

EATON VANCE LTD DURATION INCOME FUND
Form N-CSR
June 28, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-21323

Eaton Vance Limited Duration Income Fund
(Exact name of registrant as specified in charter)

The Eaton Vance Building, 255 State Street, Boston, Massachusetts
(Address of principal executive offices)

02109
(Zip code)

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

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

Date of fiscal year end: April 30, 2007

Date of reporting period: April 30, 2007

Item 1. Reports to Stockholders

Annual Report April 30, 2007

EATON VANCE
LIMITED
DURATION
INCOME
FUND

**IMPORTANT NOTICES REGARDING PRIVACY,
DELIVERY OF SHAREHOLDER DOCUMENTS,
PORTFOLIO HOLDINGS AND PROXY VOTING**

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

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

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

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

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

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Boston Management and Research, and Eaton Vance Distributors, Inc.

In addition, our Privacy Policy only applies to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e. fund shares) is held in the name of a third-party financial adviser/ broker dealer, it is likely that only such adviser's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures.

For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

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

Eaton Vance, or your financial adviser, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial adviser, otherwise.

If you would prefer that your Eaton Vance documents not be househanded, please contact Eaton Vance at 1-800-262-1122, or contact your financial adviser.

Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial adviser.

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

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

Eaton Vance Limited Duration Income Fund as of April 30, 2007

MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE

The Fund

Performance for the Past Year

- Based on share price, Eaton Vance Limited Duration Income Fund (the Fund) a closed-end fund traded on the American Stock Exchange (AMEX) had a total return of 19.01% for the year ended April 30, 2007.(1) That return was the result of an increase in share price to \$18.70 on April 30, 2007, from \$17.09 on April 30, 2006, and the reinvestment of \$1.513 in dividends.
- Based on net asset value (NAV), the Fund had a total return of 9.42% for the year ended April 30, 2007.(1) That return was the result of an increase in NAV per share to \$18.32 on April 30, 2007, from \$18.21 on April 30, 2006, and the reinvestment of \$1.513 in dividends.
- For comparison, the Fund's peer group the Lipper Corporate Debt Funds BBB-Rated Classification had an average total return of 9.75%, at net asset value, and a 13.81% total return, at share price, during the same period.(2)
- The Fund's performance at market price will differ from its results at NAV. Although market price performance generally reflects investment results over time, during shorter periods, returns at market can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund's shares, or changes in Fund distributions.
- Based on the Fund's most recent dividend and a closing share price of \$18.70 on April 30, 2007, the Fund had a market yield of 8.09%.(3)

Recent Fund Developments

- As of April 30, 2007, the Fund's investments were allocated primarily to senior, secured loans (39.7%), high-yield bonds (30.6%) and mortgage-backed securities (MBS) (28.8%).
- During the year, the largest industries within the senior, secured loan portion of the Fund were health care, leisure goods/activities/movies, business equipment and services, building and development, chemicals and plastics. The Fund had no exposure to, or loans made to, subprime lenders. Despite record new loan issuance, demand exceeded loan supply. The technical imbalance resulted in loans repricing at slightly lower credit spreads. In addition, certain large new issues came to market with fewer financial covenants. However, despite this fact, management notes that the chief determinants of the loan asset class's long-term performance seniority and security remained in place during the period. The Fund kept an overweighted position in this sector throughout the fiscal year.(4)
- The portion of the Fund investing in high-yield bonds benefited from security selection, especially in the retail, automotive and metals/mining areas. Returns for holdings in the mining industry were strong, as global demand for commodities bolstered producers of iron ore and other industrial commodities. Not surprisingly, home building was among the less stellar performers, although the Fund was significantly underweighted in that troubled area. The Fund's defensive posture, among its high-yield investments, constrained performance in this underweighted sector during the period.
- Within the Fund's MBS investments, management maintained its focus on seasoned MBS.(4) Because seasoned MBS have typically been held by homeowners through several interest rate cycles, they are less likely to be prepaid in

response to changing interest rates. Seasoned MBS performed well during the year. Yield spreads remained tight in this underweighted sector amid expectations for steady, relatively low prepayment rates and continued foreign investment. The Fund held no investments in subprime MBS during the year.

- At April 30, 2007, the Fund had leverage in the amount of approximately 35.5% of the Fund's total assets. The Fund's senior, secured loan investments are floating rate, as is the cost of leverage. During the period, the allocation to loans was approximately equal to the amount of leverage. The Fund is leveraged through the issuance of Auction Preferred Shares and its securities lending program. Use of financial leverage creates an opportunity for increased income but, at the same time, creates special risks (including the likelihood of greater volatility of net asset value and market price of common shares).

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- (1) Performance results reflect the effect of leverage resulting from the Fund's issuance of Auction Preferred Shares and its securities lending program. In the event of a rise in long-term interest rates, the value of the Fund's investment portfolio could decline, which would reduce the asset coverage for its Auction Preferred Shares.
 - (2) It is not possible to invest directly in a Lipper Classification. The Lipper total return is the average total return, at net asset value and at share price, of the funds that are in the same Lipper Classification as the Fund.
 - (3) The Fund's market yield is calculated by dividing the most recent dividend per share by the share market price at the end of the period and annualizing the result.
 - (4) Fund investments may not be representative of the Fund's current or future investments and may change due to active management.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or share price (as applicable) with all distributions reinvested. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

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. Yield will vary.

Eaton Vance Limited Duration Income Fund as of April 30, 2007

FUND PERFORMANCE

Performance(1)

Average Annual Total Return (by share price, AMEX)	
One Year	19.01 %
Life of Fund (5/30/03)	8.12
Average Annual Total Return (at net asset value)	
One Year	9.42 %
Life of Fund (5/30/03)	7.56

(1) Performance results reflect the effect of leverage resulting from the Fund's issuance of Auction Preferred Shares and its securities lending program. In the event of a rise in long-term interest rates, the value of the Fund's investment portfolio could decline, which would reduce the asset coverage for its Auction Preferred Shares.

Fund Allocations(2)

By total investments

(2) Fund allocations are shown as a percentage of the Fund's gross assets, which represented 152.7% of the Fund's net assets as of 4/30/07. Fund allocations may not be representative of the Fund's current or future investments and are subject to change due to active management.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or share price (as applicable) with all distributions reinvested. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

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

2

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS

Senior, Floating Rate Interests	60.3% ⁽¹⁾		
	Principal Amount	Borrower/Tranche Description	Value
Aerospace and Defense	1.1%		
CACI International, Inc.		Term Loan, 6.85%, Maturing May 3, 2011	
	\$ 338,878		\$ 339,196
DRS Technologies, Inc.		Term Loan, 6.86%, Maturing January 31, 2013	
	990,023		992,622
Evergreen International Aviation		Term Loan, 8.83%, Maturing October 31, 2011	
	1,308,854		1,317,034
Hawker Beechcraft Acquisition		Term Loan, 5.25%, Maturing March 26, 2014	
	210,638		211,635
	2,489,362	Term Loan, 7.32%, Maturing March 26, 2014	2,501,141
Hexcel Corp.		Term Loan, 7.11%, Maturing March 1, 2012	
	2,635,522		2,645,406
IAP Worldwide Services, Inc.		Term Loan, 9.69%, Maturing December 30, 2012	
	2,221,875		2,227,083
K&F Industries, Inc.		Term Loan, 7.32%, Maturing November 18, 2012	
	2,467,879		2,472,121
Spirit AeroSystems, Inc.		Term Loan, 7.11%, Maturing December 31, 2011	
	1,333,118		1,340,617
Standard Aero Holdings, Inc.		Term Loan, 7.59%, Maturing August 24, 2012	
	1,513,836		1,516,674
TransDigm, Inc.		Term Loan, 7.35%, Maturing June 23, 2013	
	3,100,000		3,122,087
Vought Aircraft Industries, Inc.		Term Loan, 7.83%, Maturing December 17, 2011	
	1,301,835		1,313,226
Wesco Aircraft Hardware Corp.		Term Loan, 7.60%, Maturing September 29, 2013	
	1,486,250		1,498,326
Wyle Laboratories, Inc.		Term Loan, 8.11%, Maturing January 28, 2011	
	281,627		283,123
			\$ 21,780,291
Air Transport	0.4%		
Airport Development and Investment		Term Loan, 9.49%, Maturing April 7, 2011	
	GBP 2,500,000		\$ 5,032,748
Northwest Airlines, Inc.		DIP Loan, 7.32%, Maturing August 21, 2008	
	\$ 2,800,000		2,813,126
			\$ 7,845,874

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Automotive 2.3%			
AA Acquisitions Co., Ltd.			
GBP	1,000,000	Term Loan, 7.90%, Maturing June 25, 2012	\$ 2,029,564
Accuride Corp.			
\$	2,417,143	Term Loan, 7.38%, Maturing January 31, 2012	2,434,264
	Principal Amount	Borrower/Tranche Description	Value
Automotive (continued)			
Affina Group, Inc.			
\$	2,313,738	Term Loan, 8.36%, Maturing November 30, 2011	\$ 2,332,176
AxleTech International Holding, Inc.			
	1,950,000	Term Loan, 11.85%, Maturing April 21, 2013	1,969,500
CSA Acquisition Corp.			
	602,179	Term Loan, 7.88%, Maturing December 23, 2011	605,848
	610,433	Term Loan, 7.88%, Maturing December 23, 2011	614,153
	493,750	Term Loan, 7.88%, Maturing December 23, 2012	497,453
Dana Corp.			
	2,400,000	Term Loan, 7.88%, Maturing March 30, 2008	2,408,062
Dayco Products, LLC			
	2,654,938	Term Loan, 7.85%, Maturing June 21, 2011	2,683,698
Delphi Corp.			
	1,000,000	Term Loan, 7.63%, Maturing October 8, 2007	1,005,469
Exide Technologies, Inc.			
	617,005	Term Loan, 11.63%, Maturing May 5, 2010	648,626
	623,541	Term Loan, 11.63%, Maturing May 5, 2010	655,497
Federal-Mogul Corp.			
	1,950,000	DIP Loan, 7.32%, Maturing July 1, 2007	1,954,631
	5,626,706	Term Loan, 9.07%, Maturing July 1, 2007	5,658,356
Ford Motor Co.			
	2,319,188	Term Loan, 8.36%, Maturing December 15, 2013	2,337,815
General Motors Corp.			
	1,920,188	Term Loan, 7.73%, Maturing November 29, 2013	1,937,590
Goodyear Tire & Rubber Co.			
	3,450,000	Term Loan, 7.10%, Maturing April 30, 2010	3,467,433
	1,000,000	Term Loan, 8.82%, Maturing March 1, 2011	1,006,000
HLI Operating Co., Inc.			
	2,098,275	Term Loan, 8.84%, Maturing June 3, 2009	2,109,642
Keystone Automotive Operations, Inc.			
	1,172,063	Term Loan, 8.54%, Maturing January 12, 2012	1,170,597
R.J. Tower Corp.			

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	1,880,000	DIP Revolving Loan, 9.94%, Maturing August 2, 2007	1,878,488
TriMas Corp.			
	314,063	Term Loan, 8.07%, Maturing August 2, 2011	318,381
	1,354,133	Term Loan, 8.12%, Maturing August 2, 2013	1,372,752
TRW Automotive, Inc.			
	1,955,000	Term Loan, 6.88%, Maturing October 31, 2010	1,959,643
	2,273,408	Term Loan, 6.94%, Maturing June 30, 2012	2,274,120
United Components, Inc.			
	1,704,545	Term Loan, 7.61%, Maturing June 30, 2010	1,715,199
			\$ 47,044,957

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Beverage and Tobacco	0.7%		
Constellation Brands, Inc.			
\$	1,291,667	Term Loan, 6.88%, Maturing June 5, 2013	\$ 1,296,779
Culligan International Co.			
	1,611,034	Term Loan, 7.07%, Maturing September 30, 2011	1,613,552
Liberator Midco Ltd.			
GBP	344,017	Term Loan, 13.44%, Maturing October 27, 2016	710,629
MafCo Worldwide Corp.			
	1,106,932	Term Loan, 7.35%, Maturing December 8, 2011	1,109,699
National Dairy Holdings, L.P.			
	2,119,049	Term Loan, 7.32%, Maturing March 15, 2012	2,123,022
Reynolds American, Inc.			
	3,845,938	Term Loan, 7.11%, Maturing May 31, 2012	3,877,528
Southern Wine & Spirits of America, Inc.			
	2,960,775	Term Loan, 6.85%, Maturing May 31, 2012	2,977,429
			\$ 13,708,638
Building and Development	3.3%		
Beacon Sales Acquisition, Inc.			
\$	920,375	Term Loan, 7.35%, Maturing September 30, 2013	\$ 922,676
BioMed Realty, L.P.			
	3,690,000	Term Loan, 7.57%, Maturing May 31, 2010	3,703,837
Brickman Group Holdings, Inc.			
	1,450,000	Term Loan, 7.40%, Maturing January 23, 2014	1,454,531
Building Materials Corp. of America			
	1,920,188	Term Loan, 8.19%, Maturing February 22, 2014	1,912,027
Capital Automotive REIT			
	3,651,282	Term Loan, 7.07%, Maturing December 16, 2010	3,687,174
Epco / Fantome, LLC			
	1,896,000	Term Loan, 7.98%, Maturing November 23, 2010	1,905,480
Formica Corp.			
	1,336,500	Term Loan, 8.34%, Maturing March 15, 2013	1,337,754
FT-FIN Acquisition, LLC			
	1,398,278	Term Loan, 6.83%, Maturing November 17, 2007 ⁽²⁾	1,401,774
Hovstone Holdings, LLC			
	1,183,076	Term Loan, 7.09%, Maturing February 28, 2009	1,165,330
Lanoga Corp.			

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	1,637,656	Term Loan, 7.10%, Maturing June 29, 2013	1,624,350
LNR Property Corp.			
	3,700,000	Term Loan, 8.11%, Maturing July 3, 2011	3,725,767
Mueller Group, Inc.			
	2,952,095	Term Loan, 7.35%, Maturing October 3, 2012	2,974,850
NCI Building Systems, Inc.			
	1,476,484	Term Loan, 6.82%, Maturing June 18, 2010	1,481,098
Nortek, Inc.			
	3,973,434	Term Loan, 7.36%, Maturing August 27, 2011	3,990,321
	Principal Amount	Borrower/Tranche Description	Value
Building and Development (continued)			
Panoram Industries Holdings, Inc.			
\$	1,497,809	Term Loan, 8.10%, Maturing September 30, 2012	\$ 1,502,490
PLYGEM Industries, Inc.			
	2,650,944	Term Loan, 8.10%, Maturing August 15, 2011	2,652,601
	99,056	Term Loan, 8.10%, Maturing August 15, 2011	99,118
Realogy Corp.			
	986,364	Term Loan, 8.32%, Maturing September 1, 2014	991,472
	3,663,636	Term Loan, 8.35%, Maturing September 1, 2014	3,682,610
Rubicon GSA II, LLC			
	3,125,000	Term Loan, 8.09%, Maturing July 31, 2008	3,125,000
South Edge, LLC			
	287,500	Term Loan, 7.38%, Maturing October 31, 2009	286,062
Standard Pacific Corp.			
	1,400,000	Term Loan, 6.86%, Maturing May 5, 2013	1,386,875
Stile Acquisition Corp.			
	962,031	Term Loan, 7.35%, Maturing April 6, 2013	942,940
Stile U.S. Acquisition Corp.			
	963,669	Term Loan, 7.35%, Maturing April 6, 2013	944,546
TE / Touse Senior, LLC			
	1,750,000	Term Loan, 11.75%, Maturing August 1, 2008	1,738,333
Touse/Kolter, LLC			
	1,553,333	Term Loan, 7.60%, Maturing January 7, 2008	1,555,275
TRU 2005 RE Holding Co.			
	7,325,000	Term Loan, 8.32%, Maturing December 9, 2008	7,392,529
United Subcontractors, Inc.			
	1,000,000	Term Loan, 12.62%, Maturing June 27, 2013	984,583
WCI Communities, Inc.			
	5,000,000	Term Loan, 7.82%, Maturing December 23, 2010	4,983,125

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Wintergames Acquisition ULC

3,904,612	Term Loan, 7.42%, Maturing October 26, 2007	3,914,373
		\$ 67,468,901

Business Equipment and Services 4.3%

ACCO Brands Corp.

\$ 1,792,440	Term Loan, 7.11%, Maturing August 17, 2012	\$ 1,808,124
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Activant Solutions, Inc.

930,897	Term Loan, 7.38%, Maturing May 1, 2013	930,897
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Affiliated Computer Services

1,061,563	Term Loan, 7.32%, Maturing March 20, 2013	1,064,880
2,803,813	Term Loan, 7.32%, Maturing March 20, 2013	2,812,574

Affinion Group, Inc.

3,139,662	Term Loan, 7.86%, Maturing October 17, 2012	3,168,704
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Allied Security Holdings, LLC

1,669,091	Term Loan, 8.35%, Maturing June 30, 2010	1,689,955
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Brock Holdings III, Inc.

500,000	Term Loan, 7.32%, Maturing February 26, 2014	502,500
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See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Business Equipment and Services (continued)			
DynCorp International, LLC			
\$	1,332,800	Term Loan, 7.63%, Maturing February 11, 2011	\$ 1,343,906
Education Management, LLC			
	2,034,625	Term Loan, 7.38%, Maturing June 1, 2013	2,044,798
Euronet Worldwide, Inc.			
	1,000,000	Term Loan, 7.32%, Maturing April 4, 2012	1,006,250
FR Brand Acquisition Corp.			
	1,000,000	Term Loan, 7.63%, Maturing February 7, 2014	1,005,938
	750,000	Term Loan, 11.38%, Maturing February 7, 2015	757,969
Info USA, Inc.			
	740,644	Term Loan, 7.35%, Maturing February 14, 2012	743,421
Investools, Inc.			
	625,000	Term Loan, 8.60%, Maturing August 13, 2012	626,563
Language Line, Inc.			
	2,567,338	Term Loan, 8.60%, Maturing June 11, 2011	2,592,611
N.E.W. Holdings I, LLC			
	1,015,000	Term Loan, 12.35%, Maturing February 8, 2014	1,031,494
	614,634	Term Loan, 7.60%, Maturing August 8, 2014	618,860
Nielsen Finance, LLC			
	9,079,375	Term Loan, 7.61%, Maturing August 9, 2013	9,169,224
Protection One, Inc.			
	2,065,998	Term Loan, 7.59%, Maturing March 31, 2012	2,074,392
Quantum Corp.			
	566,667	Term Loan, 9.34%, Maturing August 22, 2012	567,375
Quintiles Transnational Corp.			
	1,237,500	Term Loan, 7.35%, Maturing March 31, 2013	1,240,594
	2,225,000	Term Loan, 9.35%, Maturing March 31, 2014	2,259,303
Sabare, Inc.			
	4,550,000	Term Loan, 7.61%, Maturing September 30, 2014	4,564,929
Serena Software, Inc.			
	1,690,000	Term Loan, 7.59%, Maturing March 10, 2013	1,701,407
Sitel (Client Logic)			
	1,825,238	Term Loan, 7.82%, Maturing January 29, 2014	1,838,928
SunGard Data Systems, Inc.			

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	14,623,855	Term Loan, 7.36%, Maturing February 11, 2013	14,766,745
TDS Investor Corp.			
EUR	1,990,000	Term Loan, 6.66%, Maturing August 23, 2013	2,736,463
	3,624,897	Term Loan, 7.85%, Maturing August 23, 2013	3,660,732
	356,888	Term Loan, 7.85%, Maturing August 23, 2013	360,416
Telcordia Technologies, Inc.			
	4,507,877	Term Loan, 8.11%, Maturing September 15, 2012	4,462,799
U.S. Security Holdings, Inc.			
	990,000	Term Loan, 7.89%, Maturing May 8, 2013	999,900
US Investigations Services, Inc.			
	4,252,583	Term Loan, 7.85%, Maturing October 14, 2012	4,287,135
	691,250	Term Loan, 7.85%, Maturing October 14, 2013	696,866

	Principal Amount	Borrower/Tranche Description	Value
Business Equipment and Services (continued)			
Valassis Communications, Inc.			
\$	700,000	Term Loan, 7.10%, Maturing March 2, 2014	\$ 701,604
West Corp.			
	3,740,625	Term Loan, 7.75%, Maturing October 24, 2013	3,771,953
Williams Scotsman, Inc.			
	2,750,000	Term Loan, 6.82%, Maturing June 27, 2010	2,749,142
Worldspan, L.P.			
	1,820,438	Term Loan, 8.60%, Maturing December 7, 2013	1,829,767
			\$ 88,189,118
Cable and Satellite Television 3.4%			
Atlantic Broadband Finance, LLC			
\$	2,595,491	Term Loan, 7.60%, Maturing February 10, 2011	\$ 2,625,503
Bragg Communications, Inc.			
	2,132,818	Term Loan, 7.11%, Maturing August 31, 2011	2,142,149
Bresnan Broadband Holdings, LLC			
	1,550,000	Term Loan, 9.84%, Maturing March 29, 2014	1,574,704
Cequel Communications, LLC			
	1,000,000	Term Loan, 7.35%, Maturing November 5, 2013	1,000,125
	2,175,000	Term Loan, 9.86%, Maturing May 5, 2014	2,256,223
	4,119,346	Term Loan, 11.36%, Maturing May 5, 2014	4,293,681
CSC Holdings, Inc.			
	3,885,750	Term Loan, 7.08%, Maturing March 29, 2013	3,903,885
Insight Midwest Holdings, LLC			
	7,025,000	Term Loan, 7.35%, Maturing April 6, 2014	7,069,454
Kabel BW GMBH and Co.			

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EUR	1,000,000	Term Loan, 6.45%, Maturing June 9, 2013	1,376,975
EUR	1,000,000	Term Loan, 6.95%, Maturing June 9, 2014	1,382,972
MCC Iowa, LLC			
	2,820,000	Term Loan, 6.85%, Maturing March 31, 2010	2,804,893
Mediacom Broadband Group			
	2,445,384	Term Loan, 7.10%, Maturing January 31, 2015	2,448,440
Mediacom Illinois, LLC			
	4,826,653	Term Loan, 7.10%, Maturing January 31, 2015	4,832,686
NTL Investment Holdings, Ltd.			
	3,266,856	Term Loan, 7.36%, Maturing March 30, 2012	3,286,255
GBP	745,787	Term Loan, 7.85%, Maturing March 30, 2012	1,497,739
GBP	379,213	Term Loan, 7.85%, Maturing March 30, 2012	761,562
Orion Cable GmbH			
EUR	1,100,000	Term Loan, 6.62%, Maturing October 31, 2014	1,516,371
EUR	1,100,000	Term Loan, 7.22%, Maturing October 31, 2015	1,523,431
Persona Communications Corp.			
	469,311	Term Loan, 8.10%, Maturing October 12, 2013	475,471
	755,689	Term Loan, 8.10%, Maturing October 12, 2013	765,607
	1,075,000	Term Loan, 11.35%, Maturing April 12, 2014	1,095,828
UGS Corp.			
	4,287,591	Term Loan, 7.07%, Maturing March 31, 2012	4,290,270

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Cable and Satellite Television (continued)			
UPC Broadband Holding B.V.			
EUR	5,800,000	Term Loan, 5.94%, Maturing June 30, 2009	\$ 7,962,822
\$	1,280,000	Term Loan, 7.37%, Maturing March 31, 2013	1,282,743
	1,280,000	Term Loan, 7.37%, Maturing December 31, 2013	1,282,743
Ypso Holding SA			
EUR	2,480,685	Term Loan, 6.36%, Maturing July 28, 2014	3,402,767
EUR	957,340	Term Loan, 6.36%, Maturing July 28, 2014	1,313,188
EUR	1,561,975	Term Loan, 6.36%, Maturing July 28, 2014	2,142,569
			\$ 70,311,056
Chemicals and Plastics 3.6%			
AZ Chem US, Inc.			
\$	1,500,000	Term Loan, 7.36%, Maturing February 28, 2013	\$ 1,508,437
	500,000	Term Loan, 10.86%, Maturing February 28, 2014	507,500
Brenntag Holding GmbH and Co. KG			
	2,009,091	Term Loan, 7.89%, Maturing December 23, 2013	2,032,635
	490,909	Term Loan, 7.89%, Maturing December 23, 2013	496,892
	1,300,000	Term Loan, 11.89%, Maturing December 23, 2015	1,329,860
Columbian Chemical Acquisition			
	990,000	Term Loan, 7.10%, Maturing March 16, 2013	991,238
First Chemical Holding			
EUR	1,000,000	Term Loan, 6.37%, Maturing December 18, 2014 ⁽²⁾	1,380,531
EUR	1,000,000	Term Loan, 6.87%, Maturing December 18, 2015 ⁽²⁾	1,385,932
Foamex L.P.			
	3,505,883	Term Loan, 7.60%, Maturing February 12, 2013	3,517,568
GenTek, Inc.			
	1,584,951	Term Loan, 7.36%, Maturing February 25, 2011	1,591,391
Georgia Gulf Corp.			
	1,230,363	Term Loan, 7.32%, Maturing October 3, 2013	1,236,791
Hercules, Inc.			
	1,641,877	Term Loan, 6.82%, Maturing October 8, 2010	1,645,366
Hexion Specialty Chemicals, Inc.			
	2,048,686	Term Loan, 7.88%, Maturing May 5, 2013	2,065,893
	445,033	Term Loan, 7.88%, Maturing May 5, 2013	448,771

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	4,975,000	Term Loan, 7.88%, Maturing May 5, 2013	5,016,785
Innophos, Inc.			
	352,500	Term Loan, 7.57%, Maturing August 10, 2010	354,409
Invista B.V.			
	3,095,853	Term Loan, 6.85%, Maturing April 29, 2011	3,101,657
	1,641,032	Term Loan, 6.85%, Maturing April 29, 2011	1,644,109
ISP Chemo, Inc.			
	4,900,500	Term Loan, 7.13%, Maturing February 16, 2013	4,935,940
Kranton Polymers, LLC			
	2,629,752	Term Loan, 7.38%, Maturing May 12, 2013	2,653,309
Lucite International Group Holdings			
	790,022	Term Loan, 8.07%, Maturing July 7, 2013	799,898
	279,008	Term Loan, 8.07%, Maturing July 7, 2013 ⁽²⁾	282,495

	Principal Amount	Borrower/Tranche Description	Value
Chemicals and Plastics (continued)			
Lyondell Chemical Co.			
	\$ 5,174,000	Term Loan, 6.86%, Maturing August 16, 2013	\$ 5,196,802
Momentive Performance Material			
	2,593,500	Term Loan, 7.63%, Maturing December 4, 2013	2,609,979
Mosaic Co.			
	1,532,759	Term Loan, 7.12%, Maturing December 21, 2012	1,542,657
Nalco Co.			
	5,791,534	Term Loan, 7.10%, Maturing November 4, 2010	5,830,575
PQ Corp.			
	1,889,824	Term Loan, 7.35%, Maturing February 10, 2012	1,896,911
Professional Paint, Inc.			
	967,688	Term Loan, 7.63%, Maturing May 31, 2012	962,849
Propex Fabrics, Inc.			
	1,664,113	Term Loan, 8.36%, Maturing July 31, 2012	1,666,194
Rockwood Specialties Group, Inc.			
	3,738,700	Term Loan, 7.36%, Maturing December 10, 2012	3,773,519
Solo Cup Co.			
	3,854,558	Term Loan, 8.85%, Maturing February 27, 2011	3,920,205
	725,000	Term Loan, 11.57%, Maturing March 31, 2012	742,446
Solutia, Inc.			
	6,000,000	DIP Loan, 8.36%, Maturing March 31, 2008	6,071,328
Wellman, Inc.			
	1,250,000	Term Loan, 9.36%, Maturing February 10, 2009	1,261,198
			\$ 74,402,070

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Clothing / Textiles 0.4%

Hanesbrands, Inc.

\$	3,222,571	Term Loan, 7.11%, Maturing September 5, 2013	\$ 3,244,910
	1,125,000	Term Loan, 9.11%, Maturing March 5, 2014	1,154,004

St. John Knits International, Inc.

	1,346,699	Term Loan, 8.35%, Maturing March 23, 2012	1,356,800
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The William Carter Co.

	1,173,784	Term Loan, 6.85%, Maturing July 14, 2012	1,174,517
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Warnaco, Inc.

	712,222	Term Loan, 6.86%, Maturing January 31, 2013	713,558
			\$ 7,643,789

Conglomerates 1.1%

Amsted Industries, Inc.

\$	2,236,102	Term Loan, 7.35%, Maturing October 15, 2010	\$ 2,244,487
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Blount, Inc.

	511,949	Term Loan, 7.08%, Maturing August 9, 2010	512,589
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Bushnell Performance Optics

	985,360	Term Loan, 8.34%, Maturing August 19, 2011	990,698
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See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Conglomerates (continued)			
Dundee Holding, Inc.			
\$	2,761,950	Term Loan, 8.61%, Maturing February 17, 2015	\$ 2,782,665
Euramax International, Inc.			
	729,506	Term Loan, 8.38%, Maturing June 28, 2012	729,506
	501,316	Term Loan, 12.35%, Maturing June 28, 2013	497,400
	248,684	Term Loan, 12.35%, Maturing June 28, 2013	246,741
Goodman Global Holdings, Inc.			
	994,661	Term Loan, 7.13%, Maturing December 23, 2011	997,976
Jarden Corp.			
	2,439,983	Term Loan, 7.10%, Maturing January 24, 2012	2,447,947
	993,066	Term Loan, 7.10%, Maturing January 24, 2012	995,135
Johnson Diversey, Inc.			
	3,365,449	Term Loan, 7.86%, Maturing December 16, 2011	3,410,320
Polymer Group, Inc.			
	4,295,625	Term Loan, 7.59%, Maturing November 22, 2012	4,307,709
RBS Global, Inc.			
	419,688	Term Loan, 7.58%, Maturing July 19, 2013	423,294
Rexnord Corp.			
	1,740,984	Term Loan, 7.86%, Maturing July 19, 2013	1,755,946
			\$ 22,342,413
Containers and Glass Products 2.2%			
Berry Plastics Corp.			
\$	2,700,000	Term Loan, 7.32%, Maturing April 3, 2015	\$ 2,711,391
Bluegrass Container Co.			
	497,152	Term Loan, 7.59%, Maturing June 30, 2013	503,278
	1,661,535	Term Loan, 7.59%, Maturing June 30, 2013	1,682,007
	224,242	Term Loan, 10.32%, Maturing December 30, 2013	228,839
	700,758	Term Loan, 10.32%, Maturing December 30, 2013	715,123
Celanese Holdings, LLC			
EUR	2,000,000	Term Loan, 5.67%, Maturing April 6, 2011	2,744,002
	6,075,000	Term Loan, 7.10%, Maturing April 2, 2014	6,113,923
Consolidated Container Co.			
	1,000,000	Term Loan, 10.86%, Maturing September 28, 2014	995,000
Crown Americas, Inc.			

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	693,000	Term Loan, 7.11%, Maturing November 15, 2012	695,339
Graham Packaging Holdings Co.			
	6,100,000	Term Loan, 7.63%, Maturing October 7, 2011	6,144,481
Graphic Packaging International, Inc.			
	10,266,568	Term Loan, 7.83%, Maturing August 8, 2010	10,309,082
IPG (US), Inc.			
	1,586,498	Term Loan, 8.05%, Maturing July 28, 2011	1,592,447
Kranson Industries, Inc.			
	1,119,375	Term Loan, 7.60%, Maturing July 31, 2013	1,124,972
	Principal Amount	Borrower/Tranche Description	Value
Containers and Glass Products (continued)			
Owens-Brockway Glass Container			
\$	2,077,188	Term Loan, 6.82%, Maturing June 14, 2013	\$ 2,084,329
Smurfit-Stone Container Corp.			
	840,428	Term Loan, 5.22%, Maturing November 1, 2011	847,734
	3,322,429	Term Loan, 7.38%, Maturing November 1, 2011	3,351,311
	2,068,678	Term Loan, 7.38%, Maturing November 1, 2011	2,086,661
Tegant Holding Corp.			
	2,000,000	Term Loan, 7.60%, Maturing March 8, 2013	2,012,500
			\$ 45,942,419
Cosmetics / Toiletries 0.2%			
American Safety Razor Co.			
\$	1,200,000	Term Loan, 11.63%, Maturing July 31, 2014	\$ 1,222,500
Prestige Brands, Inc.			
	3,137,562	Term Loan, 7.63%, Maturing April 7, 2011	3,157,172
			\$ 4,379,672
Drugs 0.3%			
Pharmaceutical Holdings Corp.			
\$	875,000	Term Loan, 8.57%, Maturing January 30, 2012	\$ 877,188
Stiefel Laboratories, Inc.			
	713,301	Term Loan, 7.61%, Maturing December 28, 2013	720,434
	932,574	Term Loan, 7.61%, Maturing December 28, 2013	941,900
Warner Chilcott Corp.			
	830,768	Term Loan, 7.35%, Maturing January 18, 2012	835,812
	35,256	Term Loan, 7.35%, Maturing January 18, 2012	35,428
	3,025,930	Term Loan, 7.36%, Maturing January 18, 2012	3,044,301
			\$ 6,455,063
Ecological Services and Equipment 0.9%			
Allied Waste Industries, Inc.			
\$	1,582,106		\$ 1,591,599

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		Term Loan, 5.33%, Maturing January 15, 2012	
	3,567,456	Term Loan, 7.10%, Maturing January 15, 2012	3,587,206
Blue Waste B.V. (AVR Acquisition)			
EUR	1,000,000	Term Loan, 6.17%, Maturing April 1, 2015	1,388,846
Duratek, Inc.			
	775,902	Term Loan, 7.63%, Maturing June 7, 2013	783,661
EnergySolutions, LLC			
	81,761	Term Loan, 7.57%, Maturing June 7, 2013	82,579
	1,674,205	Term Loan, 7.63%, Maturing June 7, 2013	1,690,947
Environmental Systems, Inc.			
	910,041	Term Loan, 10.75%, Maturing December 12, 2008	907,766
	1,000,000	Term Loan, 17.25%, Maturing December 12, 2010	562,500

See notes to financial statements

7

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Ecological Services and Equipment (continued)			
IESI Corp.			
\$	3,464,706	Term Loan, 7.11%, Maturing January 20, 2012	\$ 3,475,533
Kemble Water Structure Ltd.			
GBP	1,750,000	Term Loan, 9.33%, Maturing October 13, 2013	3,536,436
Sensus Metering Systems, Inc.			
	84,639	Term Loan, 7.36%, Maturing December 17, 2010	85,062
	781,284	Term Loan, 7.36%, Maturing December 17, 2010	785,191
Wastequip, Inc.			
	311,178	Term Loan, 7.11%, Maturing February 5, 2013 ⁽²⁾	314,290
	688,822	Term Loan, 7.60%, Maturing February 5, 2013	695,710
			\$ 19,487,326
Electronics / Electrical 1.8%			
Advanced Micro Devices, Inc.			
\$	2,444,862	Term Loan, 7.34%, Maturing December 31, 2013	\$ 2,451,529
AMI Semiconductor, Inc.			
	2,118,799	Term Loan, 6.82%, Maturing April 1, 2012	2,113,502
Aspect Software, Inc.			
	2,636,750	Term Loan, 8.31%, Maturing July 11, 2011	2,664,217
	2,350,000	Term Loan, 12.44%, Maturing July 11, 2013	2,367,625
Communications & Power, Inc.			
	1,292,824	Term Loan, 7.57%, Maturing July 23, 2010	1,298,480
EnerSys Capital, Inc.			
	1,531,786	Term Loan, 7.11%, Maturing March 17, 2011	1,541,360
Freescale Semiconductor, Inc.			
	5,660,813	Term Loan, 7.11%, Maturing December 1, 2013	5,676,884
Infor Enterprise Solutions Holdings			
	3,465,443	Term Loan, 9.10%, Maturing July 28, 2012	3,494,899
	1,808,057	Term Loan, 9.10%, Maturing July 28, 2012	1,819,358
Open Solutions, Inc.			
	2,450,000	Term Loan, 7.49%, Maturing January 23, 2014	2,462,250
Sensata Technologies Finance Co.			
	3,796,312	Term Loan, 7.10%, Maturing April 27, 2013	3,798,791
SS&C Technologies, Inc.			
	2,275,346	Term Loan, 7.32%, Maturing November 23, 2012	2,289,093

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	74,982	Term Loan, 7.84%, Maturing November 23, 2012	75,435
Terex Corp.			
	942,875	Term Loan, 7.10%, Maturing July 13, 2013	946,411
TTM Technologies, Inc.			
	562,500	Term Loan, 7.59%, Maturing October 27, 2012	564,609
VeriFone, Inc.			
	997,500	Term Loan, 7.11%, Maturing October 31, 2013	1,006,228
Vertafore, Inc.			
	1,000,000	Term Loan, 7.82%, Maturing January 31, 2012	1,005,938
	975,000	Term Loan, 11.36%, Maturing January 31, 2013	975,000
			\$ 36,551,609

	Principal Amount	Borrower/Tranche Description	Value
Equipment Leasing 0.6%			
AWAS Capital, Inc.			
	\$ 793,489	Term Loan, 7.13%, Maturing March 22, 2013	\$ 789,521
	2,954,670	Term Loan, 11.38%, Maturing March 22, 2013	2,998,990
Maxim Crane Works, L.P.			
	1,264,971	Term Loan, 7.33%, Maturing January 28, 2010	1,267,343
Rental Service Corp.			
	1,500,000	Term Loan, 8.86%, Maturing November 30, 2013	1,525,500
The Hertz Corp.			
	688,889	Term Loan, 5.35%, Maturing December 21, 2012	694,459
	3,848,133	Term Loan, 7.08%, Maturing December 21, 2012	3,879,249
United Rentals, Inc.			
	565,000	Term Loan, 5.32%, Maturing February 14, 2011	568,237
	1,241,310	Term Loan, 7.32%, Maturing February 14, 2011	1,248,421
			\$ 12,971,720
Farming / Agriculture 0.3%			
BF Bolthouse HoldCo, LLC			
	\$ 2,962,500	Term Loan, 7.63%, Maturing December 16, 2012	\$ 2,980,091
	1,475,000	Term Loan, 10.85%, Maturing December 16, 2013	1,496,203
Central Garden & Pet Co.			
	2,524,500	Term Loan, 6.82%, Maturing February 28, 2014	2,528,840
			\$ 7,005,134
Financial Intermediaries 0.9%			
AIMCO Properties, L.P.			
	\$ 3,050,000	Term Loan, 6.86%, Maturing March 23, 2011	\$ 3,057,625
AmeriTrade Holding Corp.			
	2,441,506	Term Loan, 6.82%, Maturing December 31, 2012	2,449,770
Citigo III, Ltd.			

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	250,000	Term Loan, 8.11%, Maturing August 3, 2013	251,953
	250,000	Term Loan, 8.61%, Maturing August 3, 2014	252,813
Coinstar, Inc.			
	592,984	Term Loan, 7.35%, Maturing July 7, 2011	596,320
Grosvenor Capital Management			
	723,188	Term Loan, 7.60%, Maturing December 5, 2013	731,323
iPayment, Inc.			
	2,210,231	Term Loan, 7.34%, Maturing May 10, 2013	2,211,613
LPL Holdings, Inc.			
	5,643,107	Term Loan, 7.85%, Maturing June 30, 2013	5,721,580
Oxford Acquisition III, Ltd.			
EUR	500,000	Term Loan, 6.16%, Maturing September 20, 2013	691,075
	1,650,000	Term loan, 7.74%, Maturing September 20, 2013	1,666,474
The Macerich Partnership, L.P.			
	1,465,000	Term Loan, 6.88%, Maturing April 25, 2010	1,467,747
			\$ 19,098,293

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Food Products 1.3%			
Acosta, Inc.			
\$	3,002,313	Term Loan, 7.57%, Maturing July 28, 2013	\$ 3,029,207
American Seafoods Group, LLC			
	1,167,559	Term Loan, 7.10%, Maturing September 30, 2011	1,166,099
Birds Eye Foods, Inc.			
	500,000	Term Loan, 7.09%, Maturing March 22, 2013	501,328
Chiquita Brands, LLC			
	3,766,700	Term Loan, 8.38%, Maturing June 28, 2012	3,816,137
Dean Foods Co.			
	4,975,000	Term Loan, 6.875%, Maturing April 2, 2014	4,989,189
Michael Foods, Inc.			
	1,565,962	Term Loan, 7.36%, Maturing November 21, 2010	1,572,487
Nutro Products, Inc.			
	629,670	Term Loan, 7.35%, Maturing April 26, 2013	630,261
Pinnacle Foods Finance, LLC			
	6,400,000	Term Loan, 8.10%, Maturing April 2, 2014	6,451,200
QCE Finance, LLC			
	997,487	Term Loan, 7.60%, Maturing May 5, 2013	1,002,475
	1,225,000	Term Loan, 11.10%, Maturing November 5, 2013	1,247,714
Reddy Ice Group, Inc.			
	3,130,000	Term Loan, 7.11%, Maturing August 9, 2012	3,138,805
			\$ 27,544,902
Food Service 0.9%			
AFC Enterprises, Inc.			
\$	707,572	Term Loan, 7.13%, Maturing May 23, 2009	\$ 712,879
Aramark Corp.			
GBP	997,500	Term Loan, 7.71%, Maturing January 27, 2014	2,004,825
Buffets, Inc.			
	245,000	Term Loan, 5.26%, Maturing May 1, 2013	247,067
	1,850,363	Term Loan, 8.36%, Maturing November 1, 2013	1,865,976
Burger King Corp.			
	1,795,672	Term Loan, 6.88%, Maturing June 30, 2012	1,802,529
CBRL Group, Inc.			
	2,325,989	Term Loan, 6.86%, Maturing April 27, 2013	2,331,562

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Denny's, Inc.			
	176,667	Term Loan, 7.32%, Maturing March 31, 2012	178,378
	1,065,012	Term Loan, 7.35%, Maturing March 31, 2012	1,075,330
Maine Beverage Co., LLC			
	796,875	Term Loan, 7.10%, Maturing June 30, 2010	794,883
NPC International, Inc.			
	520,833	Term Loan, 7.10%, Maturing May 3, 2013	522,135
RMK Acquisition Corp. (Aramark)			
	323,077	Term Loan, 5.20%, Maturing January 26, 2014	324,967
	4,513,866	Term Loan, 7.48%, Maturing January 26, 2014	4,540,281
	Principal Amount	Borrower/Tranche Description	Value
Food Service (continued)			
Sagittarius Restaurants, LLC			
\$	495,000	Term Loan, 7.62%, Maturing March 29, 2013	\$ 497,784
Sturm Foods, Inc.			
	1,500,000	Term Loan, 7.94%, Maturing January 31, 2014	1,505,313
			\$ 18,403,909
Food / Drug Retailers 0.7%			
Cumberland Farms, Inc.			
\$	2,064,625	Term Loan, 7.35%, Maturing September 29, 2013	\$ 2,081,400
General Nutrition Centers, Inc.			
	1,400,000	Term Loan, 7.60%, Maturing September 16, 2013	1,399,475
Roundy's Supermarkets, Inc.			
	5,238,870	Term Loan, 8.09%, Maturing November 3, 2011	5,289,294
Supervalu, Inc.			
	1,955,250	Term Loan, 6.84%, Maturing June 1, 2012	1,965,582
The Jean Coutu Group (PJC), Inc.			
	2,503,505	Term Loan, 7.88%, Maturing July 30, 2011	2,509,523
The Pantry, Inc.			
	962,813	Term Loan, 7.07%, Maturing January 2, 2012	965,220
			\$ 14,210,494
Forest Products 1.2%			
Appleton Papers, Inc.			
\$	1,895,088	Term Loan, 7.60%, Maturing June 11, 2010	\$ 1,899,826
Boise Cascade Holdings, LLC			
	6,207,829	Term Loan, 6.82%, Maturing October 29, 2011	6,236,397
Buckeye Technologies, Inc.			
	371,119	Term Loan, 7.33%, Maturing April 15, 2010	371,815
Georgia-Pacific Corp.			
	10,640,312	Term Loan, 7.09%, Maturing December 20, 2012	10,704,857

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NewPage Corp.

2,155,396	Term Loan, 7.63%, Maturing May 2, 2011	2,176,950
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Xerium Technologies, Inc.

3,907,811	Term Loan, 8.10%, Maturing May 18, 2012	3,917,580
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\$ 25,307,425

Healthcare 5.0%

Accellent, Inc.

\$ 1,431,875	Term Loan, 7.86%, Maturing November 22, 2012	\$ 1,431,577
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Alliance Imaging, Inc.

2,166,406	Term Loan, 7.88%, Maturing December 29, 2011	2,178,321
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American Medical Systems

2,081,777	Term Loan, 7.68%, Maturing July 20, 2012	2,084,379
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See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Healthcare (continued)			
AmeriPath, Inc.			
\$	1,732,500	Term Loan, 7.36%, Maturing October 31, 2012	\$ 1,734,233
AMN Healthcare, Inc.			
	432,816	Term Loan, 7.10%, Maturing November 2, 2011	434,168
AMR HoldCo, Inc.			
	2,197,947	Term Loan, 7.38%, Maturing February 10, 2012	2,206,877
Carl Zeiss Vision Holding GmbH			
	1,300,000	Term Loan, 7.84%, Maturing March 23, 2015	1,321,938
Community Health Systems, Inc.			
	11,556,691	Term Loan, 7.10%, Maturing August 19, 2011	11,599,127
Concentra Operating Corp.			
	2,037,838	Term Loan, 7.33%, Maturing September 30, 2011	2,045,480
ConMed Corp.			
	1,002,778	Term Loan, 7.07%, Maturing April 13, 2013	1,003,405
CRC Health Corp.			
	646,750	Term Loan, 7.85%, Maturing February 6, 2013	650,792
	594,015	Term Loan, 7.85%, Maturing February 6, 2013	597,728
Davita, Inc.			
	7,223,858	Term Loan, 6.84%, Maturing October 5, 2012	7,253,209
DJ Orthopedics, LLC			
	444,125	Term Loan, 6.88%, Maturing April 7, 2013	444,125
Emdeon Business Services, LLC			
	2,254,246	Term Loan, 7.60%, Maturing November 16, 2013	2,266,926
Encore Medical Finance, LLC			
	1,417,884	Term Loan, 7.88%, Maturing November 3, 2013	1,422,759
FHC Health Systems, Inc.			
	791,364	Term Loan, 12.11%, Maturing December 18, 2009	815,105
	553,955	Term Loan, 14.11%, Maturing December 18, 2009	567,804
Fresenius Medical Care Holdings			
	3,880,775	Term Loan, 6.73%, Maturing March 31, 2013	3,881,870
Graceway Pharmaceuticals, LLC			
	2,470,000	Term Loan, 7.85%, Maturing December 29, 2011	2,474,631
	1,000,000	Term Loan, 11.35%, Maturing December 29, 2012	1,017,500
Hanger Orthopedic Group, Inc.			

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	942,881	Term Loan, 7.60%, Maturing May 30, 2013	947,996
HCA, Inc.			
	9,925,125	Term Loan, 7.60%, Maturing November 18, 2013	10,040,465
Health Management Association, Inc.			
	4,390,000	Term Loan, 7.10%, Maturing February 28, 2014	4,412,407
HealthSouth Corp.			
	3,279,000	Term Loan, 7.85%, Maturing March 10, 2013	3,305,642
Ikaria Acquisition, Inc.			
	897,447	Term Loan, 7.84%, Maturing March 28, 2013	903,056
Invacare Corp.			
	3,369,063	Term Loan, 7.60%, Maturing February 12, 2013	3,390,119
	Principal Amount	Borrower/Tranche Description	Value
Healthcare (continued)			
Kinetic Concepts, Inc.			
	\$ 1,881,755	Term Loan, 6.85%, Maturing October 3, 2009	\$ 1,885,873
Leiner Health Products, Inc.			
	1,094,063	Term Loan, 8.58%, Maturing May 27, 2011	1,086,541
LifeCare Holdings, Inc.			
	960,375	Term Loan, 7.60%, Maturing August 11, 2012	953,892
Lifepoint Hospitals, Inc.			
	5,475,090	Term Loan, 6.99%, Maturing April 15, 2012	5,468,076
Magellan Health Services, Inc.			
	277,778	Term Loan, 5.20%, Maturing August 15, 2008	278,472
	173,611	Term Loan, 7.10%, Maturing August 15, 2008	174,045
Matria Healthcare, Inc.			
	1,215,641	Term Loan, 7.35%, Maturing January 19, 2012	1,221,720
MultiPlan Merger Corp.			
	815,694	Term Loan, 7.82%, Maturing April 12, 2013	822,322
	1,483,459	Term Loan, 7.82%, Maturing April 12, 2013	1,495,512
National Mentor Holdings, Inc.			
	81,200	Term Loan, 5.32%, Maturing June 29, 2013	81,530
	1,358,534	Term Loan, 7.35%, Maturing June 29, 2013	1,364,054
National Rental Institutes, Inc.			
	2,133,875	Term Loan, 7.63%, Maturing March 31, 2013	2,137,210
Nyco Holdings			
EUR	1,450,000	Term Loan, 6.41%, Maturing December 29, 2014	1,986,617
EUR	1,450,000	Term Loan, 6.91%, Maturing December 29, 2015	1,995,688
Radnet Management, Inc.			
	723,188	Term Loan, 8.83%, Maturing November 15, 2012	726,803

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Renal Advantage, Inc.		Term Loan, 7.85%, Maturing October 5, 2012	
	394,125		398,066
Select Medical Holding Corp.		Term Loan, 7.36%, Maturing February 24, 2012	
	2,033,500		2,030,149
Sunrise Medical Holdings, Inc.		Term Loan, 8.88%, Maturing May 13, 2010	
	2,092,560		2,071,634
Vanguard Health Holding Co., LLC		Term Loan, 7.60%, Maturing September 23, 2011	
	2,231,668		2,248,869
Ventiv Health, Inc.		Term Loan, 6.85%, Maturing October 5, 2011	
	938,095		938,975
VWR International, Inc.		Term Loan, 7.61%, Maturing April 7, 2011	
	2,202,773		2,217,230
			\$ 102,014,917
Home Furnishings 0.6%			
Interline Brands, Inc.		Term Loan, 7.07%, Maturing June 23, 2013	
\$	1,304,274		\$ 1,306,720
	902,201	Term Loan, 7.07%, Maturing June 23, 2013	903,893

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Home Furnishings (continued)			
Knoll, Inc.			
\$	1,669,724	Term Loan, 7.10%, Maturing October 3, 2012	\$ 1,679,325
National Bedding Co., LLC			
	498,750	Term Loan, 7.35%, Maturing August 31, 2011	499,872
	1,050,000	Term Loan, 10.36%, Maturing August 31, 2012	1,069,688
Oreck Corp.			
	1,816,334	Term Loan, 10.00%, Maturing February 2, 2012	1,770,926
Simmons Co.			
	3,795,769	Term Loan, 7.43%, Maturing December 19, 2011	3,819,493
	1,000,000	Term Loan, 10.65%, Maturing February 15, 2012	990,833
			\$ 12,040,750
Industrial Equipment 1.0%			
Aeero Technologies, Inc.			
\$	500,000	Term Loan, 11.85%, Maturing September 24, 2013	\$ 508,750
Alliance Laundry Holdings, LLC			
	483,559	Term Loan, 7.57%, Maturing January 27, 2012	487,487
Colfax Corp.			
	2,255,986	Term Loan, 7.63%, Maturing May 30, 2009	2,270,792
Douglas Dynamics Holdings, Inc.			
	1,729,611	Term Loan, 7.10%, Maturing December 16, 2010	1,716,639
Flowsolve Corp.			
	2,325,916	Term Loan, 6.88%, Maturing August 10, 2012	2,332,021
Generac Acquisition Corp.			
	2,707,750	Term Loan, 7.85%, Maturing November 7, 2013	2,711,812
	500,000	Term Loan, 11.35%, Maturing April 7, 2014	500,209
Gleason Corp.			
	762,424	Term Loan, 7.60%, Maturing June 30, 2013	768,858
	400,000	Term Loan, 10.88%, Maturing December 31, 2013	404,500
John Maneely Co.			
	2,771,210	Term Loan, 8.61%, Maturing December 8, 2013	2,779,870
Kion Group GmbH			
	250,000	Term Loan, 7.58%, Maturing December 23, 2014	253,404
	250,000	Term Loan, 7.83%, Maturing December 23, 2015	254,654
PP Acquisition Corp.			

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EUR	422,826	Term Loan, 6.87%, Maturing November 12, 2011	EUR 579,937
	4,295,954	Term Loan, 8.32%, Maturing November 12, 2011	4,317,434
TFS Acquisition Corp.			
	895,500	Term Loan, 8.85%, Maturing August 11, 2013	902,216
			\$ 20,788,583
Insurance 0.8%			
ARG Holding, Inc.			
\$	1,234,375	Term Loan, 8.38%, Maturing November 30, 2011	\$ 1,244,404
	Principal Amount	Borrower/Tranche Description	Value
Insurance (continued)			
\$	2,625,000	Term Loan, 12.63%, Maturing November 30, 2012	\$ 2,666,016
CCC Information Services Group			
	1,216,500	Term Loan, 7.85%, Maturing February 10, 2013	1,223,724
Conseco, Inc.			
	3,656,625	Term Loan, 7.32%, Maturing October 10, 2013	3,678,338
Crawford & Company			
	1,752,655	Term Loan, 7.85%, Maturing October 31, 2013	1,766,895
Hilb, Rogal & Hobbs Co.			
	792,000	Term Loan, 6.85%, Maturing April 26, 2013	793,155
U.S.I. Holdings Corp.			
	298,500	Term Loan, 7.57%, Maturing March 24, 2011	298,873
	5,790,043	Term Loan, 7.57%, Maturing March 24, 2011	5,797,280
			\$ 17,468,685
Leisure Goods / Activities / Movies 4.5%			
24 Hour Fitness Worldwide, Inc.			
\$	1,999,800	Term Loan, 7.85%, Maturing June 8, 2012	\$ 2,013,549
Alliance Atlantis Communications, Inc.			
	703,640	Term Loan, 6.82%, Maturing December 31, 2011	703,970
AMC Entertainment, Inc.			
	2,246,563	Term Loan, 7.07%, Maturing January 26, 2013	2,259,952
AMF Bowling Worldwide, Inc.			
	960,897	Term Loan, 8.32%, Maturing August 27, 2009	967,504
Augustus 2, Ltd.			
GBP	1,534,623	Term Loan, 7.86%, Maturing June 22, 2014	3,075,731
GBP	1,399,880	Term Loan, 8.36%, Maturing June 22, 2015	2,819,674
Butterfly Wendel US, Inc.			
	387,500	Term Loan, 8.08%, Maturing June 22, 2013	393,777
	387,500	Term Loan, 7.83%, Maturing June 22, 2014	391,839
Carmike Cinemas, Inc.			
	2,962,312		2,997,225

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		Term Loan, 8.61%, Maturing May 19, 2012	
Cedar Fair, L.P.			
	496,250	Term Loan, 7.33%, Maturing August 31, 2011	501,006
	3,994,813	Term Loan, 7.32%, Maturing August 30, 2012	4,037,257
Cinemark, Inc.			
	4,800,875	Term Loan, 7.13%, Maturing October 5, 2013	4,825,547
Dave & Buster's, Inc.			
	592,500	Term Loan, 7.85%, Maturing March 8, 2013	596,944
	990,000	Term Loan, 7.85%, Maturing March 8, 2013	997,425
Deluxe Entertainment Services			
	1,100,000	Term Loan, 5.25%, Maturing January 28, 2011	1,083,500
Easton-Bell Sports, Inc.			
	1,485,000	Term Loan, 7.07%, Maturing March 16, 2012	1,488,249

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Leisure Goods / Activities / Movies (continued)			
Fender Musical Instruments Co.			
\$	1,330,000	Term Loan, 11.36%, Maturing October 1, 2012	\$ 1,363,250
Mega Blocks, Inc.			
	1,496,193	Term Loan, 7.13%, Maturing July 26, 2012	1,495,726
Metro-Goldwyn-Mayer Holdings, Inc.			
	10,267,509	Term Loan, 8.60%, Maturing April 8, 2012	10,290,776
National Cinemedia, LLC			
	1,575,000	Term Loan, 7.09%, Maturing February 13, 2015	1,577,884
Red Football, Ltd.			
GBP	4,750,000	Term Loan, 8.16%, Maturing August 16, 2014	9,523,036
GBP	4,750,000	Term Loan, 8.41%, Maturing August 16, 2015	9,562,619
Regal Cinemas Corp.			
	6,320,744	Term Loan, 7.10%, Maturing November 10, 2010	6,348,397
Revolution Studios			
	2,064,354	Term Loan, 9.07%, Maturing December 21, 2014	2,079,837
	1,050,000	Term Loan, 12.32%, Maturing June 21, 2015	1,060,500
Six Flags Theme Parks, Inc.			
	8,108,801	Term Loan, 8.60%, Maturing June 30, 2009	8,172,999
Southwest Sports Group, LLC			
	1,450,000	Term Loan, 7.88%, Maturing December 22, 2010	1,450,454
Universal City Development Partners, Ltd.			
	2,912,921	Term Loan, 7.36%, Maturing June 9, 2011	2,931,126
WMG Acquisition Corp.			
	900,000	Revolving Loan, 0.00%, Maturing February 28, 2010 ⁽²⁾	880,200
	7,009,962	Term Loan, 7.36%, Maturing February 28, 2011	7,045,888
			\$ 92,935,841
Lodging and Casinos 1.5%			
Bally Technologies, Inc.			
\$	5,778,792	Term Loan, 8.61%, Maturing September 5, 2009	\$ 5,836,580
CCM Merger, Inc.			
	2,592,596	Term Loan, 7.35%, Maturing April 25, 2012	2,607,180
Green Valley Ranch Gaming, LLC			
	650,455	Term Loan, 7.36%, Maturing February 16, 2014	654,636
Isle of Capri Casinos, Inc.			

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	4,438,047	Term Loan, 7.07%, Maturing February 4, 2012	4,472,442
Penn National Gaming, Inc.			
	7,806,125	Term Loan, 7.11%, Maturing October 3, 2012	7,869,550
Pinnacle Entertainment, Inc.			
	925,000	Term Loan, 0.00%, Maturing December 14, 2011 ⁽²⁾	926,301
	2,800,000	Term Loan, 7.32%, Maturing December 14, 2011	2,824,791
Venetian Casino Resort, LLC			
	4,104,268	Term Loan, 7.09%, Maturing June 15, 2011	4,125,183
	846,241	Term Loan, 7.09%, Maturing June 15, 2011	850,554
	Principal Amount	Borrower/Tranche Description	Value
Lodging and Casinos (continued)			
Wimar Opco, LLC			
\$	940,701	Term Loan, 7.85%, Maturing January 3, 2012	\$ 951,579
			\$ 31,118,796
Nonferrous Metals / Minerals 1.4%			
Alpha Natural Resources, LLC			
\$	2,913,125	Term Loan, 7.10%, Maturing October 26, 2012	\$ 2,923,595
Carmeuse Lime, Inc.			
	665,657	Term Loan, 7.13%, Maturing May 2, 2011	667,321
CII Carbon, LLC			
	493,719	Term Loan, 7.38%, Maturing August 23, 2012	497,421
Compass Minerals Group, Inc.			
	2,994,172	Term Loan, 6.85%, Maturing December 22, 2012	3,002,906
Freeport-McMoran Copper and Gold			
	6,418,240	Term Loan, 7.07%, Maturing March 19, 2014	6,444,600
IFM (US) Colonial Pipeline 2, LLC			
	950,000	Term Loan, 7.36%, Maturing February 27, 2012	960,688
Magnequench International, Inc.			
	1,032,970	Term Loan, 8.31%, Maturing August 31, 2009	1,032,970
Magnum Coal Co.			
	245,455	Term Loan, 8.57%, Maturing March 15, 2013	245,761
	2,430,000	Term Loan, 8.57%, Maturing March 15, 2013	2,433,038
Murray Energy Corp.			
	960,400	Term Loan, 8.36%, Maturing January 28, 2010	972,405
Novelis, Inc.			
	1,299,040	Term Loan, 7.61%, Maturing January 6, 2012	1,303,100
	2,257,805	Term Loan, 7.61%, Maturing January 6, 2012	2,264,860
Stillwater Mining Co.			
	4,842,534	Term Loan, 7.63%, Maturing June 30, 2007	4,866,746

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Thompson Creek Metals Co.

2,007,321	Term Loan, 10.11%, Maturing October 26, 2012	2,042,449
		\$ 29,657,860

Oil and Gas 1.2%

Citgo Petroleum Corp.

\$ 1,970,327	Term Loan, 6.70%, Maturing November 15, 2012	\$ 1,973,669
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Concho Resources, Inc.

2,725,000	Term Loan, 8.60%, Maturing March 27, 2012	2,730,109
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El Paso Corp.

1,750,000	Term Loan, 5.23%, Maturing July 31, 2011	1,760,665
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12

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Oil and Gas (continued)			
Epcor Holdings, Inc.			
\$	959,001	Term Loan, 7.03%, Maturing August 18, 2008	\$ 960,000
	3,758,894	Term Loan, 7.18%, Maturing August 18, 2010	3,801,182
Goldking Energy Corp.			
	1,296,750	Term Loan, 10.32%, Maturing December 20, 2011 ⁽³⁾	1,304,920
Key Energy Services, Inc.			
	1,000,000	Term Loan, 5.36%, Maturing June 30, 2012	1,006,250
	1,362,750	Term Loan, 7.83%, Maturing June 30, 2012	1,371,267
Primary Natural Resources, Inc.			
	1,980,000	Term Loan, 9.32%, Maturing July 28, 2010 ⁽³⁾	1,965,150
Targa Resources, Inc.			
	1,602,972	Term Loan, 5.23%, Maturing October 31, 2012	1,615,871
	3,288,963	Term Loan, 7.36%, Maturing October 31, 2012	3,315,429
Volnay Acquisition Co.			
	997,500	Term Loan, 7.35%, Maturing January 12, 2014	1,007,682
W&T Offshore, Inc.			
	1,275,000	Term Loan, 7.60%, Maturing May 26, 2010	1,285,359
			\$ 24,097,553
Publishing 3.2%			
American Media Operations, Inc.			
\$	3,825,000	Term Loan, 8.59%, Maturing January 31, 2013	\$ 3,852,892
CBD Media, LLC			
	1,219,960	Term Loan, 7.82%, Maturing December 31, 2009	1,228,601
Dex Media East, LLC			
	3,782,778	Term Loan, 6.85%, Maturing May 8, 2009	3,786,217
Dex Media West, LLC			
	5,038,710	Term Loan, 6.85%, Maturing March 9, 2010	5,047,528
Gatehouse Media Operating, Inc.			
	800,000	Term Loan, 7.10%, Maturing August 28, 2014	796,750
	1,850,000	Term Loan, 7.11%, Maturing August 28, 2014	1,842,485
Idearc, Inc.			
	12,493,688	Term Loan, 7.35%, Maturing November 17, 2014	12,590,963
MediaNews Group, Inc.			
	1,265,438	Term Loan, 7.09%, Maturing August 2, 2013	1,266,756

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Mediannuaire Holding			Term Loan, 8.14%, Maturing April 10, 2016	
EUR	500,000			704,362
Merrill Communications, LLC			Term Loan, 7.58%, Maturing February 9, 2009	
	1,463,082			1,471,083
Penton Media, Inc.			Term Loan, 7.60%, Maturing February 1, 2013	
	1,000,000			1,005,313
Philadelphia Newspapers, LLC			Term Loan, 8.10%, Maturing June 29, 2013	
	1,051,758			1,058,113
R.H. Donnelley Corp.			Term Loan, 6.57%, Maturing December 31, 2009	
	335,389			334,708
	4,359,416		Term Loan, 6.85%, Maturing June 30, 2010	4,367,725
		Principal Amount	Borrower/Tranche Description	Value
Publishing (continued)				
Reader's Digest Association			Term Loan, 7.38%, Maturing March 2, 2014	
\$	7,975,000			\$ 7,994,938
Riverdeep Interactive Learning USA, Inc.			Term Loan, 8.10%, Maturing December 20, 2013	
	4,981,206			5,019,900
SGS International, Inc.			Term Loan, 7.86%, Maturing December 30, 2011	
	913,438			920,859
Source Media, Inc.			Term Loan, 7.60%, Maturing November 8, 2011	
	2,506,828			2,533,463
SP Newsprint Co.			Term Loan, 5.32%, Maturing January 9, 2010	
	1,305,204			1,312,546
Sun Media Corp.			Term Loan, 7.11%, Maturing February 7, 2009	
	2,318,296			2,324,818
Xsys, Inc.			Term Loan, 7.82%, Maturing September 27, 2013	
	1,290,100			1,303,102
	1,290,100		Term Loan, 8.32%, Maturing September 27, 2014	1,309,150
Yell Group, PLC			Term Loan, 7.32%, Maturing February 10, 2013	
	3,425,000			3,455,750
				\$ 65,528,022
Radio and Television 2.6%				
ALM Media Holdings, Inc.			Term Loan, 7.85%, Maturing March 4, 2010	
\$	1,137,975			\$ 1,141,354
Block Communications, Inc.			Term Loan, 7.35%, Maturing December 22, 2011	
	2,073,750			2,077,638
CMP KC, LLC			Term Loan, 9.38%, Maturing May 5, 2013	
	981,188			987,320
CMP Susquehanna Corp.				
	1,770,054			1,782,001

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		Term Loan, 7.36%, Maturing May 5, 2013	
Cumulus Media, Inc.			
	1,808,420	Term Loan, 7.32%, Maturing June 7, 2013	1,820,853
DirecTV Holdings, LLC			
	1,855,502	Term Loan, 6.82%, Maturing April 13, 2013	1,863,408
Emmis Operating Co.			
	1,100,000	Term Loan, 7.35%, Maturing November 2, 2013	1,108,353
Entravision Communications Corp.			
	1,822,250	Term Loan, 6.85%, Maturing September 29, 2013	1,829,843
Gray Television, Inc.			
	1,658,250	Term Loan, 6.58%, Maturing January 19, 2015	1,658,769
HEI Acquisition, LLC			
	2,775,000	Term Loan, 9.36%, Maturing April 13, 2014	2,761,125
HIT Entertainment, Inc.			
	2,470,000	Term Loan, 7.32%, Maturing March 20, 2012	2,487,754

See notes to financial statements

13

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Radio and Television (continued)			
NEP II, Inc.			
\$	850,000	Term Loan, 7.60%, Maturing February 16, 2014	\$ 855,976
Nexstar Broadcasting, Inc.			
	2,134,754	Term Loan, 7.10%, Maturing October 1, 2012	2,133,587
	2,022,482	Term Loan, 7.10%, Maturing October 1, 2012	2,021,376
NextMedia Operating, Inc.			
	300,188	Term Loan, 7.32%, Maturing November 15, 2012	300,639
	133,417	Term Loan, 7.32%, Maturing November 15, 2012	133,617
PanAmSat Corp.			
	3,233,750	Term Loan, 7.35%, Maturing January 3, 2014	3,262,754
Paxson Communications Corp.			
	3,250,000	Term Loan, 8.61%, Maturing January 15, 2012	3,327,188
Raycom TV Broadcasting, LLC			
	3,405,216	Term Loan, 6.88%, Maturing August 28, 2013	3,403,088
SFX Entertainment			
	1,802,188	Term Loan, 8.09%, Maturing June 21, 2013	1,811,198
Tyrol Acquisition 2 SAS			
EUR	1,050,000	Term Loan, 6.09%, Maturing January 19, 2015	1,452,436
EUR	1,050,000	Term Loan, 6.59%, Maturing January 19, 2016	1,458,513
Univision Communications, Inc.			
	1,000,000	Term Loan, 7.82%, Maturing March 29, 2009	1,001,042
	582,886	Term Loan, 0.00%, Maturing September 29, 2014 ⁽²⁾	582,439
	9,067,114	Term Loan, 7.61%, Maturing September 29, 2014	9,060,160
Young Broadcasting, Inc.			
	2,351,869	Term Loan, 7.88%, Maturing November 3, 2012	2,365,098
			\$ 52,687,529
Rail Industries 0.2%			
Kansas City Southern Railway Co.			
\$	3,374,500	Term Loan, 7.07%, Maturing March 30, 2008	\$ 3,387,154
			\$ 3,387,154
Retailers (Except Food and Drug) 1.6%			
Advantage Sales & Marketing, Inc.			
\$	3,590,840	Term Loan, 7.36%, Maturing March 29, 2013	\$ 3,599,817
American Achievement Corp.			

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	1,564,137	Term Loan, 7.72%, Maturing March 25, 2011	1,575,542
Amscan Holdings, Inc.			
	1,831,500	Term Loan, 8.38%, Maturing December 23, 2012	1,848,099
Coinmach Laundry Corp.			
	4,527,050	Term Loan, 7.88%, Maturing December 19, 2012	4,563,127
FTD, Inc.			
	875,004	Term Loan, 7.36%, Maturing July 28, 2013	880,473
Harbor Freight Tools USA, Inc.			
	2,674,541	Term Loan, 7.61%, Maturing July 15, 2010	2,696,828
	Principal Amount	Borrower/Tranche Description	Value
Retailers (Except Food and Drug) (continued)			
Home Interiors & Gifts, Inc.			
	\$ 1,009,722	Term Loan, 10.35%, Maturing March 31, 2011	\$ 729,524
Josten's Corp.			
	2,244,210	Term Loan, 7.33%, Maturing October 4, 2011	2,258,236
Mapco Express, Inc.			
	2,425,198	Term Loan, 8.07%, Maturing April 28, 2011	2,440,355
Nebraska Book Co., Inc.			
	923,741	Term Loan, 7.83%, Maturing March 4, 2011	931,824
Neiman Marcus Group, Inc.			
	1,613,924	Term Loan, 7.35%, Maturing April 5, 2013	1,630,063
Oriental Trading Co., Inc.			
	1,150,000	Term Loan, 11.36%, Maturing January 31, 2013	1,173,000
	2,158,688	Term Loan, 7.61%, Maturing July 31, 2013	2,165,433
Rent-A-Center, Inc.			
	1,437,089	Term Loan, 7.12%, Maturing November 15, 2012	1,441,730
Savers, Inc.			
	454,569	Term Loan, 8.07%, Maturing August 11, 2012	459,114
	516,409	Term Loan, 8.07%, Maturing August 11, 2012	521,573
The Yankee Candle Company, Inc.			
	3,775,000	Term Loan, 7.35%, Maturing February 6, 2014	3,796,706
			\$ 32,711,444
Steel 0.2%			
Gibraltar Industries, Inc.			
	\$ 602,976	Term Loan, 7.13%, Maturing December 8, 2010	\$ 602,599
Tube City IMS Corp.			
	324,324	Term Loan, 5.25%, Maturing January 25, 2014	326,858
	2,675,676	Term Loan, 7.57%, Maturing January 25, 2014	2,696,581
			\$ 3,626,038
Surface Transport 0.6%			

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Delphi Acquisition Holding, Inc.			
\$	384,592	Term Loan, 7.70%, Maturing April 10, 2015	\$ 384,592
	592,925	Term Loan, 7.70%, Maturing April 10, 2015	592,925
	977,517	Term Loan, 8.20%, Maturing April 10, 2016	977,517
Gainey Corp.			
	1,017,313	Term Loan, 8.10%, Maturing April 20, 2012	1,020,492
Horizon Lines, LLC			
	761,416	Term Loan, 7.60%, Maturing July 7, 2011	765,938
Laidlaw International, Inc.			
	398,000	Term Loan, 7.09%, Maturing July 31, 2013	399,990
	1,194,000	Term Loan, 7.09%, Maturing July 31, 2013	1,199,970

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Surface Transport (continued)			
Oshkosh Truck Corp.			
\$	2,543,625	Term Loan, 7.10%, Maturing December 6, 2013	\$ 2,554,357
Ozburn-Hessey Holding Co., LLC			
	594,694	Term Loan, 8.63%, Maturing August 9, 2012	596,181
Sirva Worldwide, Inc.			
	1,572,517	Term Loan, 11.60%, Maturing December 1, 2010	1,546,963
Vanguard Car Rental USA			
	1,480,500	Term Loan, 8.35%, Maturing June 14, 2013	1,494,645
			\$ 11,533,570
Telecommunications 2.1%			
American Cellular Corp.			
\$	1,475,000	Term Loan, 7.32%, Maturing March 15, 2014	\$ 1,478,688
Asurion Corp.			
	1,415,455	Term Loan, 8.32%, Maturing July 13, 2012	1,434,033
	2,200,000	Term Loan, 11.57%, Maturing January 13, 2013	2,241,250
BCM Luxembourg, Ltd.			
EUR	1,375,000	Term Loan, 6.40%, Maturing September 30, 2014	1,884,156
EUR	1,375,000	Term Loan, 6.78%, Maturing September 30, 2015	1,902,334
Cellular South, Inc.			
	2,215,823	Term Loan, 7.07%, Maturing May 4, 2011	2,226,902
Centennial Cellular Operating Co., LLC			
	3,533,773	Term Loan, 7.35%, Maturing February 9, 2011	3,566,167
Consolidated Communications, Inc.			
	3,648,439	Term Loan, 7.10%, Maturing July 27, 2015	3,665,543
Epicor Software Corp.			
	470,000	Term Loan, 8.25%, Maturing March 30, 2012	472,056
FairPoint Communications, Inc.			
	3,200,000	Term Loan, 7.13%, Maturing February 8, 2012	3,213,501
Hawaiian Telcom Communications, Inc.			
	1,095,178	Term Loan, 7.60%, Maturing October 31, 2012	1,101,082
Intelsat Bermuda, Ltd.			
	1,425,000	Term Loan, 7.86%, Maturing February 1, 2014	1,431,870
Intelsat Subsidiary Holding Co.			
	1,293,500	Term Loan, 7.35%, Maturing July 3, 2013	1,304,010

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Iowa Telecommunications Services

	3,208,000	Term Loan, 7.10%, Maturing November 23, 2011	3,229,721
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IPC Acquisition Corp.

	870,625	Term Loan, 7.85%, Maturing September 29, 2013	879,150
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	500,000	Term Loan, 11.88%, Maturing September 29, 2014	508,125
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NTelos, Inc.

	1,761,557	Term Loan, 7.57%, Maturing August 24, 2011	1,772,566
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Stratos Global Corp.

	1,262,250	Term Loan, 8.10%, Maturing February 13, 2012	1,269,613
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Triton PCS, Inc.

	4,495,306	Term Loan, 8.57%, Maturing November 18, 2009	4,532,765
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	Principal Amount	Borrower/Tranche Description	Value
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Telecommunications (continued)

WestCom Corp.

\$	714,286	Term Loan, 8.15%, Maturing December 17, 2010	\$ 715,179
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	1,000,000	Term Loan, 12.32%, Maturing May 17, 2011	1,004,375
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Windstream Corp.

	4,040,647	Term Loan, 6.86%, Maturing July 17, 2013	4,068,426
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			\$ 43,901,512
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Utilities 1.8%

AEI Finance Holding, LLC

\$	388,674	Term Loan, 8.25%, Maturing March 30, 2012	\$ 390,739
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	2,961,326	Term Loan, 8.35%, Maturing March 30, 2014	2,977,059
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Astoria Generating Co.

	1,039,325	Term Loan, 7.34%, Maturing February 23, 2013	1,047,120
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	1,250,000	Term Loan, 9.10%, Maturing August 23, 2013	1,265,191
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BRSP, LLC

	2,500,000	Term Loan, 8.37%, Maturing July 13, 2009	2,512,500
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Calpine Corp.

	1,200,000	DIP Loan, 7.59%, Maturing March 30, 2009	1,207,625
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Cogentrix Delaware Holdings, Inc.

	618,906	Term Loan, 6.85%, Maturing April 14, 2012	620,840
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Covanta Energy Corp.

	767,010	Term Loan, 5.28%, Maturing February 9, 2014	768,448
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	1,557,990	Term Loan, 6.88%, Maturing February 9, 2014	1,560,911
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Electricinvest Holding Co.

EUR	536,193	Term Loan, 7.73%, Maturing October 24, 2012	737,944
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GBP	540,000	Term Loan, 9.43%, Maturing October 24, 2012	1,090,525
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Elster Group GmbH (Ruhrgas)

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EUR	550,154	Term Loan, 6.34%, Maturing June 12, 2013	761,689
EUR	431,988	Term Loan, 6.84%, Maturing June 12, 2014	600,751
HCP Acquisition, Inc.			
	3,000,000	Term Loan, 7.60%, Maturing February 13, 2014	3,037,500
LSP General Finance Co., LLC			
	137,435	Term Loan, 7.10%, Maturing April 14, 2013	137,950
	3,088,889	Term Loan, 7.10%, Maturing April 14, 2013	3,100,472
Mach General, LLC			
	91,406	Term Loan, 7.35%, Maturing February 22, 2013	91,535
	881,385	Term Loan, 7.36%, Maturing February 22, 2014	882,266
Mirant North America, LLC.			
	1,120,106	Term Loan, 7.07%, Maturing January 3, 2013	1,123,606
NRG Energy, Inc.			
	2,225,000	Term Loan, 7.35%, Maturing February 1, 2013	2,244,006
	8,451,827	Term Loan, 7.35%, Maturing February 1, 2013	8,526,161
Pike Electric, Inc.			
	684,650	Term Loan, 7.13%, Maturing July 1, 2012	685,505
	515,808	Term Loan, 7.13%, Maturing December 10, 2012	516,453

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Utilities (continued)			
Vulcan Energy Corp.			
\$	1,969,609	Term Loan, 6.86%, Maturing July 23, 2010	\$ 1,973,918
			\$ 37,860,714
		Total Senior, Floating Rate Interests (identified cost, \$1,230,647,083)	\$ 1,239,454,041
Mortgage Pass-Throughs 43.9%			
	Principal Amount (000's omitted)	Security	Value
Federal Home Loan Mortgage Corp.:			
\$	1,106	5.646%, with maturity at 2025 ⁽⁴⁾	\$ 1,104,271
	3,334	6.00%, with various maturities to 2026	3,395,772
	45,469	6.50%, with various maturities to 2025 ⁽⁵⁾	46,940,971
	98,055	7.00%, with various maturities to 2031 ⁽⁵⁾	101,491,630
	810	7.13%, with maturity at 2023	851,830
	59,078	7.50%, with various maturities to 2029 ⁽⁵⁾	62,670,782
	1,233	7.65%, with maturity at 2022	1,322,852
	225	7.70%, with maturity at 2022	241,528
	22,338	8.00%, with various maturities to 2030	24,154,998
	796	8.25%, with maturity at 2020	839,920
	1,961	8.30%, with maturity at 2020	2,138,450
	25,106	8.50%, with various maturities to 2031	27,195,532
	104	8.75%, with maturity at 2010	105,822
	7,542	9.00%, with various maturities to 2031	8,250,817
	6,286	9.50%, with various maturities to 2025	7,053,058
	991	10.00%, with maturity at 2020	1,106,933
	984	10.50%, with maturity at 2020	1,106,889
	1,393	12.00%, with maturity at 2020	1,563,037
	74	13.00%, with maturity at 2015	86,230
			\$ 291,621,322
Federal National Mortgage Assn.:			
\$	7,841	5.647%, with maturity at 2036 ⁽⁴⁾	\$ 7,850,218
	15,779	5.50%, with maturity at 2014 ⁽⁵⁾	15,859,923
	3,984	6.00%, with various maturities to 2026	4,029,322
	23,604	6.405%, with maturity at 2032 ⁽⁴⁾⁽⁵⁾	24,000,993
	77,215	6.50%, with various maturities to 2031 ⁽⁵⁾	79,697,860
	868	6.75%, with maturity at 2023	905,576
	103,521	7.00%, with various maturities to 2029 ⁽⁵⁾	107,948,787
	5,667	7.184%, with maturity at 2022 ⁽⁴⁾	5,787,318

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	17,552	7.50%, with various maturities to 2031	18,637,325
	15,643	8.00%, with various maturities to 2029	16,796,591
Principal Amount (000's omitted)			
\$	86	8.25%, with maturity at 2018	\$ 93,510
	3,857	8.444%, with maturity at 2027 ⁽⁶⁾	4,211,261
	16,854	8.50%, with various maturities to 2028	18,455,046
	1,910	8.657%, with maturity at 2028 ⁽⁶⁾	2,070,298
	2,953	8.765%, with various maturities to 2029 ⁽⁶⁾	3,263,531
	23,312	9.00%, with various maturities to 2027	25,646,487
	690	9.330%, with maturity at 2024 ⁽⁶⁾	736,831
	11,315	9.50%, with various maturities to 2030	12,644,725
	1,252	9.604%, with maturity at 2018 ⁽⁶⁾	1,397,943
	2,064	10.00%, with various maturities to 2020	2,314,152
	2,096	10.209%, with maturity at 2025 ⁽⁶⁾	2,344,323
	2,406	10.358%, with maturity at 2019 ⁽⁶⁾	2,653,279
	1,956	10.50%, with maturity at 2021	2,193,248
	844	11.50%, with maturity at 2016	946,586
	51	12.50%, with maturity at 2011	55,707
			\$ 360,540,840
Government National Mortgage Assn.:			
\$	5,642	6.00%, with maturity at 2024	\$ 5,759,884
	10,356	7.00%, with various maturities to 2025	10,934,605
	14,130	7.50%, with various maturities to 2031	15,029,915
	46,036	8.00%, with various maturities to 2034 ⁽⁵⁾	49,832,619
	1,112	8.30%, with maturity at 2020	1,203,065
	2,429	8.50%, with various maturities to 2022	2,675,679
	10,862	9.00%, with various maturities to 2026	12,104,239
	15,639	9.50%, with various maturities to 2026	17,609,924
	1,027	10.00%, with maturity at 2019	1,156,687
			\$ 116,306,617
Collateralized Mortgage Obligations:			
\$	3,396	Federal Home Loan Mortgage Corp., Series 1497, Class K, 7.00%, 4/15/23	\$ 3,501,449
	5,633	Federal Home Loan Mortgage Corp., Series 1529, Class Z, 7.00%, 6/15/23	5,790,665
	4,771	Federal Home Loan Mortgage Corp., Series 1620, Class Z, 6.00%, 11/15/23	4,870,458
	576	Federal Home Loan Mortgage Corp., Series 1720, Class PJ, 7.25%, 1/15/24	581,899
	793	Federal Home Loan Mortgage Corp., Series 2130, Class K, 6.00%, 3/15/29	804,820
	778	Federal Home Loan Mortgage Corp., Series 2167, Class BZ, 7.00%, 6/15/29	808,459
	5,930	Federal Home Loan Mortgage Corp., Series 2182,	6,296,673

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Class ZB, 8.00%, 9/15/29⁽⁵⁾
Federal Home Loan Mortgage Corp.,
Series 2198,

3,636

Class ZA, 8.50%, 11/15/29

4,007,198

See notes to financial statements

16

Eaton Vance Limited Duration Income Fund as of April 30, 2007

PORTFOLIO OF INVESTMENTS CONT'D

	Principal Amount (000's omitted)	Security	Value
\$	19,053	Federal Home Loan Mortgage Corp., Series 2245, Class A, 8.00%, 8/15/27 ⁽⁵⁾	\$ 20,251,096
	2,813	Federal Home Loan Mortgage Corp., Series 24, Class J, 6.25%, 11/25/23	2,854,688
	1,590	Federal Home Loan Mortgage Corp., Series 1677, Class Z, 7.50%, 7/15/23	1,685,960
	576	Federal National Mortgage Assn., Series 1988-14, Class I, 9.20%, 6/25/18	623,226
	589	Federal National Mortgage Assn., Series 1989-1, Class D, 10.30%, 1/25/19	647,088
	1,090	Federal National Mortgage Assn., Series 1989-34, Class Y, 9.85%, 7/25/19	1,207,722
	788	Federal National Mortgage Assn., Series 1990-17, Class G, 9.00%, 2/25/20	858,537
	338	Federal National Mortgage Assn., Series 1990-27, Class Z, 9.00%, 3/25/20	369,445
	323	Federal National Mortgage Assn., Series 1990-29, Class J, 9.00%, 3/25/20	355,110
	1,410	Federal National Mortgage Assn., Series 1990-43, Class Z, 9.50%, 4/25/20	1,566,085
	526	Federal National Mortgage Assn., Series 1991-98, Class J, 8.00%, 8/25/21	565,755
	294	Federal National Mortgage Assn., Series 1992-103, Class Z, 7.50%, 6/25/22	310,431
	559	Federal National Mortgage Assn., Series 1992-113, Class Z, 7.50%, 7/25/22	594,960
	1,066	Federal National Mortgage Assn., Series 1992-185, Class ZB, 7.00%, 10/25/22	1,111,764
	4,214	Federal National Mortgage Assn., Series 1992-77, Class ZA, 8.00%, 5/25/22	4,493,442
	1,297	Federal National Mortgage Assn., Series 1993-156, Class ZB, 7.00%, 9/25/23	1,364,352
	2,691		