maturing April 28, 2018	3,647	3,653,124
		<b>\$ 24,741,388</b>
<b>Health Care 16.6%</b>		
<b>1-800 Contacts, Inc.</b>		
Term Loan, 7.70%, Maturing March 4, 2015	899	\$ 906,084
<b>Alere, Inc.</b>		
Term Loan, 4.50%, Maturing June 30, 2017	650	647,969
Term Loan, 4.50%, Maturing June 30, 2017	2,643	2,635,114
<b>Alliance Healthcare Services, Inc.</b>		
Term Loan, 7.25%, Maturing June 1, 2016	1,244	1,119,781
<b>Ardent Medical Services, Inc.</b>		
Term Loan, 6.50%, Maturing September 15, 2015	2,001	2,005,815
<b>Aveta Holdings, LLC</b>		
Term Loan, 8.50%, Maturing April 14, 2015	447	447,387
Term Loan, 8.50%, Maturing April 14, 2015	447	447,387
<b>Biomet Inc.</b>		
Term Loan, 3.46%, Maturing March 25, 2015	6,788	6,735,195
<b>CareStream Health, Inc.</b>		
Term Loan, 5.00%, Maturing February 25, 2017	1,712	1,628,896

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**Catalent Pharma Solutions**

Term Loan, 4.24%, Maturing September 15, 2016	2,340	2,322,202
Term Loan, 5.25%, Maturing September 15, 2017	700	705,250

**CDRL MS, Inc.**

Term Loan, 6.75%, Maturing September 30, 2016	878	872,962
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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Community Health Systems, Inc.</b>		
Term Loan, 3.00%, Maturing July 25, 2014	6,752	\$ 6,673,851
Term Loan, 4.08%, Maturing January 25, 2017	3,386	3,352,986
Term Loan, 4.50%, Maturing July 25, 2014	347	342,783
<b>ConMed Corporation</b>		
Term Loan, 1.75%, Maturing April 12, 2013	476	466,807
<b>Convatec Inc.</b>		
Term Loan, 5.75%, Maturing December 22, 2016	992	991,855
<b>CRC Health Corporation</b>		
Term Loan, 5.08%, Maturing November 16, 2015	2,034	1,835,753
<b>Dako (EQT Project Delphi)</b>		
Term Loan - Second Lien, 4.33%, Maturing December 12, 2016	500	407,500
<b>DaVita, Inc.</b>		
Term Loan, 4.50%, Maturing October 20, 2016	3,366	3,384,496
<b>DJO Finance LLC</b>		
Term Loan, 3.24%, Maturing May 20, 2014	1,712	1,691,549
<b>Drumm Investors LLC</b>		
Term Loan, 5.00%, Maturing May 4, 2018	1,994	1,886,442
<b>Emergency Medical Services Corporation</b>		
Term Loan, 5.25%, Maturing May 25, 2018	1,992	1,993,481
<b>Fresenius US Finance I Inc.</b>		
Term Loan, 3.50%, Maturing September 10, 2014	306	307,058
Term Loan, 3.50%, Maturing September 10, 2014	682	683,300
<b>Grifols Inc.</b>		
Term Loan, 4.50%, Maturing February 13, 2018	3,313	3,320,951
<b>Hanger Orthopedic Group, Inc.</b>		
Term Loan, 4.01%, Maturing December 1, 2016	743	736,003
<b>HCA, Inc.</b>		
Term Loan, 3.49%, Maturing May 1, 2018	2,690	2,653,481
Term Loan, 3.83%, Maturing March 31, 2017	6,452	6,376,106
<b>Health Management Associates, Inc.</b>		
Term Loan, 4.50%, Maturing November 16, 2018	1,675	1,668,849
<b>Iasis Healthcare LLC</b>		
Term Loan, 5.00%, Maturing May 3, 2018	1,886	1,876,714
<b>Immucor, Inc.</b>		
Term Loan, 7.25%, Maturing August 17, 2018	773	779,827
<b>inVentiv Health, Inc.</b>		
Term Loan, 6.50%, Maturing August 4, 2016	2,121	2,051,712
Term Loan, 6.75%, Maturing May 15, 2018	1,315	1,277,254
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 5.25%, Maturing June 1, 2018	2,065	1,997,525
<b>Kinetic Concepts, Inc.</b>		
Term Loan, 7.00%, Maturing May 4, 2018	4,575	4,665,274
<b>Lifepoint Hospitals, Inc.</b>		
Term Loan, 3.24%, Maturing April 15, 2015	714	710,385
<b>MedAssets, Inc.</b>		
Term Loan, 5.25%, Maturing November 16, 2016	957	960,710
<b>Medpace, Inc.</b>		
Term Loan, 6.50%, Maturing June 16, 2017	970	936,171
<b>Multiplan, Inc.</b>		
Term Loan, 4.75%, Maturing August 26, 2017	4,740	4,647,457
<b>Pharmaceutical Product Development, Inc.</b>		
Term Loan, 6.25%, Maturing December 5, 2018	2,200	2,226,134
<b>Physiotherapy Associates, Inc.</b>		
Term Loan, 7.50%, Maturing June 27, 2013	716	712,889
<b>Prime Healthcare Services, Inc.</b>		
Term Loan, 7.25%, Maturing April 22, 2015	2,311	2,265,161

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**Radnet Management, Inc.**

Term Loan, 5.75%, Maturing April 6, 2016	1,204	1,184,005
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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Select Medical Corporation</b>		
Term Loan, 5.50%, Maturing May 25, 2018	3,383	\$ 3,312,522
<b>Sunrise Medical Holdings B.V.</b>		
Term Loan, 6.75%, Maturing May 13, 2014	EUR 245	302,066
<b>TriZetto Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 2, 2018	1,667	1,663,500
<b>Universal Health Services, Inc.</b>		
Term Loan, 3.75%, Maturing November 15, 2016	2,348	2,348,078
<b>Vanguard Health Holding Co. II., LLC</b>		
Term Loan, 5.00%, Maturing January 29, 2016	1,769	1,770,670
<b>VWR Funding, Inc.</b>		
Term Loan, 2.74%, Maturing June 30, 2014	2,137	2,118,237
		<b>\$ 97,053,584</b>
<b>Home Furnishings 0.8%</b>		
<b>Hunter Fan Company</b>		
Term Loan, 2.75%, Maturing April 16, 2014	368	\$ 344,388
<b>National Bedding Company LLC</b>		
Term Loan, 4.13%, Maturing November 28, 2013	1,433	1,430,759
Term Loan - Second Lien, 5.25%, Maturing February 28, 2014	2,050	2,019,250
<b>Yankee Candle Company, Inc. (The)</b>		
Term Loan, 2.25%, Maturing February 6, 2014	651	649,210
		<b>\$ 4,443,607</b>
<b>Industrial Equipment 2.7%</b>		
<b>Alliance Laundry Systems LLC</b>		
Term Loan, 6.25%, Maturing September 30, 2016	853	\$ 855,829
<b>Butterfly Wendel US, Inc.</b>		
Term Loan, 3.25%, Maturing June 23, 2014	301	299,411
Term Loan, 4.00%, Maturing June 22, 2015	300	299,315
<b>Colfax Corporation</b>		
Term Loan, 4.50%, Maturing January 11, 2019	1,475	1,478,550
<b>Excelitas Technologies Corp.</b>		
Term Loan, 4.75%, Maturing November 23, 2016	988	967,750
<b>Generac Power Systems</b>		
Term Loan, 3.75%, Maturing February 6, 2019	525	525,984
<b>Husky Injection Molding Systems Ltd</b>		
Term Loan, 6.50%, Maturing June 30, 2018	1,494	1,511,796
<b>Kion Group GMBH</b>		
Term Loan, 3.49%, Maturing December 23, 2014 <sup>(4)</sup>	1,032	905,161
Term Loan, 3.99%, Maturing December 23, 2015 <sup>(4)</sup>	1,032	905,161
<b>Manitowoc Company, Inc. (The)</b>		
Term Loan, 4.25%, Maturing November 13, 2017	643	643,657
<b>Polypore, Inc.</b>		
Term Loan, 2.25%, Maturing July 3, 2014	4,578	4,589,484
<b>Schaeffler AG</b>		
Term Loan, Maturing January 27, 2017 <sup>(3)</sup>	1,275	1,281,534
<b>Terex Corporation</b>		
Term Loan, 5.50%, Maturing April 28, 2017	798	806,479
<b>Unifrax Corporation</b>		
Term Loan, 7.00%, Maturing November 28, 2018	425	429,423
		<b>\$ 15,499,534</b>

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<b>Insurance</b>	<b>4.3%</b>		
<b>Alliant Holdings I, Inc.</b>			
Term Loan, 3.58%, Maturing August 21, 2014		3,657	\$ 3,622,173
<b>Applied Systems, Inc</b>			
Term Loan, 5.50%, Maturing December 8, 2016		1,559	1,555,352

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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Asurion LLC</b>		
Term Loan, 5.50%, Maturing May 24, 2018	7,589	\$ 7,579,212
Term Loan - Second Lien, 9.00%, Maturing May 24, 2019	1,250	1,276,563
<b>C.G. JCF Corp.</b>		
Term Loan, 3.27%, Maturing August 1, 2014	567	565,643
<b>CCC Information Services, Inc.</b>		
Term Loan, 5.50%, Maturing November 11, 2015	1,609	1,613,710
<b>CNO Financial Group, Inc.</b>		
Term Loan, 6.25%, Maturing September 30, 2016	1,106	1,115,584
<b>Hub International Limited</b>		
Term Loan, 3.08%, Maturing June 13, 2014	425	418,691
Term Loan, 3.08%, Maturing June 13, 2014	1,891	1,867,819
Term Loan, 6.75%, Maturing June 13, 2014	611	612,847
<b>Towergate Finance, PLC</b>		
Term Loan, 6.50%, Maturing August 4, 2017	GBP 1,000	1,491,469
<b>USI Holdings Corporation</b>		
Term Loan, 2.75%, Maturing May 5, 2014	3,305	3,250,566
		<b>\$ 24,969,629</b>
<b>Leisure Goods/Activities/Movies 7.4%</b>		
<b>Alpha D2 Limited</b>		
Term Loan, 2.37%, Maturing December 31, 2013	864	\$ 831,391
Term Loan, 2.37%, Maturing December 31, 2013	1,463	1,412,715
Term Loan - Second Lien, 3.74%, Maturing June 30, 2014	2,000	1,911,786
<b>AMC Entertainment, Inc.</b>		
Term Loan, 3.49%, Maturing December 16, 2016	5,375	5,294,045
Term Loan, 4.25%, Maturing February 22, 2018	1,100	1,086,250
<b>AMC Networks Inc.</b>		
Term Loan, 4.00%, Maturing December 31, 2018	1,493	1,488,769
<b>Bombardier Recreational Products, Inc.</b>		
Term Loan, 2.76%, Maturing June 28, 2013	3,015	3,009,835
<b>Bright Horizons Family Solutions, Inc.</b>		
Term Loan, 4.25%, Maturing May 28, 2015	1,034	1,033,608
<b>Carmike Cinemas, Inc.</b>		
Term Loan, 5.50%, Maturing January 27, 2016	875	880,631
<b>Cedar Fair, L.P.</b>		
Term Loan, 4.00%, Maturing December 15, 2017	2,219	2,221,917
<b>Cinemark USA, Inc.</b>		
Term Loan, 3.63%, Maturing April 29, 2016	3,864	3,869,750
<b>Clubcorp Club Operations, Inc.</b>		
Term Loan, 6.00%, Maturing November 30, 2016	2,713	2,726,276
<b>Dave &amp; Buster's, Inc.</b>		
Term Loan, 5.50%, Maturing June 1, 2016	983	981,874
<b>Fender Musical Instruments Corp.</b>		
Term Loan, 2.50%, Maturing June 9, 2014	276	267,231
Term Loan, 2.50%, Maturing June 9, 2014	547	528,911
<b>Live Nation Entertainment, Inc.</b>		
Term Loan, 4.50%, Maturing November 7, 2016	2,579	2,584,435
<b>Regal Cinemas, Inc.</b>		
Term Loan, 3.58%, Maturing August 23, 2017	4,010	4,000,034
<b>Revolution Studios Distribution Company, LLC</b>		
Term Loan, 4.00%, Maturing December 21, 2014	1,010	719,544
Term Loan - Second Lien, 7.25%, Maturing June 21, 2015 <sup>(6)</sup>	900	278,460
<b>Sea World Parks &amp; Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing August 17, 2017	1,880	1,882,455

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**Six Flags Theme Parks, Inc.**

Term Loan, 4.25%, Maturing December 20, 2018

2,400

2,395,390

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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Town Sports International Inc.</b>		
Term Loan, 7.00%, Maturing May 11, 2018	2,106	\$ 2,126,741
<b>Zuffa LLC</b>		
Term Loan, 2.25%, Maturing June 19, 2015	1,927	1,874,017
		<b>\$ 43,406,065</b>
<b>Lodging and Casinos 3.3%</b>		
<b>Ameristar Casinos, Inc.</b>		
Term Loan, 4.00%, Maturing April 13, 2018	1,166	\$ 1,171,563
<b>Caesars Entertainment Operating Company</b>		
Term Loan, 3.24%, Maturing January 28, 2015	408	382,627
Term Loan, 3.24%, Maturing January 28, 2015	750	705,134
Term Loan, 3.25%, Maturing January 28, 2015	3,489	3,281,059
Term Loan, 9.50%, Maturing October 31, 2016	2,940	3,042,165
<b>Gala Group LTD</b>		
Term Loan, 5.75%, Maturing May 30, 2018	GBP 2,850	4,031,541
<b>Isle of Capri Casinos, Inc.</b>		
Term Loan, 4.75%, Maturing November 1, 2013	1,039	1,042,740
<b>Las Vegas Sands LLC</b>		
Term Loan, 1.75%, Maturing May 23, 2014	175	172,481
Term Loan, 1.75%, Maturing May 23, 2014	812	800,084
Term Loan, 2.75%, Maturing November 23, 2016	391	380,151
Term Loan, 2.75%, Maturing November 23, 2016	1,335	1,298,457
<b>LodgeNet Entertainment Corporation</b>		
Term Loan, 6.50%, Maturing April 4, 2014	1,810	1,736,413
<b>Penn National Gaming, Inc.</b>		
Term Loan, 3.75%, Maturing July 16, 2018	1,269	1,274,515
<b>Tropicana Entertainment Inc.</b>		
Term Loan, 15.00%, Maturing March 8, 2013	152	168,966
		<b>\$ 19,487,896</b>
<b>Nonferrous Metals/Minerals 1.7%</b>		
<b>Fairmount Minerals LTD</b>		
Term Loan, 5.25%, Maturing March 15, 2017	3,662	\$ 3,681,105
<b>Noranda Aluminum Acquisition Corporation</b>		
Term Loan, Maturing February 24, 2019 <sup>(3)</sup>	1,150	1,154,312
<b>Novelis, Inc.</b>		
Term Loan, 4.00%, Maturing March 10, 2017	748	746,878
Term Loan, 4.00%, Maturing March 10, 2017	2,302	2,297,913
<b>Oxbow Carbon and Mineral Holdings LLC</b>		
Term Loan, 3.91%, Maturing May 8, 2016	2,201	2,190,435
		<b>\$ 10,070,643</b>
<b>Oil and Gas 3.2%</b>		
<b>Buffalo Gulf Coast Terminals LLC</b>		
Term Loan, 7.50%, Maturing October 31, 2017	623	\$ 624,996
<b>CCS Corporation</b>		
Term Loan, 6.50%, Maturing October 17, 2014	600	602,500
<b>Citgo Petroleum Corporation</b>		
Term Loan, 8.00%, Maturing June 24, 2015	230	233,269
Term Loan, 9.00%, Maturing June 23, 2017	2,832	2,915,061
<b>Crestwood Holdings LLC</b>		

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Term Loan, 9.50%, Maturing September 30, 2016	150	153,000
Term Loan, 10.50%, Maturing September 30, 2016	945	963,580
<b>Frac Tech International LLC</b>		
Term Loan, 6.25%, Maturing May 6, 2016	3,805	3,789,906
<b>Gibson Energy</b>		
Term Loan, 5.75%, Maturing June 15, 2018	2,313	2,328,558
<b>MEG Energy Corp.</b>		
Term Loan, 4.00%, Maturing March 16, 2018	1,372	1,372,313

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Borrower/Tranche Description	N(000.000.000 Principal Amount* (000 s omitted)	N(000.000.000 Value
<b>Obsidian Natural Gas Trust</b>		
Term Loan, 7.00%, Maturing November 2, 2015	3,720	\$ 3,747,397
<b>Sheridan Production Partners I, LLC</b>		
Term Loan, 6.50%, Maturing April 20, 2017	120	120,270
Term Loan, 6.50%, Maturing April 20, 2017	196	196,904
Term Loan, 6.50%, Maturing April 20, 2017	1,478	1,481,357
		<b>\$ 18,529,111</b>
<b>Publishing 4.9%</b>		
<b>Ascend Learning</b>		
Term Loan, 7.10%, Maturing December 6, 2016	1,238	\$ 1,222,036
<b>Aster Zweite Beteiligungs GmbH</b>		
Term Loan, 4.80%, Maturing December 31, 2014	1,070	958,825
Term Loan, 4.80%, Maturing December 30, 2016	877	786,040
Term Loan, 4.80%, Maturing December 30, 2016	1,850	1,657,600
<b>Cengage Learning Acquisitions, Inc.</b>		
Term Loan, 2.49%, Maturing July 3, 2014	990	920,319
<b>GateHouse Media Operating, Inc.</b>		
Term Loan, 2.25%, Maturing August 28, 2014	643	193,156
Term Loan, 2.25%, Maturing August 28, 2014	1,507	453,173
Term Loan, 2.50%, Maturing August 28, 2014	741	222,872
<b>Getty Images, Inc.</b>		
Term Loan, 5.25%, Maturing November 7, 2016	2,452	2,470,110
<b>Instant Web, Inc.</b>		
Term Loan, 3.62%, Maturing August 7, 2014	187	172,839
Term Loan, 3.62%, Maturing August 7, 2014	1,792	1,658,044
<b>Interactive Data Corp</b>		
Term Loan, 4.50%, Maturing February 12, 2018	3,072	3,071,673
<b>Lamar Media Corporation</b>		
Term Loan, 4.00%, Maturing December 30, 2016	553	553,349
<b>Laureate Education, Inc.</b>		
Term Loan, 5.25%, Maturing August 15, 2018	6,975	6,686,930
<b>Medianews Group</b>		
Term Loan, 8.50%, Maturing March 19, 2014	299	291,227
<b>Merrill Communications, LLC</b>		
Term Loan, 7.50%, Maturing December 24, 2012	2,613	2,432,390
<b>Nelson Education Ltd.</b>		
Term Loan, 3.08%, Maturing July 3, 2014	462	392,875
<b>Nielsen Finance LLC</b>		
Term Loan, 2.26%, Maturing August 9, 2013	915	913,286
Term Loan, 4.01%, Maturing May 2, 2016	1,958	1,967,252
<b>SGS International, Inc.</b>		
Term Loan, 3.75%, Maturing September 30, 2013	499	493,761
<b>Source Interlink Companies, Inc.</b>		
Term Loan, 10.75%, Maturing June 18, 2013	893	862,921
Term Loan, 15.00%, Maturing March 18, 2014 <sup>(4)</sup>	677	473,859
		<b>\$ 28,854,537</b>
<b>Radio and Television 4.4%</b>		
<b>Clear Channel Communication</b>		
Term Loan, 3.89%, Maturing January 29, 2016	2,000	\$ 1,650,017
<b>Cumulus Media, Inc.</b>		
Term Loan, 5.75%, Maturing September 17, 2018	7,200	7,243,164
<b>Entercom Radio, LLC</b>		

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Term Loan, 6.27%, Maturing November 23, 2018	615	619,228
<b>Foxco Acquisition Sub, LLC.</b>		
Term Loan, 4.75%, Maturing July 14, 2015	1,493	1,490,973
<b>Gray Television, Inc.</b>		
Term Loan, 3.77%, Maturing December 31, 2014	706	700,084



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Borrower/Tranche Description	N(000.000.000) Principal Amount* (000 s omitted)	N(000.000.000) Value
<b>Hubbard Radio, LLC</b>		
Term Loan, 5.25%, Maturing April 28, 2017	995	\$ 998,731
<b>LIN Television Corp.</b>		
Term Loan, 5.00%, Maturing December 21, 2018	675	680,062
<b>Mission Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	586	587,293
<b>Nexstar Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	916	918,611
<b>Raycom TV Broadcasting, Inc.</b>		
Term Loan, 4.50%, Maturing May 31, 2017	995	980,075
<b>Sinclair Television Group Inc.</b>		
Term Loan, 4.00%, Maturing October 28, 2016	399	397,990
Term Loan, Maturing December 15, 2016 <sup>(3)</sup>	426	427,408
<b>Univision Communications Inc.</b>		
Term Loan, 2.24%, Maturing September 29, 2014	1,486	1,466,742
Term Loan, 4.49%, Maturing March 31, 2017	5,423	5,057,818
<b>Weather Channel</b>		
Term Loan, 4.25%, Maturing February 13, 2017	2,258	2,264,994
		<b>\$ 25,483,190</b>
<b>Rail Industries 0.2%</b>		
<b>RailAmerica, Inc.</b>		
Term Loan, Maturing February 27, 2019 <sup>(3)</sup>	875	\$ 875,547
		<b>\$ 875,547</b>
<b>Retailers (Except Food and Drug) 4.7%</b>		
<b>99 Cents Only Stores</b>		
Term Loan, 7.00%, Maturing January 11, 2019	575	\$ 580,955
<b>AMSCAN Holdings, Inc.</b>		
Term Loan, 6.75%, Maturing December 4, 2017	3,224	3,229,157
<b>FTD, Inc.</b>		
Term Loan, 4.75%, Maturing June 11, 2018	1,443	1,417,502
<b>Harbor Freight Tools USA, Inc.</b>		
Term Loan, 6.50%, Maturing December 22, 2017	2,043	2,064,425
<b>J Crew Group, Inc.</b>		
Term Loan, 4.75%, Maturing March 7, 2018	1,811	1,780,596
<b>Jo-Ann Stores, Inc.</b>		
Term Loan, 4.75%, Maturing March 16, 2018	1,990	1,971,900
<b>Michaels Stores, Inc.</b>		
Term Loan, 5.13%, Maturing July 31, 2016	1,852	1,845,460
<b>Neiman Marcus Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 16, 2018	3,450	3,427,889
<b>Petco Animal Supplies, Inc.</b>		
Term Loan, 4.50%, Maturing November 24, 2017	2,362	2,357,279
<b>Pilot Travel Centers LLC</b>		
Term Loan, 4.25%, Maturing March 30, 2018	1,991	1,999,396
<b>Savers, Inc.</b>		
Term Loan, 4.25%, Maturing March 3, 2017	1,278	1,281,967
<b>ServiceMaster Company</b>		
Term Loan, 2.75%, Maturing July 24, 2014	269	266,338
Term Loan, 2.83%, Maturing July 24, 2014	2,702	2,674,474
<b>Visant Holding Corp.</b>		
Term Loan, 5.25%, Maturing December 22, 2016	1,507	1,451,437
<b>Vivarte SA</b>		

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Term Loan, 3.16%, Maturing March 9, 2015	EUR	29	29,775
Term Loan, 3.16%, Maturing March 9, 2015	EUR	62	65,101
Term Loan, 3.16%, Maturing March 9, 2015	EUR	347	361,843
Term Loan, 3.79%, Maturing March 8, 2016	EUR	440	459,243
Term Loan, 3.79%, Maturing May 29, 2016	EUR	18	19,177
Term Loan, 3.79%, Maturing May 29, 2016	EUR	71	74,185
			<b>\$ 27,358,099</b>

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	N(000,000,000) Principal	N(000,000,000)
	Amount*	
Borrower/Tranche Description	(000 s omitted)	Value
<b>Steel 0.2%</b>		
<b>JMC Steel Group, Inc.</b>		
Term Loan, 4.75%, Maturing April 3, 2017	769	\$ 770,149
<b>SunCoke Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 26, 2018	572	573,556
		<b>\$ 1,343,705</b>
<b>Surface Transport 1.1%</b>		
<b>Hertz Corporation (The)</b>		
Term Loan, 3.75%, Maturing March 9, 2018	3,945	\$ 3,941,077
<b>Swift Transportation Co. Inc.</b>		
Term Loan, 6.00%, Maturing December 21, 2016	2,227	2,232,955
		<b>\$ 6,174,032</b>
<b>Telecommunications 5.0%</b>		
<b>Alaska Communications Systems Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing October 21, 2016	2,054	\$ 1,900,181
<b>Cellular South, Inc.</b>		
Term Loan, 4.50%, Maturing July 27, 2017	945	949,976
<b>Crown Castle International Corporation</b>		
Term Loan, 4.00%, Maturing January 25, 2019	2,100	2,093,251
<b>Intelsat Jackson Holdings S.A.</b>		
Term Loan, 5.25%, Maturing April 2, 2018	11,687	11,728,082
<b>Macquarie UK Broadcast Limited</b>		
Term Loan, 2.99%, Maturing December 1, 2014	GBP 828	1,186,782
<b>MetroPCS Wireless, Inc.</b>		
Term Loan, 4.11%, Maturing November 4, 2016	984	978,058
Term Loan, 4.01%, Maturing March 16, 2018	4,516	4,499,851
<b>NTELOS Inc.</b>		
Term Loan, 4.00%, Maturing August 7, 2015	1,214	1,210,985
<b>SBA Finance</b>		
Term Loan, 3.75%, Maturing June 29, 2018	1,045	1,046,926
<b>Syniverse Technologies, Inc.</b>		
Term Loan, 5.25%, Maturing December 21, 2017	992	997,940
<b>Telesat Canada</b>		
Term Loan, 3.25%, Maturing October 31, 2014	155	154,995
Term Loan, 3.25%, Maturing October 31, 2014	1,804	1,804,357
<b>TowerCo Finance LLC</b>		
Term Loan, 5.25%, Maturing February 2, 2017	744	747,167
		<b>\$ 29,298,551</b>
<b>Utilities 3.3%</b>		
<b>AES Corporation</b>		
Term Loan, 4.25%, Maturing June 1, 2018	2,903	\$ 2,909,415
<b>BRSP, LLC</b>		
Term Loan, 7.50%, Maturing June 4, 2014	757	766,543
<b>Calpine Corporation</b>		
Term Loan, 4.50%, Maturing April 2, 2018	1,070	1,062,494
Term Loan, 4.50%, Maturing April 2, 2018	3,151	3,132,596
<b>Dynegy Midwest Generation LLC</b>		

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Term Loan, 9.25%, Maturing August 4, 2016	574	570,797
<b>Dynegy Power, LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	1,047	1,080,629
<b>Equipower Resources Holdings LLC</b>		
Term Loan, 5.75%, Maturing January 26, 2018	602	569,159
<b>Invenergy LLC</b>		
Term Loan, 9.00%, Maturing November 22, 2017	850	837,250
<b>NRG Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 2, 2018	4,950	4,943,249

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	N(000.000.000) Principal		N(000.000.000)
		Amount*	
Borrower/Tranche Description	(000 s omitted)		Value
<b>Texas Competitive Electric Holdings Company, LLC</b>			
Term Loan, 4.76%, Maturing October 10, 2017	6,000	\$	3,362,699
			<b>\$ 19,234,831</b>
<b>Total Senior Floating-Rate Interests (identified cost \$850,326,245)</b>			<b>\$ 844,908,591</b>
<b>Corporate Bonds &amp; Notes 8.0%</b>			
		Principal	
		Amount*	
	(000 s omitted)		Value
<b>Security</b>			
<b>Automotive 0.0%</b>			
<b>American Axle &amp; Manufacturing Holdings, Inc., Sr. Notes</b>			
9.25%, 1/15/17 <sup>(8)</sup>	135	\$	151,875
			<b>\$ 151,875</b>
<b>Building and Development 0.3%</b>			
<b>AMO Escrow Corp., Sr. Notes</b>			
11.50%, 12/15/17 <sup>(8)</sup>	2,038	\$	1,864,770
			<b>\$ 1,864,770</b>
<b>Business Equipment and Services 0.4%</b>			
<b>Brocade Communications Systems, Inc., Sr. Notes</b>			
6.625%, 1/15/18	40	\$	42,300
6.875%, 1/15/20	40		44,900
<b>Education Management, LLC, Sr. Notes</b>			
8.75%, 6/1/14	445		449,450
<b>RSC Equipment Rental, Inc., Sr. Notes</b>			
10.00%, 7/15/17 <sup>(8)</sup>	750		873,750
<b>SunGard Data Systems, Inc., Sr. Notes</b>			
10.625%, 5/15/15	625		664,062
			<b>\$ 2,074,462</b>
<b>Chemicals and Plastics 0.8%</b>			
<b>INEOS Finance, PLC, Sr. Notes</b>			
7.25%, 2/15/19 <sup>(8)(9)</sup>	EUR 1,000	\$	1,332,299
8.375%, 2/15/19 <sup>(8)</sup>	1,950		2,076,750
<b>Styrolution Group GmbH, Sr. Notes</b>			
7.625%, 5/15/16 <sup>(8)</sup>	EUR 1,225		1,407,658
			<b>\$ 4,816,707</b>
<b>Conglomerates 0.0%</b>			
<b>RBS Global &amp; Rexnord Corp.</b>			

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11.75%, 8/1/16	175	\$	186,813
		\$	<b>186,813</b>
<b>Containers and Glass Products 0.2%</b>			
<b>Berry Plastics Corp., Sr. Notes</b>			
5.322%, 2/15/15 <sup>(9)</sup>	1,000	\$	1,008,750
		\$	<b>1,008,750</b>
<b>Cosmetics/Toiletries 0.3%</b>			
<b>Revlon Consumer Products Corp.</b>			
9.75%, 11/15/15 <sup>(8)</sup>	1,420	\$	1,542,475
		\$	<b>1,542,475</b>

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	N(000,000,000) Principal	N(000,000,000) Value
<b>Security</b>	<b>Amount*</b> (000 s omitted)	
<b>Equipment Leasing 0.3%</b>		
<b>International Lease Finance Corp., Sr. Notes</b>		
5.65%, 6/1/14	1,000	\$ 1,027,500
6.75%, 9/1/16 <sup>(8)</sup>	400	439,000
7.125%, 9/1/18 <sup>(8)</sup>	400	450,000
		<b>\$ 1,916,500</b>
<b>Financial Intermediaries 0.9%</b>		
<b>First Data Corp., Sr. Notes</b>		
7.375%, 6/15/19 <sup>(8)</sup>	1,000	\$ 1,016,250
<b>Ford Motor Credit Co., LLC, Sr. Notes</b>		
12.00%, 5/15/15	2,250	2,846,277
8.00%, 12/15/16	260	309,670
<b>UPCB Finance II, Ltd., Sr. Notes</b>		
6.375%, 7/1/20 <sup>(8)</sup>	EUR 1,000	1,332,299
		<b>\$ 5,504,496</b>
<b>Forest Products 0.0%</b>		
<b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b>		
11.375%, 8/1/16	150	\$ 67,500
		<b>\$ 67,500</b>
<b>Health Care 0.1%</b>		
<b>Accellent, Inc., Sr. Notes</b>		
8.375%, 2/1/17	180	\$ 183,375
<b>Biomet, Inc.</b>		
10.375%, 10/15/17 <sup>(4)</sup>	125	136,719
		<b>\$ 320,094</b>
<b>Industrial Equipment 0.2%</b>		
<b>Terex Corp., Sr. Notes</b>		
10.875%, 6/1/16	1,000	\$ 1,141,250
		<b>\$ 1,141,250</b>
<b>Insurance 0.0%</b>		
<b>Alliant Holdings I, Inc.</b>		
11.00%, 5/1/15 <sup>(8)</sup>	50	\$ 52,813
<b>HUB International Holdings, Inc., Sr. Notes</b>		
9.00%, 12/15/14 <sup>(8)</sup>	140	143,850
<b>USI Holdings Corp.</b>		
4.378%, 11/15/14 <sup>(8)(9)</sup>	75	69,937
		<b>\$ 266,600</b>
<b>Leisure Goods/Activities/Movies 0.1%</b>		
<b>AMC Entertainment, Inc., Sr. Notes</b>		
8.75%, 6/1/19	85	\$ 89,038
<b>Royal Caribbean Cruises, Sr. Notes</b>		

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7.00%, 6/15/13	105	111,037
6.875%, 12/1/13	40	42,650
7.25%, 6/15/16	25	27,563
7.25%, 3/15/18	50	54,250

\$ 324,538

**Lodging and Casinos 1.0%**

**Buffalo Thunder Development Authority**

9.375%, 12/15/14 <sup>(7)(8)</sup>	535	\$ 187,250
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**Caesars Operating Escrow, LLC, Sr. Notes**

8.50%, 2/15/20 <sup>(8)</sup>	2,375	2,428,437
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**CCM Merger, Inc.**

8.00%, 8/1/13 <sup>(8)</sup>	65	64,675
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**Harrah s Operating Co., Inc., Sr. Notes**

11.25%, 6/1/17	1,000	1,100,000
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**Inn of the Mountain Gods Resort & Casino, Sr. Notes**

8.75%, 11/30/20 <sup>(8)</sup>	120	117,900
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	N(000.000.000 Principal	N(000.000.000 Value
Security	Amount* (000 s omitted)	Value
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>		
8.00%, 4/1/12	165	\$ 141,075
7.125%, 8/15/14	240	170,400
6.875%, 2/15/15	260	184,600
<b>Peninsula Gaming, LLC</b>		
10.75%, 8/15/17 <sup>(8)</sup>	1,000	1,103,750
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>		
9.00%, 11/15/15 <sup>(8)</sup>	345	335,513
<b>Waterford Gaming, LLC, Sr. Notes</b>		
8.625%, 9/15/14 <sup>(6)(8)</sup>	218	125,759
		<b>\$ 5,959,359</b>
<b>Nonferrous Metals/Minerals 0.2%</b>		
<b>Cloud Peak Energy Resources, LLC/Cloud Peak Energy Finance Corp.</b>		
8.25%, 12/15/17	1,000	\$ 1,072,500
8.50%, 12/15/19	335	365,987
		<b>\$ 1,438,487</b>
<b>Oil and Gas 0.1%</b>		
<b>Petroleum Development Corp., Sr. Notes</b>		
12.00%, 2/15/18	135	\$ 147,825
<b>Quicksilver Resources, Inc., Sr. Notes</b>		
11.75%, 1/1/16	135	144,450
<b>SESI, LLC, Sr. Notes</b>		
6.875%, 6/1/14	65	65,650
		<b>\$ 357,925</b>
<b>Publishing 0.5%</b>		
<b>Laureate Education, Inc.</b>		
11.00%, 8/15/15 <sup>(8)</sup>	1,100	\$ 1,133,000
11.25%, 8/15/15 <sup>(8)</sup>	1,349	1,403,328
12.75%, 8/15/17 <sup>(8)</sup>	105	112,088
		<b>\$ 2,648,416</b>
<b>Radio and Television 0.3%</b>		
<b>Entravision Communications Corp., Sr. Notes</b>		
8.75%, 8/1/17 <sup>(8)</sup>	1,000	\$ 1,062,500
<b>XM Satellite Radio Holdings, Inc.</b>		
13.00%, 8/1/14 <sup>(8)</sup>	480	549,000
		<b>\$ 1,611,500</b>
<b>Rail Industries 0.1%</b>		
<b>American Railcar Industry, Sr. Notes</b>		
7.50%, 3/1/14	195	\$ 197,925
<b>Kansas City Southern Mexico, Sr. Notes</b>		
8.00%, 2/1/18	500	558,750
		<b>\$ 756,675</b>

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<b>Retailers (Except Food and Drug) 0.1%</b>			
<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>			
8.75%, 5/1/14	455	\$	459,550
<b>Toys R Us</b>			
10.75%, 7/15/17	235		261,731
<b>Toys R Us, Sr. Notes</b>			
7.875%, 4/15/13	70		72,625
		\$	<b>793,906</b>
<b>Steel 0.0%</b>			
<b>RathGibson, Inc., Sr. Notes</b>			
11.25%, 2/15/14 <sup>(6)(7)</sup>	495	\$	0
		\$	<b>0</b>
<b>Telecommunications 0.4%</b>			
<b>Avaya, Inc., Sr. Notes</b>			
9.75%, 11/1/15	840	\$	844,200
<b>Hughes Satellite Systems Corp., Sr. Notes</b>			
6.50%, 6/15/19 <sup>(8)</sup>	1,000		1,065,000

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	N(000,000,000 Principal	N(000,000,000 Value
<b>Security</b>	<b>Amount*</b> (000 s omitted)	
<b>Intelsat Bermuda, Ltd.</b>		
11.25%, 6/15/16	205	\$ 217,300
<b>Telesat Canada/Telesat, LLC, Sr. Notes</b>		
11.00%, 11/1/15	405	433,856
		<b>\$ 2,560,356</b>
<b>Utilities 1.7%</b>		
<b>Calpine Corp., Sr. Notes</b>		
7.50%, 2/15/21 <sup>(8)</sup>	5,100	\$ 5,559,000
7.875%, 1/15/23 <sup>(8)</sup>	3,825	4,188,375
<b>Reliant Energy, Inc., Sr. Notes</b>		
7.625%, 6/15/14	20	20,500
		<b>\$ 9,767,875</b>
<b>Total Corporate Bonds &amp; Notes (identified cost \$45,957,370)</b>		<b>\$ 47,081,329</b>

**Asset-Backed Securities 0.7%**

	Principal Amount (000 s omitted)	Value
<b>Security</b>		
Alzette European CLO SA, Series 2004-1A, Class E2, 7.046%, 12/15/20 <sup>(9)</sup>	\$ 400	\$ 330,641
Avalon Capital Ltd. 3, Series 1A, Class D, 2.442%, 2/24/19 <sup>(8)(9)</sup>	589	464,160
Babson Ltd., Series 2005-1A, Class C1, 2.517%, 4/15/19 <sup>(8)(9)</sup>	753	555,390
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 6.038%, 3/8/17 <sup>(9)</sup>	985	807,919
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.317%, 7/17/19 <sup>(9)</sup>	750	577,772
Comstock Funding Ltd., Series 2006-1A, Class D, 4.739%, 5/30/20 <sup>(8)(9)</sup>	692	514,638
First CLO Ltd., Series 2004-1A1, Class C, 2.857%, 7/27/16 <sup>(8)(9)</sup>	1,000	942,149
<b>Total Asset-Backed Securities (identified cost \$4,594,570)</b>		<b>\$ 4,192,669</b>

**Common Stocks 1.6%**

	Shares	Value
<b>Security</b>		
<b>Automotive 0.1%</b>		
Dayco Products, LLC <sup>(10)(11)</sup>	20,780	\$ 732,495
		<b>\$ 732,495</b>
<b>Building and Development 0.1%</b>		
Panolam Industries International, Inc. <sup>(6)(11)(12)</sup>	280	\$ 239,131
United Subcontractors, Inc. <sup>(6)(10)(11)</sup>	569	33,312
		<b>\$ 272,443</b>

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**Diversified Manufacturing 0.0%**

MEGA Brands, Inc. <sup>(11)</sup>	17,863	\$	141,928
		\$	<b>141,928</b>

**Financial Intermediaries 0.0%**

RTS Investor Corp. <sup>(6)(10)(11)</sup>	168	\$	44,345
		\$	<b>44,345</b>

**Food Service 0.0%**

Buffets, Inc. <sup>(6)(10)(11)</sup>	25,547	\$	0
		\$	<b>0</b>

**Leisure Goods/Activities/Movies 0.3%**

Metro-Goldwyn-Mayer Holdings, Inc. <sup>(10)(11)</sup>	66,174	\$	1,585,416
		\$	<b>1,585,416</b>

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	N(000,000,000) Shares	N(000,000,000) Value
<b>Security</b>		
<b>Lodging and Casinos 0.1%</b>		
Greektown Superholdings, Inc. <sup>(11)</sup>	83	\$ 4,939
Tropicana Entertainment, Inc. <sup>(10)(11)</sup>	37,016	562,950
		<b>\$ 567,889</b>
<b>Nonferrous Metals/Minerals 0.1%</b>		
Euramax International, Inc. <sup>(6)(10)(11)</sup>	701	\$ 210,360
		<b>\$ 210,360</b>
<b>Oil and Gas 0.0%</b>		
SemGroup Corp. <sup>(11)</sup>	1,565	\$ 44,399
		<b>\$ 44,399</b>
<b>Publishing 0.7%</b>		
Ion Media Networks, Inc. <sup>(6)(10)(11)</sup>	4,429	\$ 3,543,200
MediaNews Group, Inc. <sup>(6)(10)(11)</sup>	29,104	575,969
Source Interlink Companies, Inc. <sup>(6)(10)(11)</sup>	2,290	9,389
SuperMedia, Inc. <sup>(10)(11)</sup>	10,855	30,937
		<b>\$ 4,159,495</b>
<b>Radio and Television 0.1%</b>		
New Young Broadcasting Holding Co., Inc. <sup>(10)(11)</sup>	251	\$ 727,900
		<b>\$ 727,900</b>
<b>Steel 0.1%</b>		
RathGibson Acquisition Co., LLC <sup>(6)(11)(12)</sup>	22,100	\$ 682,890
		<b>\$ 682,890</b>
<b>Total Common Stocks (identified cost \$5,627,805)</b>		
		<b>\$ 9,169,560</b>
<b>Warrants 0.0%</b>		
<b>Security</b>		
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Expires 11/30/14 <sup>(11)</sup>	1,647	\$ 11,702
		<b>\$ 11,702</b>
<b>Publishing 0.0%</b>		
Reader s Digest Association, Inc. (The), Expires 2/19/14 <sup>(10)(11)</sup>	1,609	\$ 0
		<b>\$ 0</b>
<b>Radio and Television 0.0%</b>		
New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(10)(11)</sup>	3	\$ 8,700

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	\$	<b>8,700</b>
<b>Retailers (Except Food and Drug) 0.0%</b>		
Oriental Trading Co., Inc., Expires 2/11/16 <sup>(6)(10)(11)</sup>	7,328	\$ 0
Oriental Trading Co., Inc., Expires 2/11/16 <sup>(6)(10)(11)</sup>	6,680	0
	\$	<b>0</b>
<b>Total Warrants</b>		
<b>(identified cost \$5,172)</b>	<b>\$</b>	<b>20,402</b>

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	N(000.000.000)	N(000.000.000)
<b>Short-Term Investments</b> 3.1%		
	<b>Interest/ Principal Amount</b>	<b>Value</b>
<b>Description</b>	<b>(000 s omitted)</b>	
Eaton Vance Cash Reserves Fund, LLC, 0.07% <sup>(13)</sup>	\$        8,001	\$    8,001,043
State Street Bank and Trust Euro Time Deposit, 0.01%, 3/1/12	10,276	10,276,495
<b>Total Short-Term Investments</b> <b>(identified cost \$18,277,538)</b>		<b>\$    18,277,538</b>
<b>Total Investments</b> 158.0% <b>(identified cost \$924,788,700)</b>		<b>\$    923,650,089</b>
<b>Less Unfunded Loan Commitments</b> (0.1)%		<b>\$        (621,607)</b>
<b>Net Investments</b> 157.9% <b>(identified cost \$924,167,093)</b>		<b>\$    923,028,482</b>
<b>Other Assets, Less Liabilities</b> (44.2)%		<b>\$    (258,576,121)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends</b> (13.7)%		<b>\$        (80,012,280)</b>
<b>Net Assets Applicable to Common Shares</b> 100.0%		<b>\$    584,440,081</b>

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

EUR - Euro

GBP - British Pound Sterling

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

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

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- (2) Unfunded or partially unfunded loan commitments. The Trust may enter into certain credit agreements all or a portion of which may be unfunded. The Trust is obligated to fund these commitments at the borrower's discretion.
- (3) This Senior Loan will settle after February 29, 2012, at which time the interest rate will be determined.
- (4) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.
- (5) Amount is less than 0.05%.
- (6) For fair value measurement disclosure purposes, security is categorized as Level 3.
- (7) Currently the issuer is in default with respect to interest payments. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (8) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At February 29, 2012, the aggregate value of these securities is \$34,665,638 or 5.9% of the Trust's net assets applicable to common shares.



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- (9) Variable rate security. The stated interest rate represents the rate in effect at February 29, 2012.
- (10) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (11) Non-income producing security.
- (12) Restricted security.
- (13) 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 February 29, 2012. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended February 29, 2012 was \$9,923.

A summary of open financial instruments at February 29, 2012 is as follows:

### Forward Foreign Currency Exchange Contracts

#### Sales

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Appreciation (Depreciation)
3/30/12	British Pound Sterling 3,025,111	United States Dollar 4,677,880	Goldman Sachs International	\$ (133,813)
3/30/12	Euro 1,834,918	United States Dollar 2,376,539	HSBC Bank USA	(68,386)
4/30/12	British Pound Sterling 863,047	United States Dollar 1,352,865	JPMorgan Chase Bank	(19,581)
4/30/12	Euro 6,738,039	United States Dollar 8,843,002	Deutsche Bank	(136,356)
5/31/12	British Pound Sterling 3,497,367	United States Dollar 5,532,835	JPMorgan Chase Bank	(27,438)
5/31/12	Euro 7,195,372	United States Dollar 9,646,907	Citibank NA	56,355
				<b>\$ (329,219)</b>

At February 29, 2012, the Trust had sufficient cash and/or securities to cover commitments under these contracts.

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

At February 29, 2012, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in an asset position and in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$56,355 and \$385,574, respectively.

The cost and unrealized appreciation (depreciation) of investments of the Trust at February 29, 2012, as determined on a federal income tax basis, were as follows:

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<b>Aggregate cost</b>	<b>\$ 924,649,262</b>
Gross unrealized appreciation	\$ 16,977,260
Gross unrealized depreciation	(18,598,040)
<b>Net unrealized depreciation</b>	<b>\$ (1,620,780)</b>

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### Restricted Securities

At February 29, 2012, the Trust owned the following securities (representing 0.2% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	N(000.000.000)	N(000.000.000)	N(000.000.000)	N(000.000.000)
	Date of Acquisition	Shares	Cost	Value
<b>Common Stocks</b>				
Panoram Industries International, Inc.	12/30/09	280	\$ 153,860	\$ 239,131
RathGibson Acquisition Co., LLC	6/14/10	22,100	117,286	682,890
<b>Total Restricted Securities</b>			<b>\$ 271,146</b>	<b>\$ 922,021</b>

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

Level 1 quoted prices in active markets for identical investments

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

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

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

At February 29, 2012, the hierarchy of inputs used in valuing the Trust's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 843,629,367	\$ 657,617	\$ 844,286,984
Corporate Bonds & Notes		46,955,570	125,759	47,081,329
Asset-Backed Securities		4,192,669		4,192,669
Common Stocks	217,264	3,613,700	5,338,596	9,169,560
Warrants		20,402	0	20,402
Short-Term Investments		18,277,538		18,277,538
<b>Total Investments</b>	<b>\$ 217,264</b>	<b>\$ 916,689,246</b>	<b>\$ 6,121,972</b>	<b>\$ 923,028,482</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 56,355	\$	\$ 56,355
<b>Total</b>	<b>\$ 217,264</b>	<b>\$ 916,745,601</b>	<b>\$ 6,121,972</b>	<b>\$ 923,084,837</b>
<b>Liability Description</b>	<b>\$</b>	<b>\$ (385,574)</b>	<b>\$</b>	<b>\$ (385,574)</b>

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Forward Foreign Currency Exchange  
Contracts

<b>Total</b>	\$	\$	(385,574)	\$	\$	(385,574)
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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 and Warrants	Total
<b>Balance as of May 31, 2011</b>	<b>\$ 1,630,220</b>	<b>\$ 164,959</b>	<b>\$ 8,431,442</b>	<b>\$ 10,226,621</b>
Realized gains (losses)	(813,825)	78,702	1,916,437	1,181,314
Change in net unrealized appreciation (depreciation)	847,050	81,886	(2,210,609)	(1,281,673)
Cost of purchases <sup>(1)</sup>	8,987	4,037		13,024
Proceeds from sales <sup>(1)</sup>	(1,030,658)	(206,746)	(2,160,148)	(3,397,552)
Accrued discount (premium)	15,843	2,871		18,714
Transfers to Level 3*		50		50
Transfers from Level 3*			(638,526)	(638,526)
<b>Balance as of February 29, 2012</b>	<b>\$ 657,617</b>	<b>\$ 125,759</b>	<b>\$ 5,338,596</b>	<b>\$ 6,121,972</b>
<b>Change in net unrealized appreciation (depreciation) on investments still held as of February 29, 2012</b>	<b>\$ (61,742)</b>	<b>\$ (12,474)</b>	<b>\$ (188,690)</b>	<b>\$ (262,906)</b>

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

(1) Cost of purchases may include securities received in corporate actions; proceeds from sales may include securities delivered in corporate actions.

At February 29, 2012, the value of investments transferred between Level 1 and Level 2, if any, during the fiscal year to date then ended was not significant.

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

**Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form

N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

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

**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 Floating-Rate Income Trust

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

Date: April 24, 2012

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

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

Date: April 24, 2012

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

Date: April 24, 2012