

Eaton Vance Floating-Rate Income Trust  
Form N-Q  
September 28, 2004

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form N-Q

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

811-21411

Investment Company Act File Number

## Eaton Vance Senior Floating-Rate Trust

(Exact Name of Registrant as Specified in Charter)

**The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109**

(Address of Principal Executive Offices)

**Alan R. Dynner, Esq.**

**Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109**

(Name and Address of Agent for Services)

**(617) 482-8260**

(Registrant's Telephone Number, Including Area Code)

**October 31**

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Date of Fiscal Year End

**July 31, 2004**

Date of Reporting Period

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## Item 1. Schedule of Investments

Eaton Vance Senior Floating-Rate Trust  
PORTFOLIO OF INVESTMENTS (Unaudited)

as of July 31, 2004

Senior, Floating Rate Interests 138.0%(1)

Principal Amount	Borrower/Tranche Description	Value
<b>Advertising 0.6%</b>		
	<b>Adams Outdoor Advertising, L.P.</b>	
1,000,000	Term Loan, Maturing October 15, 2011	1,012,917
350,000	Term Loan, Maturing April 15, 2012	355,469
	<b>Lamar Media Corp.</b>	
2,239,600	Term Loan, Maturing June 30, 2010	2,265,915
		<b>\$ 3,634,301</b>
<b>Aerospace and Defense 1.3%</b>		
	<b>Alliant Techsystems, Inc.</b>	
3,810,450	Term Loan, Maturing March 31, 2011	3,849,747
	<b>ARINC, Inc.</b>	
997,500	Term Loan, Maturing March 10, 2010	1,011,216
	<b>Transdigm, Inc.</b>	
997,500	Term Loan, Maturing July 22, 2010	1,011,683
	<b>United Defense Industries, Inc.</b>	
1,198,178	Term Loan, Maturing October 6, 2005	1,209,536
	<b>Vought Aircraft Industries, Inc.</b>	
932,400	Term Loan, Maturing December 31, 2006	940,558
160,361	Term Loan, Maturing July 24, 2007	162,315
264,812	Term Loan, Maturing July 24, 2008	268,040
		<b>\$ 8,453,095</b>
<b>Auto Components 10.7%</b>		
	<b>Accuride Corp.</b>	
3,265,625	Term Loan, Maturing September 30, 2004	3,341,143
4,975,000	Term Loan, Maturing June 13, 2007	5,093,156
	<b>Collins &amp; Aikman Products Co.</b>	
2,654,038	Term Loan, Maturing December 31, 2005	2,681,905

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1,412,281	Revolving Loan, Maturing December 31, 2005	1,426,404
2,518,248	Term Loan, Maturing December 31, 2005	2,522,969
<b>Dayco Products, LLC</b>		
2,900,000	Term Loan, Maturing June 23, 2011	2,948,033
<b>Dura Operating Corp.</b>		
2,236,850	Term Loan, Maturing March 31, 2007	2,255,724
<b>Exide Technologies</b>		
1,240,000	Term Loan, Maturing May 5, 2010	1,245,425
1,240,000	Term Loan, Maturing May 5, 2010	1,250,850
<b>Federal-Mogul Corp.</b>		
7,076,029	Revolving Loan, Maturing August 24, 2004	6,578,499
2,559,019	Term Loan, Maturing February 24, 2005	2,385,486
<b>Gleason Corp.</b>		
500,000	Term Loan, Maturing July 27, 2011	500,000
<b>HLI Operating Co., Inc.</b>		
6,697,856	Term Loan, Maturing June 3, 2009	6,838,095
<b>Key Automotive Group</b>		
1,080,000	Term Loan, Maturing June 29, 2010	1,097,213
<b>Keystone Automotive Operations, Inc.</b>		
3,808,696	Term Loan, Maturing October 30, 2009	3,864,040
<b>Plastech Engineered Products, Inc.</b>		
890,690	Term Loan, Maturing March 31, 2010	904,607
<b>R.J. Tower Corp.</b>		
1,750,000	Term Loan, Maturing January 29, 2010	1,790,469
<b>Tenneco Automotive</b>		
4,265,173	Term Loan, Maturing December 12, 2009	4,349,589
1,924,137	Term Loan, Maturing December 12, 2010	1,963,823
<b>The Goodyear Tire &amp; Rubber Co.</b>		
3,750,000	Term Loan, Maturing March 31, 2006	3,798,049
1,000,000	Term Loan, Maturing March 31, 2006	1,015,313
<b>TI Automotive, Ltd.</b>		
1,200,000	Term Loan, Maturing June 30, 2011	1,206,750
<b>TRW Automotive, Inc.</b>		
2,010,420	Term Loan, Maturing February 28, 2005	2,034,712
6,055,603	Term Loan, Maturing February 28, 2011	6,169,146
		\$ 67,261,400

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<b>Broadcast Media</b>	<b>4.8%</b>		
		<b>CanWest Media, Inc.</b>	
4,156,923		Term Loan, Maturing August 15, 2009	4,216,679
		<b>Cumulus Media, Inc.</b>	
2,000,000		Term Loan, Maturing March 28, 2010	2,025,938
		<b>Gray Television, Inc.</b>	
2,194,500		Term Loan, Maturing December 31, 2010	2,217,817
		<b>Lin Television Corp.</b>	
1,096,857		Term Loan, Maturing December 31, 2007	1,111,253
1,015,143		Term Loan, Maturing December 31, 2007	1,029,525
		<b>Nexstar Broadcasting, Inc.</b>	
357,180		Term Loan, Maturing December 31, 2010	360,975
140,321		Term Loan, Maturing December 31, 2010	141,461
		<b>Rainbow Media Holdings, LLC</b>	
7,049,202		Term Loan, Maturing March 14, 2008	7,079,309
		<b>Sinclair Television Group, Inc.</b>	
1,620,000		Term Loan, Maturing June 30, 2009	1,628,100
2,640,000		Term Loan, Maturing December 31, 2009	2,673,000
		<b>Spanish Broadcasting System, Inc.</b>	
2,736,250		Term Loan, Maturing October 31, 2009	2,780,714
		<b>Susquehanna Media Co.</b>	
5,250,000		Term Loan, Maturing March 31, 2012	5,318,906
			<b>\$ 30,583,677</b>
<b>Cable Television</b>	<b>7.6%</b>		
		<b>Adelphia Communications Corp.</b>	
1,812,399		DIP Loan, Maturing March 31, 2005	1,821,084
		<b>Atlantic Broadband Finance, LLC</b>	
4,294,434		Term Loan, Maturing February 10, 2011	4,363,549
		<b>Cebridge Connections, Inc.</b>	
1,510,000		Term Loan, Maturing February 23, 2009	1,528,875
1,596,000		Term Loan, Maturing February 23, 2010	1,584,030
		<b>Charter Communications Operating, LLC</b>	
15,350,000		Term Loan, Maturing April 27, 2011	15,161,011
		<b>DirectTV Holdings, LLC</b>	
4,955,510		Term Loan, Maturing March 6, 2010	5,029,843
		<b>Insight Midwest Holdings, LLC</b>	

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1,990,000	Term Loan, Maturing December 31, 2009	2,022,475
8,208,750	Term Loan, Maturing December 31, 2009	8,342,709
<b>MCC Iowa, LLC</b>		
6,000,000	Term Loan, Maturing September 30, 2010	6,070,782
<b>NTL, Inc.</b>		
2,300,000	Term Loan, Maturing April 13, 2012	2,284,666
		<b>\$ 48,209,024</b>
<b>Casinos and Gaming 4.2%</b>		
<b>Alliance Gaming Corp.</b>		
8,000,000	Term Loan, Maturing September 5, 2009	8,105,000
<b>Argosy Gaming Co.</b>		
7,560,604	Term Loan, Maturing June 30, 2008	7,648,027
<b>Isle of Capri Casinos</b>		
1,137,813	Term Loan, Maturing April 25, 2008	1,151,832
<b>Penn National Gaming, Inc.</b>		
945,088	Term Loan, Maturing July 31, 2006	960,918
<b>Pinnacle Entertainment, Inc.</b>		
3,920,000	Term Loan, Maturing December 18, 2009	3,977,985
<b>Scientific Games Corp.</b>		
3,980,000	Term Loan, Maturing December 31, 2009	4,036,385
<b>Venetian Casino Resort, LLC/Las Vegas Sands, Inc</b>		
539,000	Term Loan, Maturing June 4, 2008	546,636
		<b>\$ 26,426,783</b>
<b>Chemicals 7.4%</b>		
<b>Brenntag AG</b>		
2,975,000	Term Loan, Maturing February 27, 2012	3,024,275
<b>Celanese AG</b>		
1,034,723	Term Loan, Maturing June 4, 2011	1,052,616
1,300,000	Term Loan, Maturing December 8, 2011	1,343,875
<b>CP Kelco U.S., Inc.</b>		
1,254,273	Term Loan, Maturing March 31, 2008	1,262,112
409,980	Term Loan, Maturing September 30, 2008	412,201
<b>FMC Corp.</b>		
2,345,693	Term Loan, Maturing October 21, 2007	2,379,778
<b>Hercules, Inc.</b>		
882,788	Term Loan, Maturing October 8, 2010	889,408
<b>Huntsman International, LLC</b>		
7,000,000	Term Loan, Maturing December 31, 2010	7,114,625

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	<b>Huntsman, LLC</b>	
436,809	Term Loan, Maturing March 31, 2007	439,188
2,754,547	Term Loan, Maturing March 31, 2007	2,769,548
	<b>ISP Chemco, Inc.</b>	
1,500,000	Term Loan, Maturing March 27, 2011	1,515,000
	<b>Kosa B.V.</b>	
3,715,612	Term Loan, Maturing April 29, 2011	3,773,668
1,637,388	Term Loan, Maturing April 29, 2011	1,662,972
	<b>Kraton Polymers, LLC</b>	
4,487,500	Term Loan, Maturing December 5, 2008	4,563,227
	<b>Nalco Co.</b>	
7,174,265	Term Loan, Maturing November 4, 2010	7,293,652
	<b>Polymer Group, Inc.</b>	
500,000	Term Loan, Maturing April 27, 2010	504,062
1,750,000	Term Loan, Maturing April 27, 2011	1,756,562
	<b>Ripplewood Phosphorus, LLC</b>	
525,000	Term Loan, Maturing July 20, 2011	531,562
	<b>Rockwood Specialties Group, Inc.</b>	
975,075	Term Loan, Maturing December 8, 2010	979,341
	<b>VWR International, Inc.</b>	
1,189,933	Term Loan, Maturing April 7, 2011	1,213,881
	<b>Wellman, Inc.</b>	
2,250,000	Term Loan, Maturing February 10, 2009	2,290,313
		<b>\$ 46,771,866</b>
<b>Coal 0.6%</b>		
	<b>Consol Energy, Inc.</b>	
970,000	Term Loan, Maturing June 30, 2010	986,975
	<b>Peabody Energy Corp.</b>	
2,715,625	Term Loan, Maturing March 31, 2010	2,748,723
		<b>\$ 3,735,698</b>
<b>Commercial Services 3.3%</b>		
	<b>Advanstar Communications, Inc.</b>	
584,554	Term Loan, Maturing October 11, 2007	588,329
	<b>Baker &amp; Taylor, Inc.</b>	
1,200,000	Term Loan, Maturing May 6, 2011	1,200,000
	<b>Coinmach Laundry Corp.</b>	
1,273,594	Term Loan, Maturing July 25, 2009	1,287,922
	<b>Environmental Systems Products Holdings, Inc.</b>	

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1,728,188	Term Loan, Maturing December 12, 2008	1,740,069
2,500,000	Term Loan, Maturing December 12, 2010	2,581,250
<b>Gate Gourmet Borrower, LLC</b>		
2,980,000	Term Loan, Maturing December 31, 2008	3,039,600
<b>Pike Electric</b>		
486,325	Term Loan, Maturing July 1, 2012	495,444
<b>United Rentals, Inc.</b>		
1,121,250	Term Loan, Maturing February 14, 2011	1,144,376
5,592,234	Term Loan, Maturing February 14, 2011	5,698,487
<b>Williams Scotsman, Inc.</b>		
2,701,688	Term Loan, Maturing December 31, 2006	2,740,525
		<b>\$ 20,516,002</b>
<b>Communications Equipment 0.8%</b>		
<b>Amphenol Corp.</b>		
2,320,000	Term Loan, Maturing May 6, 2010	2,349,000
<b>Language Line, LLC</b>		
2,800,000	Term Loan, Maturing June 11, 2011	2,833,250
		<b>\$ 5,182,250</b>
<b>Computer Software &amp; Services 0.4%</b>		
<b>UGS Corp.</b>		
2,525,000	Term Loan, Maturing May 27, 2011	2,552,618
		<b>\$ 2,552,618</b>
<b>Computers &amp; Peripherals 0.3%</b>		
<b>Seagate Technology Holdings, Inc.</b>		
2,156,000	Term Loan, Maturing November 22, 2006	2,191,574
		<b>\$ 2,191,574</b>
<b>Construction Materials 0.4%</b>		
<b>Formica Corp.</b>		
51,414	Term Loan, Maturing June 10, 2010	52,185
125,669	Term Loan, Maturing June 10, 2010	127,554
64,268	Term Loan, Maturing June 10, 2010	65,232
187,208	Term Loan, Maturing June 10, 2010	190,016
<b>NCI Building Systems, Inc.</b>		
770,000	Term Loan, Maturing June 18, 2010	780,106
<b>Ply Gem Industries, Inc.</b>		
1,314,206	Term Loan, Maturing February 12, 2011	1,319,546
231,919	Term Loan, Maturing February 12, 2011	232,861
		<b>\$ 2,767,500</b>



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<b>Containers and Packaging - Metal and Glass 2.6%</b>		
	<b>Ball Corp.</b>	
1,734,029	Term Loan, Maturing December 31, 2009	1,756,788
	<b>BWAY Corp.</b>	
695,000	Term Loan, Maturing June 30, 2011	706,946
	<b>Owens-Illinois, Inc.</b>	
2,500,000	Term Loan, Maturing April 1, 2007	2,534,895
3,000,000	Term Loan, Maturing April 1, 2008	3,046,251
1,904,762	Term Loan, Maturing April 1, 2008	1,933,333
400,000	Term Loan, Maturing April 1, 2008	401,083
	<b>Silgan Holdings, Inc.</b>	
4,252,809	Term Loan, Maturing December 31, 2008	4,306,632
	<b>U.S. Can Corp.</b>	
1,496,250	Term Loan, Maturing January 10, 2010	1,514,018
		<b>\$ 16,199,946</b>
<b>Containers and Packaging - Paper 2.8%</b>		
	<b>Graham Packaging Co.</b>	
2,730,702	Term Loan, Maturing February 16, 2010	2,751,750
	<b>Graphic Packaging International, Inc.</b>	
6,147,950	Term Loan, Maturing August 8, 2009	6,252,336
	<b>Greif Bros. Corp.</b>	
1,425,000	Term Loan, Maturing August 31, 2008	1,440,319
	<b>Printpack Holdings, Inc.</b>	
1,444,414	Term Loan, Maturing April 30, 2009	1,459,761
	<b>Solo Cup Co.</b>	
2,707,308	Term Loan, Maturing February 27, 2011	2,742,278
	<b>Stone Container Corp.</b>	
2,492,874	Term Loan, Maturing June 30, 2009	2,514,686
502,479	Term Loan, Maturing June 30, 2009	508,132
		<b>\$ 17,669,262</b>
<b>Containers and Packaging - Plastics 0.9%</b>		
	<b>Berry Plastics Corp.</b>	
2,360,462	Term Loan, Maturing July 22, 2010	2,403,736
	<b>Consolidated Container Holdings, LLC</b>	
1,200,000	Term Loan, Maturing December 15, 2008	1,213,500
	<b>Crown Cork &amp; Seal Americas, Inc.</b>	
2,000,000	Term Loan, Maturing September 15, 2008	2,032,188
		<b>\$ 5,649,424</b>
<b>Diversified/Conglomerate Service 0.4%</b>		
	<b>Iron Mountain, Inc.</b>	2,358,721
2,338,985	Term Loan, Maturing April 2, 2011	<b>\$ 2,358,721</b>

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<b>Educational Services 1.6%</b>		
	<b>American Achievement Corp.</b>	
698,250	Term Loan, Maturing March 25, 2011	709,379
	<b>Jostens, Inc.</b>	
2,767,606	Term Loan, Maturing July 15, 2010	2,809,120
	<b>Knowledge Learning Corp.</b>	
4,893,284	Term Loan, Maturing May 15, 2010	4,954,450
	<b>Weekly Reader Corp.</b>	
1,485,000	Term Loan, Maturing March 18, 2009	1,485,928
		\$ 9,958,877
<b>Electronic Equipment &amp; Instruments 1.2%</b>		
	<b>Communications &amp; Power Industries, Inc.</b>	
1,147,125	Term Loan, Maturing July 23, 2010	1,167,917
	<b>Global Cash Access, LLC</b>	
1,160,313	Term Loan, Maturing March 10, 2010	1,179,893
	<b>Invensys International Holdings, Ltd.</b>	
3,093,560	Term Loan, Maturing September 5, 2009	3,145,764
	<b>SecurityCo, Inc.</b>	
1,000,000	Term Loan, Maturing June 28, 2010	1,005,000
1,000,000	Term Loan, Maturing June 28, 2011	1,005,000
		\$ 7,503,574
<b>Entertainment 5.6%</b>		
	<b>Hollywood Entertainment Corp.</b>	
1,000,000	Term Loan, Maturing March 31, 2008	1,005,833
	<b>Lions Gate Entertainment, Inc.</b>	
4,000,000	Term Loan, Maturing December 31, 2008	4,037,500
	<b>Metro-Goldwyn-Mayer Studios, Inc.</b>	
8,850,000	Term Loan, Maturing April 26, 2011	8,903,100
	<b>Six Flags Theme Parks, Inc.</b>	
7,922,624	Term Loan, Maturing June 30, 2009	8,021,657
	<b>Universal City Development Partners, L.P.</b>	
3,734,847	Term Loan, Maturing June 30, 2007	3,751,187
	<b>WMG Acquisition Corp.</b>	
9,593,475	Term Loan, Maturing February 28, 2011	9,744,227
		\$ 35,463,504
<b>Environmental Services 3.1%</b>		
	<b>Allied Waste Industries, Inc.</b>	
1,535,714	Term Loan, Maturing January 15, 2009	1,562,749

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1,114,286	Term Loan, Maturing January 15, 2010	1,131,299
6,445,536	Term Loan, Maturing July 15, 2010	6,540,363
<b>Casella Waste Systems, Inc.</b>		
2,475,000	Term Loan, Maturing May 11, 2007	2,508,259
<b>IESI Corp.</b>		
1,091,750	Term Loan, Maturing September 30, 2010	1,111,197
<b>Ionics, Inc.</b>		
1,707,783	Term Loan, Maturing February 13, 2011	1,735,535
<b>Synagro Technologies, Inc.</b>		
622,583	Term Loan, Maturing April 15, 2008	624,918
<b>Waste Connections</b>		
4,000,000	Term Loan, Maturing October 22, 2010	4,046,252
		<b>\$ 19,260,572</b>
<b>Food, Beverages and Tobacco 8.8%</b>		
<b>American Seafood Holdings, Inc.</b>		
1,655,660	Term Loan, Maturing March 31, 2009	1,662,904
<b>Constellation Brands, Inc.</b>		
2,375,000	Term Loan, Maturing November 30, 2008	2,411,898
<b>Dean Foods Co.</b>		
748,125	Term Loan, Maturing July 15, 2008	749,060
4,687,400	Term Loan, Maturing July 15, 2008	4,692,087
<b>Del Monte Corp.</b>		
2,093,072	Term Loan, Maturing December 20, 2010	2,126,103
<b>Doane Pet Care Co.</b>		
607,539	Term Loan, Maturing December 29, 2005	611,589
656,355	Term Loan, Maturing December 29, 2006	660,731
<b>Dole Food Co., Inc.</b>		
665,128	Term Loan, Maturing September 29, 2008	676,630
<b>Dr. Pepper/Seven Up Bottling Group, Inc.</b>		
6,820,414	Term Loan, Maturing December 19, 2010	6,901,407
<b>DS Waters Enterprises, L.P.</b>		
3,397,764	Term Loan, Maturing November 7, 2009	3,356,356
<b>Interstate Brands Corp.</b>		
1,989,744	Term Loan, Maturing July 19, 2007	1,948,705
<b>Land O Lakes, Inc.</b>		
590,062	Term Loan, Maturing October 1, 2007	600,511
<b>Merisant Co.</b>		

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3,724,190	Term Loan, Maturing January 31, 2010	3,744,208
	<b>Michael Foods, Inc.</b>	
4,378,000	Term Loan, Maturing November 20, 2010	4,450,513
6,000,000	Term Loan, Maturing November 20, 2011	6,176,250
	<b>Pierre Merger Corp.</b>	
615,000	Term Loan, Maturing June 30, 2010	622,880
	<b>Pinnacle Foods Holdings Corp.</b>	
1,240,927	Term Loan, Maturing November 25, 2010	1,259,154
4,394,948	Term Loan, Maturing November 25, 2010	4,459,501
	<b>Reddy Ice Group, Inc.</b>	
704,266	Term Loan, Maturing July 31, 2009	711,895
2,118,120	Term Loan, Maturing July 31, 2009	2,146,804
	<b>Seminis Vegetable Seeds, Inc.</b>	
1,406,447	Term Loan, Maturing September 30, 2009	1,425,493
	<b>Southern Wine &amp; Spirits of America, Inc.</b>	
3,828,618	Term Loan, Maturing June 28, 2008	3,875,281
		<b>\$ 55,269,960</b>
<b>Funeral Service 0.1%</b>		
	<b>Stewart Enterprises, Inc.</b>	
388,808	Term Loan, Maturing January 31, 2006	391,886
		<b>\$ 391,886</b>
<b>Health Care - Equipment &amp; Supplies 3.5%</b>		
	<b>Colgate Medical, Ltd.</b>	
1,900,000	Term Loan, Maturing December 30, 2008	1,920,782
	<b>Conmed Corp.</b>	
2,693,303	Term Loan, Maturing December 15, 2009	2,730,336
	<b>Empi Corp.</b>	
3,385,189	Term Loan, Maturing November 24, 2009	3,407,406
	<b>Fisher Scientific International, LLC</b>	
2,045,455	Term Loan, Maturing March 31, 2010	2,056,960
	<b>Kinetic Concepts, Inc.</b>	
3,723,338	Term Loan, Maturing October 3, 2009	3,776,860
	<b>Leiner Health Products, Inc.</b>	
995,000	Term Loan, Maturing May 27, 2011	1,012,412
	<b>Sola International, Inc.</b>	
4,000,000	Term Loan, Maturing December 11, 2009	4,065,000
	<b>Triad Hospitals Holdings, Inc.</b>	

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3,145,914	Term Loan, Maturing September 30, 2008	3,204,114
		<b>\$ 22,173,870</b>
<b>Health Care - Providers &amp; Services 5.6%</b>		
	<b>Alliance Imaging, Inc.</b>	
1,230,821	Term Loan, Maturing June 10, 2008	1,225,821
	<b>AMN Healthcare, Inc.</b>	
1,900,000	Term Loan, Maturing October 2, 2008	1,911,875
	<b>Community Health Systems, Inc.</b>	
7,246,446	Term Loan, Maturing January 16, 2010	7,265,692
	<b>Concentra Operating Corp.</b>	
3,969,925	Term Loan, Maturing June 30, 2009	4,026,992
	<b>DaVita, Inc.</b>	
6,448,676	Term Loan, Maturing March 31, 2009	6,524,100
	<b>Express Scripts, Inc.</b>	
1,496,250	Term Loan, Maturing February 13, 2010	1,510,901
	<b>FHC Health Systems, Inc.</b>	
650,000	Term Loan, Maturing June 1, 2004	655,687
928,571	Term Loan, Maturing December 18, 2009	937,857
	<b>Insight Health Services Corp.</b>	
1,604,610	Term Loan, Maturing October 17, 2008	1,614,639
	<b>Magellan Health Services, Inc.</b>	
1,777,778	Term Loan, Maturing August 15, 2008	1,804,444
2,055,556	Term Loan, Maturing August 15, 2008	2,086,389
	<b>Mariner Health Care, Inc.</b>	
1,937,097	Term Loan, Maturing December 31, 2009	1,950,415
	<b>Multiplan, Inc.</b>	
538,650	Term Loan, Maturing March 4, 2009	544,036
	<b>Team Health</b>	
2,234,400	Term Loan, Maturing March 23, 2011	2,260,933
	<b>Vanguard Health Systems, Inc.</b>	
1,000,000	Term Loan, Maturing May 18, 2009	1,001,250
		<b>\$ 35,321,031</b>
<b>Hotels 1.5%</b>		
	<b>CNL Hospitality Partners, L.P.</b>	
4,831,958	Term Loan, Maturing April 2, 2005	4,831,958
	<b>Wyndham International, Inc.</b>	
4,928,811	Term Loan, Maturing June 30, 2006	4,896,685
		<b>\$ 9,728,643</b>

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<b>Household Furnishing &amp; Appliances 2.2%</b>		
	<b>Goodman Global Holdings, Inc.</b>	
2,702,382	Term Loan, Maturing November 21, 2009	2,741,229
	<b>Home Interiors &amp; Gifts, Inc.</b>	
892,969	Term Loan, Maturing March 31, 2011	863,669
	<b>Sealy Mattress Co.</b>	
3,414,350	Term Loan, Maturing April 6, 2012	3,470,543
	<b>Simmons Co.</b>	
5,470,593	Term Loan, Maturing December 19, 2011	5,562,909
	<b>Tempur-Pedic, Inc.</b>	
997,481	Term Loan, Maturing June 30, 2009	1,009,950
		<b>\$ 13,648,300</b>
<b>Household Products 1.4%</b>		
	<b>Central Garden &amp; Pet Co.</b>	
992,481	Term Loan, Maturing May 19, 2009	1,001,165
	<b>Church &amp; Dwight Co., Inc.</b>	
5,300,000	Term Loan, Maturing May 30, 2011	5,372,875
	<b>The Scotts Co.</b>	
2,553,600	Term Loan, Maturing September 30, 2010	2,573,436
		<b>\$ 8,947,476</b>
<b>Insurance 0.6%</b>		
	<b>Conseco, Inc.</b>	
4,000,000	Term Loan, Maturing June 22, 2010	4,061,252
		<b>\$ 4,061,252</b>
<b>Leisure 0.7%</b>		
	<b>AMF Bowling Worldwide, Inc.</b>	
3,042,375	Term Loan, Maturing August 27, 2009	3,071,850
	<b>Yankees Holdings &amp; YankeeNets, LLC</b>	
400,714	Term Loan, Maturing June 25, 2007	405,723
874,286	Term Loan, Maturing June 25, 2007	885,214
		<b>\$ 4,362,787</b>
<b>Leisure Equipment &amp; Products 0.5%</b>		
	<b>Bombardier Recreational Products, Inc.</b>	
2,387,725	Term Loan, Maturing December 18, 2010	2,416,079
1,050,000	Term Loan, Maturing December 18, 2010	1,066,079
		<b>\$ 3,482,158</b>

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<b>Machinery</b>	<b>1.0%</b>		
		<b>Flowserve Corp.</b>	
2,870,494		Term Loan, Maturing June 30, 2009	2,911,757
		<b>Rexnord Corp.</b>	
2,471,970		Term Loan, Maturing November 30, 2009	2,504,415
		<b>Terex Corp.</b>	
874,457		Term Loan, Maturing June 30, 2009	886,481
			<b>\$ 6,302,653</b>
<b>Manufacturing</b>	<b>5.3%</b>		
		<b>Amsted Industries, Inc.</b>	
990,000		Term Loan, Maturing October 15, 2010	1,013,512
		<b>Chart Industries, Inc.</b>	
3,168,626		Term Loan, Maturing September 15, 2009	3,162,684
		<b>Douglas Dynamics Holdings, Inc.</b>	
299,425		Term Loan, Maturing March 30, 2010	303,168
900,000		Term Loan, Maturing March 30, 2011	911,250
		<b>Dresser, Inc.</b>	
1,192,141		Term Loan, Maturing March 31, 2007	1,217,176
		<b>Energys Holdings, Inc.</b>	
1,157,100		Term Loan, Maturing March 17, 2011	1,176,807
		<b>Harbor Freight Tools USA, Inc.</b>	
2,135,000		Term Loan, Maturing July 15, 2010	2,161,021
		<b>Itron, Inc.</b>	
500,000		Term Loan, Maturing December 17, 2010	505,000
		<b>JohnsonDiversey, Inc.</b>	
1,691,371		Term Loan, Maturing November 30, 2009	1,720,335
		<b>MAAX Corp.</b>	
820,000		Term Loan, Maturing June 4, 2011	830,250
		<b>Polypore, Inc.</b>	
2,300,000		Term Loan, Maturing November 12, 2011	2,341,687
		<b>Roper Industries, Inc.</b>	
2,486,250		Term Loan, Maturing December 29, 2008	2,523,544
		<b>Sensus Metering Systems, Inc.</b>	
2,602,174		Term Loan, Maturing December 17, 2010	2,634,160
390,326		Term Loan, Maturing December 17, 2010	395,124
		<b>SPX Corp.</b>	
4,607,091		Term Loan, Maturing September 30, 2009	4,681,956
		<b>St. Marys Cement, Inc.</b>	
7,980,000		Term Loan, Maturing December 4, 2010	8,089,725
			<b>\$ 33,667,399</b>

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<b>Metals &amp; Mining</b>	<b>0.5%</b>		
		<b>Compass Minerals Group, Inc.</b>	
582,540		Term Loan, Maturing November 28, 2009	592,128
		<b>Magnequench, Inc.</b>	
1,000,000		Term Loan, Maturing September 30, 2009	1,005,000
1,300,000		Term Loan, Maturing December 31, 2009	1,306,500
			<b>\$ 2,903,628</b>
<b>Miscellaneous</b>	<b>1.3%</b>		
		<b>Atkins Nutritionals, Inc.</b>	
982,188		Term Loan, Maturing November 26, 2009	965,000
		<b>Coinstar, Inc.</b>	
700,000		Term Loan, Maturing July 7, 2011	712,250
		<b>Laidlaw International, Inc.</b>	
6,110,941		Term Loan, Maturing June 19, 2009	6,229,340
			<b>\$ 7,906,590</b>
<b>Office Equipment and Supplies</b>	<b>0.6%</b>		
		<b>Buhrmann US, Inc.</b>	
3,179,013		Term Loan, Maturing December 31, 2010	3,208,155
		<b>Global Imaging Systems, Inc.</b>	
490,035		Term Loan, Maturing May 10, 2010	495,548
			<b>\$ 3,703,703</b>
<b>Oil &amp; Gas</b>	<b>2.6%</b>		
		<b>Cumberland Farms, Inc.</b>	
950,350		Term Loan, Maturing September 8, 2008	955,101
		<b>La Grange Acquisition, L.P.</b>	
5,375,000		Term Loan, Maturing January 18, 2008	5,460,667
		<b>Lyondell-Citgo Refining, LP</b>	
1,685,000		Term Loan, Maturing May 21, 2007	1,718,700
		<b>Magellan Midstream Holdings</b>	
576,445		Term Loan, Maturing June 17, 2008	585,092
		<b>Plains Resources, Inc.</b>	
625,000		Term Loan, Maturing July 23, 2010	633,984
		<b>Seminole Transportation &amp; Gathering, L.P.</b>	
1,698,046		Revolving Loan, Maturing October 9, 2006	1,693,801
		<b>Tesoro Petroleum Corp.</b>	
600,000		Term Loan, Maturing June 30, 2009	603,000



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<b>Williams Production RMT Co.</b>		
4,726,250	Term Loan, Maturing May 30, 2007	4,796,161
		<b>\$ 16,446,506</b>
<b>Paper and Forest Products</b>	<b>2.1%</b>	
<b>Buckeye Technologies, Inc.</b>		
4,187,917	Term Loan, Maturing March 15, 2008	4,246,372
<b>Koch Cellulose, LLC</b>		
197,887	Term Loan, Maturing May 7, 2011	200,731
802,113	Term Loan, Maturing May 7, 2011	813,644
<b>RLC Industries Co.</b>		
1,791,000	Term Loan, Maturing February 24, 2010	1,808,910
<b>SP Newsprint Co.</b>		
2,103,333	Term Loan, Maturing January 9, 2010	2,136,198
3,866,667	Term Loan, Maturing January 9, 2010	3,924,667
		<b>\$ 13,130,522</b>
<b>Personal Products</b>	<b>0.8%</b>	
<b>American Safety Razor Co.</b>		
333,334	Term Loan, Maturing October 29, 2011	335,001
<b>Prestige Brands, Inc.</b>		
1,800,000	Term Loan, Maturing April 7, 2011	1,830,375
2,000,000	Term Loan, Maturing April 7, 2011	2,022,500
<b>Revlon Consumer Products Corp.</b>		
1,100,000	Term Loan, Maturing July 9, 2010	1,122,172
		<b>\$ 5,310,048</b>
<b>Publishing &amp; Printing</b>	<b>6.3%</b>	
<b>American Media Operations, Inc.</b>		
570,943	Term Loan, Maturing April 1, 2007	579,435
3,862,650	Term Loan, Maturing April 1, 2008	3,926,627
<b>CBD Media, LLC</b>		
2,641,792	Term Loan, Maturing December 31, 2009	2,677,015
<b>Dex Media East, LLC</b>		
909,634	Term Loan, Maturing November 8, 2008	921,193
6,526,560	Term Loan, Maturing May 8, 2009	6,636,696
<b>Dex Media West, LLC</b>		
5,119,683	Term Loan, Maturing September 9, 2009	5,192,746
5,122,651	Term Loan, Maturing March 9, 2010	5,224,572
<b>Freedom Communications Holdings, Inc.</b>		
2,650,000	Term Loan, Maturing May 18, 2012	2,693,476
<b>Morris Publishing Group, LLC</b>		

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	440,000	Term Loan, Maturing September 30, 2010	443,713
	660,000	Term Loan, Maturing March 31, 2011	668,457
		<b>Nebraska Book Co.</b>	
	1,456,350	Term Loan, Maturing March 4, 2011	1,473,644
		<b>R.H. Donnelley, Inc.</b>	
	5,306,466	Term Loan, Maturing June 30, 2010	5,375,286
		<b>Sun Media Corp.</b>	
	1,326,014	Term Loan, Maturing February 7, 2009	1,340,103
		<b>Transwestern Publishing Co., LLC</b>	
	909,969	Term Loan, Maturing February 25, 2011	922,197
	1,596,000	Term Loan, Maturing February 25, 2011	1,619,442
			<b>\$ 39,694,602</b>
<b>Real Estate</b>	<b>3.2%</b>		
		<b>BRE/Homestead, LLC</b>	
	4,000,000	Term Loan, Maturing January 11, 2006	3,992,500
		<b>DMB/CHII, LLC</b>	
	1,677,663	Term Loan, Maturing March 3, 2009	1,681,857
		<b>Landsource Communities Development, LLC</b>	
	6,011,000	Term Loan, Maturing March 31, 2010	6,104,922
		<b>Newkirk Master, L.P.</b>	
	1,346,359	Term Loan, Maturing November 24, 2006	1,369,920
		<b>Newkirk Tender Holdings, LLC</b>	
	1,611,111	Term Loan, Maturing May 25, 2006	1,627,222
	1,806,929	Term Loan, Maturing May 25, 2006	1,824,998
		<b>OLY Hightop Parent</b>	
	3,500,000	Term Loan, Maturing February 28, 2005	3,508,750
			<b>\$ 20,110,169</b>
<b>Restaurants</b>	<b>2.2%</b>		
		<b>AFC Enterprises, Inc.</b>	
	2,332,533	Term Loan, Maturing June 30, 2004	2,303,377
	887,736	Term Loan, Maturing May 23, 2009	891,065
		<b>Buffets, Inc.</b>	
	418,182	Term Loan, Maturing June 28, 2009	425,500
	4,160,909	Term Loan, Maturing June 28, 2009	4,235,676
		<b>Carrols Corp.</b>	
	2,092,366	Term Loan, Maturing November 30, 2007	2,112,637
		<b>CKE Restaurants, Inc.</b>	
	693,826	Term Loan, Maturing July 2, 2008	706,835
		<b>Jack in the Box, Inc.</b>	

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2,985,000	Term Loan, Maturing January 8, 2011	3,027,909
		<b>\$ 13,702,999</b>
<b>Retail - Food and Drug 3.4%</b>		
	<b>Alimentation Couche-Tard, Inc.</b>	
1,218,367	Term Loan, Maturing December 17, 2010	1,235,120
	<b>Domino s, Inc.</b>	
7,050,489	Term Loan, Maturing June 25, 2010	7,172,773
	<b>Fleming Companies, Inc.</b>	
316,635	Term Loan, Maturing June 18, 2008	315,448
	<b>General Nutrition Centers, Inc.</b>	
3,980,000	Term Loan, Maturing December 5, 2009	4,031,243
	<b>Giant Eagle, Inc.</b>	
1,995,000	Term Loan, Maturing August 6, 2009	2,019,938
	<b>Rite Aid Corp.</b>	
4,364,063	Term Loan, Maturing April 30, 2008	4,463,345
	<b>The Pantry, Inc.</b>	
2,321,773	Term Loan, Maturing March 12, 2011	2,356,600
		<b>\$ 21,594,467</b>
<b>Retail - Specialty 3.0%</b>		
	<b>Advance Stores Co., Inc.</b>	
2,632,464	Term Loan, Maturing November 30, 2007	2,668,661
	<b>CSK Auto, Inc.</b>	
6,716,250	Term Loan, Maturing June 20, 2009	6,810,701
	<b>FTD, Inc.</b>	
2,992,500	Term Loan, Maturing February 28, 2011	3,022,425
	<b>Getty Petroleum Marketing, Inc.</b>	
2,050,000	Term Loan, Maturing May 19, 2010	2,084,594
	<b>Oriental Trading Co.</b>	
974,429	Term Loan, Maturing August 4, 2010	984,783
3,000,000	Term Loan, Maturing January 8, 2011	3,054,999
	<b>Petro Stopping Centers, L.P.</b>	
562,500	Term Loan, Maturing February 9, 2007	572,344
		<b>\$ 19,198,507</b>
<b>Road &amp; Rail 1.9%</b>		
	<b>NFIL Holdings Corp.</b>	
535,714	Term Loan, Maturing February 27, 2010	543,415
1,641,964	Term Loan, Maturing February 27, 2010	1,664,029
	<b>Quality Distribution, LLC</b>	

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1,989,975	Term Loan, Maturing November 13, 2009	1,980,025
	<b>RailAmerica, Inc.</b>	
270,958	Term Loan, Maturing May 31, 2009	274,989
418,127	Term Loan, Maturing May 31, 2009	424,347
1,846,728	Term Loan, Maturing May 31, 2009	1,874,198
	<b>SIRVA Worldwide, Inc.</b>	
4,882,353	Term Loan, Maturing December 31, 2010	4,926,602
		\$ 11,687,605
<b>Semiconductor Equipment and Products</b>	<b>0.4%</b>	
	<b>Fairchild Semiconductor Corp.</b>	
742,500	Term Loan, Maturing June 19, 2008	752,709
	<b>Memec Group, Ltd.</b>	
1,875,000	Term Loan, Maturing June 15, 2010	1,875,000
		\$ 2,627,709
<b>Shipping Lines</b>	<b>0.1%</b>	
	<b>Horizon Lines, LLC</b>	
450,000	Term Loan, Maturing July 7, 2011	458,297
		\$ 458,297
<b>Telecommunications - Wireless</b>	<b>7.0%</b>	
	<b>American Tower, L.P.</b>	
2,500,000	Term Loan, Maturing August 31, 2011	2,539,845
	<b>Centennial Cellular Operating Co., LLC</b>	
4,837,875	Term Loan, Maturing February 9, 2011	4,867,681
	<b>Crown Castle Operating Co.</b>	
7,282,475	Term Loan, Maturing September 30, 2010	7,313,324
	<b>Dobson Cellular Systems, Inc.</b>	
4,962,500	Term Loan, Maturing March 31, 2010	4,978,782
	<b>Nextel Finance Co.</b>	
9,141,531	Term Loan, Maturing December 15, 2010	9,214,563
	<b>Nextel Partners Operating Corp.</b>	
2,450,000	Term Loan, Maturing May 31, 2011	2,492,569
	<b>SBA Senior Finance, Inc.</b>	
3,385,746	Term Loan, Maturing October 31, 2008	3,415,900
	<b>Spectrasite Communications, Inc.</b>	
1,147,909	Term Loan, Maturing June 30, 2006	1,165,333
2,997,270	Term Loan, Maturing June 30, 2007	3,016,626
	<b>Western Wireless Corp.</b>	
5,245,000	Term Loan, Maturing May 28, 2011	5,326,486
		\$ 44,331,109

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<b>Telecommunications - Wireline 3.2%</b>		
	<b>Cincinnati Bell, Inc.</b>	
4,487,506	Term Loan, Maturing June 30, 2008	4,541,356
	<b>Consolidated Communications, Inc.</b>	
2,100,000	Term Loan, Maturing April 14, 2012	2,140,032
	<b>D&amp;E Communications, Inc.</b>	
995,000	Term Loan, Maturing December 31, 2011	1,009,303
	<b>NTELOS, Inc.</b>	
498,731	Term Loan, Maturing July 25, 2008	493,743
	<b>Qwest Corp.</b>	
10,000,000	Term Loan, Maturing June 30, 2007	10,390,630
	<b>Valor Telecommunications Enterprises, LLC</b>	
1,472,274	Term Loan, Maturing June 30, 2008	1,481,476
		<b>\$ 20,056,540</b>
<b>Textiles and Apparel 0.2%</b>		
	<b>The William Carter Co.</b>	
1,226,686	Term Loan, Maturing September 30, 2008	1,240,997
		<b>\$ 1,240,997</b>
<b>Theaters 1.5%</b>		
	<b>Cinemark, Inc.</b>	
1,995,000	Term Loan, Maturing March 31, 2011	2,023,678
	<b>Regal Cinemas Corp.</b>	
7,060,538	Term Loan, Maturing November 10, 2010	7,153,207
		<b>\$ 9,176,885</b>
<b>Utility 5.9%</b>		
	<b>Allegheny Energy Supply Co., LLC</b>	
4,588,500	Term Loan, Maturing March 8, 2011	4,664,210
	<b>Calpine Corp.</b>	
2,178,000	Term Loan, Maturing July 15, 2007	2,187,529
	<b>CenterPoint Energy, Inc.</b>	
9,125,376	Term Loan, Maturing October 7, 2006	9,248,952
	<b>Cogentrix Delaware Holdings, Inc.</b>	
3,092,250	Term Loan, Maturing February 26, 2009	3,142,499
	<b>Dynegy Holdings, Inc.</b>	
3,150,000	Term Loan, Maturing May 28, 2010	3,212,017
	<b>NRG Energy, Inc.</b>	
1,637,802	Term Loan, Maturing June 23, 2010	1,698,709
2,902,300	Term Loan, Maturing June 23, 2010	3,010,231

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<b>NUI Utilities, Inc.</b>		
983,607	Term Loan, Maturing November 24, 2004	985,451
5,016,393	Term Loan, Maturing November 24, 2004	5,025,799
<b>Teton Power Funding, LLC</b>		
4,084,615	Term Loan, Maturing March 12, 2011	4,128,015
		<b>\$ 37,303,412</b>
<b>Total Senior, Floating Rate Interests</b> <b>(identified cost \$866,579,259)</b>		<b>\$ 870,291,378</b>

**Common Stocks 2.6%**

Shares/Rights	Security	Value
795,800	Ing Prime Rate Trust	6,318,652
1,097,000	Van Kampen Senior Income Trust	9,697,480
<b>Total Common Stocks</b> <b>(identified cost, \$15,753,789)</b>		<b>\$ 16,016,132</b>

**Corporate Bonds & Notes 16.8%**

Principal Amount (000 s omitted)	Security	Value
<b>Aerospace and Defense 0.4%</b>		
<b>Argo Tech Corp., Sr. Notes</b>		
840	9.25%, 6/1/11(2)	886,200
<b>Dunlop Stand Aero Holdings, Sr. Notes</b>		
932	11.875%, 5/15/09(2)	992,580
<b>Sequa Corp.</b>		
500	8.875%, 4/1/08	535,000
		<b>\$ 2,413,780</b>
<b>Airlines 0.3%</b>		
<b>American Airlines</b>		
750	7.80%, 10/1/06	674,712
<b>AMR Corp., Debs.</b>		
175	9.00%, 8/1/12	124,250
<b>Continental Airlines</b>		
811	7.033%, 6/15/11	642,527
<b>Delta Airlines Notes</b>		
1,000	7.90%, 12/15/09	395,000
		<b>\$ 1,836,489</b>

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<b>Apparel 0.3%</b>			
	<b>GFSI, Inc., Sr. Sub. Notes, Series B</b>		
1,000	9.625%, 3/1/07		965,000
	<b>J Crew Operating Corp., Sr. Sub. Notes</b>		
165	10.375%, 10/15/07		169,125
	<b>Levi Strauss &amp; Co.</b>		
705	7.00%, 11/1/06		687,375
	<b>Phillips Van-Heusen, Sr. Notes</b>		
110	7.25%, 2/15/11(2)		112,750
		<b>\$</b>	<b>1,934,250</b>
<b>Auto and Parts 0.5%</b>			
	<b>Keystone Automotive Operations, Inc., Sr. Sub. Notes</b>		
1,500	9.75%, 11/1/13		1,612,500
	<b>Metaldyne Corp.</b>		
350	11.00%, 6/15/12		313,250
	<b>Metaldyne Corp., Sr. Notes</b>		
565	10.00%, 11/1/13(2)		567,825
	<b>Tenneco Automotive, Inc., Series B</b>		
615	11.625%, 10/15/09		662,662
215	10.25%, 7/15/13		246,175
		<b>\$</b>	<b>3,402,412</b>
<b>Broadcasting and Cable 1.1%</b>			
	<b>Cablevision Systems Corp., Sr. Notes</b>		
20	8.00%, 4/15/12(2)		19,750
	<b>Charter Communications Holdings, Sr. Notes</b>		
440	8.375%, 4/30/14		426,800
	<b>Charter Communications, Inc.</b>		
195	5.75%, 10/15/05		178,425
	<b>CSC Holdings, Inc., Sr. Sub. Notes</b>		
1,000	10.50%, 5/15/16		1,125,000
	<b>Dex Media West LLC, Sr. Sub. Notes</b>		
110	9.875%, 8/15/13		124,575
	<b>Insight Communications, Sr. Disc. Notes</b>		
145	12.25%, 2/15/11		126,875
	<b>Kabel Deutschland GMBH</b>		
810	10.625%, 7/1/14(2)		834,300
	<b>Nexstar Finance Holdings LLC, Inc., Sr. Disc. Notes</b>		
110	11.375%, 4/1/13		79,200
	<b>Paxson Communications Corp.</b>		
4,000	4.35%, 1/15/10(2)		4,035,000
		<b>\$</b>	<b>6,949,925</b>

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<b>Building and Construction - Miscellaneous 0.3%</b>		
	<b>Interline Brands, Inc., Sr. Sub. Notes</b>	
750	11.50%, 5/15/11	832,500
	<b>Ply Gem Industries, Inc., Sr. Sub. Notes</b>	
1,000	9.00%, 2/15/12(2)	1,015,000
		<b>\$ 1,847,500</b>
<b>Building Materials 0.1%</b>		
	<b>Collins &amp; Aikman Floor Cover</b>	
300	9.75%, 2/15/10	312,000
		<b>\$ 312,000</b>
<b>Business Services - Miscellaneous 0.4%</b>		
	<b>Advanstar Communications, Inc.</b>	
1,000	10.75%, 8/15/10	1,110,000
	<b>United Rentals North America, Inc., Sr. Sub. Notes</b>	
220	7.00%, 2/15/14	201,850
	<b>Vertis, Inc., Sub. Notes</b>	
40	13.50%, 12/7/09(2)	41,000
	<b>Williams Scotsman, Inc.</b>	
1,000	9.875%, 6/1/07	995,000
		<b>\$ 2,347,850</b>
<b>Cable Television 0.1%</b>		
	<b>Charter Communications Holdings, LLC, Sr. Notes</b>	
900	10.25%, 1/15/10	704,250
		<b>\$ 704,250</b>
<b>Chemicals 0.9%</b>		
	<b>Avecia Group PLC</b>	
100	11.00%, 7/1/09	77,000
	<b>BCP Caylux Holdings, Sr. Sub. Notes</b>	
475	9.625%, 6/15/14(2)	497,562
	<b>Huntsman LLC</b>	
435	11.625%, 10/15/10	486,112
	<b>Lyondell Chemical Co., Series B</b>	
1,325	9.875%, 5/1/07	1,396,219
	<b>Nalco Co., Sr. Sub. Notes</b>	
605	8.875%, 11/15/13(2)	638,275
	<b>OM Group, Inc.</b>	
1,750	9.25%, 12/15/11	1,798,125
	<b>Rhodia SA, Sr. Notes</b>	
545	10.25%, 6/1/10(2)	558,625
		<b>\$ 5,451,918</b>



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<b>Computer Services 0.2%</b>			
	<b>DigitalNet, Inc., Sr. Notes</b>		
1,000	9.00%, 7/15/10		1,072,500
		\$	<b>1,072,500</b>
<b>Computer Software &amp; Services 0.2%</b>			
	<b>UGS Corp., Sr. Sub. Notes</b>		
985	10.00%, 6/1/12(2)		1,049,025
		\$	<b>1,049,025</b>
<b>Consumer Products 0.2%</b>			
	<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>		
270	8.75%, 5/1/14(2)		270,675
	<b>Fedders North America, Inc., Sr. Notes</b>		
240	9.875%, 3/1/14		199,200
	<b>Rayovac Corp., Sr. Sub. Notes</b>		
455	8.50%, 10/1/13		483,437
	<b>Samsonite Corp., Sr. Sub. Notes</b>		
140	8.875%, 6/1/11(2)		143,150
		\$	<b>1,096,462</b>
<b>Containers and Packaging 0.2%</b>			
	<b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>		
315	8.50%, 8/1/14(2)		311,850
	<b>Pliant Corp.</b>		
1,000	0.00%, 6/15/09		890,000
	<b>Solo Cup Co., Sr. Sub. Notes</b>		
250	8.50%, 2/15/14(2)		231,250
		\$	<b>1,433,100</b>
<b>Containers and Packaging - Paper 0.1%</b>			
	<b>Stone Container Corp., Sr. Notes</b>		
750	7.375%, 7/15/14(2)		759,375
		\$	<b>759,375</b>
<b>Engineering 0.0%</b>			
	<b>Shaw Group, Inc., Sr. Notes</b>		
70	10.75%, 3/15/10		69,650
		\$	<b>69,650</b>
<b>Entertainment 0.3%</b>			
	<b>AMF Bowling Worldwide, Sr. Sub. Notes</b>		
85	10.00%, 3/1/10(2)		88,187
	<b>LCE Acquisition Corp., Sr. Sub. Notes</b>		
210	9.00%, 8/1/14(2)		207,900
	<b>MGM Grand, Inc.</b>		
110	6.875%, 2/6/08		117,700

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		<b>Six Flags, Inc., Sr. Notes</b>	
1,000		8.875%, 2/1/10	932,500
135		9.75%, 4/15/13	125,550
705		9.625%, 6/1/14	657,412
		<b>True Temper Sports, Inc., Sr. Sub. Notes</b>	
65		8.375%, 9/15/11	65,975
			\$ 2,195,224
<b>Finance - Investment Bankers</b>	<b>3.1%</b>		
		<b>Dow Jones CDX HY</b>	
20,000		8.00%, 12/29/09(2)	19,450,000
			\$ 19,450,000
<b>Food, Beverages and Tobacco</b>	<b>0.0%</b>		
		<b>WH Holdings Ltd. and WH Capital Corp., Sr. Notes</b>	
175		9.50%, 4/1/11	183,750
			\$ 183,750
<b>Foods</b>	<b>0.4%</b>		
		<b>Merisant Co., Sr. Notes</b>	
255		9.50%, 7/15/13(2)	269,025
		<b>Pinnacle Foods Holdings Corp., Sr. Sub. Notes</b>	
2,115		8.25%, 12/1/13(2)	2,040,975
		<b>United Agricultural Products, Sr. Notes</b>	
95		8.25%, 12/15/11(2)	105,450
			\$ 2,415,450
<b>Gaming</b>	<b>0.3%</b>		
		<b>OED Corp./Diamond Jo LLC</b>	
355		8.75%, 4/15/12(2)	348,787
		<b>Seneca Gaming Corp., Sr. Notes</b>	
230		7.25%, 5/1/12(2)	230,575
		<b>Trump Holdings and Funding, Sr. Notes</b>	
540		11.625%, 3/15/10	554,850
		<b>Wynn Las Vegas LLC/Corp.</b>	
670		12.00%, 11/1/10	827,450
			\$ 1,961,662
<b>Health Services</b>	<b>0.7%</b>		
		<b>Curative Health Services, Sr. Notes</b>	
205		10.75%, 5/1/11(2)	186,550
		<b>Healthsouth Corp.</b>	
75		7.625%, 6/1/12	70,781
		<b>Healthsouth Corp., Sr. Notes</b>	
75		8.375%, 10/1/11	72,750

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		<b>Quintiles Transational Corp., Sr. Sub. Notes</b>	
2,000		10.00%, 10/1/13	2,065,000
		<b>Tenet Healthcare Corp.</b>	
500		7.375%, 2/1/13	465,000
		<b>Tenet Healthcare Corp., Sr. Notes</b>	
210		9.875%, 7/1/14(2)	219,187
		<b>Vanguard Health Systems</b>	
1,000		9.75%, 8/1/11	1,155,000
			\$ 4,234,268
<b>Household Products</b>	<b>0.2%</b>		
		<b>Chattem Inc.</b>	
1,000		7.00%, 3/1/14	975,000
		<b>Interface, Inc.</b>	
500		10.375%, 2/1/10	563,750
			\$ 1,538,750
<b>Information Technology</b>	<b>0.4%</b>		
		<b>New ASAT (Finance) Ltd., Sr. Notes</b>	
1,545		9.25%, 2/1/11(2)	1,490,925
		<b>Stratus Technologies, Inc., Sr. Notes</b>	
1,130		10.375%, 12/1/08(2)	1,101,750
			\$ 2,592,675
<b>Investment Services</b>	<b>0.7%</b>		
		<b>Carlyle High Yield Partners, Series 2004-6A, Class C</b>	
1,000		4.36%, 8/15/16(2)	1,000,000
		<b>Dryden Leveraged Loan, Series 2004-6A, Class C1</b>	
1,500		4.055%, 7/30/16(2)	1,500,000
		<b>E*Trade Financial Corp., Sr. Notes</b>	
285		8.00%, 6/15/11(2)	287,850
		<b>First CLO, Ltd., Sr. Sub. Notes</b>	
1,000		Variable Rate, 3.96%, 7/27/16(2)	1,000,000
		<b>Refco Finance Holdings LLC, Sr. Sub. Notes</b>	
420		9.00%, 8/1/12(2)	422,100
			\$ 4,209,950
<b>Lodging</b>	<b>0.0%</b>		
		<b>Felcor Lodging L.P., Sr. Notes</b>	
140		5.84%, 6/1/11(2)	140,350
			\$ 140,350

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<b>Lodging and Gaming 0.3%</b>			
		<b>Inn of the Mountain Gods, Sr. Notes</b>	
1,000	12.00%, 11/15/10		1,125,000
		<b>Majestic Star Casino LLC</b>	
500	9.50%, 10/15/10		507,500
		<b>Premier Entertainment Biloxi LLC/Premier Finance Biloxi Corp.</b>	
30	10.75%, 2/1/12(2)		31,800
			<b>\$ 1,664,300</b>
<b>Machinery 0.7%</b>			
		<b>Erico International Corp.</b>	
2,000	8.875%, 3/1/12		2,060,000
		<b>Milacron Escrow Corp.</b>	
445	11.50%, 5/15/11(2)		465,025
		<b>Thermadyne Holdings Corp., Sr. Sub. Notes</b>	
2,180	9.25%, 2/1/14		2,190,900
			<b>\$ 4,715,925</b>
<b>Manufacturing 0.3%</b>			
		<b>Aearo Co. I, Sr. Sub. Notes</b>	
155	8.25%, 4/15/12(2)		158,875
		<b>Amsted Industries, Inc., Sr. Notes</b>	
615	10.25%, 10/15/11(2)		667,275
		<b>MAAX Corp., Sr. Sub. Notes</b>	
115	9.75%, 6/15/12(2)		119,887
		<b>Mueller Group, Inc., Sr. Sub. Notes</b>	
635	10.00%, 5/1/12(2)		669,925
		<b>Mueller Holdings, Inc., Sr. Notes</b>	
190	0.00%, 4/15/14		118,750
			<b>\$ 1,734,712</b>
<b>Medical Products 0.3%</b>			
		<b>Inverness Medical Innovations, Inc., Sr. Sub. Notes</b>	
1,545	8.75%, 2/15/12(2)		1,506,375
		<b>Medical Device Manufacturing, Inc., Sr. Sub. Notes</b>	
185	10.00%, 7/15/12(2)		190,550
		<b>VWR International, Inc., Sr. Sub. Notes</b>	
305	8.00%, 4/15/14(2)		312,625
			<b>\$ 2,009,550</b>
<b>Metals - Steel 0.1%</b>			
		<b>Ispat Inland ULC, Sr. Notes</b>	
305	9.75%, 4/1/14(2)		316,437
			<b>\$ 316,437</b>

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<b>Mining - Coal</b>	<b>0.0%</b>		
		<b>Alpha Natural Resources, Sr. Notes</b>	
135	10.00%, 6/1/12(2)		145,800
			<b>\$ 145,800</b>
<b>Oil and Gas - Equipment and Services</b>	<b>0.2%</b>		
		<b>Dynergy Holdings, Inc., Sr. Notes</b>	
50	6.875%, 4/1/11		45,250
500	10.125%, 7/15/13(2)		553,750
		<b>Giant Industries, Sr. Sub. Notes</b>	
145	8.00%, 5/15/14		149,712
		<b>Hanover Compressor Co., Sr. Notes</b>	
85	8.625%, 12/15/10		90,525
		<b>Hanover Compressor Co., Sr. Sub. Notes</b>	
545	0.00%, 3/31/07		446,900
		<b>Transmontaigne, Inc., Sr. Sub. Notes</b>	
80	9.125%, 6/1/10		86,800
			<b>\$ 1,372,937</b>
<b>Oil and Gas - Exploration and Production</b>	<b>0.3%</b>		
		<b>Belden &amp; Blake Corp., Sr. Notes</b>	
65	8.75%, 7/15/12(2)		66,544
		<b>Comstock Resource, Inc.</b>	
1,000	6.875%, 3/1/12		987,500
		<b>Continental Resources</b>	
1,000	10.25%, 8/1/08		1,040,000
			<b>\$ 2,094,044</b>
<b>Paper and Forest Products</b>	<b>0.2%</b>		
		<b>Caraustar Industries, Inc., Sr. Sub. Notes</b>	
285	9.875%, 4/1/11		296,400
		<b>Georgia-Pacific Corp.</b>	
65	9.50%, 12/1/11		78,000
		<b>Newark Group, Inc., Sr. Sub. Notes</b>	
760	9.75%, 3/15/14(2)		733,400
			<b>\$ 1,107,800</b>
<b>Printing or Publishing - Diversification</b>	<b>0.0%</b>		
		<b>Hollinger Participation Trust, Sr. Notes, (PIK)</b>	
155	12.125%, 11/15/10(2)		182,125
			<b>\$ 182,125</b>

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<b>Publishing 0.4%</b>			
	<b>American Media, Inc., Series B</b>		
280	10.25%, 5/1/09		294,000
	<b>CanWest Media, Inc., Sr. Sub. Notes</b>		
500	10.625%, 5/15/11		568,750
	<b>Houghton Mifflin Co., Sr. Sub. Notes</b>		
985	9.875%, 2/1/13		1,017,012
	<b>Liberty Group Operating</b>		
500	9.375%, 2/1/08		503,750
			\$ 2,383,512
<b>REITS 0.0%</b>			
	<b>Omega Healthcare Investors, Inc., Sr. Notes</b>		
110	7.00%, 4/1/14(2)		105,325
			\$ 105,325
<b>Retail 0.2%</b>			
	<b>PCA LLC/PCA Finance Corp., Sr. Notes</b>		
895	11.875%, 8/1/09		948,700
			\$ 948,700
<b>Retail - Food and Drug 0.3%</b>			
	<b>General Nutrition Centers, Sr. Sub. Notes</b>		
1,000	8.50%, 12/1/10(2)		1,017,500
	<b>Jean Coutu Group, Inc., Sr. Sub. Notes</b>		
480	8.50%, 8/1/14(2)		478,200
	<b>Pierre Foods Inc., Sr. Sub. Notes</b>		
280	9.875%, 7/15/12(2)		284,900
	<b>Stater Brothers Holdings, Sr. Notes</b>		
325	8.125%, 6/15/12(2)		333,938
			\$ 2,114,538
<b>Retail - General 0.2%</b>			
	<b>Affinity Group, Inc., Sr. Sub. Notes</b>		
1,000	9.00%, 2/15/12(2)		1,041,250
	<b>Home Interiors &amp; Gifts</b>		
100	10.125%, 6/1/08		100,000
			\$ 1,141,250
<b>Retail - Truck Stop 0.2%</b>			
	<b>Petro Stopping Centers LP/Petro Financial Corp., Sr. Notes</b>		
1,145	9.00%, 2/15/12		1,167,900
			\$ 1,167,900

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<b>Semiconductors</b>	<b>0.1%</b>		
		<b>Amkor Technologies, Inc.</b>	
	470	5.75%, 6/1/06	432,988
		<b>Freescal Semiconductor, Sr. Notes</b>	
	55	6.875%, 7/15/11(2)	55,688
			\$ <b>488,676</b>
<b>Services</b>	<b>0.0%</b>		
		<b>Allied Security Escrow, Sr. Sub. Notes</b>	
	65	11.375%, 7/15/11(2)	67,600
			\$ <b>67,600</b>
<b>Services - Uhaul Movers</b>	<b>0.0%</b>		
		<b>Amerco, Inc.</b>	
	205	9.00%, 3/15/09	212,688
			\$ <b>212,688</b>
<b>Shipping Lines</b>	<b>0.0%</b>		
		<b>Horizon Lines, LLC</b>	
	230	9.00%, 11/1/12(2)	239,775
			\$ <b>239,775</b>
<b>Telecommunication Equipment</b>	<b>0.0%</b>		
		<b>Marconi Corp. PLC, Series A</b>	
	47	8.00%, 4/30/08(2)	51,351
		<b>Nortel Networks Ltd.</b>	
	95	6.125%, 2/15/06	95,356
	135	4.25%, 9/1/08	128,756
			\$ <b>275,463</b>
<b>Tobacco</b>	<b>0.0%</b>		
		<b>North Atlantic Trading Co., Sr. Notes</b>	
	185	9.25%, 3/1/12	182,225
			\$ <b>182,225</b>
<b>Transportation</b>	<b>0.0%</b>		
		<b>Quality Distribution LLC/QD Capital Corp.</b>	
	115	9.00%, 11/15/10(2)	112,269
			\$ <b>112,269</b>
<b>Utilities</b>	<b>0.2%</b>		
		<b>NRG Energy, Inc., Sr. Notes</b>	
	1,165	8.00%, 12/15/13(2)	1,197,038
			\$ <b>1,197,038</b>

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<b>Utility - Electric Power Generation 0.3%</b>		
<b>Calpine Corp., Sr. Notes</b>		
90	8.25%, 8/15/05	84,150
15	7.625%, 4/15/06	12,788
500	8.75%, 7/15/07	342,500
1,175	8.50%, 7/15/10(2)	951,750
<b>Mission Energy Holding Co.</b>		
215	13.50%, 7/15/08	267,675
		<b>\$ 1,658,863</b>
<b>Waste Management 0.1%</b>		
<b>Waste Services, Inc., Sr. Sub. Notes</b>		
405	9.50%, 4/15/14(2)	419,175
		<b>\$ 419,175</b>
<b>Wireless Communication Services 0.7%</b>		
<b>Alamosa Delaware, Inc., Sr. Notes</b>		
220	8.50%, 1/31/12(2)	216,150
<b>Centennial Cellular Operating Co./Centennial Communications Corp., Sr. Notes</b>		
215	10.125%, 6/15/13	222,525
<b>LCI International, Inc., Sr. Notes</b>		
795	7.25%, 6/15/07	719,475
<b>Rural Cellular Corp.</b>		
2,000	5.61%, 3/15/10(2)	2,065,000
<b>SBA Telecommunications, Sr. Disc. Notes</b>		
185	0.00%, 12/15/11	141,063
<b>UbiquiTel Operating Co., Sr. Notes</b>		
445	9.875%, 3/1/11	443,888
<b>US Unwired, Inc.</b>		
225	10.00%, 6/15/12(2)	230,063
<b>Western Wireless Corp., Sr. Notes</b>		
160	9.25%, 7/15/13	164,400
		<b>\$ 4,202,564</b>
<b>Wireline Communication Services 0.3%</b>		
<b>NTL Cable PLC, Sr. Notes</b>		
25	8.75%, 4/15/14(2)	26,063
<b>Qwest Capital Funding, Inc.</b>		
315	7.90%, 8/15/10	281,925
<b>Qwest Services Corp.</b>		
990	13.50%, 12/15/10(2)	1,164,488
525	14.00%, 12/15/14(2)	632,625
		<b>\$ 2,105,101</b>
<b>Total Corporate Bonds &amp; Notes</b>		
<b>(identified cost \$106,668,888)</b>		
		<b>\$ 105,968,857</b>



<b>Total Investments</b>	<b>157.4%</b>		
<b>(identified cost \$989,001,936)</b>		<b>\$</b>	<b>992,276,367</b>
<b>Other Assets, Less Liabilities</b>	<b>5.2%</b>	<b>\$</b>	<b>32,626,964</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends</b>	<b>(62.5)%</b>	<b>\$</b>	<b>(394,296,139)</b>
<b>Net Assets Applicable to Common Shares</b>	<b>100.0%</b>	<b>\$</b>	<b>630,607,192</b>

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Note - The Trust has made commitments to fund specified amounts under certain existing credit arrangements. Pursuant to the terms of these arrangements, the Trust had unfunded loan commitments of \$2,758,570 as of July 31, 2004.

PIK - Payment In Kind.

(1) Senior floating-rate interests often require prepayments from excess cash flows or permit the borrower to repay at its election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, it is anticipated that the senior floating-rate interests will have an expected average life of approximately two to three years.

(2) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in transactions exempt from registration, normally to qualified institutional buyers. At July 31, 2004 the aggregate value of the securities is \$59,864,344 or 9.5% of the net assets.

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At July 31, 2004, the Trust had entered into Credit Default Swaps with Credit Suisse First Boston dated January 9, 2004 and January 27, 2004 whereby the Trust will receive 2.45% per year times the notional amounts of \$7,800,000 and \$7,800,000, respectively. The Trust makes payment only upon a default event on underlying loan assets (50 in total, each representing 2% of the notional value of the swap). At July 31, 2004, the Trust had sufficient cash segregated to cover potential obligations arising from open swap contracts.

The cost and unrealized appreciation (depreciation) in value of investments owned by the Trust at July 31, 2004, as computed on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$</b>	<b>989,794,408</b>
Gross unrealized appreciation	\$	7,318,473
Gross unrealized depreciation		(4,836,514)
<b>Net unrealized appreciation</b>	<b>\$</b>	<b>2,481,959</b>

**Item 2. Controls and Procedures**

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

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

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**Signatures**

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

Eaton Vance Senior Floating-Rate Trust

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

Date: September 21, 2004

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

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

Date: September 21, 2004

By: /s/ Barbara E. Campbell  
Barbara E. Campbell  
Treasurer and Principal Financial Officer

Date: September 21, 2004

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