

Eaton Vance Floating-Rate Income Trust
Form N-CSR
July 26, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act File Number: 811-21574

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)

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Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number)

May 31

Date of Fiscal Year End

May 31, 2013

Date of Reporting Period

Item 1. Reports to Stockholders

Eaton Vance

Floating-Rate Income Trust

(EFT)

Annual Report

May 31, 2013

Commodity Futures Trading Commission Registration. Effective December 31, 2012, the Commodity Futures Trading Commission (CFTC) adopted certain regulatory changes that subject registered investment companies and advisers to regulation by the CFTC if a fund invests more than a prescribed level of its assets in certain CFTC-regulated instruments (including futures, certain options and swap agreements) or markets itself as providing investment exposure to such instruments. The Fund has claimed an exclusion from the definition of the term commodity pool operator under the Commodity Exchange Act and is not subject to the CFTC regulation. Because of its management of other strategies, the Fund s adviser is registered with the CFTC as a commodity pool operator.

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

Annual Report May 31, 2013

Eaton Vance

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Eaton Vance

Floating-Rate Income Trust

May 31, 2013

Management's Discussion of Fund Performance

Economic and Market Conditions

The U.S. floating-rate loan market performed solidly during the fiscal year ended May 31, 2013. Following a strong performance in 2012, momentum continued in the asset class during the first five months of the year. For the 12-month period, the S&P/LSTA Leveraged Loan Index (the Index)² a broad barometer for the loan market advanced 8.70%. Returns were comprised of largely balanced contributions from price appreciation and investment income.

With fundamentals in check for the most part and the default rate low, returns during the period were primarily driven by technical conditions, which remained favorable. Inflows into the asset class remained robust, with institutional demand and retail fund subscriptions outstripping the net supply of new loans issued, which expanded during the fiscal year, though modestly. With investors' search for yield and growing appetite for risk, loans remained in focus due to their near-par valuations, zero-like duration⁸ and floating income stream. Still, with loans priced near par, strong demand continued to drive spread compression in the market throughout the period, lowering coupon income in a way not dissimilar to the reduced yields found in many other income market segments.

With the global economy continuing what appears to be its gradual recovery during the period, improving corporate fundamentals were also a key driver of loan performance. Loan market default rates, a measure of corporate health and credit risk in the market, ended the period at 1.4% on a trailing 12-month basis, well below the market's 10-year average of 2.4%, according to Standard & Poor's Leveraged Commentary & Data (S&P/LCD). With many of the weakest issuers having been winnowed out of the market in the recent recession, surviving firms tended to be operating in a leaner manner, cutting expenses and generating higher operating margins. This helped produce generally strong EBITDA (earnings before interest, taxes, depreciation and amortization) growth rates for those issuers, another positive factor for loan market fundamentals.

Fund Performance

For the fiscal year ended May 31, 2013, Eaton Vance

Floating-Rate Income Trust (the Fund) earned a total return of 12.15% at net asset value (NAV), outperforming the 8.70% return of the Index. The predominant factors driving relative performance versus the Index during the fiscal year were quality positioning, investment leverage, high-yield bond exposure and beneficial credit selection.

Against a backdrop that continued to favor lower-quality loans, the Fund outperformed the Index despite its up-in-quality-biased portfolios. For the 12-month period, BB-rated⁷ loans in the Index returned 6.19%, B-rated loans in the Index returned 8.41% and CCC-rated loans in the Index returned 24.36%. Across these ratings tiers, the Fund had overweight exposure to BB-rated loans and underweight exposure to B-rated and CCC-rated loans. As a result, the Fund's higher-quality positioning generally served as a relative detractor from performance versus the Index during the period.

Under normal market conditions, the Fund invests at least 80% of its total assets in senior loans. In keeping with the Fund's secondary objective of preservation of capital, management tends to underweight the lower-quality loans, a strategy that may help the Fund experience limited credit losses over time but may detract from relative results versus the Index in times of market exuberance, such as that experienced in the current period.

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While the Fund's quality positioning generally served as a headwind, several factors drove overall favorable results relative to the Index. The Fund's employment of investment leverage was a contributor to relative performance versus the Index, as leverage enhanced the performance of the Fund's underlying portfolio. Additionally, the Fund's exposure to high-yield bonds, which markedly outperformed the loan market during the period, was also additive to relative results versus the Index. These factors aided relative returns, as the Index does not include high-yield bonds and is unlevered.

Finally, credit selection was broadly beneficial across the

Fund's many sectors.

On a sector-level basis, the Fund's underweight to lower-rated credit-heavy sectors, such as utilities, publishing and radio and television, detracted from relative results versus the Index, as these areas outperformed the overall Index. Similarly, the

Fund's overweight to historically less volatile sectors, such as food products and food/drug retailers, detracted from relative performance versus the Index, as these sectors trailed the overall market. Insofar as sector-level contributors, the Fund's underweight to retailers (except food and drug) and telecommunications aided relative results versus the Index, as these market segments underperformed the broader Index.

See Endnotes and Additional Disclosures in this report.

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

Eaton Vance

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Performance^{2,3}

Portfolio Managers Scott H. Page, CFA and Ralph Hinckley, CFA

% Average Annual Total Returns	Inception Date	One Year	Five Years	Since Inception
Fund at NAV	06/29/2004	12.15%	7.64%	5.90%
Fund at Market Price		12.66	9.72	6.17
S&P/LSTA Leveraged Loan Index	06/29/2004 ²	8.70%	6.57%	5.32%

% Premium/Discount to NAV

2.27%

Distributions⁴

Total Distributions per share for the period	\$ 1.041
Distribution Rate at NAV	5.96%
Distribution Rate at Market Price	5.83%

% Total Leverage⁵

Borrowings	28.52%
Variable Rate Term Preferred Shares (VRTP Shares)	7.87

See Endnotes and Additional Disclosures in this report.

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

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Fund Profile

Top 10 Issuers (% of total investments)⁶

Alliance Boots Holdings Limited	1.1%
HJ Heinz Co.	1.1
Intelsat Jackson Holdings Ltd.	1.1
HCA, Inc.	1.0
Aramark Corporation	1.0
SunGard Data Systems, Inc.	0.9
Asurion LLC	0.9
Chrysler Group LLC	0.8
Laureate Education, Inc.	0.8
Calpine Corp. (corporate bond)	0.8
Total	9.5%

Top 10 Sectors (% of total investments)⁶

Health Care	11.0%
Business Equipment and Services	8.2
Electronics/Electrical	6.3
Cable and Satellite Television	4.9
Financial Intermediaries	4.4
Retailers (Except Food and Drug)	4.3
Telecommunications	4.2
Leisure Goods/Activities/Movies	4.2
Automotive	3.9
Food Products	3.8
Total	55.2%

See Endnotes and Additional Disclosures in this report.

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Endnotes and Additional Disclosures

- ¹ The views expressed in this report are those of the portfolio manager(s) and are current only through the date stated at the top of this page. These views are subject to change at any time based upon market or other conditions, and Eaton Vance and the Fund(s) disclaim any responsibility to update such views. These views may not be relied upon as investment advice and, because investment decisions are based on many factors, may not be relied upon as an indication of trading intent on behalf of any Eaton Vance fund. This commentary may contain statements that are not historical facts, referred to as forward looking statements. The Fund's actual future results may differ significantly from those stated in any forward looking statement, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and purchases of Fund shares, the continuation of investment advisory, administrative and service contracts, and other risks discussed from time to time in the Fund's filings with the Securities and Exchange Commission.
- ² S&P/LSTA Leveraged Loan Index is an unmanaged index of the institutional leveraged loan market. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index. Index data is available as of month-end only.
- ³ Performance results reflect the effects of leverage. Absent an expense waiver by the investment adviser, the returns would be lower.
- ⁴ The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be composed of ordinary income, tax-exempt income, net realized capital gains and return of capital. The Fund's distributions are determined by the investment adviser based on its current assessment of the Fund's long-term return potential. As portfolio and market conditions change, the rate of distributions paid by the Fund could change.
- ⁵ Leverage represents the liquidation value of the Fund's Variable Rate Term Preferred Shares (VRTP Shares) and borrowings outstanding as a percentage of Fund net assets applicable to common shares plus VRTP Shares and borrowings outstanding. Use of leverage creates an opportunity for income, but creates risks including greater price volatility. The cost of leverage rises and falls with changes in short-term interest rates. The Fund is required to maintain prescribed asset coverage for its VRTP Shares and borrowings, which could be reduced if Fund asset values decline.
- ⁶ Excludes cash and cash equivalents.
- ⁷ Ratings are based on Moody's, S&P or Fitch, as applicable. Ratings, which are subject to change, apply to the creditworthiness of the issuers of the underlying securities and not to the Fund or its shares. Credit ratings measure the quality of a bond based on the issuer's creditworthiness, with ratings ranging from AAA, being the highest, to D, being the lowest based on S&P's measures. Ratings of BBB or higher by Standard and Poor's or Fitch (Baa or higher by Moody's) are considered to be investment grade quality. Credit ratings are based largely on the rating agency's analysis at the time of rating. The rating assigned to any particular security is not necessarily a reflection of the issuer's current financial condition and does not necessarily reflect its assessment of the volatility of a security's market value or of the liquidity of an investment in the security. If securities are rated differently by the rating agencies, the higher rating is applied. Holdings designated as "Not Rated" are not rated by the national rating agencies stated above.
- ⁸ Duration is a measure of the expected change in price of a bond in percentage terms given a one percent change in interest rates, all else being constant. Securities with lower durations tend to be less sensitive to interest-rate changes.

Fund profile subject to change due to active management.

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Important Notice to Shareholders

On December 18, 2012, the Trust issued 800 shares of Series C-1 VRTP Shares in a private offering to a commercial paper conduit sponsored by a large financial institution (the Conduit), all of which are outstanding at May 31, 2013. The Trust used the net proceeds from the issuance to enter into a series of transactions which resulted in a redemption and/or repurchase of its Auction Preferred Shares. For more information on the Trust's VRTP Shares, please see Note 2 in the Trust's Notes to Financial Statements.

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Portfolio of Investments

Senior Floating-Rate Interests 145.1%

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Aerospace and Defense 2.7%		
AVIO S.p.A		
Term Loan, 3.07%, Maturing June 14, 2017	711	\$ 713,133
Term Loan, 3.86%, Maturing December 14, 2017	EUR 600	780,532
Term Loan, 3.94%, Maturing December 14, 2017	762	764,396
Booz Allen Hamilton Inc.		
Term Loan, 4.50%, Maturing July 31, 2019	920	928,654
DAE Aviation Holdings, Inc.		
Term Loan, 6.25%, Maturing October 29, 2018	770	775,026
Term Loan, 6.25%, Maturing November 2, 2018	349	351,345
Ducommun Incorporated		
Term Loan, 4.75%, Maturing June 27, 2017	1,245	1,271,564
Hawker Beechcraft Acquisition Company LLC		
Term Loan, 5.75%, Maturing February 14, 2020	900	901,125
IAP Worldwide Services, Inc.		
Term Loan, 10.00%, Maturing December 31, 2015	1,735	1,127,875
Sequa Corporation		
Term Loan, 5.25%, Maturing June 19, 2017	1,746	1,769,627
Silver II US Holdings, LLC		
Term Loan, 4.00%, Maturing December 13, 2019	2,219	2,223,945
TASC, Inc.		
Term Loan, 4.50%, Maturing December 18, 2015	1,618	1,624,322
Transdigm, Inc.		
Term Loan, 3.75%, Maturing February 28, 2020	3,940	3,990,362
		\$ 17,221,906
Air Transport 0.1%		
Atlantic Aviation FBO Inc.		
Term Loan, Maturing May 20, 2020 ⁽²⁾	500	\$ 502,812
Evergreen International Aviation, Inc.		
Term Loan, 5.00%, Maturing June 30, 2015 ⁽³⁾	133	106,325
		\$ 609,137
Automotive 6.2%		
Affinia Group Intermediate Holdings Inc.		
Term Loan, 4.75%, Maturing April 15, 2020	1,600	\$ 1,616,000

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Allison Transmission, Inc.			
Term Loan, 4.25%, Maturing August 23, 2019	2,980		3,006,414
Autoparts Holdings Limited			
Term Loan, 6.50%, Maturing July 28, 2017	458		453,548
Chrysler Group LLC			
Term Loan, 6.00%, Maturing May 24, 2017	8,781		8,906,735
		Principal Amount*	
Borrower/Tranche Description	(000 s omitted)		Value
Automotive (continued)			
Federal-Mogul Corporation			
Term Loan, 2.14%, Maturing December 29, 2014	3,517	\$	3,447,546
Term Loan, 2.14%, Maturing December 28, 2015	2,183		2,140,107
Goodyear Tire & Rubber Company (The)			
Term Loan - Second Lien, 4.75%, Maturing April 30, 2019	7,450		7,529,156
HHI Holdings LLC			
Term Loan, 5.00%, Maturing October 5, 2018	2,181		2,219,238
Metaldyne Company LLC			
Term Loan, 5.00%, Maturing December 18, 2018	1,471		1,495,221
SRAM, LLC			
Term Loan, 4.01%, Maturing June 7, 2018	2,178		2,194,800
Tomkins LLC			
Term Loan, 3.75%, Maturing September 29, 2016	1,627		1,644,245
Tower International Inc.			
Term Loan, 5.75%, Maturing April 16, 2020	900		912,364
TriMas Corporation			
Term Loan, 3.75%, Maturing October 10, 2019	970		979,826
Veyance Technologies, Inc.			
Term Loan, 5.25%, Maturing September 8, 2017	3,225		3,249,994
			\$ 39,795,194
Beverage and Tobacco 0.1%			
Constellation Brands, Inc.			
Term Loan, Maturing April 25, 2020 ⁽²⁾	900	\$	903,229
			\$ 903,229
Brokers, Dealers and Investment Houses 0.3%			
ION Trading Technologies S.a.r.l.			
Term Loan, 4.50%, Maturing May 22, 2020	725	\$	731,344
Term Loan - Second Lien, 8.25%, Maturing May 21, 2021	1,000		1,013,750
			\$ 1,745,094
Building and Development 1.0%			
ABC Supply Co., Inc.			
Term Loan, 3.50%, Maturing April 16, 2020	1,400	\$	1,409,036
Armstrong World Industries, Inc.			
Term Loan, 3.50%, Maturing March 16, 2020	650		653,250
Preferred Proppants, LLC			
Term Loan, 9.00%, Maturing December 15, 2016	790		762,350
RE/MAX International, Inc.			
Term Loan, 5.50%, Maturing April 15, 2016	1,838		1,865,239

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Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Building and Development (continued)		
Realogy Corporation		
Term Loan, 6.20%, Maturing October 10, 2013	96	\$ 96,435
Term Loan, 4.50%, Maturing March 5, 2020	1,000	1,011,625
Starwood Property Trust, Inc.		
Term Loan, 3.50%, Maturing April 17, 2020	300	300,750
Summit Materials Companies I, LLC		
Term Loan, 5.00%, Maturing January 30, 2019	545	549,006
		\$ 6,647,691
Business Equipment and Services 13.3%		
Acosta, Inc.		
Term Loan, 5.00%, Maturing March 2, 2018	4,129	\$ 4,173,651
Axiom Corporation		
Term Loan, 3.27%, Maturing March 15, 2015	719	724,426
Advantage Sales & Marketing, Inc.		
Term Loan, 4.25%, Maturing December 18, 2017	2,846	2,889,883
Affinion Group, Inc.		
Term Loan, 6.50%, Maturing October 10, 2016	2,354	2,304,985
Allied Security Holdings, LLC		
Term Loan, 5.25%, Maturing February 3, 2017	637	642,981
Altegrity, Inc.		
Term Loan, 7.75%, Maturing February 20, 2015	776	791,644
Term Loan, 5.00%, Maturing February 21, 2015	2,207	2,196,312
Altisource Solutions S.a.r.l.		
Term Loan, 5.75%, Maturing November 27, 2019	1,398	1,416,095
Audio Visual Services Group, Inc.		
Term Loan, 6.75%, Maturing November 9, 2018	1,219	1,243,253
BAR/BRI Review Courses, Inc.		
Term Loan, 6.00%, Maturing June 16, 2017	697	699,178
Brand Energy & Infrastructure Services, Inc.		
Term Loan, 6.25%, Maturing October 23, 2018	178	181,032
Term Loan, 6.25%, Maturing October 23, 2018	742	754,299
Brickman Group Holdings Inc.		
Term Loan, 3.27%, Maturing October 14, 2016	703	710,411
Term Loan, 4.00%, Maturing September 28, 2018	887	896,008
Brock Holdings III, Inc.		
Term Loan, 6.01%, Maturing March 16, 2017	1,215	1,236,642
ClientLogic Corporation		
Term Loan, 7.03%, Maturing January 30, 2017	1,790	1,776,616
Corporate Executive Board Company, The		

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Term Loan, 5.00%, Maturing July 2, 2019	574	576,789
CPM Acquisition Corp.		
Term Loan, 6.25%, Maturing August 29, 2017	547	550,670
Term Loan - Second Lien, 10.25%, Maturing February 28, 2018	1,000	1,007,500
	Principal Amount*	
Borrower/Tranche Description	(000 s omitted)	Value
<i>Business Equipment and Services (continued)</i>		
DynCorp International LLC		
Term Loan, 6.25%, Maturing July 7, 2016	574	\$ 579,006
Education Management LLC		
Term Loan, 8.25%, Maturing March 29, 2018	2,300	2,184,830
EIG Investors Corp.		
Term Loan, 6.25%, Maturing November 8, 2019	2,244	2,261,208
Term Loan - Second Lien, 10.25%, Maturing May 8, 2020	575	577,875
Expert Global Solutions, Inc.		
Term Loan, 8.50%, Maturing April 3, 2018	2,121	2,154,571
Genesys Telecom Holdings, U.S., Inc.		
Term Loan, 4.00%, Maturing February 7, 2020	553	558,158
Genpact International, Inc.		
Term Loan, 4.25%, Maturing August 30, 2019	1,791	1,816,746
Go Daddy Operating Company, LLC		
Term Loan, 4.25%, Maturing December 17, 2018	3,325	3,347,601
IMS Health Incorporated		
Term Loan, 3.75%, Maturing September 1, 2017	2,188	2,207,678
Ista International GmbH		
Term Loan, Maturing June 1, 2020 ⁽²⁾	EUR 475	629,839
KAR Auction Services, Inc.		
Term Loan, 3.75%, Maturing May 19, 2017	3,120	3,160,912
Kronos Incorporated		
Term Loan, 4.50%, Maturing October 30, 2019	1,771	1,786,055
Term Loan - Second Lien, 9.75%, Maturing April 30, 2020	1,025	1,078,172
Language Line, LLC		
Term Loan, 6.25%, Maturing June 20, 2016	2,246	2,229,315
Meritas LLC		
Term Loan, 7.50%, Maturing July 28, 2017	732	731,728
Mitchell International, Inc.		
Term Loan, 3.81%, Maturing March 28, 2016	911	912,227
Term Loan - Second Lien, 5.56%, Maturing March 30, 2015	1,000	1,011,000
Monitronics International Inc.		
Term Loan, 4.25%, Maturing March 23, 2018	941	952,849
National CineMedia, LLC		
Term Loan, 2.95%, Maturing November 26, 2019	575	575,479
Power Team Services, LLC		
Term Loan, 0.50%, Maturing May 6, 2020 ⁽⁴⁾	39	38,986
Term Loan, 4.25%, Maturing May 6, 2020	311	312,375
Quintiles Transnational Corp.		
Term Loan, 4.50%, Maturing June 8, 2018	296	299,154
Term Loan, 4.50%, Maturing June 8, 2018	5,702	5,789,255

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Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Business Equipment and Services (continued)		
Renaissance Learning, Inc. Term Loan, 5.75%, Maturing November 13, 2018	622	\$ 628,871
Sabre, Inc. Term Loan, 5.25%, Maturing February 19, 2019	1,322	1,341,926
Sensus USA Inc. Term Loan, 4.75%, Maturing May 9, 2017	760	763,298
Softlayer Technologies, Inc. Term Loan, 7.25%, Maturing November 5, 2016	698	705,240
Spin Holdco Inc. Term Loan, 4.25%, Maturing November 15, 2019	2,175	2,193,353
SunGard Data Systems, Inc. Term Loan, 3.95%, Maturing February 28, 2017	952	958,828
Term Loan, 4.00%, Maturing March 8, 2020	8,900	9,038,956
SymphonyIRI Group, Inc. Term Loan, 4.50%, Maturing December 1, 2017	933	943,878
Trans Union, LLC Term Loan, 4.25%, Maturing February 10, 2019	3,158	3,190,685
Travelport LLC Term Loan, 4.88%, Maturing August 21, 2015	EUR 741	953,735
U.S. Security Holdings, Inc. Term Loan, 6.00%, Maturing July 28, 2017	133	134,378
Term Loan, 6.00%, Maturing July 28, 2017	680	686,546
WASH Multifamily Laundry Systems, LLC Term Loan, 5.25%, Maturing February 21, 2019	350	352,625
West Corporation Term Loan, 3.75%, Maturing June 29, 2018	4,099	4,137,680
		\$ 85,997,393
Cable and Satellite Television 7.7%		
Atlantic Broadband Finance, LLC Term Loan, 3.25%, Maturing December 2, 2019	945	\$ 949,976
BBHI Acquisition LLC Term Loan, 4.50%, Maturing December 14, 2017	1,328	1,335,044
Bragg Communications Incorporated Term Loan, 3.50%, Maturing February 28, 2018	444	447,523
Cequel Communications, LLC Term Loan, 3.50%, Maturing February 14, 2019	4,901	4,924,238
Charter Communications Operating, LLC Term Loan, Maturing April 10, 2020 ⁽²⁾	1,500	1,496,250
Term Loan, 3.00%, Maturing January 4, 2021	1,225	1,223,068

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Crown Media Holdings, Inc.			
Term Loan, 4.00%, Maturing July 14, 2018		1,581	1,586,011
CSC Holdings, Inc.			
Term Loan, 2.69%, Maturing April 17, 2020		3,675	3,668,874
		Principal Amount*	
Borrower/Tranche Description		(000 s omitted)	Value
Cable and Satellite Television (continued)			
ION Media Networks, Inc.			
Term Loan, 7.25%, Maturing July 31, 2018		923	\$ 938,835
Kabel Deutschland GMBH			
Term Loan, 3.25%, Maturing February 1, 2019		1,200	1,206,500
Term Loan, 2.86%, Maturing April 17, 2020	EUR	775	1,012,762
Lavena Holdings 4 GmbH			
Term Loan, 2.62%, Maturing March 6, 2015	EUR	1,369	1,772,426
Term Loan, 3.00%, Maturing March 4, 2016	EUR	2,119	2,743,095
Term Loan, 7.37%, Maturing March 6, 2017 ⁽⁵⁾	EUR	468	605,832
Term Loan - Second Lien, 4.12%, Maturing September 2, 2016	EUR	565	726,584
MCC Iowa LLC			
Term Loan, 1.91%, Maturing January 30, 2015		3,713	3,729,058
Mediacom Illinois, LLC			
Term Loan, 4.50%, Maturing October 23, 2017		900	906,984
P7S1 Broadcasting Holding II B.V.			
Term Loan, 2.61%, Maturing July 2, 2018	EUR	1,781	2,311,890
UPC Financing Partnership			
Term Loan, 4.00%, Maturing January 29, 2021		875	885,938
Term Loan, 3.87%, Maturing March 26, 2021	EUR	4,346	5,677,553
Term Loan, 3.25%, Maturing June 30, 2021		1,839	1,838,614
Virgin Media Investment Holdings Limited			
Term Loan, Maturing February 15, 2020 ⁽²⁾	GBP	1,650	2,531,630
Term Loan, Maturing February 17, 2020 ⁽²⁾		5,525	5,532,288
WaveDivision Holdings, LLC			
Term Loan, 4.00%, Maturing October 15, 2019		349	352,616
YPSO Holding SA			
Term Loan, Maturing June 6, 2016 ⁽²⁾	EUR	203	266,624
Term Loan, Maturing June 6, 2016 ⁽²⁾	EUR	323	423,324
Term Loan, Maturing June 6, 2016 ⁽²⁾	EUR	474	621,851
			\$ 49,715,388
Chemicals and Plastics 4.6%			
AI Chem & Cy S.C.A.			
Term Loan, 4.50%, Maturing October 3, 2019		162	\$ 163,937
Term Loan, 4.50%, Maturing October 3, 2019		313	315,961
Arysta LifeScience Corporation			
Term Loan, Maturing May 25, 2020 ⁽²⁾		2,575	2,592,703
AZ Chem US Inc.			
Term Loan, 5.25%, Maturing December 22, 2017		1,174	1,188,941
Chemtura Corporation			
Term Loan, 5.50%, Maturing August 27, 2016		274	277,097
Emerald Performance Materials, LLC			
Term Loan, 6.75%, Maturing May 18, 2018		794	799,956

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Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Chemicals and Plastics (continued)		
General Chemical Corporation		
Term Loan, 5.00%, Maturing October 6, 2015	533	\$ 539,784
Ineos US Finance LLC		
Term Loan, 4.00%, Maturing May 4, 2018	4,711	4,720,084
Milacron LLC		
Term Loan, 4.25%, Maturing March 28, 2020	450	454,402
OEP Pearl Dutch Acquisition B.V.		
Term Loan, 6.50%, Maturing March 30, 2018	108	109,112
Omnova Solutions Inc.		
Term Loan, 4.25%, Maturing May 31, 2018	975	985,969
Pact Group Pty Ltd.		
Term Loan, 3.75%, Maturing May 29, 2020	1,725	1,744,406
PQ Corporation		
Term Loan, 4.50%, Maturing August 7, 2017	1,322	1,335,111
Schoeller Arca Systems Holding B.V.		
Term Loan, 4.71%, Maturing December 18, 2014 ⁽³⁾	EUR 72	64,806
Term Loan, 4.71%, Maturing December 18, 2014 ⁽³⁾	EUR 206	184,773
Term Loan, 4.71%, Maturing December 18, 2014 ⁽³⁾	EUR 222	198,834
Sonneborn LLC		
Term Loan, 6.50%, Maturing March 30, 2018	610	618,301
Taminco NV		
Term Loan, 4.25%, Maturing February 15, 2019	421	425,229
Tronox Pigments (Netherlands) B.V.		
Term Loan, 4.50%, Maturing March 19, 2020	3,250	3,287,144
U.S. Coatings Acquisition Inc.		
Term Loan, 4.75%, Maturing February 3, 2020	4,125	4,172,697
Univar Inc.		
Term Loan, 5.00%, Maturing June 30, 2017	5,692	5,672,916
		\$ 29,852,163
Clothing / Textiles 0.1%		
Wolverine Worldwide, Inc.		
Term Loan, 4.00%, Maturing July 31, 2019	512	\$ 518,322
		\$ 518,322
Conglomerates 2.9%		
ISS Holdings A/S		
Term Loan, Maturing April 30, 2015 ⁽²⁾	EUR 2,000	\$ 2,631,528

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Term Loan, Maturing March 15, 2018 ⁽²⁾	525	529,840
Jason Incorporated		
Term Loan, 5.00%, Maturing February 28, 2019	600	601,500
Rexnord LLC		
Term Loan, 3.75%, Maturing April 2, 2018	3,049	3,087,049
	Principal Amount*	
Borrower/Tranche Description	(000 s omitted)	Value
Conglomerates (continued)		
RGIS Services, LLC		
Term Loan, 4.53%, Maturing October 18, 2016	2,620	\$ 2,636,026
Term Loan, 5.50%, Maturing October 18, 2017	1,559	1,579,715
Rocket Software, Inc.		
Term Loan, 5.75%, Maturing February 8, 2018	1,481	1,491,746
Term Loan - Second Lien, 10.25%, Maturing February 8, 2019	750	750,625
Spectrum Brands, Inc.		
Term Loan, 4.51%, Maturing December 17, 2019	3,585	3,635,674
Walter Energy, Inc.		
Term Loan, 5.75%, Maturing April 2, 2018	1,834	1,854,337
		\$ 18,798,040
Containers and Glass Products 1.8%		
Berry Plastics Holding Corporation		
Term Loan, 3.50%, Maturing February 7, 2020	2,400	\$ 2,403,751
BWAY Corporation		
Term Loan, 4.50%, Maturing August 7, 2017	2,943	2,980,635
Pelican Products, Inc.		
Term Loan, 7.00%, Maturing July 11, 2018	546	552,698
Reynolds Group Holdings Inc.		
Term Loan, 4.75%, Maturing September 28, 2018	3,706	3,747,408
Sealed Air Corporation		
Term Loan, 4.00%, Maturing October 3, 2018	590	597,606
TricorBraun, Inc.		
Term Loan, 4.00%, Maturing May 3, 2018	695	699,092
Waddington North America Inc.		
Term Loan, Maturing May 15, 2020 ⁽²⁾	425	427,922
		\$ 11,409,112
Cosmetics / Toiletries 1.0%		
Bausch & Lomb, Inc.		
Term Loan, 4.00%, Maturing May 17, 2019	3,350	\$ 3,365,505
Prestige Brands, Inc.		
Term Loan, 3.75%, Maturing January 31, 2019	371	375,314
Sun Products Corporation (The)		
Term Loan, 5.50%, Maturing March 23, 2020	2,425	2,448,493
		\$ 6,189,312
Drugs 1.2%		
Aptalis Pharma, Inc.		
Term Loan, 5.50%, Maturing February 10, 2017	495	\$ 499,641
Term Loan, 5.50%, Maturing February 10, 2017	2,082	2,095,138

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Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Drugs (continued)		
Par Pharmaceutical Companies, Inc.		
Term Loan, 4.25%, Maturing September 30, 2019	1,318	\$ 1,326,486
Warner Chilcott Company, LLC		
Term Loan, 3.75%, Maturing March 17, 2016	302	304,013
Term Loan, 4.25%, Maturing March 15, 2018	505	511,948
Warner Chilcott Corporation		
Term Loan, 4.25%, Maturing March 15, 2018	620	628,911
Term Loan, 4.25%, Maturing March 15, 2018	1,425	1,444,754
WC Luxco S.a.r.l.		
Term Loan, 4.25%, Maturing March 15, 2018	1,123	1,138,483
		\$ 7,949,374
Ecological Services and Equipment 0.5%		
ADS Waste Holdings, Inc.		
Term Loan, 4.25%, Maturing October 9, 2019	2,195	\$ 2,212,330
Progressive Waste Solutions Ltd.		
Term Loan, 3.50%, Maturing October 24, 2019	574	581,270
Viking Consortium Borrower Limited		
Term Loan - Second Lien, 6.59%, Maturing March 31, 2016 ⁽⁵⁾	GBP 542	220,151
		\$ 3,013,751
Electronics / Electrical 10.2%		
Aeroflex Incorporated		
Term Loan, 4.50%, Maturing November 9, 2019	1,906	\$ 1,924,966
Aspect Software, Inc.		
Term Loan, 7.00%, Maturing May 6, 2016	2,287	2,314,477
Attachmate Corporation		
Term Loan, 7.25%, Maturing November 22, 2017	3,630	3,685,811
Cinedigm Digital Funding I, LLC		
Term Loan, 3.75%, Maturing February 28, 2018	598	602,537
CommScope, Inc.		
Term Loan, 3.75%, Maturing January 12, 2018	2,254	2,277,949
CompuCom Systems, Inc.		
Term Loan, 4.25%, Maturing May 8, 2020	1,350	1,348,312
Dealer Computer Services, Inc.		
Term Loan, 2.19%, Maturing April 21, 2016	2,241	2,261,730
DG FastChannel, Inc.		
Term Loan, 7.25%, Maturing July 26, 2018	2,957	2,945,488

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Eagle Parent, Inc.		
Term Loan, 4.50%, Maturing May 16, 2018	3,898	3,952,090
Edwards (Cayman Islands II) Limited		
Term Loan, 4.75%, Maturing March 26, 2020	1,462	1,479,732
	Principal	
	Amount*	
Borrower/Tranche Description	(000 s omitted)	Value
Electronics / Electrical (continued)		
Freescale Semiconductor, Inc.		
Term Loan, 5.00%, Maturing March 2, 2020	3,225	\$ 3,249,994
Hyland Software, Inc.		
Term Loan, 5.50%, Maturing October 25, 2019	374	376,985
Infor (US), Inc.		
Term Loan, 5.34%, Maturing April 5, 2018	5,633	5,702,036
Internet Brands, Inc.		
Term Loan, 6.25%, Maturing March 15, 2019	1,050	1,057,219
Magic Newco LLC		
Term Loan, 7.25%, Maturing December 12, 2018	1,563	1,587,125
Microsemi Corporation		
Term Loan, 3.75%, Maturing February 19, 2020	1,528	1,541,299
NXP B.V.		
Term Loan, 4.50%, Maturing March 3, 2017	2,517	2,578,657
Term Loan, 4.75%, Maturing January 11, 2020	1,022	1,046,081
Rovi Solutions Corporation		
Term Loan, 3.50%, Maturing March 29, 2019	850	856,375
RP Crown Parent, LLC		
Term Loan, 6.75%, Maturing December 21, 2018	5,468	5,565,525
Term Loan - Second Lien, 11.25%, Maturing December 20, 2019	650	688,459
SafeNet Inc.		
Term Loan, 2.73%, Maturing April 12, 2014	492	493,339
Sensata Technologies Finance Company, LLC		
Term Loan, 3.75%, Maturing May 11, 2018	1,376	1,394,165
Serena Software, Inc.		
Term Loan, 4.20%, Maturing March 10, 2016	991	997,416
Term Loan, 5.00%, Maturing March 10, 2016	375	377,578
Shield Finance Co. S.A.R.L.		
Term Loan, 6.50%, Maturing May 10, 2019	1,117	1,126,332
Sirius Computer Solutions, Inc.		
Term Loan, 7.00%, Maturing November 30, 2018	633	642,974
SkillSoft Corporation		
Term Loan, 5.00%, Maturing May 26, 2017	1,263	1,278,516
Sophia, L.P.		
Term Loan, 4.50%, Maturing July 19, 2018	1,523	1,536,544
Spansion LLC		
Term Loan, 5.25%, Maturing December 11, 2018	846	856,212
SS&C Technologies Inc.		
Term Loan, 5.00%, Maturing June 7, 2019	134	135,511
Term Loan, 5.00%, Maturing June 7, 2019	1,299	1,309,128
SumTotal Systems LLC		
Term Loan, 6.25%, Maturing November 16, 2018	1,446	1,460,839
SurveyMonkey.com, LLC		
Term Loan, 5.50%, Maturing February 5, 2019	625	635,937

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May 31, 2013

Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Electronics / Electrical (continued)		
VeriFone Inc.		
Term Loan, 4.25%, Maturing December 28, 2018	246	\$ 247,162
Vertafore, Inc.		
Term Loan, 4.25%, Maturing October 2, 2019	1,100	1,115,125
Wall Street Systems, Inc.		
Term Loan, 5.75%, Maturing October 24, 2019	1,822	1,843,320
Term Loan - Second Lien, 9.25%, Maturing April 24, 2020	500	510,000
Web.com Group, Inc.		
Term Loan, 4.50%, Maturing October 27, 2017	2,744	2,774,607
		\$ 65,777,552
Equipment Leasing 0.8%		
BakerCorp International, Inc.		
Term Loan, 4.25%, Maturing February 14, 2020	1,920	\$ 1,933,089
Flying Fortress Inc.		
Term Loan, 3.50%, Maturing June 30, 2017	3,167	3,198,334
		\$ 5,131,423
Financial Intermediaries 5.9%		
American Capital Holdings, Inc.		
Term Loan, 5.50%, Maturing August 22, 2016	925	\$ 937,430
Asset Acceptance Capital Corp.		
Term Loan, 8.75%, Maturing November 14, 2017	1,359	1,376,367
Citco Funding LLC		
Term Loan, 4.25%, Maturing May 23, 2018	2,316	2,325,645
Clipper Acquisitions Corp.		
Term Loan, 4.00%, Maturing February 6, 2020	599	607,478
First Data Corporation		
Term Loan, 4.20%, Maturing March 23, 2018	4,136	4,126,501
Term Loan, 4.20%, Maturing September 24, 2018	2,100	2,095,844
Grosvenor Capital Management Holdings, LLP		
Term Loan, 4.25%, Maturing December 5, 2016	1,307	1,302,351
Hamilton Lane Advisors, LLC		
Term Loan, 5.25%, Maturing February 23, 2018	741	748,847
Harbourvest Partners, LLC		
Term Loan, 4.75%, Maturing November 21, 2017	953	960,188
iPayment, Inc.		
Term Loan, 5.75%, Maturing May 8, 2017	1,019	1,021,882

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La Frontera Generation, LLC		
Term Loan, 4.50%, Maturing September 30, 2020	725	726,057
LPL Holdings, Inc.		
Term Loan, 3.25%, Maturing March 29, 2019	4,266	4,265,500
	Principal Amount*	
Borrower/Tranche Description	(000 s omitted)	Value
Financial Intermediaries (continued)		
Mercury Payment Systems Canada, LLC		
Term Loan, 5.50%, Maturing July 3, 2017	1,110	\$ 1,129,741
MIP Delaware, LLC		
Term Loan, 4.00%, Maturing March 9, 2020	1,072	1,080,333
Moneygram International, Inc		
Term Loan, 4.25%, Maturing March 20, 2020	475	478,563
Nuveen Investments, Inc.		
Term Loan, 4.19%, Maturing May 13, 2017	6,728	6,776,154
Ocwen Financial Corporation		
Term Loan, 5.00%, Maturing February 15, 2018	1,375	1,397,558
Oz Management LP		
Term Loan, 1.70%, Maturing November 15, 2016	1,485	1,389,806
RJO Holdings Corp.		
Term Loan, 6.20%, Maturing December 10, 2015 ⁽³⁾	15	12,487
Term Loan, 6.95%, Maturing December 10, 2015 ⁽³⁾	479	376,555
RPI Finance Trust		
Term Loan, 3.50%, Maturing May 9, 2018	3,841	3,892,990
Walter Investment Management Corp.		
Term Loan, 5.75%, Maturing November 28, 2017	1,376	1,396,405
		\$ 38,424,682
Food Products 6.2%		
AdvancePierre Foods, Inc.		
Term Loan, 5.75%, Maturing July 10, 2017	1,446	\$ 1,457,223
American Seafoods Group LLC		
Term Loan, 4.25%, Maturing March 16, 2018	730	722,541
Blue Buffalo Company, Ltd.		
Term Loan, 4.50%, Maturing August 8, 2019	1,468	1,480,935
Clearwater Seafoods Limited Partnership		
Term Loan, 6.75%, Maturing June 6, 2018	1,128	1,135,347
CSM Bakery Supplies		
Term Loan, Maturing May 22, 2020 ⁽²⁾	1,150	1,148,563
Del Monte Foods Company		
Term Loan, 4.00%, Maturing March 8, 2018	5,712	5,756,761
Dole Food Company Inc.		
Term Loan, 3.75%, Maturing April 1, 2020	1,800	1,811,437
Hearthside Food Solutions, LLC		
Term Loan, 6.50%, Maturing June 7, 2018	1,315	1,328,223
High Liner Foods Incorporated		
Term Loan, 4.75%, Maturing December 31, 2017	675	681,635
HJ Heinz Co.		
Term Loan, Maturing March 27, 2020 ⁽²⁾	11,625	11,756,560
JBS USA Holdings Inc.		
Term Loan, 3.75%, Maturing May 25, 2018	1,105	1,117,790

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Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Food Products (continued)		
Michael Foods Group, Inc. Term Loan, 4.25%, Maturing February 23, 2018	715	\$ 726,137
NBTY, Inc. Term Loan, 3.50%, Maturing October 1, 2017	6,809	6,880,129
Pinnacle Foods Finance LLC		