

EATON VANCE SENIOR INCOME TRUST  
Form N-Q  
November 28, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form N-Q**

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

**811-09013**

**Investment Company Act File Number**

**Eaton Vance Senior 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)

June 30

Date of Fiscal Year End

September 30, 2012

Date of Reporting Period

**Item 1. Schedule of Investments**

## Eaton Vance

## Senior Income Trust

September 30, 2012

## PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating-Rate Interests 141.3%

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Aerospace and Defense 2.5%</b>		
<b>AVIO S.p.A.</b>		
Term Loan, 3.09%, Maturing June 14, 2017	300	\$ 292,250
Term Loan, 3.87%, Maturing December 14, 2017	EUR 275	353,389
Term Loan, 3.97%, Maturing December 14, 2017	325	316,605
<b>Booz Allen Hamilton Inc.</b>		
Term Loan, 4.50%, Maturing July 31, 2019	425	427,966
<b>DAE Aviation Holdings, Inc.</b>		
Term Loan, 5.45%, Maturing July 31, 2014	693	692,922
Term Loan, 5.45%, Maturing July 31, 2014	731	730,652
<b>Ducommun Incorporated</b>		
Term Loan, 5.50%, Maturing June 28, 2017	257	259,981
<b>IAP Worldwide Services, Inc.</b>		
Term Loan, 9.25%, Maturing December 28, 2012	907	768,657
<b>Sequa Corporation</b>		
Term Loan, 3.72%, Maturing December 3, 2014	397	396,857
<b>TASC, Inc.</b>		
Term Loan, 4.50%, Maturing December 18, 2015	739	741,161
<b>Transdigm, Inc.</b>		
Term Loan, 4.00%, Maturing February 14, 2017	397	400,225
Term Loan, 4.00%, Maturing February 14, 2017	1,078	1,086,668
<b>Wyle Services Corporation</b>		
Term Loan, 5.00%, Maturing March 27, 2017	393	393,277
		<b>\$ 6,860,610</b>
<b>Air Transport 0.6%</b>		
<b>Evergreen International Aviation, Inc.</b>		
Term Loan, 11.50%, Maturing June 30, 2015	419	\$ 393,656
<b>Orbitz Worldwide Inc.</b>		
Term Loan, 3.22%, Maturing July 25, 2014	1,372	1,335,245
		<b>\$ 1,728,901</b>
<b>Automotive 7.1%</b>		
<b>Allison Transmission, Inc.</b>		
Term Loan, 2.72%, Maturing August 7, 2014	1,015	\$ 1,019,108
Term Loan, 4.25%, Maturing August 23, 2019	1,222	1,227,666
<b>Autoparts Holdings Limited</b>		
Term Loan, 6.50%, Maturing July 28, 2017	695	694,737
<b>Chrysler Group LLC</b>		
Term Loan, 6.00%, Maturing May 24, 2017	4,077	4,165,204

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<b>Delphi Corporation</b>		
Term Loan, 3.50%, Maturing March 31, 2017	936	940,294
<b>Federal-Mogul Corporation</b>		
Term Loan, 2.17%, Maturing December 29, 2014	2,192	2,143,242
Term Loan, 2.16%, Maturing December 28, 2015	573	560,247
<b>Goodyear Tire &amp; Rubber Company (The)</b>		
Term Loan - Second Lien, 4.75%, Maturing April 30, 2019	3,375	3,410,157
<b>HHI Holdings LLC</b>		
Term Loan, 7.75%, Maturing March 21, 2017	370	370,308

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Metaldyne Company LLC</b>		
Term Loan, 5.25%, Maturing May 18, 2017	1,258	\$ 1,278,798
<b>SRAM, LLC</b>		
Term Loan, 4.77%, Maturing June 7, 2018	620	628,042
<b>Tomkins LLC</b>		
Term Loan, 4.25%, Maturing September 29, 2016	955	961,862
<b>TriMas Corporation</b>		
Term Loan, 4.25%, Maturing June 21, 2017	507	508,038
<b>Veyance Technologies, Inc.</b>		
Term Loan, 2.47%, Maturing July 31, 2014	100	98,997
Term Loan, 2.47%, Maturing July 31, 2014	698	691,163
Term Loan, 5.50%, Maturing July 31, 2014	174	174,343
Term Loan - Second Lien, 5.98%, Maturing July 31, 2015	425	408,000
		<b>\$ 19,280,206</b>
<b>Beverage and Tobacco 0.0%</b>		
<b>Maine Beverage Company</b>		
Term Loan, 2.21%, Maturing March 31, 2013	35	\$ 34,269
		<b>\$ 34,269</b>
<b>Building and Development 1.0%</b>		
<b>Armstrong World Industries, Inc.</b>		
Term Loan, 4.00%, Maturing March 9, 2018	445	\$ 445,922
<b>Goodman Global Inc.</b>		
Term Loan, 5.75%, Maturing October 28, 2016	838	841,490
<b>Preferred Proppants, LLC</b>		
Term Loan, 7.50%, Maturing December 15, 2016	372	354,509
<b>RE/MAX International, Inc.</b>		
Term Loan, 5.50%, Maturing April 15, 2016	836	842,127
<b>Summit Materials Companies I, LLC</b>		
Term Loan, 6.00%, Maturing January 30, 2019	249	251,175
		<b>\$ 2,735,223</b>
<b>Business Equipment and Services 13.1%</b>		
<b>ACCO Brands Corporation</b>		
Term Loan, 4.25%, Maturing April 30, 2019	249	\$ 250,849
<b>Acosta, Inc.</b>		
Term Loan, 5.00%, Maturing March 1, 2018	985	991,318
<b>Axiom Corporation</b>		
Term Loan, 3.40%, Maturing March 15, 2015	353	356,074
<b>Advantage Sales &amp; Marketing, Inc.</b>		
Term Loan, 5.25%, Maturing December 18, 2017	1,405	1,408,888
<b>Affinion Group, Inc.</b>		
Term Loan, 5.00%, Maturing July 16, 2015	2,270	2,091,646
<b>Allied Security Holdings, LLC</b>		
Term Loan, 5.25%, Maturing February 3, 2017	493	494,347
<b>Altegrity, Inc.</b>		
Term Loan, 7.75%, Maturing February 20, 2015	336	335,620
Term Loan, 2.97%, Maturing February 21, 2015	709	661,289
<b>BAR/BRI Review Courses, Inc.</b>		
Term Loan, 6.00%, Maturing June 16, 2017	327	327,536
<b>Brand Energy &amp; Infrastructure Services, Inc.</b>		

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Term Loan, 2.50%, Maturing February 7, 2014	455	449,593
Term Loan, 3.68%, Maturing February 7, 2014	389	385,501
<b>Brickman Group Holdings Inc.</b>		
Term Loan, 5.50%, Maturing October 14, 2016	701	707,609

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Brock Holdings III, Inc.</b>		
Term Loan, 6.01%, Maturing March 16, 2017	573	\$ 580,520
<b>ClientLogic Corporation</b>		
Term Loan, 6.87%, Maturing January 30, 2017	EUR 586	688,516
Term Loan, 7.21%, Maturing January 30, 2017	303	278,858
<b>Corporate Executive Board Company, The</b>		
Term Loan, 5.00%, Maturing July 2, 2019	275	276,547
<b>CPM Acquisition Corp.</b>		
Term Loan, 6.25%, Maturing August 29, 2017	250	251,250
<b>DynCorp International LLC</b>		
Term Loan, 6.25%, Maturing July 7, 2016	282	282,233
<b>Education Management LLC</b>		
Term Loan, 8.25%, Maturing March 29, 2018	1,044	926,307
<b>EIG Investors Corp.</b>		
Term Loan, 7.75%, Maturing April 20, 2018	998	1,006,049
Term Loan - Second Lien, 11.00%, Maturing October 22, 2018	150	151,500
<b>Expert Global Solutions, Inc.</b>		
Term Loan, 8.00%, Maturing April 3, 2018	995	1,004,121
<b>Genesys Telecom Holdings, U.S., Inc.</b>		
Term Loan, 6.75%, Maturing January 31, 2019	323	327,148
<b>Genpact International, Inc.</b>		
Term Loan, 4.25%, Maturing August 30, 2019	825	828,609
<b>Go Daddy Operating Company, LLC</b>		
Term Loan, 5.50%, Maturing December 17, 2018	718	715,729
<b>IMS Health Incorporated</b>		
Term Loan, 4.50%, Maturing August 25, 2017	855	860,114
<b>KAR Auction Services, Inc.</b>		
Term Loan, 5.00%, Maturing May 19, 2017	1,432	1,441,122
<b>Kronos, Inc.</b>		
Term Loan, 5.11%, Maturing June 9, 2017	542	546,228
Term Loan, 6.25%, Maturing December 28, 2017	422	428,140
Term Loan - Second Lien, 9.36%, Maturing June 11, 2018	500	510,625
<b>Language Line, LLC</b>		
Term Loan, 6.25%, Maturing June 20, 2016	1,027	1,021,825
<b>Meritas LLC</b>		
Term Loan, 7.50%, Maturing July 28, 2017	372	371,875
<b>Mitchell International, Inc.</b>		
Term Loan - Second Lien, 5.63%, Maturing March 30, 2015	500	492,500
<b>Monitronics International Inc.</b>		
Term Loan, 5.50%, Maturing March 16, 2018	423	428,425
<b>Quintiles Transnational Corp.</b>		
Term Loan, 5.00%, Maturing June 8, 2018	2,148	2,163,384
<b>Sabre, Inc.</b>		
Term Loan, 2.22%, Maturing September 30, 2014	607	606,220
<b>Sensus USA Inc.</b>		
Term Loan, 4.75%, Maturing May 9, 2017	345	346,043
<b>Softlayer Technologies, Inc.</b>		
Term Loan, 7.25%, Maturing November 5, 2016	319	321,308
<b>SunGard Data Systems, Inc.</b>		
Term Loan, 3.91%, Maturing February 26, 2016	1,328	1,333,106
Term Loan, 3.98%, Maturing February 28, 2017	2,163	2,173,264
<b>SymphonyIRI Group, Inc.</b>		
Term Loan, 5.00%, Maturing December 1, 2017	420	419,687
<b>Trans Union, LLC</b>		
Term Loan, 5.50%, Maturing February 12, 2018	1,928	1,948,439





Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Travelport LLC</b>		
Term Loan, 4.86%, Maturing August 21, 2015	299	\$ 285,347
Term Loan, 4.96%, Maturing August 21, 2015	1,103	1,053,871
Term Loan, 5.06%, Maturing August 21, 2015	EUR 371	445,877
<b>U.S. Security Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing July 28, 2017	61	61,352
Term Loan, 6.00%, Maturing July 28, 2017	311	313,456
<b>West Corporation</b>		
Term Loan, 5.50%, Maturing July 15, 2016	357	360,281
Term Loan, 5.50%, Maturing July 15, 2016	1,015	1,025,027
Term Loan, 5.75%, Maturing June 29, 2018	599	604,859
		<b>\$ 35,340,032</b>
<b>Cable and Satellite Television 5.5%</b>		
<b>Atlantic Broadband Finance, LLC</b>		
Term Loan, 5.25%, Maturing April 4, 2019	648	\$ 652,543
Term Loan - Second Lien, 9.75%, Maturing October 4, 2019	400	419,500
<b>BBHI Acquisition LLC</b>		
Term Loan, 4.50%, Maturing December 14, 2017	614	617,747
<b>Bragg Communications Incorporated</b>		
Term Loan, 4.00%, Maturing February 28, 2018	199	199,995
<b>Cequel Communications, LLC</b>		
Term Loan, 4.00%, Maturing February 14, 2019	2,214	2,225,637
<b>Crown Media Holdings, Inc.</b>		
Term Loan, 5.75%, Maturing July 14, 2018	226	227,172
<b>CSC Holdings, Inc.</b>		
Term Loan, 1.97%, Maturing March 29, 2016	1,930	1,929,208
<b>Kabel Deutschland GMBH</b>		
Term Loan, 4.25%, Maturing February 1, 2019	550	551,620
<b>Lavena Holdings 4 GmbH</b>		
Term Loan, 2.95%, Maturing March 6, 2015	EUR 521	623,859
Term Loan, 3.32%, Maturing March 4, 2016	EUR 521	623,859
Term Loan, 7.70%, Maturing March 6, 2017 <sup>(3)</sup>	EUR 216	223,246
Term Loan - Second Lien, 4.45%, Maturing September 2, 2016	EUR 271	311,257
<b>MCC Iowa LLC</b>		
Term Loan, 1.94%, Maturing January 30, 2015	787	773,390
<b>Mediacom Broadband LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	733	729,459
<b>Mediacom Illinois, LLC</b>		
Term Loan, 1.69%, Maturing January 30, 2015	1,861	1,807,145
<b>Mediacom LLC</b>		
Term Loan, 4.50%, Maturing October 23, 2017	391	386,797
<b>UPC Broadband Holding B.V.</b>		
Term Loan, 3.87%, Maturing December 31, 2016	EUR 726	926,305
<b>UPC Financing Partnership</b>		
Term Loan, 3.73%, Maturing December 30, 2016	379	377,867
Term Loan, 3.73%, Maturing December 29, 2017	1,037	1,034,344
Term Loan, 4.75%, Maturing December 29, 2017	200	201,500
		<b>\$ 14,842,450</b>
<b>Chemicals and Plastics 4.6%</b>		
<b>AZ Chem US Inc.</b>		
Term Loan, 7.25%, Maturing December 22, 2017	531	\$ 543,144
<b>Emerald Performance Materials, LLC</b>		

Term Loan, 6.75%, Maturing May 18, 2018

349

352,616

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>General Chemical Corporation</b>		
Term Loan, 5.00%, Maturing October 6, 2015	263	\$ 264,276
<b>Harko C.V.</b>		
Term Loan, 5.75%, Maturing August 2, 2017	495	498,403
<b>Houghton International, Inc.</b>		
Term Loan, 6.75%, Maturing January 29, 2016	374	377,897
<b>Huntsman International, LLC</b>		
Term Loan, 2.51%, Maturing June 30, 2016	837	835,938
Term Loan, 2.79%, Maturing April 19, 2017	613	611,529
<b>Ineos US Finance LLC</b>		
Term Loan, 6.50%, Maturing May 4, 2018	1,741	1,761,461
<b>Momentive Performance Materials Inc.</b>		
Term Loan, 3.75%, Maturing May 29, 2015	323	313,674
<b>Momentive Performance Materials USA Inc.</b>		
Term Loan, 3.75%, Maturing May 5, 2015	442	427,944
<b>Momentive Specialty Chemicals Inc.</b>		
Term Loan, 4.00%, Maturing May 5, 2015	710	706,598
Term Loan, 4.13%, Maturing May 5, 2015	321	319,311
Term Loan, 4.13%, Maturing May 5, 2015	474	461,906
<b>PolyOne Corp.</b>		
Term Loan, 5.00%, Maturing December 20, 2017	323	325,486
<b>Rockwood Specialties Group, Inc.</b>		
Term Loan, 3.50%, Maturing February 9, 2018	90	90,814
<b>Styron S.A.R.L., LLC</b>		
Term Loan, 8.00%, Maturing August 2, 2017	1,005	965,665
<b>Tronox Pigments (Netherlands) B.V.</b>		
Term Loan, 4.25%, Maturing February 8, 2018	198	199,696
Term Loan, 4.25%, Maturing February 8, 2018	725	732,218
<b>Univar Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	2,739	2,732,599
		<b>\$ 12,521,175</b>
<b>Clothing/Textiles 0.4%</b>		
<b>Ascena Retail Group, Inc.</b>		
Term Loan, 4.75%, Maturing June 14, 2018	449	\$ 452,990
<b>Phillips-Van Heusen Corporation</b>		
Term Loan, 3.50%, Maturing May 6, 2016	271	272,166
<b>Wolverine Worldwide, Inc.</b>		
Term Loan, Maturing July 31, 2019 <sup>(4)</sup>	275	278,609
		<b>\$ 1,003,765</b>
<b>Conglomerates 2.5%</b>		
<b>Jason Incorporated</b>		
Term Loan, 8.25%, Maturing September 21, 2014	113	\$ 113,243
Term Loan, 7.75%, Maturing September 22, 2014	99	99,259
Term Loan, 8.25%, Maturing September 22, 2014	46	45,617
<b>Rexnord Corporation</b>		
Term Loan, 5.00%, Maturing April 2, 2018	1,662	1,672,309
<b>RGIS Services, LLC</b>		
Term Loan, 4.61%, Maturing October 18, 2016	1,923	1,903,478
Term Loan, 5.50%, Maturing October 18, 2017	697	695,629
<b>Rocket Software, Inc.</b>		
Term Loan, 7.00%, Maturing February 8, 2018	223	223,871
Term Loan - Second Lien, 10.25%, Maturing February 8, 2019	250	249,688

**Spectrum Brands, Inc.**

Term Loan, 5.02%, Maturing June 17, 2016

789

794,490

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Walter Energy, Inc.</b>		
Term Loan, 4.00%, Maturing April 2, 2018	1,069	\$ 1,066,235
		<b>\$ 6,863,819</b>
<b>Containers and Glass Products 1.1%</b>		
<b>Berry Plastics Holding Corporation</b>		
Term Loan, 2.22%, Maturing April 3, 2015	945	\$ 941,194
<b>BWAY Corporation</b>		
Term Loan, 4.25%, Maturing February 23, 2018	72	72,319
Term Loan, 4.25%, Maturing February 23, 2018	714	717,582
<b>Hilex Poly Co. LLC</b>		
Term Loan, 11.25%, Maturing November 16, 2015	384	391,674
<b>Pelican Products, Inc.</b>		
Term Loan, 7.00%, Maturing July 11, 2018	249	249,375
<b>Sealed Air Corporation</b>		
Term Loan, 4.75%, Maturing October 3, 2018	319	321,031
<b>TricorBraun, Inc.</b>		
Term Loan, 5.50%, Maturing May 3, 2018	325	327,437
		<b>\$ 3,020,612</b>
<b>Cosmetics/Toiletries 0.7%</b>		
<b>Bausch &amp; Lomb, Inc.</b>		
Term Loan, 5.25%, Maturing May 17, 2019	1,496	\$ 1,514,579
<b>KIK Custom Products, Inc.</b>		
Term Loan - Second Lien, 5.23%, Maturing November 28, 2014	525	404,775
		<b>\$ 1,919,354</b>
<b>Drugs 1.2%</b>		
<b>Aptalis Pharma, Inc.</b>		
Term Loan, 5.50%, Maturing February 10, 2017	249	\$ 249,527
Term Loan, 5.50%, Maturing February 10, 2017	786	786,000
<b>Endo Pharmaceuticals Holdings Inc.</b>		
Term Loan, 4.00%, Maturing June 18, 2018	178	178,552
<b>Warner Chilcott Company, LLC</b>		
Term Loan, 4.25%, Maturing March 15, 2018	370	370,611
<b>Warner Chilcott Corporation</b>		
Term Loan, 4.25%, Maturing March 15, 2018	281	281,486
Term Loan, 4.25%, Maturing March 15, 2018	739	741,223
<b>WC Luxco S.a.r.l.</b>		
Term Loan, 4.25%, Maturing March 15, 2018	508	509,591
		<b>\$ 3,116,990</b>
<b>Ecological Services and Equipment 0.4%</b>		
<b>ADS Waste Holdings</b>		
Term Loan, Maturing September 11, 2019 <sup>(4)</sup>	1,000	\$ 1,008,333
		<b>\$ 1,008,333</b>
<b>Electronics/Electrical 9.5%</b>		
<b>Aeroflex Incorporated</b>		
Term Loan, 5.75%, Maturing May 9, 2018	774	\$ 773,756

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**Aspect Software, Inc.**

Term Loan, 6.25%, Maturing May 6, 2016	718	708,679
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**Attachmate Corporation**

Term Loan, 7.25%, Maturing November 22, 2017	1,545	1,559,958
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**Cinedigm Digital Funding I, LLC**

Term Loan, 5.25%, Maturing April 29, 2016	217	218,522
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**CommScope, Inc.**

Term Loan, 4.25%, Maturing January 12, 2018	1,059	1,065,824
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Dealer Computer Services, Inc.</b>		
Term Loan, 3.75%, Maturing April 20, 2018	827	\$ 831,794
<b>DG FastChannel, Inc.</b>		
Term Loan, 5.75%, Maturing July 26, 2018	773	753,281
<b>Eagle Parent, Inc.</b>		
Term Loan, 5.00%, Maturing May 16, 2018	1,308	1,318,578
<b>Edwards (Cayman Islands II) Limited</b>		
Term Loan, 5.50%, Maturing May 31, 2016	536	539,838
<b>FCI International</b>		
Term Loan, 3.60%, Maturing November 1, 2013	65	64,730
Term Loan, 3.60%, Maturing November 1, 2013	65	64,730
Term Loan, 3.60%, Maturing November 1, 2013	68	67,237
Term Loan, 3.60%, Maturing November 1, 2013	68	67,237
<b>Freescale Semiconductor, Inc.</b>		
Term Loan, 4.48%, Maturing December 1, 2016	1,778	1,741,431
<b>Infor (US), Inc.</b>		
Term Loan, 6.75%, Maturing April 5, 2018	2,569	2,571,239
<b>Magic Newco LLC</b>		
Term Loan, 7.25%, Maturing December 12, 2018	700	704,157
<b>Microsemi Corporation</b>		
Term Loan, 4.00%, Maturing February 2, 2018	764	770,213
<b>NeuStar, Inc.</b>		
Term Loan, 5.00%, Maturing November 8, 2018	495	499,950
<b>Nxp B.V.</b>		
Term Loan, 4.50%, Maturing March 3, 2017	856	865,267
Term Loan, 5.50%, Maturing March 3, 2017	520	529,928
Term Loan, 5.25%, Maturing March 19, 2019	821	831,820
<b>Open Solutions, Inc.</b>		
Term Loan, 2.58%, Maturing January 23, 2014	1,134	1,097,113
<b>Rovi Solutions Corporation</b>		
Term Loan, 4.00%, Maturing March 29, 2019	398	385,065
<b>Semtech Corp.</b>		
Term Loan, 4.25%, Maturing March 20, 2017	200	201,121
<b>Sensata Technologies Finance Company, LLC</b>		
Term Loan, 4.00%, Maturing May 11, 2018	1,778	1,789,598
<b>Serena Software, Inc.</b>		
Term Loan, 4.23%, Maturing March 10, 2016	715	707,574
Term Loan, 5.00%, Maturing March 10, 2016	175	174,125
<b>Shield Finance Co. S.A.R.L.</b>		
Term Loan, 6.50%, Maturing May 10, 2019	499	501,867
<b>SkillSoft Corporation</b>		
Term Loan, Maturing May 26, 2017 <sup>(4)</sup>	611	611,265
<b>Sophia, L.P.</b>		
Term Loan, 6.25%, Maturing July 19, 2018	687	696,518
<b>SS&amp;C Technologies Inc.</b>		
Term Loan, 5.00%, Maturing June 7, 2019	68	68,711
Term Loan, 5.00%, Maturing June 7, 2019	654	661,450
<b>VeriFone Inc.</b>		
Term Loan, 4.25%, Maturing December 28, 2018	140	140,572
<b>Vertafore, Inc.</b>		
Term Loan, 5.25%, Maturing July 29, 2016	1,062	1,066,807
<b>Web.com Group, Inc.</b>		
Term Loan, 7.00%, Maturing October 27, 2017	1,044	1,053,546
		<b>\$ 25,703,501</b>





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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Equipment Leasing 1.0%</b>		
<b>BakerCorp International, Inc.</b>		
Term Loan, 5.00%, Maturing June 1, 2018	421	\$ 422,643
<b>Delos Aircraft Inc.</b>		
Term Loan, 4.75%, Maturing April 12, 2016	650	657,313
<b>Flying Fortress Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	1,700	1,723,375
		<b>\$ 2,803,331</b>
<b>Financial Intermediaries 5.8%</b>		
<b>American Capital Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing July 19, 2016	425	\$ 429,250
<b>Asset Acceptance Capital Corp.</b>		
Term Loan, 8.75%, Maturing November 14, 2017	626	633,445
<b>CB Richard Ellis Services, Inc.</b>		
Term Loan, 3.47%, Maturing March 5, 2018	343	343,375
Term Loan, 3.72%, Maturing September 4, 2019	324	324,299
<b>Citco III Limited</b>		
Term Loan, 5.50%, Maturing June 29, 2018	1,336	1,345,623
<b>First Data Corporation</b>		
Term Loan, 2.97%, Maturing September 24, 2014	11	10,799
Term Loan, 2.97%, Maturing September 24, 2014	44	43,849
Term Loan, 2.97%, Maturing September 24, 2014	44	44,222
Term Loan, 4.22%, Maturing March 23, 2018	1,020	976,534
Term Loan, Maturing September 30, 2018 <sup>(4)</sup>	625	615,104
<b>Grosvenor Capital Management Holdings, LLP</b>		
Term Loan, 4.25%, Maturing December 5, 2016	1,085	1,067,803
<b>Hamilton Lane Advisors, LLC</b>		
Term Loan, 6.50%, Maturing February 23, 2018	366	365,625
<b>Harbourvest Partners, LLC</b>		
Term Loan, 6.25%, Maturing December 16, 2016	476	476,890
<b>iPayment, Inc.</b>		
Term Loan, 5.75%, Maturing May 8, 2017	959	954,110
<b>LPL Holdings, Inc.</b>		
Term Loan, 2.72%, Maturing March 29, 2017	390	385,125
Term Loan, 4.00%, Maturing March 29, 2019	1,542	1,548,997
<b>Mercury Payment Systems Canada, LLC</b>		
Term Loan, 5.50%, Maturing July 3, 2017	321	324,147
<b>Nuveen Investments, Inc.</b>		
Term Loan, 5.90%, Maturing May 12, 2017	1,412	1,412,156
Term Loan, 5.90%, Maturing May 13, 2017	1,534	1,534,308
Term Loan, 7.25%, Maturing May 13, 2017	225	225,900
<b>Oz Management LP</b>		
Term Loan, 1.72%, Maturing November 15, 2016	672	594,166
<b>RJO Holdings Corp.</b>		
Term Loan, 6.22%, Maturing December 10, 2015 <sup>(5)</sup>	4	3,038
Term Loan, 6.97%, Maturing December 10, 2015 <sup>(5)</sup>	117	91,414
<b>RPI Finance Trust</b>		
Term Loan, 4.00%, Maturing May 9, 2018	1,750	1,756,560
<b>Vantiv, LLC</b>		
Term Loan, 3.75%, Maturing March 27, 2019	249	249,838
		<b>\$ 15,756,577</b>

**Food Products 5.9%**

**Blue Buffalo Company, Ltd.**

Term Loan, 6.50%, Maturing August 8, 2019

575 \$ 576,078

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Clearwater Seafoods Limited Partnership</b>		
Term Loan, 6.75%, Maturing June 6, 2018	525	\$ 526,312
<b>Del Monte Foods Company</b>		
Term Loan, 4.50%, Maturing March 8, 2018	3,214	3,215,587
<b>Dole Food Company Inc.</b>		
Term Loan, 5.04%, Maturing July 6, 2018	1,177	1,182,497
<b>Hearthside Food Solutions, LLC</b>		
Term Loan, 6.50%, Maturing June 5, 2018	600	601,500
<b>High Liner Foods Incorporated</b>		
Term Loan, 7.00%, Maturing December 19, 2017	323	325,788
<b>JBS USA Holdings Inc.</b>		
Term Loan, 4.25%, Maturing May 25, 2018	987	985,012
<b>Michael Foods Group, Inc.</b>		
Term Loan, 4.25%, Maturing February 23, 2018	822	828,772
<b>NBTY, Inc.</b>		
Term Loan, 4.25%, Maturing October 2, 2017	2,883	2,898,181
<b>Pierre Foods, Inc.</b>		
Term Loan, 7.00%, Maturing September 30, 2016	912	917,013
<b>Pinnacle Foods Finance LLC</b>		
Term Loan, 4.75%, Maturing October 17, 2018	1,696	1,701,049
<b>Solvest Ltd.</b>		
Term Loan, 5.02%, Maturing July 6, 2018	2,106	2,116,051
		<b>\$ 15,873,840</b>

**Food Service 5.9%**

<b>Aramark Corporation</b>		
Term Loan, 3.46%, Maturing July 26, 2016	157	\$ 157,044
Term Loan, 3.46%, Maturing July 26, 2016	88	88,223
Term Loan, 3.47%, Maturing July 26, 2016	2,386	2,387,960
Term Loan, 3.57%, Maturing July 26, 2016	1,081	1,082,008
Term Loan, 3.97%, Maturing July 26, 2016	GBP 475	755,204
<b>Brasa Holdings, Inc.</b>		
Term Loan, 7.50%, Maturing July 19, 2019	200	199,500
<b>Buffets, Inc.</b>		
Term Loan, 0.24%, Maturing April 22, 2015	55	55,467
<b>Burger King Corporation</b>		
Term Loan, Maturing September 27, 2019 <sup>(4)</sup>	1,125	1,128,516
<b>DineEquity, Inc.</b>		
Term Loan, 4.30%, Maturing October 19, 2017	1,281	1,292,241
<b>Dunkin Brands, Inc.</b>		
Term Loan, 4.00%, Maturing November 23, 2017	1,337	1,337,941
<b>Landry s, Inc.</b>		
Term Loan, 6.50%, Maturing April 24, 2018	672	681,867
<b>NPC International, Inc.</b>		
Term Loan, 5.25%, Maturing December 28, 2018	348	352,603
<b>OSI Restaurant Partners, LLC</b>		
Revolving Loan, 4.93%, Maturing June 14, 2013	236	235,138
Term Loan, 2.50%, Maturing June 14, 2014	2,327	2,319,595
<b>P.F. Chang s China Bistro Inc.</b>		
Term Loan, 6.25%, Maturing July 2, 2019	200	202,250
<b>US Foods, Inc.</b>		
Term Loan, 5.75%, Maturing March 31, 2017	1,987	1,965,995
<b>Weight Watchers International, Inc.</b>		
Term Loan, 4.00%, Maturing March 15, 2019	673	674,154



Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Wendy s International, Inc.</b>		
Term Loan, 4.75%, Maturing May 15, 2019	1,000	\$ 1,010,156
		<b>\$ 15,925,862</b>
<b>Food/Drug Retailers 5.4%</b>		
<b>Alliance Boots Holdings Limited</b>		
Term Loan, 3.51%, Maturing July 9, 2015	GBP 3,275	\$ 5,064,369
<b>Fairway Group Acquisition Company</b>		
Term Loan, 8.25%, Maturing August 17, 2018	250	252,500
<b>General Nutrition Centers, Inc.</b>		
Term Loan, 5.25%, Maturing March 2, 2018	3,798	3,805,056
<b>Pantry, Inc. (The)</b>		
Term Loan, 5.75%, Maturing August 2, 2019	225	226,594
<b>Rite Aid Corporation</b>		
Term Loan, 1.97%, Maturing June 4, 2014	3,886	3,860,467
Term Loan, 4.50%, Maturing March 2, 2018	1,064	1,062,379
<b>Sprouts Farmers Markets Holdings, LLC</b>		
Term Loan, 6.00%, Maturing April 18, 2018	299	301,494
		<b>\$ 14,572,859</b>
<b>Health Care 17.5%</b>		
<b>Alere, Inc.</b>		
Term Loan, 4.75%, Maturing June 30, 2017	224	\$ 224,761
Term Loan, 4.75%, Maturing June 30, 2017	298	299,471
Term Loan, 4.75%, Maturing June 30, 2017	1,188	1,194,868
<b>Alliance Healthcare Services, Inc.</b>		
Term Loan, 7.25%, Maturing June 1, 2016	519	505,720
<b>Ardent Medical Services, Inc.</b>		
Term Loan, 6.50%, Maturing September 15, 2015	343	344,346
<b>Aveta, Inc.</b>		
Term Loan, 8.50%, Maturing April 4, 2017	325	328,904
Term Loan, 8.50%, Maturing April 4, 2017	325	328,904
<b>Biomet Inc.</b>		
Term Loan, 3.31%, Maturing March 25, 2015	1,607	1,609,480
<b>Catalent Pharma Solutions Inc.</b>		
Term Loan, 4.22%, Maturing September 15, 2016	1,259	1,263,739
Term Loan, 5.25%, Maturing September 15, 2017	571	577,030
<b>Community Health Systems, Inc.</b>		
Term Loan, 3.92%, Maturing January 25, 2017	3,182	3,200,440
<b>Convatec Inc.</b>		
Term Loan, 5.00%, Maturing December 22, 2016	589	591,448
<b>CRC Health Corporation</b>		
Term Loan, 4.86%, Maturing November 16, 2015	487	463,304
<b>DaVita, Inc.</b>		
Term Loan, 4.50%, Maturing October 20, 2016	1,474	1,483,882
Term Loan, Maturing September 2, 2019 <sup>(4)</sup>	1,575	1,580,906
<b>DJO Finance LLC</b>		
Term Loan, 5.22%, Maturing November 1, 2016	908	909,551
Term Loan, 6.25%, Maturing September 15, 2017	746	749,981
<b>Drumm Investors LLC</b>		
Term Loan, 5.00%, Maturing May 4, 2018	1,485	1,436,372
<b>Emdeon, Inc.</b>		
Term Loan, 5.00%, Maturing November 2, 2018	398	401,482
<b>Emergency Medical Services Corporation</b>		

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Term Loan, 5.25%, Maturing May 25, 2018	1,658	1,668,518
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Grifols Inc.</b>		
Term Loan, 4.50%, Maturing June 1, 2017	1,455	\$ 1,470,404
<b>Hanger Orthopedic Group, Inc.</b>		
Term Loan, 4.01%, Maturing December 1, 2016	319	320,147
<b>HCA, Inc.</b>		
Term Loan, 3.61%, Maturing March 31, 2017	2,218	2,225,234
Term Loan, 3.47%, Maturing May 1, 2018	925	927,711
<b>Health Management Associates, Inc.</b>		
Term Loan, 4.50%, Maturing November 16, 2018	943	951,256
<b>Hologic Inc.</b>		
Term Loan, 4.50%, Maturing August 1, 2019	950	962,350
<b>Iasis Healthcare LLC</b>		
Term Loan, 5.00%, Maturing May 3, 2018	837	840,913
<b>inVentiv Health, Inc.</b>		
Term Loan, 6.50%, Maturing August 4, 2016	2,302	2,233,230
Term Loan, 6.75%, Maturing May 15, 2018	568	552,198
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 5.25%, Maturing June 1, 2018	913	902,294
Term Loan, Maturing June 1, 2018 <sup>(4)</sup>	400	390,000
<b>Kinetic Concepts, Inc.</b>		
Term Loan, 7.00%, Maturing May 4, 2018	2,233	2,268,018
<b>LHP Hospital Group, Inc.</b>		
Term Loan, 9.00%, Maturing July 3, 2018	274	277,741
<b>MedAssets, Inc.</b>		
Term Loan, 5.25%, Maturing November 16, 2016	362	365,281
<b>Medpace, Inc.</b>		
Term Loan, 6.51%, Maturing June 16, 2017	392	377,288
<b>Multiplan, Inc.</b>		
Term Loan, 4.75%, Maturing August 26, 2017	1,128	1,133,408
<b>MX USA, Inc.</b>		
Term Loan, 6.50%, Maturing April 28, 2017	299	297,008
<b>One Call Medical, Inc.</b>		
Term Loan, 7.00%, Maturing August 16, 2019	450	450,000
<b>Onex Carestream Finance LP</b>		
Term Loan, 5.00%, Maturing February 25, 2017	763	756,358
<b>Par Pharmaceutical Companies, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2019	1,200	1,199,250
<b>Pharmaceutical Product Development, Inc.</b>		
Term Loan, 6.25%, Maturing December 5, 2018	968	977,768
<b>Physiotherapy Associates Holdings, Inc.</b>		
Term Loan, 6.01%, Maturing April 30, 2018	150	149,625
<b>Radnet Management, Inc.</b>		
Term Loan, 5.75%, Maturing April 6, 2016	1,030	1,027,990
<b>Select Medical Corporation</b>		
Term Loan, 5.50%, Maturing June 1, 2018	1,506	1,516,291
<b>Sheridan Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing June 29, 2018	299	302,430
<b>Sunrise Medical Holdings B.V.</b>		
Term Loan, 6.75%, Maturing May 13, 2014	EUR 116	146,038
<b>TriZetto Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 2, 2018	741	738,542
<b>Truven Health Analytics Inc.</b>		
Term Loan, 6.75%, Maturing June 6, 2019	723	729,515





Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Universal Health Services, Inc.</b>		
Term Loan, 3.75%, Maturing November 15, 2016	524	\$ 525,877
<b>Valeant Pharmaceuticals International, Inc.</b>		
Term Loan, 4.75%, Maturing February 13, 2019	399	402,242
Term Loan, 4.75%, Maturing February 13, 2019	498	501,439
<b>Vanguard Health Holding Co. II, LLC</b>		
Term Loan, 5.00%, Maturing January 29, 2016	733	738,517
<b>VWR Funding, Inc.</b>		
Term Loan, 2.72%, Maturing June 30, 2014	730	731,410
Term Loan, 4.47%, Maturing April 3, 2017	730	734,606
		<b>\$ 47,285,486</b>
<b>Home Furnishings 1.4%</b>		
<b>Hunter Fan Company</b>		
Term Loan, 2.72%, Maturing April 16, 2014	170	\$ 162,348
<b>National Bedding Company LLC</b>		
Term Loan, 6.00%, Maturing November 28, 2013	943	942,514
Term Loan - Second Lien, 7.25%, Maturing February 28, 2014	1,150	1,147,125
<b>Oreck Corporation</b>		
Term Loan - Second Lien, 3.88%, Maturing March 19, 2016 <sup>(5)</sup>	128	115,139
<b>Serta Simmons Holdings, LLC</b>		
Term Loan, Maturing September 19, 2019 <sup>(4)</sup>	850	847,799
<b>Sofia III S.a.r.l.</b>		
Term Loan, 2.62%, Maturing June 24, 2016	EUR 374	424,488
		<b>\$ 3,639,413</b>
<b>Industrial Equipment 1.8%</b>		
<b>Colfax Corporation</b>		
Term Loan, 4.50%, Maturing January 11, 2019	645	\$ 650,165
<b>Generac Power Systems, Inc.</b>		
Term Loan, 6.25%, Maturing February 8, 2019	775	791,469
<b>Grede LLC</b>		
Term Loan, 7.00%, Maturing April 3, 2017	417	417,281
<b>Husky Injection Molding Systems Ltd.</b>		
Term Loan, 5.75%, Maturing June 29, 2018	1,659	1,675,293
<b>Kion Group GMBH</b>		
Term Loan, 3.47%, Maturing December 23, 2014	256	249,931
Term Loan, 3.97%, Maturing December 23, 2015	256	249,931
<b>Manitowoc Company, Inc. (The)</b>		
Term Loan, 4.25%, Maturing November 13, 2017	291	292,751
<b>Tank Holding Corp.</b>		
Term Loan, 6.75%, Maturing July 9, 2019	492	493,625
		<b>\$ 4,820,446</b>
<b>Insurance 4.2%</b>		
<b>AmWINS Group, Inc.</b>		
Term Loan, 5.75%, Maturing June 6, 2019	499	\$ 500,620
Term Loan - Second Lien, 9.25%, Maturing December 6, 2019	1,650	1,654,813
<b>Applied Systems, Inc.</b>		
Term Loan, 5.50%, Maturing December 8, 2016	299	299,246
Term Loan, 5.50%, Maturing December 8, 2016	663	664,935
<b>Asurion LLC</b>		

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Term Loan, 5.50%, Maturing May 24, 2018	4,084	4,111,245
Term Loan - Second Lien, 9.00%, Maturing May 24, 2019	379	392,719
<b>CCC Information Services, Inc.</b>		
Term Loan, 5.75%, Maturing November 11, 2015	692	696,205

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Hub International Limited</b>		
Term Loan, 4.72%, Maturing June 13, 2017	965	\$ 974,284
Term Loan, 6.75%, Maturing December 13, 2017	267	270,453
<b>Sedgwick CMS Holdings, Inc.</b>		
Term Loan, 5.00%, Maturing December 30, 2016	496	494,902
<b>USI Holdings Corporation</b>		
Term Loan, 2.72%, Maturing May 5, 2014	900	901,625
Term Loan, 5.75%, Maturing May 5, 2014	499	499,997
		<b>\$ 11,461,044</b>
<b>Leisure Goods/Activities/Movies 7.3%</b>		
<b>Alpha D2 Limited</b>		
Term Loan, 5.75%, Maturing April 28, 2017	1,020	\$ 1,031,243
<b>AMC Entertainment, Inc.</b>		
Term Loan, 4.25%, Maturing December 15, 2016	1,896	1,908,008
Term Loan, 4.75%, Maturing February 22, 2018	496	500,022
<b>AMC Networks Inc.</b>		
Term Loan, 4.00%, Maturing December 31, 2018	1,163	1,163,762
<b>Bombardier Recreational Products, Inc.</b>		
Term Loan, 4.47%, Maturing June 28, 2016	965	972,528
<b>Bright Horizons Family Solutions, Inc.</b>		
Term Loan, 4.22%, Maturing May 28, 2015	450	451,826
<b>Cedar Fair, L.P.</b>		
Term Loan, 4.00%, Maturing December 15, 2017	1,416	1,426,685
<b>Cinemark USA, Inc.</b>		
Term Loan, 3.48%, Maturing April 29, 2016	1,882	1,894,138
<b>Clubcorp Club Operations, Inc.</b>		
Term Loan, 6.00%, Maturing November 30, 2016	1,803	1,818,731
<b>Dave &amp; Buster's, Inc.</b>		
Term Loan, 5.50%, Maturing June 1, 2016	489	491,194
<b>Live Nation Entertainment, Inc.</b>		
Term Loan, 4.50%, Maturing November 7, 2016	1,296	1,301,265
<b>Regal Cinemas, Inc.</b>		
Term Loan, 3.25%, Maturing August 23, 2017	2,014	2,022,218
<b>Revolution Studios Distribution Company, LLC</b>		
Term Loan, 3.97%, Maturing December 21, 2014 <sup>(5)</sup>	402	327,392
Term Loan - Second Lien, 7.22%, Maturing June 21, 2015 <sup>(5)</sup>	450	191,745
<b>SeaWorld Parks &amp; Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing August 17, 2017	1,120	1,125,575
<b>Six Flags Theme Parks, Inc.</b>		
Term Loan, 4.25%, Maturing December 20, 2018	1,075	1,083,058
<b>Town Sports International Inc.</b>		
Term Loan, 5.75%, Maturing May 11, 2018	880	892,383
<b>Zuffa LLC</b>		
Term Loan, 2.25%, Maturing June 19, 2015	476	467,798
Term Loan, 7.50%, Maturing June 19, 2015	497	501,191
		<b>\$ 19,570,762</b>
<b>Lodging and Casinos 2.5%</b>		
<b>Affinity Gaming, LLC</b>		
Term Loan, 5.50%, Maturing November 9, 2017	224	\$ 227,233
<b>Ameristar Casinos, Inc.</b>		
Term Loan, 4.00%, Maturing April 16, 2018	515	518,130
<b>Caesars Entertainment Operating Company</b>		

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Term Loan, 9.50%, Maturing October 31, 2016	973	1,002,350
Term Loan, 5.47%, Maturing January 26, 2018	1,230	1,121,141

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Gala Group LTD</b>		
Term Loan, 5.52%, Maturing May 30, 2018	GBP 825	\$ 1,227,483
<b>Isle of Capri Casinos, Inc.</b>		
Term Loan, 4.75%, Maturing March 24, 2017	468	471,872
<b>Las Vegas Sands LLC</b>		
Term Loan, 2.72%, Maturing November 23, 2016	249	247,577
Term Loan, 2.72%, Maturing November 23, 2016	984	981,568
<b>LodgeNet Entertainment Corporation</b>		
Term Loan, 6.50%, Maturing April 4, 2014	415	315,204
<b>Pinnacle Entertainment, Inc.</b>		
Term Loan, 4.00%, Maturing March 19, 2019	299	300,552
<b>Tropicana Entertainment Inc.</b>		
Term Loan, 7.50%, Maturing March 16, 2018	249	251,548
		<b>\$ 6,664,658</b>
<b>Nonferrous Metals/Minerals 2.0%</b>		
<b>Arch Coal Inc.</b>		
Term Loan, 5.75%, Maturing May 16, 2018	1,197	\$ 1,208,218
<b>Fairmount Minerals LTD</b>		
Term Loan, 5.25%, Maturing March 15, 2017	1,570	1,569,310
<b>Noranda Aluminum Acquisition Corporation</b>		
Term Loan, 5.75%, Maturing February 24, 2019	522	529,068
<b>Novelis, Inc.</b>		
Term Loan, 4.00%, Maturing March 10, 2017	322	322,788
Term Loan, 4.00%, Maturing March 10, 2017	1,351	1,355,294
<b>Oxbow Carbon and Mineral Holdings LLC</b>		
Term Loan, 3.72%, Maturing May 8, 2016	494	496,008
		<b>\$ 5,480,686</b>
<b>Oil and Gas 4.0%</b>		
<b>Buffalo Gulf Coast Terminals LLC</b>		
Term Loan, 7.50%, Maturing October 31, 2017	770	\$ 785,132
<b>Citgo Petroleum Corporation</b>		
Term Loan, 8.00%, Maturing June 24, 2015	87	88,223
Term Loan, 9.00%, Maturing June 23, 2017	1,246	1,271,239
<b>Crestwood Holdings LLC</b>		
Term Loan, 9.75%, Maturing March 26, 2018	1,047	1,064,338
<b>Energy Transfer Equity, L.P.</b>		
Term Loan, 3.75%, Maturing March 24, 2017	1,325	1,326,196
<b>Frac Tech International LLC</b>		
Term Loan, 8.50%, Maturing May 6, 2016	775	747,710
<b>Gibson Energy ULC</b>		
Term Loan, 4.75%, Maturing June 15, 2018	1,169	1,180,086
<b>MEG Energy Corp.</b>		
Term Loan, 4.00%, Maturing March 16, 2018	619	622,402
<b>Obsidian Natural Gas Trust</b>		
Term Loan, 7.00%, Maturing November 2, 2015	1,370	1,376,896
<b>Samson Investment Company</b>		
Term Loan - Second Lien, 6.00%, Maturing September 13, 2018	425	428,276
<b>Sheridan Production Partners I, LLC</b>		
Term Loan, 6.50%, Maturing April 20, 2017	52	52,109
Term Loan, 6.50%, Maturing April 20, 2017	85	85,312
Term Loan, 6.50%, Maturing April 20, 2017	1,030	1,034,418
Term Loan, Maturing September 14, 2019 <sup>(4)</sup>	389	385,085

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Term Loan, Maturing September 25, 2019 <sup>(4)</sup>	31	31,168
Term Loan, Maturing September 25, 2019 <sup>(4)</sup>	52	51,027

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Tervita Corporation</b>		
Term Loan, 6.50%, Maturing October 17, 2014	273	\$ 273,847
		<b>\$ 10,803,464</b>
<b>Publishing 5.1%</b>		
<b>Ascend Learning, Inc.</b>		
Term Loan, 5.75%, Maturing May 23, 2017	1,723	\$ 1,726,856
<b>Aster Zweite Beteiligungs GmbH</b>		
Term Loan, 5.95%, Maturing December 31, 2014	EUR 214	266,960
Term Loan, 5.95%, Maturing December 31, 2014	EUR 240	298,388
Term Loan, 5.97%, Maturing December 31, 2014	548	526,912
Term Loan, 5.97%, Maturing December 31, 2014	561	538,901
<b>GateHouse Media Operating, Inc.</b>		
Term Loan, 2.22%, Maturing August 28, 2014	320	104,069
Term Loan, 2.22%, Maturing August 28, 2014	714	232,153
Term Loan, 2.47%, Maturing August 28, 2014	345	112,074
<b>Getty Images, Inc.</b>		
Term Loan, 3.97%, Maturing November 2, 2015	282	282,293
Term Loan, 5.25%, Maturing November 7, 2016	1,355	1,357,970
<b>Instant Web, Inc.</b>		
Term Loan, 3.59%, Maturing August 7, 2014	83	64,388
Term Loan, 3.59%, Maturing August 7, 2014	792	617,673
<b>Interactive Data Corp.</b>		
Term Loan, 4.50%, Maturing February 12, 2018	1,581	1,591,797
<b>Laureate Education, Inc.</b>		
Term Loan, 5.25%, Maturing June 18, 2018	3,058	3,023,937
<b>MediaNews Group</b>		
Term Loan, 8.50%, Maturing March 19, 2014	53	51,207
<b>Merrill Communications, LLC</b>		
Term Loan, 9.75%, Maturing December 24, 2012	645	632,807
<b>Nelson Education Ltd.</b>		
Term Loan, 2.86%, Maturing July 3, 2014	231	194,126
<b>Nielsen Finance LLC</b>		
Term Loan, 3.48%, Maturing May 2, 2016	985	990,222
Term Loan, 3.98%, Maturing May 2, 2016	968	972,884
<b>SGS International, Inc.</b>		
Term Loan, 5.75%, Maturing September 30, 2013	246	246,403
		<b>\$ 13,832,020</b>
<b>Radio and Television 3.6%</b>		
<b>Clear Channel Communications, Inc.</b>		
Term Loan, 3.87%, Maturing January 28, 2016	984	\$ 807,098
<b>Cumulus Media Holdings Inc.</b>		
Term Loan - Second Lien, Maturing September 16, 2019 <sup>(4)</sup>	445	450,562
<b>Cumulus Media, Inc.</b>		
Term Loan, 5.75%, Maturing September 17, 2018	2,603	2,621,336
<b>Entercom Radio, LLC</b>		
Term Loan, 6.25%, Maturing November 23, 2018	259	261,210
<b>Foxco Acquisition Sub, LLC</b>		
Term Loan, 5.50%, Maturing July 31, 2017	700	707,000
<b>Gray Television, Inc.</b>		
Term Loan, 3.74%, Maturing December 31, 2014	344	343,926
<b>LIN Television Corp.</b>		
Term Loan, 5.00%, Maturing December 21, 2018	298	301,472





Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Mission Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	257	\$ 257,970
<b>Nexstar Broadcasting, Inc.</b>		
Term Loan, 5.00%, Maturing September 30, 2016	403	403,513
<b>Raycom TV Broadcasting, Inc.</b>		
Term Loan, 4.50%, Maturing May 31, 2017	444	442,153
<b>Sinclair Television Group Inc.</b>		
Term Loan, 4.00%, Maturing October 28, 2016	378	381,058
<b>Tyrol Acquisitions 2 SAS</b>		
Term Loan, 4.12%, Maturing January 29, 2016	EUR 505	590,195
Term Loan, 4.12%, Maturing January 29, 2016	EUR 505	590,195
<b>Univision Communications Inc.</b>		
Term Loan, 4.47%, Maturing March 31, 2017	1,651	1,638,795
		\$ 9,796,483
<b>Rail Industries 0.2%</b>		
<b>RailAmerica, Inc.</b>		
Term Loan, 4.00%, Maturing March 1, 2019	398	\$ 398,249
		\$ 398,249
<b>Retailers (Except Food and Drug) 5.5%</b>		
<b>99 Cents Only Stores</b>		
Term Loan, 5.25%, Maturing January 11, 2019	248	\$ 251,230
<b>Evergreen Acqco 1 LP</b>		
Term Loan, 6.25%, Maturing July 9, 2019	349	353,925
<b>FTD, Inc.</b>		
Term Loan, 4.75%, Maturing June 11, 2018	603	606,444
<b>Harbor Freight Tools USA, Inc.</b>		
Term Loan, 5.50%, Maturing November 14, 2017	500	502,812
<b>J Crew Group, Inc.</b>		
Term Loan, 4.75%, Maturing March 7, 2018	864	865,451
<b>Jo-Ann Stores, Inc.</b>		
Term Loan, 4.75%, Maturing March 16, 2018	1,379	1,384,649
<b>Michaels Stores, Inc.</b>		
Term Loan, 4.91%, Maturing July 29, 2016	1,574	1,588,976
<b>National Vision, Inc.</b>		
Term Loan, 7.00%, Maturing August 2, 2018	399	400,995
<b>Neiman Marcus Group, Inc. (The)</b>		
Term Loan, 4.75%, Maturing May 16, 2018	2,050	2,064,793
<b>Ollie s Bargain Outlet, Inc.</b>		
Term Loan, Maturing September 27, 2019 <sup>(4)</sup>	250	247,500
<b>Pep Boys-Manny, Moe &amp; Jack (The)</b>		
Term Loan, Maturing October 17, 2018 <sup>(4)</sup>	225	223,313
<b>Petco Animal Supplies, Inc.</b>		
Term Loan, 4.50%, Maturing November 24, 2017	1,602	1,612,581
<b>Pilot Travel Centers LLC</b>		
Term Loan, 3.75%, Maturing March 30, 2018	899	903,009
Term Loan, 4.25%, Maturing August 7, 2019	300	301,875
<b>ServiceMaster Company</b>		
Term Loan, 4.48%, Maturing January 31, 2017	1,473	1,480,828
<b>Visant Holding Corp.</b>		
Term Loan, 5.25%, Maturing December 22, 2016	659	638,477
<b>Vivarte SA</b>		
Term Loan - Second Lien, 4.57%, Maturing September 8, 2016	EUR 13	11,887

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Term Loan - Second Lien, 4.57%, Maturing September 8, 2016	EUR	88	83,207
Term Loan - Second Lien, 4.57%, Maturing September 8, 2016	EUR	900	855,843

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Wilton Brands LLC</b>		
Term Loan, 7.50%, Maturing August 30, 2018	325	\$ 328,656
		<b>\$ 14,706,451</b>
<b>Steel 0.9%</b>		
<b>Essar Steel Algoma, Inc.</b>		
Term Loan, 8.75%, Maturing September 19, 2014	525	\$ 530,250
<b>JMC Steel Group, Inc.</b>		
Term Loan, 4.75%, Maturing April 3, 2017	345	347,124
<b>Patriot Coal Corporation</b>		
Term Loan, 9.25%, Maturing October 4, 2013	425	428,719
<b>SunCoke Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 26, 2018	494	496,220
<b>Waupaca Foundry, Inc.</b>		
Term Loan, 8.50%, Maturing June 29, 2017	325	328,250
<b>WireCo WorldGroup, Inc.</b>		
Term Loan, 6.00%, Maturing February 15, 2017	325	328,656
		<b>\$ 2,459,219</b>
<b>Surface Transport 1.0%</b>		
<b>Hertz Corporation (The)</b>		
Term Loan, 3.75%, Maturing March 9, 2018	1,773	\$ 1,771,734
<b>Swift Transportation Co. Inc.</b>		
Term Loan, 5.00%, Maturing December 21, 2017	917	923,602
		<b>\$ 2,695,336</b>
<b>Telecommunications 6.2%</b>		
<b>Alaska Communications Systems Holdings, Inc.</b>		
Term Loan, 5.50%, Maturing October 21, 2016	909	\$ 832,131
<b>Cellular South, Inc.</b>		
Revolving Loan, 4.50%, Maturing July 27, 2017	421	424,431
<b>Crown Castle International Corporation</b>		
Term Loan, 4.00%, Maturing January 31, 2019	943	947,531
<b>Intelsat Jackson Holdings S.A.</b>		
Term Loan, 5.25%, Maturing April 2, 2018	5,135	5,160,357
<b>Macquarie UK Broadcast Limited</b>		
Term Loan, 3.02%, Maturing December 1, 2014	GBP 414	622,527
<b>MetroPCS Wireless, Inc.</b>		
Term Loan, 4.00%, Maturing March 16, 2018	3,026	3,034,959
<b>SBA Finance</b>		
Term Loan, 3.75%, Maturing June 29, 2018	469	470,089
Term Loan, Maturing September 20, 2019 <sup>(4)</sup>	225	226,266
<b>Syniverse Holdings, Inc.</b>		
Term Loan, 5.00%, Maturing April 23, 2019	948	951,179
<b>Telesat LLC</b>		
Term Loan, 4.25%, Maturing March 28, 2019	3,441	3,454,280
<b>Windstream Corporation</b>		
Term Loan, 4.00%, Maturing August 8, 2019	474	476,572
		<b>\$ 16,600,322</b>
<b>Utilities 3.9%</b>		

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**AES Corporation**

Term Loan, 4.25%, Maturing June 1, 2018	1,281	\$	1,289,189
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**Calpine Corporation**

Term Loan, 4.50%, Maturing April 2, 2018	469		470,737
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Term Loan, 4.50%, Maturing April 2, 2018	2,389		2,398,803
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Dynegy Midwest Generation LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	248	\$ 257,091
<b>Dynegy Power, LLC</b>		
Term Loan, 9.25%, Maturing August 4, 2016	470	494,024
<b>Invenergy LLC</b>		
Term Loan, 9.00%, Maturing November 21, 2017	362	365,219
<b>LSP Madison Funding, LLC</b>		
Term Loan, 5.50%, Maturing June 28, 2019	574	579,298
<b>NRG Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 2, 2018	2,718	2,736,114
<b>Texas Competitive Electric Holdings Company, LLC</b>		
Term Loan, 4.76%, Maturing October 10, 2017	2,601	1,798,312
		<b>\$ 10,388,787</b>

**Total Senior Floating-Rate Interests**  
(identified cost \$380,323,775) **\$ 381,514,535**

**Corporate Bonds & Notes 10.4%**

Security	Principal Amount* (000 s omitted)	Value
<b>Automotive 0.1%</b>		
<b>American Axle &amp; Manufacturing, Inc., Sr. Notes</b>		
9.25%, 1/15/17 <sup>(6)</sup>	68	\$ 76,330
<b>General Motors Financial Co., Inc., Sr. Notes</b>		
4.75%, 8/15/17 <sup>(6)</sup>	40	41,066
<b>Visteon Corp.</b>		
6.75%, 4/15/19	15	15,825
		<b>\$ 133,221</b>

**Beverage and Tobacco 0.0%**

<b>Constellation Brands, Inc., Sr. Notes</b>		
6.00%, 5/1/22	35	\$ 39,988
4.625%, 3/1/23	40	41,000
<b>Innovation Ventures LLC/Innovation Ventures Finance Corp., Sr. Notes</b>		
9.50%, 8/15/19 <sup>(6)</sup>	25	24,250
		<b>\$ 105,238</b>

**Broadcast Radio and Television 0.4%**

<b>Entravision Communications Corp., Sr. Notes</b>		
8.75%, 8/1/17	948	\$ 1,028,580
<b>Starz, LLC/Starz Finance Corp., Sr. Notes</b>		
5.00%, 9/15/19 <sup>(6)</sup>	35	35,962
		<b>\$ 1,064,542</b>

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<b>Brokers, Dealers and Investment Houses</b>	<b>0.0%</b>			
<b>Alliance Data Systems Corp., Sr. Notes</b>				
6.375%, 4/1/20 <sup>(6)</sup>		30	\$	32,550
			\$	<b>32,550</b>

Security	Principal Amount* (000 s omitted)	Value
<b>Building and Development 0.1%</b>		
<b>Isabelle Acquisition Sub, Inc., Sr. Notes</b> 10.00%, 11/15/18 <sup>(6)</sup>	65	\$ 70,769
<b>Nortek, Inc., Sr. Notes</b> 10.00%, 12/1/18	45	49,950
8.50%, 4/15/21	15	16,050
		<b>\$ 136,769</b>
<b>Business Equipment and Services 0.0%</b>		
<b>Education Management, LLC, Sr. Notes</b> 8.75%, 6/1/14	150	\$ 118,875
		<b>\$ 118,875</b>
<b>Cable and Satellite Television 0.1%</b>		
<b>CCO Holdings, LLC/CCO Holdings Capital Corp., Sr. Notes</b> 5.25%, 9/30/22	100	\$ 101,000
<b>DISH DBS Corp., Sr. Notes</b> 5.875%, 7/15/22 <sup>(6)</sup>	45	46,350
		<b>\$ 147,350</b>
<b>Chemicals and Plastics 1.1%</b>		
<b>Ashland, Inc., Sr. Notes</b> 4.75%, 8/15/22 <sup>(6)</sup>	20	\$ 20,550
<b>Hexion US Finance Corp., Sr. Notes</b> 6.625%, 4/15/20	1,000	1,022,500
<b>Ineos Finance PLC, Sr. Notes</b> 7.25%, 2/15/19 <sup>(6)</sup>	EUR 500	652,163
8.375%, 2/15/19 <sup>(6)</sup>	500	528,125
7.50%, 5/1/20 <sup>(6)</sup>	400	408,000
<b>LyondellBasell Industries N.V., Sr. Notes</b> 5.00%, 4/15/19	200	213,500
<b>Nufarm Australia, Ltd.</b> 6.375%, 10/15/19 <sup>(6)</sup>	20	20,000
<b>Rockwood Specialties Group, Inc.</b> 4.625%, 10/15/20	65	66,219
<b>Tronox Finance, LLC, Sr. Notes</b> 6.375%, 8/15/20 <sup>(6)</sup>	55	55,756
		<b>\$ 2,986,813</b>
<b>Clothing/Textiles 0.0%</b>		
<b>Wolverine World Wide, Inc.</b> 6.125%, 10/15/20 <sup>(6)</sup>	20	\$ 20,700
		<b>\$ 20,700</b>
<b>Conglomerates 0.0%</b>		
<b>Belden, Inc., Sr. Sub. Notes</b> 5.50%, 9/1/22 <sup>(6)</sup>	25	\$ 25,688
<b>General Cable Corp.</b> 5.75%, 10/1/22 <sup>(6)</sup>	40	40,800

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		\$	<b>66,488</b>
<b>Containers and Glass Products 0.9%</b>			
<b>Berry Plastics Corp., Sr. Notes</b>			
5.205%, 2/15/15 <sup>(7)</sup>	500	\$	501,500
<b>Reynolds Group Holding, Inc., Sr. Notes</b>			
5.75%, 10/15/20 <sup>(6)</sup>	1,975		1,977,469
		\$	<b>2,478,969</b>
<b>Cosmetics/Toiletries 0.1%</b>			
<b>Party City Holdings, Inc., Sr. Notes</b>			
8.875%, 8/1/20 <sup>(6)</sup>	65	\$	69,550



Security	Principal Amount* (000 s omitted)	Value
<b>Revlon Consumer Products Corp.</b>		
9.75%, 11/15/15	165	\$ 175,312
		<b>\$ 244,862</b>
<b>Diversified Financial Services 0.1%</b>		
<b>Air Lease Corp., Sr. Notes</b>		
4.50%, 1/15/16 <sup>(6)</sup>	135	\$ 135,675
<b>CIT Group, Inc., Sr. Notes</b>		
5.50%, 2/15/19 <sup>(6)</sup>	25	27,187
5.375%, 5/15/20	5	5,438
5.00%, 8/15/22	10	10,457
<b>Nuveen Investments, Inc., Sr. Notes</b>		
9.50%, 10/15/20 <sup>(6)</sup>	70	70,000
		<b>\$ 248,757</b>
<b>Drugs 0.0%</b>		
<b>Valeant Pharmaceuticals International, Sr. Notes</b>		
6.375%, 10/15/20 <sup>(6)</sup>	50	\$ 51,125
<b>VPI Escrow Corp., Sr. Notes</b>		
6.375%, 10/15/20 <sup>(6)</sup>	65	66,625
		<b>\$ 117,750</b>
<b>Ecological Services and Equipment 0.0%</b>		
<b>ADS Waste Holdings, Inc., Sr. Notes</b>		
8.25%, 10/1/20 <sup>(6)</sup>	25	\$ 25,563
<b>Clean Harbors, Inc., Sr. Notes</b>		
5.25%, 8/1/20 <sup>(6)</sup>	25	25,875
		<b>\$ 51,438</b>
<b>Electronics/Electrical 0.0%</b>		
<b>Amkor Technology, Inc.</b>		
6.375%, 10/1/22 <sup>(6)</sup>	5	\$ 4,931
<b>Infor US, Inc., Sr. Notes</b>		
9.375%, 4/1/19 <sup>(6)</sup>	35	39,025
<b>Nuance Communications, Inc., Sr. Notes</b>		
5.375%, 8/15/20 <sup>(6)</sup>	20	20,750
		<b>\$ 64,706</b>
<b>Equipment Leasing 0.6%</b>		
<b>Aircastle, Ltd., Sr. Notes</b>		
6.75%, 4/15/17	25	\$ 27,062
7.625%, 4/15/20	15	16,688
<b>International Lease Finance Corp., Sr. Notes</b>		
5.65%, 6/1/14	1,000	1,052,600
6.75%, 9/1/16 <sup>(6)</sup>	175	197,531
7.125%, 9/1/18 <sup>(6)</sup>	175	204,750
		<b>\$ 1,498,631</b>

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**Financial Intermediaries 0.6%**

**Ally Financial, Inc., Sr. Notes**

2.618%, 12/1/14 <sup>(7)</sup>	20	\$	19,760
0.00%, 6/15/15	40		35,300
4.625%, 6/26/15	275		282,192

**First Data Corp., Sr. Notes**

7.375%, 6/15/19 <sup>(6)</sup>	500		518,125
6.75%, 11/1/20 <sup>(6)</sup>	625		624,219

Security	Principal Amount* (000 s omitted)	Value
<b>Ford Motor Credit Co., LLC, Sr. Notes</b>		
8.00%, 12/15/16	125	\$ 149,753
<b>Lender Processing Services, Inc.</b>		
5.75%, 4/15/23	40	40,000
		<b>\$ 1,669,349</b>
<b>Food Products 0.0%</b>		
<b>Smithfield Foods, Inc., Sr. Notes</b>		
6.625%, 8/15/22	55	\$ 57,200
		<b>\$ 57,200</b>
<b>Food Service 0.0%</b>		
<b>Ruby Tuesday, Inc., Sr. Notes</b>		
7.625%, 5/15/20 <sup>(6)</sup>	70	\$ 67,550
		<b>\$ 67,550</b>
<b>Health Care 0.7%</b>		
<b>Biomet, Inc., Sr. Notes</b>		
6.50%, 8/1/20 <sup>(6)</sup>	55	\$ 57,131
<b>CDRT Holding Corp., Sr. Notes</b>		
9.25%, 10/1/17 <sup>(3)(6)</sup>	40	38,800
<b>CHS/Community Health Systems, Inc., Sr. Notes</b>		
5.125%, 8/15/18	1,115	1,159,600
<b>Community Health Systems, Inc., Sr. Notes</b>		
7.125%, 7/15/20	65	69,428
<b>DaVita, Inc., Sr. Notes</b>		
5.75%, 8/15/22	110	114,950
<b>DJO Finance, LLC/DJO Finance Corp.</b>		
8.75%, 3/15/18 <sup>(6)</sup>	10	10,688
<b>DJO Finance, LLC/DJO Finance Corp., Sr. Notes</b>		
9.875%, 4/15/18 <sup>(6)</sup>	20	19,850
<b>Hologic, Inc., Sr. Notes</b>		
6.25%, 8/1/20 <sup>(6)</sup>	130	138,450
<b>INC Research, LLC, Sr. Notes</b>		
11.50%, 7/15/19 <sup>(6)</sup>	25	25,250
<b>Kinetic Concepts, Inc./KCI USA, Inc.</b>		
10.50%, 11/1/18 <sup>(6)</sup>	25	26,563
<b>United Surgical Partners International, Inc., Sr. Notes</b>		
9.00%, 4/1/20 <sup>(6)</sup>	35	38,150
<b>VWR Funding, Inc., Sr. Notes</b>		
7.25%, 9/15/17 <sup>(6)</sup>	95	96,603
		<b>\$ 1,795,463</b>
<b>Home Furnishings 0.2%</b>		
<b>Libbey Glass, Inc., Sr. Notes</b>		
6.875%, 5/15/20 <sup>(6)</sup>	370	\$ 399,600
<b>Mead Products, LLC/ACCO Brands Corp., Sr. Notes</b>		
6.75%, 4/30/20 <sup>(6)</sup>	65	68,087
<b>Serta Simmons Holdings, LLC, Sr. Notes</b>		
8.125%, 10/1/20 <sup>(6)</sup>	40	39,900

				\$	507,587
<b>Insurance</b>	<b>0.2%</b>				
<b>Alliant Holdings I, Inc.</b>					
11.00%, 5/1/15 <sup>(6)</sup>		25	\$		25,875

Security	Principal Amount* (000 s omitted)	Value
<b>CNO Financial Group, Inc., Sr. Notes</b>		
6.375%, 10/1/20 <sup>(6)</sup>	525	\$ 538,125
<b>Hub International, Ltd.</b>		
8.125%, 10/15/18 <sup>(6)</sup>	35	35,612
<b>USI Holdings Corp., Sr. Notes</b>		
4.31%, 11/15/14 <sup>(6)(7)</sup>	35	34,038
		<b>\$ 633,650</b>
<b>Leisure Goods/Activities/Movies 0.2%</b>		
<b>AMC Entertainment, Inc., Sr. Notes</b>		
8.75%, 6/1/19	60	\$ 66,450
<b>National CineMedia, LLC, Sr. Notes</b>		
6.00%, 4/15/22 <sup>(6)</sup>	380	402,800
<b>Royal Caribbean Cruises, Sr. Notes</b>		
7.00%, 6/15/13	50	51,875
6.875%, 12/1/13	20	21,150
7.25%, 6/15/16	10	11,225
7.25%, 3/15/18	20	22,550
<b>Seven Seas Cruises, S. de R.L.</b>		
9.125%, 5/15/19	35	36,575
		<b>\$ 612,625</b>
<b>Lodging and Casinos 1.0%</b>		
<b>Boyd Acquisition Sub LLC/Boyd Acquisition Finance Corp., Sr. Notes</b>		
8.375%, 2/15/18 <sup>(6)</sup>	25	\$ 26,125
<b>Buffalo Thunder Development Authority, Sr. Notes</b>		
9.375%, 12/15/14 <sup>(6)(8)</sup>	265	98,050
<b>Caesars Entertainment Operating Co., Inc., Sr. Notes</b>		
5.375%, 12/15/13	10	9,650
8.50%, 2/15/20 <sup>(6)</sup>	1,075	1,077,687
<b>Inn of the Mountain Gods Resort &amp; Casino, Sr. Notes</b>		
8.75%, 11/30/20 <sup>(6)</sup>	50	49,500
<b>Mohegan Tribal Gaming Authority, Sr. Notes</b>		
10.50%, 12/15/16 <sup>(6)</sup>	50	46,000
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>		
11.00%, 9/15/18 <sup>(6)</sup>	210	149,100
<b>Peninsula Gaming, LLC</b>		
10.75%, 8/15/17	1,000	1,135,000
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>		
9.00%, 11/15/15 <sup>(6)</sup>	165	148,500
<b>Waterford Gaming, LLC, Sr. Notes</b>		
8.625%, 9/15/14 <sup>(5)(6)</sup>	93	50,549
		<b>\$ 2,790,161</b>
<b>Mining, Steel, Iron and Nonprecious Metals 0.0%</b>		
<b>IAMGOLD Corp.</b>		
6.75%, 10/1/20 <sup>(6)</sup>	70	\$ 68,775
		<b>\$ 68,775</b>
<b>Nonferrous Metals/Minerals 0.1%</b>		
<b>FMG Resources (August 2006) Pty, Ltd., Sr. Notes</b>		

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7.00%, 11/1/15 <sup>(6)</sup>	25	\$	25,000
<b>Molycorp, Inc., Sr. Notes</b>			
10.00%, 6/1/20 <sup>(6)</sup>	55		54,725

Security	Principal Amount* (000 s omitted)	Value
<b>Security</b>		
<b>New Gold, Inc., Sr. Notes</b>		
7.00%, 4/15/20 <sup>(6)</sup>	20	\$ 21,300
<b>Penn Virginia Resource Partners, LP/Penn Virginia Resource Finance Corp. II, Sr. Notes</b>		
8.375%, 6/1/20 <sup>(6)</sup>	25	25,937
		<b>\$ 126,962</b>
<b>Oil and Gas 0.4%</b>		
<b>Bristow Group, Inc.</b>		
6.25%, 10/15/22	45	\$ 46,238
<b>Concho Resources, Inc., Sr. Notes</b>		
5.50%, 4/1/23	45	47,081
<b>Continental Resources, Inc.</b>		
5.00%, 9/15/22	15	15,713
5.00%, 9/15/22 <sup>(6)</sup>	125	130,781
<b>Eagle Rock Energy Partners, LP/Eagle Rock Energy Finance Corp., Sr. Notes</b>		
8.375%, 6/1/19 <sup>(6)</sup>	10	9,875
<b>EP Energy, LLC/EP Energy Finance, Inc., Sr. Notes</b>		
6.875%, 5/1/19 <sup>(6)</sup>	100	107,125
9.375%, 5/1/20 <sup>(6)</sup>	70	76,387
<b>EP Energy, LLC/Everest Acquisition Finance, Inc., Sr. Notes</b>		
7.75%, 9/1/22 <sup>(6)</sup>	20	20,450
<b>Forest Oil Corp.</b>		
7.50%, 9/15/20 <sup>(6)</sup>	55	54,656
<b>Halcon Resources Corp., Sr. Notes</b>		
9.75%, 7/15/20 <sup>(6)</sup>	45	46,125
<b>Laredo Petroleum, Inc., Sr. Notes</b>		
7.375%, 5/1/22	35	37,975
<b>MarkWest Energy Partners , LP/MarkWest Energy Finance Corp., Sr. Notes</b>		
5.50%, 2/15/23	25	26,250
<b>MEG Energy Corp., Sr. Notes</b>		
6.375%, 1/30/23 <sup>(6)</sup>	50	53,438
<b>Newfield Exploration Co., Sr. Notes</b>		
5.625%, 7/1/24	65	72,231
<b>Oasis Petroleum, Inc., Sr. Notes</b>		
6.875%, 1/15/23	75	79,875
<b>Petroleum Development Corp., Sr. Notes</b>		
12.00%, 2/15/18	65	71,175
<b>SESI, LLC, Sr. Notes</b>		
6.875%, 6/1/14	15	15,019
<b>SM Energy Co., Sr. Notes</b>		
6.50%, 1/1/23 <sup>(6)</sup>	40	42,050
<b>Tesoro Corp.</b>		
5.375%, 10/1/22	55	56,787
		<b>\$ 1,009,231</b>
<b>Publishing 0.8%</b>		
<b>Laureate Education, Inc.</b>		
11.00%, 8/15/15 <sup>(6)</sup>	1,215	\$ 1,257,525
11.25%, 8/15/15 <sup>(3)(6)</sup>	626	647,791
12.75%, 8/15/17 <sup>(6)</sup>	45	47,925
9.25%, 9/1/19 <sup>(6)</sup>	75	75,750
<b>Nielsen Finance, LLC/Nielsen Finance Co., Sr. Notes</b>		
4.50%, 10/1/20 <sup>(6)</sup>	65	64,919

\$ 2,093,910

<b>Radio and Television</b>	<b>0.2%</b>		
<b>LBI Media, Inc., Sr. Notes</b>			
11.00%, 10/15/13		15	\$ 4,125



Security	Principal Amount* (000 s omitted)	Value
<b>Security</b>		
<b>Univision Communications, Inc., Sr. Notes</b>		
6.75%, 9/15/22 <sup>(6)</sup>	425	\$ 427,125
		<b>\$ 431,250</b>
<b>Rail Industries 0.0%</b>		
<b>American Railcar Industry, Sr. Notes</b>		
7.50%, 3/1/14	64	\$ 65,280
		<b>\$ 65,280</b>
<b>Retailers (Except Food and Drug) 0.2%</b>		
<b>Claire s Stores, Inc.</b>		
9.00%, 3/15/19 <sup>(6)</sup>	35	\$ 36,488
<b>Dollar General Corp., Sr. Notes</b>		
4.125%, 7/15/17	20	21,000
<b>HD Supply, Inc., Sr. Notes</b>		
8.125%, 4/15/19 <sup>(6)</sup>	20	21,750
<b>J. Crew Group, Inc., Sr. Notes</b>		
8.125%, 3/1/19	35	36,837
<b>Michaels Stores, Inc.</b>		
7.75%, 11/1/18 <sup>(6)</sup>	25	26,875
7.75%, 11/1/18	50	53,875
<b>Pantry, Inc., Sr. Notes</b>		
8.375%, 8/1/20 <sup>(6)</sup>	40	41,100
<b>Penske Automotive Group, Inc., Sr. Sub. Notes</b>		
5.75%, 10/1/22 <sup>(6)</sup>	15	15,450
<b>Sally Holdings, LLC/Sally Capital, Inc., Sr. Notes</b>		
5.75%, 6/1/22	95	101,650
<b>ServiceMaster Company, Sr. Notes</b>		
7.00%, 8/15/20 <sup>(6)</sup>	60	61,800
<b>Toys R Us, Inc., Sr. Notes</b>		
7.375%, 9/1/16 <sup>(6)</sup>	30	30,675
		<b>\$ 447,500</b>
<b>Technology 0.0%</b>		
<b>NCR Corp., Sr. Notes</b>		
5.00%, 7/15/22 <sup>(6)</sup>	30	\$ 30,450
		<b>\$ 30,450</b>
<b>Telecommunications 0.6%</b>		
<b>Digicel Group, Ltd., Sr. Notes</b>		
8.875%, 1/15/15 <sup>(6)</sup>	820	\$ 842,140
<b>Intelsat Jackson Holdings, Ltd., Sr. Notes</b>		
7.25%, 10/15/20 <sup>(6)</sup>	55	59,400
<b>SBA Communications Corp., Sr. Notes</b>		
5.625%, 10/1/19 <sup>(6)</sup>	50	51,063
<b>SBA Telecommunications, Inc., Sr. Notes</b>		
5.75%, 7/15/20 <sup>(6)</sup>	50	52,687
<b>Sprint Nextel Corp., Sr. Notes</b>		
7.00%, 8/15/20	555	579,281
		<b>\$ 1,584,571</b>

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<b>Utilities</b>	<b>1.7%</b>		
<b>Calpine Corp., Sr. Notes</b>			
7.50%, 2/15/21 <sup>(6)</sup>		2,375	\$ 2,576,875
7.875%, 1/15/23 <sup>(6)</sup>		1,700	1,887,000
<b>Energy Future Intermediate Holding Co., LLC/EFIH Finance, Inc., Sr. Notes</b>			
6.875%, 8/15/17 <sup>(6)</sup>		20	20,800

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Security	Principal Amount* (000 s omitted)	Value
<b>Reliant Energy, Inc., Sr. Notes</b> 7.625%, 6/15/14	10	\$ 10,725
		<b>\$ 4,495,400</b>

**Total Corporate Bonds & Notes**  
(identified cost \$26,984,869) **\$ 28,004,573**

**Asset-Backed Securities 1.3%**

Security	Principal Amount (000 s omitted)	Value
Alzette European CLO SA, Series 2004-1A, Class E2, 6.889%, 12/15/20 <sup>(7)</sup>	\$ 197	\$ 175,403
Avalon Capital Ltd. 3, Series 1A, Class D, 2.381%, 2/24/19 <sup>(6)(7)</sup>	295	257,117
Babson Ltd., Series 2005-1A, Class C1, 2.405%, 4/15/19 <sup>(6)(7)</sup>	376	313,304
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.908%, 3/8/17 <sup>(7)</sup>	492	472,516
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.205%, 7/17/19 <sup>(7)</sup>	500	444,607
Madison Park Funding Ltd., Series 2006-2A, Class D, 5.119%, 3/25/20 <sup>(6)(7)</sup>	1,000	913,457
Schiller Park CLO Ltd., Series 2007-1A, Class D, 2.701%, 4/25/21 <sup>(6)(7)</sup>	1,000	844,773

**Total Asset-Backed Securities**  
(identified cost \$3,838,970) **\$ 3,421,177**

**Common Stocks 1.5%**

Security	Shares	Value
<b>Automotive 0.1%</b> Dayco Products, LLC <sup>(5)(9)(10)</sup>	10,159	\$ 279,372
		<b>\$ 279,372</b>

**Building and Development 0.1%**

Panolam Holdings Co. <sup>(5)(10)(11)</sup>	131	\$ 213,543
United Subcontractors, Inc. <sup>(5)(9)(10)</sup>	277	11,257
		<b>\$ 224,800</b>

**Financial Intermediaries 0.0%**

RTS Investor Corp. <sup>(5)(9)(10)</sup>	41	\$ 3,912
		<b>\$ 3,912</b>

**Food Service 0.1%**

Buffets Restaurants Holdings, Inc. <sup>(5)(9)(10)</sup>	24,108	\$ 219,142
		<b>\$ 219,142</b>

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**Home Furnishings 0.1%**

Oreck Corp. <sup>(5)(9)(10)</sup>	2,275	\$	130,585
Sanitec Europe Oy B Units <sup>(5)(9)(10)</sup>	26,249		163,597
Sanitec Europe Oy E Units <sup>(5)(9)(10)</sup>	25,787		0
		\$	<b>294,182</b>

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

Metro-Goldwyn-Mayer Holdings, Inc. <sup>(9)(10)</sup>	22,424	\$	713,363
		\$	<b>713,363</b>

**Lodging and Casinos 0.2%**

Affinity Gaming, LLC <sup>(9)(10)</sup>	23,498	\$	266,314
Greektown Superholdings, Inc. <sup>(10)</sup>	45		2,295
Tropicana Entertainment, Inc. <sup>(5)(9)(10)</sup>	25,430		365,556
		\$	<b>634,165</b>

Security	Shares	Value
<b>Nonferrous Metals/Minerals 0.0%</b>		
Euramax International, Inc. <sup>(9)(10)</sup>	468	\$ 104,019
		<b>\$ 104,019</b>
<b>Oil and Gas 0.0%</b>		
SemGroup Corp. <sup>(10)</sup>	750	\$ 27,637
		<b>\$ 27,637</b>
<b>Publishing 0.6%</b>		
Ion Media Networks, Inc. <sup>(5)(9)(10)</sup>	2,155	\$ 1,370,580
MediaNews Group, Inc. <sup>(5)(9)(10)</sup>	5,771	121,079
		<b>\$ 1,491,659</b>
<b>Total Common Stocks (identified cost \$2,485,970)</b>		<b>\$ 3,992,251</b>

**Warrants 0.0%**

Security	Shares	Value
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Expires 11/30/14 <sup>(10)</sup>	789	\$ 10,486
		<b>\$ 10,486</b>
<b>Publishing 0.0%</b>		
Reader's Digest Association, Inc. (The), Expires 2/19/14 <sup>(9)(10)</sup>	781	\$ 0
		<b>\$ 0</b>
<b>Total Warrants (identified cost \$8)</b>		<b>\$ 10,486</b>

**Miscellaneous 0.0%**

Security	Shares	Value
<b>Business Equipment and Services 0.0%</b>		
NCS Acquisition Corp., Escrow Certificate <sup>(5)(10)</sup>	20,000	\$ 276
		<b>\$ 276</b>
<b>Cable and Satellite Television 0.0%</b>		
Adelphia Recovery Trust <sup>(5)(10)</sup>	261,268	\$ 0
Adelphia, Inc., Escrow Certificate <sup>(10)</sup>	270,000	2,389

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		\$	2,389
<b>Oil and Gas 0.0%</b>			
SemGroup Corp., Escrow Certificate <sup>(10)</sup>	290,000	\$	13,050
		\$	13,050
<b>Total Miscellaneous (identified cost \$251,158)</b>		\$	15,715

**Short-Term Investments 5.1%**

Description	Interest/ Principal Amount (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.12% <sup>(12)</sup>	\$ 508	\$ 507,717
State Street Bank and Trust Euro Time Deposit, 0.01%, 10/1/12	13,320	13,319,740

**Total Short-Term Investments (identified cost \$13,827,457) \$ 13,827,457**

**Total Investments 159.6% (identified cost \$427,712,207) \$ 430,786,194**

**Other Assets, Less Liabilities (18.9)% \$ (50,880,193)**

**Auction Preferred Shares Plus Cumulative Unpaid Dividends (40.7)% \$ (110,001,534)**

**Net Assets Applicable to Common Shares 100.0% \$ 269,904,467**

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

EUR - Euro

GBP - British Pound Sterling

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

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

(2) Amount is less than 0.05%.

(3) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.

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- (4) This Senior Loan will settle after September 30, 2012, at which time the interest rate will be determined.
- (5) For fair value measurement disclosure purposes, security is categorized as Level 3.
- (6) 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 September 30, 2012, the aggregate value of these securities is \$21,206,905 or 7.9% of the Trust's net assets applicable to common shares.
- (7) Variable rate security. The stated interest rate represents the rate in effect at September 30, 2012.
- (8) 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.



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- (9) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (10) Non-income producing security.
- (11) Restricted security.
- (12) 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 September 30, 2012. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended September 30, 2012 was \$1,964.

The cost and unrealized appreciation (depreciation) of investments of the Trust at September 30, 2012, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 427,830,080</b>
Gross unrealized appreciation	\$ 8,322,850
Gross unrealized depreciation	(5,366,736)
<b>Net unrealized appreciation</b>	<b>\$ 2,956,114</b>

**Restricted Securities**

At September 30, 2012, the Trust owned the following securities (representing 0.1% 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	Date of		Cost	Value
	Acquisition	Shares		
<b>Common Stocks</b>				
Panolam Holdings Co.	12/30/09	131	\$ 71,985	\$ 213,543
<b>Total Restricted Securities</b>			<b>\$ 71,985</b>	<b>\$ 213,543</b>

A summary of open financial instruments at September 30, 2012 is as follows:

**Forward Foreign Currency Exchange Contracts**

**Sales**

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Appreciation (Depreciation)
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	British Pound Sterling	United States Dollar		
10/31/12	895,011	1,407,159	HSBC Bank USA	\$ (37,979)
	British Pound Sterling	United States Dollar		
10/31/12	476,875	767,993	Toronto-Dominion Bank	(1,997)
	Euro	United States Dollar		
10/31/12	4,227,204	5,231,672	Deutsche Bank	(202,037)
	British Pound Sterling	United States Dollar		
11/30/12	3,323,624	5,259,402	JPMorgan Chase Bank	(106,635)
	Euro	United States Dollar		
11/30/12	222,239	287,922	Citibank NA	2,163
	Euro	United States Dollar		
11/30/12	2,056,588	2,579,733	Citibank NA	(64,668)
	British Pound Sterling	United States Dollar		
12/31/12	1,417,625	2,288,919	Goldman Sachs International	296
	Euro	United States Dollar		
12/31/12	4,185,974	5,387,390	HSBC Bank USA	2,862
				\$ (407,995)

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At September 30, 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 September 30, 2012, the aggregate fair value of open 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 \$5,321 and \$413,316, respectively.

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 September 30, 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	\$	\$ 380,785,807	\$ 728,728	\$ 381,514,535
Corporate Bonds & Notes		27,954,024	50,549	28,004,573
Asset-Backed Securities		3,421,177		3,421,177
Common Stocks	27,637	1,085,991	2,878,623	3,992,251
Warrants		10,486	0	10,486
Miscellaneous		15,439	276	15,715
Short-Term Investments		13,827,457		13,827,457
<b>Total Investments</b>	<b>\$ 27,637</b>	<b>\$ 427,100,381</b>	<b>\$ 3,658,176</b>	<b>\$ 430,786,194</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 5,321	\$	\$ 5,321
<b>Total</b>	<b>\$ 27,637</b>	<b>\$ 427,105,702</b>	<b>\$ 3,658,176</b>	<b>\$ 430,791,515</b>
<b>Liability Description</b>				
Forward Foreign Currency Exchange Contracts	\$	\$ (413,316)	\$	\$ (413,316)
<b>Total</b>	<b>\$</b>	<b>\$ (413,316)</b>	<b>\$</b>	<b>\$ (413,316)</b>

\* None of the unobservable inputs for Level 3 assets, individually or collectively, had a material impact on the Trust.

Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the fiscal year to date ended September 30, 2012 is not presented.

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At September 30, 2012, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

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 Senior Income Trust

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

Date: November 26, 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: November 26, 2012

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

Date: November 26, 2012