

EATON VANCE LTD DURATION INCOME FUND  
Form N-CSR  
June 25, 2010

**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)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number)

April 30

Date of Fiscal Year End

April 30, 2010

Date of Reporting Period

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**Item 1. Reports to Stockholders**

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**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 Privacy Policy periodically for changes by accessing the link on our homepage:  
[www.eatonvance.com](http://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 applies only 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.**

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If you would prefer that your Eaton Vance documents not be householded, 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(s) (if applicable) will file a schedule of 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 at [www.eatonvance.com](http://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](http://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](http://www.sec.gov).

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Eaton Vance Limited Duration Income Fund as of April 30, 2010  
**MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE**

Payson F. Swaffield, CFA  
 Co-Portfolio Manager

Mark S. Venezia, CFA  
 Co-Portfolio Manager

Christine M. Johnston, CFA  
 Co-Portfolio Manager

Economic and Market Conditions

During the year ending April 30, 2010, the strongest returns in the global credit markets were generated by the riskier assets. Credit spreads tightened significantly across virtually all fixed-income markets. Within the U.S. fixed income markets, the high-yield bond and bank loan markets produced amongst the strongest returns. The S&P/LSTA Leveraged Loan Index, a measure of the bank loan market, returned 34.87% and the BofA Merrill Lynch U.S. High Yield Index returned 44.20% over the 12-month period. U.S. government agency mortgage-backed securities (MBS) also generated positive returns with the BofA Merrill Lynch Mortgage Master Index returning 5.49%.<sup>1</sup>

Both the capital markets and the U.S. economy showed signs of stabilizing as the calendar flipped to 2010. The U.S. economy grew at an annualized rate of 5.7% in the fourth quarter of 2009 and an estimated 3.2% in the first quarter of 2010, according to the U.S. Department of Commerce. During the period, the Federal Reserve (the Fed) maintained short-term interest rates close to zero; however, toward the end of the period, it began unwinding various emergency programs that were designed to stabilize the financial system during the credit crisis.

The Fed's purchase of MBS in the secondary market was one of the most significant of these stabilization programs. This program, designed to sustain lower mortgage rates, ended on March 31, 2010, by which time the Fed had purchased a total of \$1.25 trillion in U.S. government agency MBS. The Fed's MBS purchase program was well-managed with purchases slowly tapering off during the final months of the period. As a result of the program's transparency, its conclusion did not cause a disruption in the MBS markets.

Management Discussion

The Fund's primary investment objective is to provide a high level of current income, with a secondary objective of capital appreciation. The Fund pursues its objective by investing primarily in two distinct investment categories: 1) U.S. government agency MBS and other U.S. government securities; and 2) investments rated below investment-grade, which include (but are not limited to) senior, secured loans and high-yield bonds. As of April 30, 2010, the Fund was invested 26.4% in seasoned U.S. government agency MBS and 62.5% in below-investment-grade securities; of the latter, 32.1% was invested in senior, secured loans and 30.4% was invested in high-yield corporate bonds. The Fund's other investments included 7.3% in commercial MBS (CMBS) and 2.7% in investment-grade corporate bonds. During the 12-month period, the Fund experienced strong total returns driven primarily by its bank loan and high-yield bond investments of 40.73% at NAV and 57.21% at market price.

**Total Return Performance 4/30/09 - 4/30/10**

NYSE Amex Symbol		EVV
At Net Asset Value (NAV) <sup>2</sup>		40.73%
At Market Price <sup>2</sup>		57.21
Premium/(Discount) to NAV (4/30/10)		-0.18%
Total Distributions per common share		\$1.345
Distribution Rate <sup>3</sup>	At NAV	8.36%
	At Market Price	8.37%

*See page 3 for more performance information.*

<sup>1</sup> It is not possible to invest directly in an Index. The Indices total returns do not reflect the commissions or expenses that would have been incurred if an investor individually purchased or sold the securities represented in the Indices. The S&P/LSTA Leveraged Loan Index's total return reflects changes in value of the loans constituting the Index and accrual of interest. The S&P/LSTA Leveraged Loan Index is an unmanaged index of the bank loan market. The BofA Merrill Lynch U.S. High Yield Index is an unmanaged index of high-yield bonds traded in the U.S. The BofA Merrill Lynch Mortgage Master Index is an unmanaged index of U.S. mortgage-backed securities traded on the secondary market. Unlike the Fund, the Indices returns do not reflect the effect of leverage.

<sup>2</sup> Performance results reflect the effect of leverage.

- 3 The Distribution  
Rate is based on the  
Fund's last regular  
distribution per share  
(annualized) divided  
by the Fund's NAV  
or market price at the  
end of the period.  
The Fund's  
distributions may be  
comprised of  
ordinary income, net  
realized capital gains  
and return of capital.

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or market price (as applicable) with all distributions reinvested. 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 price 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. 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](http://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.**



Eaton Vance Limited Duration Income Fund as of April 30, 2010  
**MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE**

Michael W. Weilheimer, CFA  
Co-Portfolio Manager

Scott H. Page, CFA  
Co-Portfolio Manager

The Fund's high-yield bond investments posted strong returns for the period. During the period, economic growth began to strengthen, corporate profits rebounded, and corporate default rates declined. The spread on high-yield bonds narrowed by 756 basis points (7.56%) during the period, reaching 576 basis points (5.76%) over Treasury yields as of April 30, 2010. Corporate defaults declined to a rolling 12-month par-weighted rate of 4.58% at the end of April, according to JP Morgan research.

The Fund's bank loan investments also posted strong returns for the period. Performance in the floating-rate loan market was driven by a combination of technical and fundamental improvements, which strengthened both the supply/demand balance and the fundamental credit outlook. Similar to the high-yield market, corporate earnings across the bank loan universe improved and default rates continued to decline.

In the MBS portion of the Fund, the investment emphasis remained on seasoned, U.S. government agency MBS (seasoned MBS). Typically, the mortgages underlying seasoned MBS were originated in the 1980s and 1990s. As a result, they have generally lower loan-to-home value ratios, meaning that the underlying homeowners have more equity in their homes than the average borrower. In addition, these loans are guaranteed by government agencies. Yield spreads on seasoned MBS over U.S. Treasuries tightened by approximately 80 basis points (0.80%) during the period. Principal prepayments remained stable throughout the period.

Susan Schiff, CFA  
Co-Portfolio Manager

Catherine C. McDermott  
Co-Portfolio Manager

As of April 30, 2010, the Fund employed leverage of 30.2% of total assets: 1.8% from TALF loans, 18.8% in other borrowings and 9.6% from auction preferred shares (APS).<sup>1</sup> TALF loans are non-recourse to the Fund. Use of leverage creates an opportunity for 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).

<sup>1</sup> Please see the Notice to Shareholders on page 45 for additional information on TALF loans and associated risks. APS percentage represents the liquidation value of the Fund's APS outstanding at 4/30/10 as a

percentage of the Fund's net assets applicable to common shares plus APS and borrowings outstanding. 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 APS and borrowings.

Eaton Vance Limited Duration Income Fund as of April 30, 2010  
**FUND PERFORMANCE**

**Fund Performance<sup>1</sup>**

NYSE Amex Symbol EVV

Average Annual Total Returns (by market price, NYSE Amex)

One Year	57.21%
Five Years	8.57
Life of Fund (5/30/03)	7.36

Average Annual Total Returns (at net asset value)

One Year	40.73%
Five Years	7.73
Life of Fund (5/30/03)	7.39

<sup>1</sup> *Performance results reflect the effect of leverage. Absent a fee reduction by the investment adviser of the Fund, the returns would be lower.*

**Portfolio Composition**

**Fund Allocations<sup>2</sup>**

By net investments

<sup>2</sup> Fund Allocations are shown as a percentage of the Fund's net investments, which represented 142.3% of the Fund's net assets as of 4/30/10. 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 market price (as applicable) with all distributions reinvested. 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 price 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. 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](http://www.eatonvance.com).*

*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. Portfolio information provided in the report may not be representative of the Fund's current or future investments and may change due to active management.*

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS

**Senior Floating-Rate Interests 44.4%****Principal****Amount\*****(000 s omitted)****Borrower/Tranche Description****Value**

Aerospace and Defense 0.8%

**ACTS Aero Technical Support & Service, Inc.**

59	Term Loan, 11.25%, Maturing March 12, 2013	\$ 60,017
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150	Term Loan - Second Lien, 10.75%, Maturing March 12, 2015 <sup>(2)</sup>	150,366
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**Avio Holding SpA**

EUR 700	Term Loan - Second Lien, 4.66%, Maturing June 13, 2015	864,910
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**CACI International, Inc.**

279	Term Loan, 1.76%, Maturing May 3, 2011	278,710
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**DAE Aviation Holdings, Inc.**

657	Term Loan, 4.09%, Maturing July 31, 2014	629,614
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675	Term Loan, 4.09%, Maturing July 31, 2014	646,875
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**Delos Aircraft, Inc.**

775	Term Loan, 7.00%, Maturing March 15, 2016	786,044
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**Evergreen International Aviation**

1,155	Term Loan, 10.50%, Maturing October 31, 2011 <sup>(2)</sup>	1,085,652
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**Hawker Beechcraft Acquisition**

3,534	Term Loan, 2.28%, Maturing March 26, 2014	3,042,845
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187	Term Loan, 2.29%, Maturing March 26, 2014	161,158
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**Hexcel Corp.**

1,149	Term Loan, 6.50%, Maturing May 21, 2014	1,157,725
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**IAP Worldwide Services, Inc.**

1,044	Term Loan, 9.25%, Maturing December 30, 2012 <sup>(2)</sup>	996,946
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**International Lease Finance Co.**

1,050	Term Loan, 6.75%, Maturing March 15, 2015	1,071,788
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**TransDigm, Inc.**

2,075	Term Loan, 2.28%, Maturing June 23, 2013	2,048,197
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**Vought Aircraft Industries, Inc.**

667	Term Loan, 7.50%, Maturing December 17, 2011	668,750
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690	Term Loan, 7.50%, Maturing December 17, 2011	692,241
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213	Term Loan, 7.50%, Maturing December 22, 2011	213,218
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**Wesco Aircraft Hardware Corp.**

1,395	Term Loan, 2.53%, Maturing September 29, 2013	1,373,505
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**\$ 15,928,561**

Air Transport 0.2%

**Airport Development and Investment, Ltd.**

GBP 1,957	Term Loan - Second Lien, 4.85%, Maturing April 7, 2011	\$ 2,915,147
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**Delta Air Lines, Inc.**

1,945	Term Loan - Second Lien, 3.55%, Maturing April 30, 2014	1,824,896
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**\$ 4,740,043**

Automotive 1.6%

**Accuride Corp.**

2,338	Term Loan, 9.75%, Maturing June 28, 2013	\$ 2,350,459
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**Adesa, Inc.**

3,994	Term Loan, 3.03%, Maturing October 18, 2013	3,925,399
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**Allison Transmission, Inc.**

5,057	Term Loan, 3.01%, Maturing September 30, 2014	4,846,939
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**Dayco Products, LLC**

547	Term Loan, 10.50%, Maturing November 13, 2014	547,283
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81	Term Loan, 12.50%, Maturing November 13, 2014 <sup>(2)</sup>	74,506
<b>Federal-Mogul Corp.</b>		
2,113	Term Loan, 2.19%, Maturing December 27, 2014	1,936,624
2,631	Term Loan, 2.20%, Maturing December 27, 2015	2,411,329
<b>Ford Motor Co.</b>		
3,220	Term Loan, 3.28%, Maturing December 15, 2013	3,115,232
<b>Goodyear Tire &amp; Rubber Co.</b>		
4,450	Term Loan - Second Lien, 2.24%, Maturing April 30, 2014	4,263,100
<b>HHI Holdings, LLC</b>		
1,000	Term Loan, 10.50%, Maturing March 30, 2015	1,016,563
<b>Keystone Automotive Operations, Inc.</b>		
1,291	Term Loan, 3.78%, Maturing January 12, 2012	1,129,462
<b>LKQ Corp.</b>		
1,203	Term Loan, 2.50%, Maturing October 12, 2014	1,194,448
<b>TriMas Corp.</b>		
595	Term Loan, 6.00%, Maturing August 2, 2011	586,383
2,489	Term Loan, 6.00%, Maturing December 15, 2015	2,452,058
<b>United Components, Inc.</b>		
1,306	Term Loan, 2.25%, Maturing June 30, 2010	1,276,237
		<b>\$ 31,126,022</b>

Beverage and Tobacco 0.4%

**Constellation Brands, Inc.**

708	Term Loan, 1.75%, Maturing June 5, 2013	\$ 702,982
349	Term Loan, 3.00%, Maturing June 5, 2015	352,495

**Culligan International Co.**

969	Term Loan, 2.52%, Maturing November 24, 2014	824,386
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**Liberator Midco Ltd.**

GBP 786	Term Loan, 8.56%, Maturing October 27, 2016 <sup>(2)</sup>	1,181,153
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**Southern Wine & Spirits of America, Inc.**

2,870	Term Loan, 5.50%, Maturing May 31, 2012	2,866,551
<b>Van Houtte, Inc.</b>		
117	Term Loan, 2.79%, Maturing July 11, 2014	112,954
856	Term Loan, 2.79%, Maturing July 11, 2014	828,325
		<b>\$ 6,868,846</b>

See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount*</b>	<b>Borrower/Tranche Description</b>	<b>Value</b>
(000 s omitted)		
Building and Development	1.0%	
<b>AIMCO Properties, L.P.</b>		
267	Term Loan, 1.76%, Maturing March 23, 2011	\$ 265,541
<b>Beacon Sales Acquisition, Inc.</b>		
856	Term Loan, 2.28%, Maturing September 30, 2013	842,931
<b>Brickman Group Holdings, Inc.</b>		
1,396	Term Loan, 2.29%, Maturing January 23, 2014	1,368,359
<b>Building Materials Corp. of America</b>		
1,863	Term Loan, 3.06%, Maturing February 22, 2014	1,842,404
<b>Epco/Fantome, LLC</b>		
1,659	Term Loan, 2.89%, Maturing November 23, 2010	1,592,640
<b>Forestar USA Real Estate Group, Inc.</b>		
311	Revolving Loan, 0.53%, Maturing December 1, 2010 <sup>(3)</sup>	297,382
2,854	Term Loan, 5.11%, Maturing December 1, 2010	2,811,530
<b>Metroflag BP, LLC</b>		
1,700	Term Loan - Second Lien, 0.00%, Maturing October 31, 2009 <sup>(4)(5)</sup>	0
<b>NCI Building Systems, Inc.</b>		
701	Term Loan, 8.00%, Maturing June 18, 2010	692,739
<b>Panolam Industries Holdings, Inc.</b>		
2,314	Term Loan, 8.25%, Maturing December 31, 2013	2,163,336
<b>Re/Max International, Inc.</b>		
2,375	Term Loan, 5.50%, Maturing April 16, 2016	2,380,937
<b>Realogy Corp.</b>		
2,319	Term Loan, 3.29%, Maturing September 1, 2013	2,107,798

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624	Term Loan, 3.38%, Maturing September 1, 2013	567,484
<b>South Edge, LLC</b>		
288	Term Loan, 0.00%, Maturing October 31, 2009 <sup>(4)</sup>	130,813
<b>Standard Pacific Corp.</b>		
1,260	Term Loan, 2.00%, Maturing May 5, 2013	1,161,300
<b>WCI Communities, Inc.</b>		
813	Term Loan, 10.00%, Maturing September 3, 2014 <sup>(2)</sup>	788,202
920	Term Loan, 10.07%, Maturing September 3, 2014	918,355
		<b>\$ 19,931,751</b>

Business Equipment and Services 4.0%

**Activant Solutions, Inc.**

1,837 Term Loan, 2.31%, Maturing May 1,  
2013 \$ 1,760,759

**Advantage Sales & Marketing, Inc.**

3,715 Term Loan, 2.26%, Maturing March 29,  
2013 3,715,020

**Affinion Group, Inc.**

4,700 Term Loan, 5.00%, Maturing October 8,  
2016 4,676,500

**Allied Barton Security Service**

1,106 Term Loan, 6.75%, Maturing  
February 21, 2015 1,115,869

**Dealer Computer Services, Inc.**

2,325 Term Loan, Maturing April 16, 2017<sup>(6)</sup> 2,325,000

**Education Management, LLC**

4,809 Term Loan, 2.06%, Maturing June 1,  
2013 4,714,767

**Euronet Worldwide, Inc.**

1,815 Term Loan, 2.28%, Maturing April 4,  
2012 1,764,607

**First American Corp.**

1,175 Term Loan, 4.75%, Maturing April 9,  
2016 1,183,446

**Info USA, Inc.**

299 Term Loan, 2.05%, Maturing  
February 14, 2012 298,050

**Information Resources, Inc.**

1,433 Term Loan, 2.00%, Maturing May 7,  
2014 1,389,553

<b>Intergraph Corp.</b>		
1,000	Term Loan, 4.50%, Maturing May 29, 2014	997,806
1,000	Term Loan - Second Lien, 6.25%, Maturing November 29, 2014	1,005,000
<b>iPayment, Inc.</b>		
2,191	Term Loan, 2.28%, Maturing May 10, 2013	2,102,008
<b>Kronos, Inc.</b>		
1,480	Term Loan, 2.29%, Maturing June 11, 2014	1,428,901
<b>Mitchell International, Inc.</b>		
2,500	Term Loan - Second Lien, 5.56%, Maturing March 28, 2015	2,131,250
<b>NE Customer Service</b>		
2,200	Term Loan, 6.00%, Maturing March 5, 2016	2,194,271
<b>Protection One, Inc.</b>		
278	Term Loan, 2.53%, Maturing March 31, 2012	279,058
1,578	Term Loan, 6.25%, Maturing March 31, 2014	1,581,535
<b>Quantum Corp.</b>		
291	Term Loan, 3.79%, Maturing July 12, 2014	283,278
<b>Quintiles Transnational Corp.</b>		
1,197	Term Loan, 2.30%, Maturing March 31, 2013	1,178,027
2,165	Term Loan - Second Lien, 4.30%, Maturing March 31, 2014	2,143,370
<b>Sabre, Inc.</b>		
7,567	Term Loan, 2.30%, Maturing September 30, 2014	7,209,878
<b>Safenet, Inc.</b>		
977	Term Loan, 2.76%, Maturing April 12, 2014	944,400
<b>Serena Software, Inc.</b>		
1,548	Term Loan, 2.25%, Maturing March 10, 2013	1,500,214
<b>Sitel (Client Logic)</b>		
1,171	Term Loan, 5.79%, Maturing January 29, 2014	1,159,384
<b>Solera Holdings, LLC</b>		
EUR 1,076	Term Loan, 2.44%, Maturing May 15, 2014	1,386,204
<b>SunGard Data Systems, Inc.</b>		
452	Term Loan, 2.00%, Maturing February 28, 2014	437,511
13,750	Term Loan, 3.88%, Maturing February 28, 2016	13,694,863
<b>Travelport, LLC</b>		

446	Term Loan, 2.79%, Maturing August 23, 2013	434,288
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See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Business Equipment and Services (continued)		
2,223	Term Loan, 2.79%, Maturing August 23, 2013	\$ 2,164,399
EUR 1,052	Term Loan, 3.14%, Maturing August 23, 2013	1,359,304
<b>U.S. Security Holdings, Inc.</b>		
821	Term Loan, 2.77%, Maturing May 8, 2013	800,155
<b>Valassis Communications, Inc.</b>		
400	Term Loan, 2.25%, Maturing March 2, 2014	397,566
1,739	Term Loan, 2.25%, Maturing March 2, 2014	1,729,280
<b>West Corp.</b>		
2,685	Term Loan, 2.64%, Maturing October 24, 2013	2,624,452
3,900	Term Loan, 4.14%, Maturing July 15, 2016	3,887,916
		<b>\$ 77,997,889</b>
Cable and Satellite Television 3.6%		
<b>Atlantic Broadband Finance, LLC</b>		
2,425	Term Loan, 6.75%, Maturing June 8, 2013	\$ 2,436,079
90	Term Loan, 2.55%, Maturing September 1, 2013	89,313
<b>Bragg Communications, Inc.</b>		
1,575	Term Loan, 2.75%, Maturing August 31, 2014	1,562,767
<b>Bresnan Broadband Holdings, LLC</b>		

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	1,708	Term Loan, 2.31%, Maturing March 29, 2014	1,688,538
	775	Term Loan - Second Lien, 4.76%, Maturing March 29, 2014	775,000
<b>Cequel Communications, LLC</b>			
	846	Term Loan, 2.29%, Maturing November 5, 2013	832,221
	1,951	Term Loan, 6.29%, Maturing May 5, 2014	1,975,979
	2,175	Term Loan - Second Lien, 4.75%, Maturing May 5, 2014	2,183,700
<b>Charter Communications Operating, Inc.</b>			
	14,686	Term Loan, 2.30%, Maturing March 6, 2014	13,961,811
<b>CSC Holdings, Inc.</b>			
	2,670	Term Loan, 2.00%, Maturing March 29, 2016	2,664,914
<b>CW Media Holdings, Inc.</b>			
	1,745	Term Loan, 3.29%, Maturing February 15, 2015	1,660,388
<b>DirectTV Holdings, LLC</b>			
	1,799	Term Loan, 1.77%, Maturing April 13, 2013	1,801,839
<b>Foxco Acquisition Sub., LLC</b>			
	982	Term Loan, 7.50%, Maturing July 2, 2015	978,090
<b>Insight Midwest Holdings, LLC</b>			
	4,742	Term Loan, 2.27%, Maturing April 6, 2014	4,643,334
<b>MCC Iowa, LLC</b>			
	2,372	Term Loan, 2.01%, Maturing January 31, 2015	2,287,045
<b>Mediacom Broadband, LLC</b>			
	1,850	Term Loan, Maturing October 20, 2017 <sup>(6)</sup>	1,851,387
<b>Mediacom Illinois, LLC</b>			
	4,681	Term Loan, 2.01%, Maturing January 31, 2015	4,502,035
<b>Mediacom, LLC</b>			
	1,025	Term Loan, 4.50%, Maturing October 20, 2017	1,025,961
<b>ProSiebenSat.1 Media AG</b>			
EUR	1,158	Term Loan, 3.34%, Maturing March 2, 2015	1,242,196
EUR	48	Term Loan, 2.54%, Maturing June 26, 2015	58,844
EUR	1,187	Term Loan, 2.54%, Maturing June 26, 2015	1,449,954
EUR	1,158	Term Loan, 3.59%, Maturing March 2, 2016	1,242,196
EUR	495	Term Loan, 7.96%, Maturing March 2, 2017	401,869

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EUR	452	Term Loan - Second Lien, 4.71%, Maturing September 2, 2016	442,463
<b>UPC Broadband Holding B.V.</b>			
	1,815	Term Loan, 2.18%, Maturing December 31, 2014	1,772,095
	985	Term Loan, 3.93%, Maturing December 31, 2016	974,207
EUR	4,531	Term Loan, 4.15%, Maturing December 31, 2016	5,759,332
EUR	3,269	Term Loan, 4.99%, Maturing December 31, 2017	4,198,653
<b>Virgin Media Investment Holding</b>			
GBP	1,000	Term Loan, Maturing June 30, 2015 <sup>(6)</sup>	1,517,381
GBP	1,000	Term Loan, 4.41%, Maturing December 31, 2015	1,520,078
<b>YPSO Holding SA</b>			
EUR	577	Term Loan, 4.16%, Maturing July 28, 2014 <sup>(2)</sup>	652,261
EUR	941	Term Loan, 4.16%, Maturing July 28, 2014 <sup>(2)</sup>	1,064,214
EUR	1,495	Term Loan, 4.16%, Maturing July 28, 2014 <sup>(2)</sup>	1,690,155
			<b>\$ 70,906,299</b>

Chemicals and Plastics 2.5%

**Arizona Chemical, Inc.**

	1,256	Term Loan, 2.25%, Maturing February 28, 2013	\$ 1,240,542
	1,000	Term Loan - Second Lien, 5.75%, Maturing February 28, 2014	977,500

**Brenntag Holding GmbH and Co. KG**

	1,965	Term Loan, 4.03%, Maturing December 23, 2013	1,969,781
	290	Term Loan, 4.07%, Maturing December 23, 2013	290,348
	1,300	Term Loan - Second Lien, 6.47%, Maturing December 23, 2015	1,304,550

**Celanese Holdings, LLC**

	5,893	Term Loan, 2.04%, Maturing April 2, 2014	5,785,608
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**Cognis GmbH**

EUR	266	Term Loan, 2.65%, Maturing September 15, 2013	347,459
EUR	1,084	Term Loan, 2.65%, Maturing September 15, 2013	1,417,389

**Columbian Chemicals Acquisition**

849	Term Loan, 6.31%, Maturing March 16, 2013	818,853
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**Hexion Specialty Chemicals, Inc.**

2,366	Term Loan, 4.00%, Maturing May 5, 2015	2,283,164
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393	Term Loan, 4.06%, Maturing May 5, 2015	379,702
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888	Term Loan, 4.06%, Maturing May 5, 2015	857,200
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**Huish Detergents, Inc.**

1,240	Term Loan, 2.03%, Maturing April 26, 2014	1,215,139
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**Huntsman International, LLC**

3,148	Term Loan, 2.06%, Maturing August 16, 2012	3,037,912
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See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Chemicals and Plastics (continued)		
<b>INEOS Group</b>		
EUR 215	Term Loan, 5.40%, Maturing December 14, 2011	\$ 285,735
EUR 1,216	Term Loan, 5.40%, Maturing December 14, 2011	1,616,406
EUR 215	Term Loan, 9.75%, Maturing December 14, 2011	285,735
EUR 1,216	Term Loan, 9.75%, Maturing December 14, 2011	1,616,269
	231 Term Loan, 9.50%, Maturing December 14, 2013	230,627
	231 Term Loan, 10.00%, Maturing December 14, 2014	230,627
EUR 500	Term Loan - Second Lien, 6.40%, Maturing December 14, 2012	661,398
<b>ISP Chemco, Inc.</b>		
1,930	Term Loan, 2.06%, Maturing June 4, 2014	1,883,681
<b>Kranton Polymers, LLC</b>		
2,106	Term Loan, 2.31%, Maturing May 12, 2013	2,031,833
<b>Lyondell Chemical Co.</b>		
850	Term Loan, 5.50%, Maturing March 14, 2016	854,092
<b>MacDermid, Inc.</b>		
EUR 838	Term Loan, 2.62%, Maturing April 12, 2014	1,020,959
<b>Millenium Inorganic Chemicals</b>		
466	Term Loan, 2.54%, Maturing April 30, 2014	439,959
1,375	Term Loan - Second Lien, 6.04%, Maturing October 31, 2014	1,286,770
<b>Momentive Performance Material</b>		
1,877	Term Loan, 2.56%, Maturing December 4, 2013	1,783,792

**Nalco Co.**

752	Term Loan, 2.06%, Maturing November 4, 2010	753,038
2,481	Term Loan, 6.50%, Maturing May 6, 2016	2,505,546

**Rockwood Specialties Group, Inc.**

3,569	Term Loan, 6.00%, Maturing May 15, 2014	3,599,982
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**Schoeller Arca Systems Holding**

EUR 289	Term Loan, 5.01%, Maturing November 16, 2015	254,000
EUR 824	Term Loan, 5.01%, Maturing November 16, 2015	724,202
EUR 887	Term Loan, 5.01%, Maturing November 16, 2015	779,312

**Solutia, Inc.**

3,025	Term Loan, 4.75%, Maturing March 12, 2017	3,049,893
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**\$ 47,819,003**

Clothing / Textiles 0.1%

**The William Carter Co.**

1,138	Term Loan, 1.78%, Maturing July 14, 2012	\$ 1,136,521
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**\$ 1,136,521**

Conglomerates 0.9%

**Blount, Inc.**

364	Term Loan, 5.50%, Maturing February 9, 2012	\$ 364,357
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**Doncasters (Dunde HoldCo 4 Ltd.)**

561	Term Loan, 4.27%, Maturing July 13, 2015	500,330
561	Term Loan, 4.77%, Maturing July 13, 2015	500,330
GBP 1,234	Term Loan - Second Lien, 6.56%, Maturing January 13, 2016	1,416,616

**Jarden Corp.**

488		486,553
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		Term Loan, 2.04%, Maturing January 24, 2012	
	884	Term Loan, 2.04%, Maturing January 24, 2012	881,455
<b>Manitowoc Company, Inc. (The)</b>			
	1,672	Term Loan, 7.50%, Maturing November 6, 2014	1,678,157
<b>Polymer Group, Inc.</b>			
	3,248	Term Loan, 7.00%, Maturing November 22, 2014	3,276,277
<b>RBS Global, Inc.</b>			
	411	Term Loan, 2.56%, Maturing July 19, 2013	397,182
	2,682	Term Loan, 2.81%, Maturing July 19, 2013	2,624,975
<b>RGIS Holdings, LLC</b>			
	101	Term Loan, 2.79%, Maturing April 30, 2014	95,610
	2,016	Term Loan, 2.79%, Maturing April 30, 2014	1,912,198
<b>US Investigations Services, Inc.</b>			
	2,584	Term Loan, 3.27%, Maturing February 21, 2015	2,415,651
<b>Vertrue, Inc.</b>			
	984	Term Loan, 3.30%, Maturing August 16, 2014	839,034
			<b>\$ 17,388,725</b>

Containers and Glass Products 1.6%

**Berry Plastics Corp.**

4,552 Term Loan, 2.26%, Maturing April 3, 2015 \$ 4,264,032

**Celanese, AG**

EUR 1,940 Term Loan, 2.38%, Maturing April 2, 2014 2,534,581

**Consolidated Container Co.**

2,000 Term Loan - Second Lien, 5.75%, Maturing September 28, 2014 1,805,000

**Crown Americas, Inc.**

672 Term Loan, 2.00%, Maturing November 15, 2012 665,560

**Graham Packaging Holdings Co.**

427 Term Loan, 2.50%, Maturing October 7, 2011 424,583  
4,033 4,072,571

		Term Loan, 6.75%, Maturing April 5, 2014	
<b>Graphic Packaging International, Inc.</b>			
	6,510	Term Loan, 2.30%, Maturing May 16, 2014	6,422,426
<b>JSG Acquisitions</b>			
EUR	797	Term Loan, 3.93%, Maturing December 31, 2014	1,058,253
EUR	788	Term Loan, 4.08%, Maturing December 31, 2014	1,047,353
<b>Kranson Industries, Inc.</b>			
	995	Term Loan, 2.62%, Maturing July 31, 2013	986,279
<b>Owens-Brockway Glass Container</b>			
	2,013	Term Loan, 1.90%, Maturing June 14, 2013	1,997,330

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount*</b>		<b>Borrower/Tranche Description</b>	<b>Value</b>
(000 s omitted)			
Containers and Glass Products (continued)			
<b>Smurfit Kappa Acquisitions</b>			
EUR	115	Term Loan, 4.02%, Maturing December 31, 2014	\$ 152,323
EUR	138	Term Loan, 4.20%, Maturing December 31, 2014	182,888
<b>Smurfit-Stone Container Corp.</b>			
	1,807	Revolving Loan, 2.90%, Maturing July 28, 2010	1,815,731
	601	Revolving Loan, 3.05%, Maturing July 28, 2010	603,667
	236	Term Loan, 2.50%, Maturing November 1, 2011	235,154
	414	Term Loan, 2.50%, Maturing November 1, 2011	411,611
	780	Term Loan, 2.50%, Maturing November 1, 2011	777,769
	364	Term Loan, 4.50%, Maturing November 1, 2011	361,688
<b>Tegrant Holding Corp.</b>			
	1,940	Term Loan, 3.55%, Maturing March 8, 2013	1,721,750
	500	Term Loan - Second Lien, 5.80%, Maturing March 8, 2015	355,000
			<b>\$ 31,895,549</b>

Cosmetics / Toiletries 0.5%

**Alliance Boots Holdings, Ltd.**

EUR	1,000	Term Loan, Maturing July 5, 2015 <sup>(6)</sup>	\$ 1,263,768
GBP	1,000	Term Loan, Maturing July 5, 2015 <sup>(6)</sup>	1,436,609

**American Safety Razor Co.**

2,000	Term Loan - Second Lien, 10.50%, Maturing July 31, 2014	1,183,334
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**Bausch & Lomb, Inc.**

537	Term Loan, 3.54%, Maturing April 30, 2015	526,684
2,214	Term Loan, 3.54%, Maturing April 30, 2015	2,171,699

**KIK Custom Products, Inc.**

1,900	Term Loan - Second Lien, 5.32%, Maturing November 30, 2014	1,254,000
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**Prestige Brands, Inc.**

1,075	Term Loan, 4.75%, Maturing March 17, 2016	1,085,750
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**\$ 8,921,844**

Drugs 0.1%

**Graceway Pharmaceuticals, LLC**

1,142	Term Loan, 3.02%, Maturing May 3, 2012	\$ 974,230
1,309	Term Loan, 8.52%, Maturing November 3, 2013 <sup>(2)</sup>	278,206
2,000	Term Loan - Second Lien, 6.77%, Maturing May 3, 2013	1,145,000

**Pharmaceutical Holdings Corp.**

225	Term Loan, 3.53%, Maturing January 30, 2012	221,274
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**Warner Chilcott Corp.**

87	Term Loan, 5.50%, Maturing October 30, 2014	86,788
40	Term Loan, 5.75%, Maturing April 30, 2015	39,959
66	Term Loan, 5.75%, Maturing April 30, 2015	66,540

**\$ 2,811,997**

Ecological Services and Equipment 0.5%

**Big Dumpster Merger Sub, Inc.**

806		\$ 644,402
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		Term Loan, 2.53%, Maturing February 5, 2013	
<b>Blue Waste B.V. (AVR Acquisition)</b>			
EUR	1,000	Term Loan, 2.66%, Maturing April 1, 2015	1,263,213
<b>Cory Environmental Holdings</b>			
GBP	500	Term Loan - Second Lien, 4.85%, Maturing September 30, 2014	592,895
<b>Environmental Systems Products Holdings, Inc.</b>			
	382	Term Loan - Second Lien, 13.50%, Maturing December 12, 2010	371,954
<b>IESI Corp.</b>			
	3,465	Term Loan, 2.02%, Maturing January 20, 2012	3,460,375
<b>Kemble Water Structure, Ltd.</b>			
GBP	500	Term Loan - Second Lien, 4.88%, Maturing October 13, 2013	687,567
<b>Sensus Metering Systems, Inc.</b>			
	697	Term Loan, 7.00%, Maturing June 3, 2013	697,439
<b>Synagro Technologies, Inc.</b>			
	500	Term Loan - Second Lien, 5.01%, Maturing October 2, 2014	407,083
<b>Wastequip, Inc.</b>			
	930	Term Loan, 2.53%, Maturing February 5, 2013	744,185
			<b>\$ 8,869,113</b>

Electronics / Electrical 1.9%

**Aspect Software, Inc.**

	1,409	Term Loan, 3.31%, Maturing July 11, 2011	\$ 1,403,565
	3,350	Term Loan - Second Lien, 7.31%, Maturing July 11, 2013	3,321,384

**Christie/Aix, Inc.**

	950	Term Loan, Maturing April 22, 2016 <sup>(6)</sup>	952,375
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**Freescale Semiconductor, Inc.**

	4,406	Term Loan, 4.50%, Maturing December 1, 2016	4,242,159
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**Infor Enterprise Solutions Holdings**

	4,000	Term Loan, 6.03%, Maturing December 1, 2013	3,884,895
	500	Term Loan, 5.77%, Maturing March 2, 2014	415,000
	262		245,053

	Term Loan, 5.03%, Maturing July 28, 2015	
2,087	Term Loan, 6.03%, Maturing July 28, 2015	2,024,293
550	Term Loan - Second Lien, 6.52%, Maturing March 2, 2014	446,875
950	Term Loan - Second Lien, 6.52%, Maturing March 2, 2014	790,875

See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Electronics / Electrical (continued)		
<b>Network Solutions, LLC</b>		
2,401	Term Loan, 2.55%, Maturing March 7, 2014	\$ 2,296,289
<b>Open Solutions, Inc.</b>		
2,377	Term Loan, 2.45%, Maturing January 23, 2014	2,148,151
<b>Sensata Technologies Finance Co.</b>		
5,769	Term Loan, 2.08%, Maturing April 27, 2013	5,579,828
<b>Spectrum Brands, Inc.</b>		
132	Term Loan, 8.00%, Maturing March 30, 2013	132,470
2,581	Term Loan, 8.00%, Maturing March 30, 2013	2,581,210
<b>SS&amp;C Technologies, Inc.</b>		
1,702	Term Loan, 2.29%, Maturing November 23, 2012	1,689,266
<b>VeriFone, Inc.</b>		
921	Term Loan, 3.03%, Maturing October 31, 2013	907,229
<b>Vertafore, Inc.</b>		
2,420	Term Loan, 5.50%, Maturing July 31, 2014	2,353,347
975	Term Loan - Second Lien, 6.25%, Maturing January 31, 2013	916,500
		<b>\$ 36,330,764</b>

Equipment Leasing 0.3%

**AWAS Capital, Inc.**

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291	Term Loan, 2.06%, Maturing March 22, 2013	\$ 274,947
2,073	Term Loan - Second Lien, 6.31%, Maturing March 22, 2013	1,736,272
<b>Hertz Corp.</b>		
3,734	Term Loan, 2.01%, Maturing December 21, 2012	3,693,810
689	Term Loan, 2.02%, Maturing December 21, 2012	681,426
		<b>\$ 6,386,455</b>

Farming / Agriculture 0.2%

**CF Industries, Inc.**

2,950	Term Loan, 5.75%, Maturing April 16, 2015	\$ 2,972,863
		<b>\$ 2,972,863</b>

Financial Intermediaries 0.7%

**Citco III, Ltd.**

2,575	Term Loan, 4.43%, Maturing June 30, 2014	\$ 2,497,297
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**E.A. Viner International Co.**

384	Term Loan, 4.80%, Maturing July 31, 2013	368,678
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**Grosvenor Capital Management**

635	Term Loan, 2.25%, Maturing December 5, 2013	584,191
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**Jupiter Asset Management Group**

GBP 575	Term Loan, 2.71%, Maturing June 30, 2015	840,641
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**Lender Processing Services, Inc.**

987	Term Loan, 2.77%, Maturing July 2, 2014	991,552
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**LPL Holdings, Inc.**

4,980	Term Loan, 2.04%, Maturing December 18, 2014	4,858,856
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**Nuveen Investments, Inc.**

1,495	Term Loan, 3.32%, Maturing November 2, 2014	1,371,182
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**RJO Holdings Corp. (RJO Brien)**

2,084	Term Loan, 5.26%, Maturing July 31, 2014 <sup>(2)</sup>	1,410,374
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**\$ 12,922,771**

Food Products 1.1%

**Acosta, Inc.**

2,912	Term Loan, 2.53%, Maturing July 28, 2013	\$ 2,877,593
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**American Seafoods Group, LLC**

805	Term Loan, 4.02%, Maturing September 30, 2011	732,509
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**Dean Foods Co.**

5,772	Term Loan, 1.68%, Maturing April 2, 2014	5,659,666
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**Mafco Worldwide Corp.**

603	Term Loan, 2.26%, Maturing December 8, 2011	581,934
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**Michael Foods, Inc.**

1,192	Term Loan, 6.50%, Maturing April 30, 2014	1,202,039
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**Pinnacle Foods Finance, LLC**

7,111	Term Loan, 3.00%, Maturing April 2, 2014	6,940,008
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**Provimi Group SA**

188	Term Loan, 2.52%, Maturing June 28, 2015	180,490
231	Term Loan, 2.52%, Maturing June 28, 2015	222,115
EUR 243	Term Loan, 2.66%, Maturing June 28, 2015	310,828
EUR 402	Term Loan, 2.66%, Maturing June 28, 2015	514,075
EUR 419	Term Loan, 2.66%, Maturing June 28, 2015	535,673
EUR 540	Term Loan, 2.66%, Maturing June 28, 2015	690,773
EUR 24	Term Loan - Second Lien, 4.66%, Maturing June 28, 2015	27,690
148	Term Loan - Second Lien, 4.52%, Maturing December 28, 2016	127,484
EUR 331	Term Loan - Second Lien, 4.66%, Maturing December 28, 2016	379,233

\$ 20,982,110

Food Service 1.1%

**AFC Enterprises, Inc.**

437	Term Loan, 7.00%, Maturing May 11, 2011	\$ 441,437
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**Aramark Corp.**

2,077	Term Loan, 2.17%, Maturing January 27, 2014	2,044,429
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137	Term Loan, 2.17%, Maturing January 27, 2014	134,834
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GBP 968	Term Loan, 2.77%, Maturing January 27, 2014	1,421,111
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3,742	Term Loan, 3.54%, Maturing July 26, 2016	3,725,586
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246	Term Loan, 3.54%, Maturing July 26, 2016	245,013
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See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Food Service (continued)		
<b>Buffets, Inc.</b>		
138	Term Loan, 7.50%, Maturing November 1, 2013	\$ 134,179
1,575	Term Loan, Maturing April 21, 2015 <sup>(6)</sup>	1,556,790
10	Term Loan, 7.39%, Maturing April 22, 2015	10,116
<b>Burger King Corp.</b>		
1,692	Term Loan, 1.81%, Maturing June 30, 2012	1,693,169
<b>CBRL Group, Inc.</b>		
1,264	Term Loan, 1.75%, Maturing April 27, 2013	1,256,935
764	Term Loan, 2.75%, Maturing April 27, 2016	763,805
<b>Denny s, Inc.</b>		
133	Term Loan, 2.24%, Maturing March 31, 2012	131,506
331	Term Loan, 2.29%, Maturing March 31, 2012	328,766
<b>JRD Holdings, Inc.</b>		
1,823	Term Loan, 2.51%, Maturing June 26, 2014	1,786,986
<b>Maine Beverage Co., LLC</b>		
389	Term Loan, 2.04%, Maturing June 30, 2010	367,664
<b>NPC International, Inc.</b>		
405	Term Loan, 2.05%, Maturing May 3, 2013	393,851
<b>OSI Restaurant Partners, LLC</b>		
156	Term Loan, 2.54%, Maturing May 9, 2013	141,427
1,666	Term Loan, 2.63%, Maturing May 9, 2014	1,513,267
<b>QCE Finance, LLC</b>		
905		833,193

		Term Loan, 5.06%, Maturing May 5, 2013	
	2,225	Term Loan - Second Lien, 6.04%, Maturing November 5, 2013	1,655,400
<b>Sagittarius Restaurants, LLC</b>			
	436	Term Loan, 9.50%, Maturing March 29, 2013	436,870
<b>Selecta</b>			
EUR	741	Term Loan - Second Lien, 4.99%, Maturing December 28, 2015	720,460
			<b>\$ 21,736,794</b>

Food / Drug Retailers 0.9%

**General Nutrition Centers, Inc.**

	3,158	Term Loan, 2.54%, Maturing September 16, 2013	\$ 3,075,768
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**Pantry, Inc. (The)**

	320	Term Loan, 2.03%, Maturing May 15, 2014	308,488
	1,112	Term Loan, 2.03%, Maturing May 15, 2014	1,071,445

**Rite Aid Corp.**

	5,402	Term Loan, 2.01%, Maturing June 1, 2014	5,013,580
	2,221	Term Loan, 6.00%, Maturing June 4, 2014	2,198,195
	1,000	Term Loan, 9.50%, Maturing June 4, 2014	1,045,833

**Roundy's Supermarkets, Inc.**

	3,712	Term Loan, 6.25%, Maturing November 3, 2013	3,746,735
	1,000	Term Loan - Second Lien, Maturing April 14, 2016 <sup>(6)</sup>	1,018,750

**\$ 17,478,794**

Forest Products 0.3%

**Georgia-Pacific Corp.**

	5,035	Term Loan, 2.27%, Maturing December 20, 2012	\$ 5,013,267
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	1,304	Term Loan, 3.53%, Maturing December 23, 2014	1,308,997
			<b>\$ 6,322,264</b>
Health Care 4.4%			
<b>American Medical Systems</b>			
	429	Term Loan, 2.50%, Maturing July 20, 2012	\$ 422,530
<b>AMR Holdco, Inc.</b>			
	2,000	Term Loan, 3.25%, Maturing April 8, 2015	2,010,626
<b>Aveta, Inc.</b>			
	1,575	Term Loan, 7.50%, Maturing April 14, 2015	1,551,375
<b>Biomet, Inc.</b>			
	3,900	Term Loan, 3.28%, Maturing December 26, 2014	3,852,334
EUR	1,731	Term Loan, 3.50%, Maturing December 26, 2014	2,260,623
<b>Bright Horizons Family Solutions, Inc.</b>			
	245	Term Loan, 7.50%, Maturing May 15, 2015	246,550
<b>Cardinal Health 409, Inc.</b>			
	1,114	Term Loan, 2.51%, Maturing April 10, 2014	1,062,895
<b>Carestream Health, Inc.</b>			
	3,695	Term Loan, 2.27%, Maturing April 30, 2013	3,603,758
	1,000	Term Loan - Second Lien, 5.52%, Maturing October 30, 2013	949,167
<b>Carl Zeiss Vision Holding GmbH</b>			
	1,300	Term Loan, 2.77%, Maturing March 23, 2015	1,095,250
<b>Catalent Pharma Solutions</b>			
EUR	1,945	Term Loan, 2.65%, Maturing April 10, 2014	2,401,919
<b>Community Health Systems, Inc.</b>			
	493	Term Loan, 2.50%, Maturing July 25, 2014	480,177
	9,629	Term Loan, 2.50%, Maturing July 25, 2014	9,373,441
<b>Concentra, Inc.</b>			
	1,955	Term Loan - Second Lien, 5.80%, Maturing June 25, 2015	1,802,171
<b>ConMed Corp.</b>			

591	Term Loan, 1.78%, Maturing April 13, 2013	561,054
<b>CRC Health Corp.</b>		
567	Term Loan, 2.54%, Maturing February 6, 2013	541,974
617	Term Loan, 2.54%, Maturing February 6, 2013	590,089

See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Health Care (continued)		
<b>Dako EQT Project Delphi</b>		
750	Term Loan - Second Lien, 4.04%, Maturing December 12, 2016	\$ 543,750
<b>DaVita, Inc.</b>		
5,425	Term Loan, 1.77%, Maturing October 5, 2012	5,375,203
<b>DJO Finance, LLC</b>		
925	Term Loan, 3.27%, Maturing May 15, 2014	901,864
<b>Fenwal, Inc.</b>		
145	Term Loan, 2.50%, Maturing February 28, 2014	128,675
846	Term Loan, 2.50%, Maturing February 28, 2014	750,763
750	Term Loan - Second Lien, 5.50%, Maturing August 28, 2014	652,500
<b>Fresenius Medical Care Holdings</b>		
3,472	Term Loan, 1.66%, Maturing March 31, 2013	3,426,125
<b>Fresenius SE</b>		
364	Term Loan, 4.50%, Maturing September 10, 2014	367,985
636	Term Loan, 4.50%, Maturing September 10, 2014	644,203
<b>Hanger Orthopedic Group, Inc.</b>		
1,521	Term Loan, 2.27%, Maturing May 30, 2013	1,502,508
<b>HCA, Inc.</b>		
1,652	Term Loan, 2.54%, Maturing November 18, 2013	1,583,893
4,961	Term Loan, 3.54%, Maturing March 31, 2017	4,940,416
<b>Health Management Association, Inc.</b>		
5,618	Term Loan, 2.04%, Maturing February 28, 2014	5,450,674

**HealthSouth Corp.**

984	Term Loan, 2.51%, Maturing March 10, 2013	968,377
810	Term Loan, 4.01%, Maturing September 10, 2015	810,341

**Iasis Healthcare, LLC**

113	Term Loan, 2.25%, Maturing March 14, 2014	109,915
416	Term Loan, 2.27%, Maturing March 14, 2014	404,966
1,202	Term Loan, 2.27%, Maturing March 14, 2014	1,170,123

**Ikaria Acquisition, Inc.**

689	Term Loan, 2.52%, Maturing March 28, 2013	681,667
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**IM U.S. Holdings, LLC**

900	Term Loan - Second Lien, 4.50%, Maturing June 26, 2015	896,250
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**inVentiv Health, Inc.**

1,106	Term Loan, 2.05%, Maturing July 6, 2014	1,052,131
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**Lifepoint Hospitals, Inc.**

2,901	Term Loan, 3.01%, Maturing April 15, 2015	2,893,179
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**MultiPlan Merger Corp.**

600	Term Loan, 3.56%, Maturing April 12, 2013	591,219
1,099	Term Loan, 3.56%, Maturing April 12, 2013	1,082,163
925	Term Loan, 6.00%, Maturing June 30, 2013	927,602

**Mylan, Inc.**

744	Term Loan, 3.56%, Maturing October 2, 2014	744,256
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**National Mentor Holdings, Inc.**

81	Term Loan, 2.30%, Maturing June 29, 2013	74,975
1,317	Term Loan, 2.30%, Maturing June 29, 2013	1,216,464

**National Renal Institutes, Inc.**

1,728	Term Loan, 9.00%, Maturing March 31, 2013 <sup>(2)</sup>	1,697,936
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**Nyco Holdings**

EUR	912	Term Loan, 2.89%, Maturing December 29, 2014	1,147,836
EUR	912	Term Loan, 3.64%, Maturing December 29, 2015	1,147,836

**Physiotherapy Associates, Inc.**

1,047	Term Loan, 7.50%, Maturing June 27, 2013	839,350
500		262,500

		Term Loan - Second Lien, 12.00%, Maturing June 27, 2014	
<b>RadNet Management, Inc.</b>			
	1,375	Term Loan, 5.75%, Maturing April 6, 2016	1,376,433
<b>ReAble Therapeutics Finance, LLC</b>			
	1,108	Term Loan, 2.30%, Maturing November 16, 2013	1,088,689
<b>Renal Advantage, Inc.</b>			
	1	Term Loan, 2.76%, Maturing October 5, 2012	891
<b>Select Medical Holdings Corp.</b>			
	1,206	Term Loan, 4.00%, Maturing August 5, 2014	1,186,558
	1,505	Term Loan, 4.00%, Maturing August 5, 2014	1,480,706
<b>Sunrise Medical Holdings, Inc.</b>			
EUR	906	Term Loan, 8.00%, Maturing May 13, 2014	1,206,552
<b>VWR International, Inc.</b>			
	2,279	Term Loan, 2.77%, Maturing June 28, 2013	2,177,483
			<b>\$ 86,310,890</b>

Home Furnishings 0.5%

**Hunter Fan Co.**

	609	Term Loan, 2.76%, Maturing April 16, 2014	\$ 555,135
	500	Term Loan - Second Lien, 7.00%, Maturing April 16, 2014	311,250

**Interline Brands, Inc.**

	334	Term Loan, 2.01%, Maturing June 23, 2013	315,240
	1,225	Term Loan, 2.04%, Maturing June 23, 2013	1,158,028

**National Bedding Co., LLC**

	3,297	Term Loan, 2.31%, Maturing August 31, 2011	3,212,908
	2,550	Term Loan - Second Lien, 5.31%, Maturing August 31, 2012	2,371,500

**Oreck Corp.**

	527	Term Loan, 3.80%, Maturing March 19, 2016 <sup>(5)</sup>	527,210
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**Sanitec Europe OY**

EUR	387		411,728
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Term Loan, 2.50%, Maturing June 25,  
2016

\$ 8,862,999

Industrial Equipment 1.4%

**Brand Energy and Infrastructure Services, Inc.**

917	Term Loan, 2.56%, Maturing February 7, 2014	\$	889,529
991	Term Loan, 3.56%, Maturing February 7, 2014		969,425

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount*</b> (000 \$ omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Industrial Equipment (continued)		
<b>Bucyrus International, Inc.</b>		
155	Term Loan, 4.50%, Maturing February 19, 2016	\$ 156,245
<b>CEVA Group PLC U.S.</b>		
410	Term Loan, 3.26%, Maturing January 4, 2014	372,659
EUR 299	Term Loan, 3.40%, Maturing January 4, 2014	361,875
EUR 507	Term Loan, 3.40%, Maturing January 4, 2014	614,505
EUR 623	Term Loan, 3.40%, Maturing January 4, 2014	755,231
EUR 1,597	Term Loan, 3.58%, Maturing January 4, 2014	1,935,399
<b>EPD Holdings, (Goodyear Engineering Products)</b>		
299	Term Loan, 2.76%, Maturing July 13, 2014	268,635
2,088	Term Loan, 2.76%, Maturing July 13, 2014	1,875,633
2,100	Term Loan - Second Lien, 6.01%, Maturing July 13, 2015	1,776,249
<b>Flowserve Corp.</b>		
2,261	Term Loan, 1.81%, Maturing August 10, 2012	2,257,045
<b>Generac Acquisition Corp.</b>		
2,129	Term Loan, 2.79%, Maturing November 7, 2013	2,013,610
<b>Gleason Corp.</b>		
1,024	Term Loan, 2.02%, Maturing June 30, 2013	1,008,303
<b>Itron, Inc.</b>		
EUR 276	Term Loan, 4.14%, Maturing April 18, 2014	362,180
<b>Jason, Inc.</b>		
571		428,427

	Term Loan, 7.00%, Maturing July 30, 2010	
<b>John Maneely Co.</b>		
4,237	Term Loan, 3.55%, Maturing December 8, 2013	4,084,303
<b>KION Group GmbH</b>		
252	Term Loan, 2.52%, Maturing December 23, 2014 <sup>(2)</sup>	208,546
252	Term Loan, 2.77%, Maturing December 23, 2015 <sup>(2)</sup>	208,546
<b>Polypore, Inc.</b>		
4,134	Term Loan, 2.53%, Maturing July 3, 2014	4,041,298
<b>Sequa Corp.</b>		
1,192	Term Loan, 3.55%, Maturing December 3, 2014	1,110,875
<b>TFS Acquisition Corp.</b>		
1,900	Term Loan, 14.00%, Maturing August 11, 2013 <sup>(2)</sup>	1,848,062
		<b>\$ 27,546,580</b>
Insurance	0.8%	
<b>Alliant Holdings I, Inc.</b>		
2,812	Term Loan, 3.29%, Maturing August 21, 2014	\$ 2,696,402
<b>AmWINS Group, Inc.</b>		
500	Term Loan - Second Lien, 5.78%, Maturing June 8, 2014	412,500
<b>Applied Systems, Inc.</b>		
872	Term Loan, 2.77%, Maturing September 26, 2013	837,554
<b>CCC Information Services Group, Inc.</b>		
1,096	Term Loan, 2.53%, Maturing February 10, 2013	1,077,129
<b>Conseco, Inc.</b>		
3,540	Term Loan, 7.50%, Maturing October 10, 2013	3,455,789
<b>Crawford &amp; Company</b>		
1,535	Term Loan, 5.25%, Maturing October 31, 2013	1,529,522
<b>Crump Group, Inc.</b>		
1,071	Term Loan, 3.28%, Maturing August 4, 2014	1,013,923
<b>Hub International Holdings, Inc.</b>		
214		203,273

	Term Loan, 2.79%, Maturing June 13, 2014	
953	Term Loan, 2.79%, Maturing June 13, 2014	904,330
<b>U.S.I. Holdings Corp.</b>		
2,657	Term Loan, 3.05%, Maturing May 4, 2014	2,480,747
995	Term Loan, 7.00%, Maturing May 4, 2014	974,105
		<b>\$ 15,585,274</b>
Leisure Goods / Activities / Movies 1.9%		
<b>24 Hour Fitness Worldwide, Inc.</b>		
1,000	Term Loan, Maturing December 30, 2015 <sup>(6)</sup>	\$ 980,000
<b>AMC Entertainment, Inc.</b>		
1,690	Term Loan, 2.01%, Maturing January 26, 2013	1,652,960
<b>AMF Bowling Worldwide, Inc.</b>		
2,300	Term Loan - Second Lien, 6.50%, Maturing December 8, 2013	1,851,500
<b>Bombardier Recreational Products</b>		
2,867	Term Loan, 3.25%, Maturing June 28, 2013	2,545,737
<b>Butterfly Wendel US, Inc.</b>		
596	Term Loan, 4.00%, Maturing June 22, 2013	543,147
596	Term Loan, 3.75%, Maturing June 22, 2014	543,322
<b>Cedar Fair, L.P.</b>		
75	Term Loan, 2.27%, Maturing August 31, 2011	74,819
486	Term Loan, 2.27%, Maturing August 30, 2012	483,382
2,115	Term Loan, 4.27%, Maturing February 17, 2014	2,114,982
375	Term Loan, 4.29%, Maturing February 17, 2014	372,502
<b>CFV I, LLC/Hicks Sports Group</b>		
113	Term Loan, 9.33%, Maturing July 1, 2010 <sup>(2)(3)</sup>	115,832
<b>Cinemark, Inc.</b>		
3,708	Term Loan, 3.54%, Maturing April 29, 2016	3,712,684
<b>Dave &amp; Buster s, Inc.</b>		

383	Term Loan, 2.58%, Maturing March 8, 2013	379,631
960	Term Loan, 2.58%, Maturing March 8, 2013	952,800
<b>Deluxe Entertainment Services</b>		
41	Term Loan, 2.54%, Maturing January 28, 2011	38,031
70	Term Loan, 6.25%, Maturing January 28, 2011	64,119
654	Term Loan, 6.25%, Maturing January 28, 2011	601,432
500	Term Loan - Second Lien, 11.00%, Maturing November 11, 2013	460,000
<b>Metro-Goldwyn-Mayer Holdings, Inc.</b>		
4,000	Term Loan, 0.00%, Maturing April 8, 2012 <sup>(7)</sup>	1,857,665

See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Leisure Goods / Activities / Movies (continued)		
<b>National CineMedia, LLC</b>		
3,075	Term Loan, 2.01%, Maturing February 13, 2015	\$ 3,005,044
<b>Regal Cinemas Corp.</b>		
4,716	Term Loan, 3.79%, Maturing November 10, 2010	4,725,930
<b>Revolution Studios Distribution Co., LLC</b>		
1,633	Term Loan, 4.03%, Maturing December 21, 2014	1,502,347
2,050	Term Loan - Second Lien, 7.28%, Maturing June 21, 2015	1,435,000
<b>Six Flags Theme Parks, Inc.</b>		
3,025	Term Loan, Maturing February 17, 2016 <sup>(6)</sup>	2,994,750
<b>Southwest Sports Group, LLC</b>		
2,450	Term Loan, 6.75%, Maturing December 22, 2010	2,211,125
<b>Universal City Development Partners, Ltd.</b>		
1,299	Term Loan, 5.50%, Maturing November 6, 2014	1,308,172
<b>Zuffa, LLC</b>		
1,481	Term Loan, 2.31%, Maturing June 20, 2016	1,436,073
		<b>\$ 37,962,986</b>

Lodging and Casinos 1.5%

**Gala Electric Casinos, Ltd.**

GBP 959	Term Loan, 3.68%, Maturing December 12, 2013	\$ 1,387,602
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GBP	959	Term Loan, 4.17%, Maturing December 12, 2014	1,387,602
<b>Harrah s Operating Co., Inc.</b>			
	1,500	Term Loan, 3.32%, Maturing February 3, 2014	1,322,109
	792	Term Loan, 3.32%, Maturing January 28, 2015	696,230
	2,130	Term Loan, 3.32%, Maturing January 28, 2015	1,878,628
<b>Herbst Gaming, Inc.</b>			
	1,945	Term Loan, 0.00%, Maturing December 2, 2011 <sup>(7)</sup>	1,231,107
<b>Isle of Capri Casinos, Inc.</b>			
	949	Term Loan, 5.00%, Maturing November 30, 2013	929,545
	1,221	Term Loan, 5.00%, Maturing November 30, 2013	1,195,861
	3,053	Term Loan, 5.00%, Maturing November 30, 2013	2,989,654
<b>LodgeNet Entertainment Corp.</b>			
	867	Term Loan, 2.30%, Maturing April 4, 2014	832,650
<b>New World Gaming Partners, Ltd.</b>			
	1,433	Term Loan, 2.80%, Maturing June 30, 2014	1,385,052
	290	Term Loan, 4.79%, Maturing June 30, 2014	280,535
<b>Penn National Gaming, Inc.</b>			
	6,711	Term Loan, 2.02%, Maturing October 3, 2012	6,653,661
<b>Tropicana Entertainment, Inc.</b>			
	88	Term Loan, 15.00%, Maturing December 29, 2012	98,479
<b>Venetian Casino Resort/Las Vegas Sands, Inc.</b>			
	1,115	Term Loan, 2.05%, Maturing May 14, 2014	1,056,498
	4,091	Term Loan, 2.05%, Maturing May 23, 2014	3,874,648
<b>VML US Finance, LLC</b>			
	1,913	Term Loan, 4.80%, Maturing May 25, 2013	1,886,944
			<b>\$ 29,086,805</b>

Nonferrous Metals / Minerals 0.6%

**Compass Minerals Group, Inc.**

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2,707	Term Loan, 1.79%, Maturing December 22, 2012	\$ 2,693,494
<b>Euramax International, Inc.</b>		
369	Term Loan, 10.00%, Maturing June 29, 2013	325,484
378	Term Loan, 14.00%, Maturing June 29, 2013 <sup>(2)</sup>	333,419
<b>Noranda Aluminum Acquisition</b>		
1,419	Term Loan, 2.27%, Maturing May 18, 2014	1,397,690
<b>Novelis, Inc.</b>		
583	Term Loan, 2.28%, Maturing June 28, 2014	566,170
1,284	Term Loan, 2.29%, Maturing June 28, 2014	1,245,635
<b>Oxbow Carbon and Mineral Holdings</b>		
1,598	Term Loan, 2.29%, Maturing May 8, 2014	1,569,659
<b>Tube City IMS Corp.</b>		
324	Term Loan, 1.84%, Maturing January 25, 2014	302,433
2,595	Term Loan, 2.52%, Maturing January 25, 2014	2,420,216
		<b>\$ 10,854,200</b>
Oil and Gas	0.6%	
<b>Atlas Pipeline Partners, L.P.</b>		
1,575	Term Loan, 6.75%, Maturing July 27, 2014	\$ 1,574,192
<b>Big West Oil, LLC</b>		
456	Term Loan, 4.50%, Maturing May 1, 2014	453,611
573	Term Loan, 4.50%, Maturing May 1, 2014	570,254
<b>Citgo Petroleum Corp.</b>		
2,867	Term Loan, 5.25%, Maturing November 15, 2012	2,857,988
<b>Dresser, Inc.</b>		
825	Term Loan, 2.50%, Maturing May 4, 2014	804,750
2,250	Term Loan - Second Lien, 6.00%, Maturing May 4, 2015	2,189,250
<b>Enterprise GP Holdings, L.P.</b>		
1,519	Term Loan, 2.53%, Maturing October 31, 2014	1,510,456

**Sheridan Production Partners I, LLC**

137	Term Loan, 7.75%, Maturing April 20, 2017	136,714
224	Term Loan, 7.75%, Maturing April 20, 2017	223,825
1,689	Term Loan, 7.75%, Maturing April 20, 2017	1,689,141

**Volnay Acquisition Co.**

517	Term Loan, 3.45%, Maturing January 12, 2014	513,295
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**\$ 12,523,476**

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Publishing	2.4%	
<b>American Media Operations, Inc.</b>		
4,196	Term Loan, 10.00%, Maturing January 31, 2013 <sup>(2)</sup>	\$ 4,074,965
<b>Aster Zweite Beteiligungs GmbH</b>		
1,075	Term Loan, 2.59%, Maturing September 27, 2013	1,007,813
EUR 472	Term Loan, 2.91%, Maturing September 27, 2013	595,871
<b>GateHouse Media Operating, Inc.</b>		
2,949	Term Loan, 2.26%, Maturing August 28, 2014	1,459,563
4,186	Term Loan, 2.28%, Maturing August 28, 2014	2,072,244
973	Term Loan, 2.51%, Maturing August 28, 2014	481,610
<b>Getty Images, Inc.</b>		
2,580	Term Loan, 6.25%, Maturing July 2, 2015	2,589,623
<b>Hanley-Wood, LLC</b>		
977	Term Loan, 2.53%, Maturing March 8, 2014	515,631
<b>Laureate Education, Inc.</b>		
478	Term Loan, 3.57%, Maturing August 17, 2014	447,194
3,190	Term Loan, 3.57%, Maturing August 17, 2014	2,987,626
<b>Local Insight Regatta Holdings, Inc.</b>		
464	Term Loan, 7.75%, Maturing April 23, 2015	410,650
<b>MediaNews Group, Inc.</b>		
236	Term Loan, 8.50%, Maturing March 19, 2014	222,888
<b>Mediannuaire Holding</b>		
EUR 936	Term Loan, 2.90%, Maturing October 10, 2014	994,459

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EUR	935	Term Loan, 3.40%, Maturing October 10, 2015	994,184
<b>Merrill Communications, LLC</b>			
	1,382	Term Loan, 8.50%, Maturing December 24, 2012	1,290,375
	1,012	Term Loan - Second Lien, 14.75%, Maturing November 15, 2013	859,786
<b>Nelson Education, Ltd.</b>			
	658	Term Loan, 2.79%, Maturing July 5, 2014	612,056
<b>Nielsen Finance, LLC</b>			
	8,235	Term Loan, 2.25%, Maturing August 9, 2013	8,045,617
<b>PagesJaunes Group, SA</b>			
EUR	1,500	Term Loan, 4.90%, Maturing April 10, 2016	1,442,959
<b>Penton Media, Inc.</b>			
	971	Term Loan, 5.00%, Maturing August 1, 2014 <sup>(2)</sup>	731,901
<b>Philadelphia Newspapers, LLC</b>			
	1,039	Term Loan, 0.00%, Maturing June 29, 2013 <sup>(7)</sup>	293,380
<b>SGS International, Inc.</b>			
	709	Term Loan, 2.88%, Maturing December 30, 2011	685,609
<b>Source Interlink Companies, Inc.</b>			
	1,136	Term Loan, 10.75%, Maturing June 18, 2013	1,142,045
	643	Term Loan, 15.00%, Maturing June 18, 2013 <sup>(2)</sup>	321,399
<b>Source Media, Inc.</b>			
	2,268	Term Loan, 5.30%, Maturing November 8, 2011	2,222,964
<b>Star Tribune Co. (The)</b>			
	38	Term Loan, 8.00%, Maturing September 28, 2014 <sup>(5)</sup>	30,643
	25	Term Loan, 8.00%, Maturing September 29, 2014 <sup>(5)</sup>	17,869
<b>TL Acquisitions, Inc.</b>			
	3,193	Term Loan, 2.79%, Maturing July 5, 2014	2,863,470
<b>Tribune Co.</b>			
	4,027	Term Loan, 0.00%, Maturing May 17, 2014 <sup>(7)</sup>	2,677,847
<b>Xsys, Inc.</b>			
	1,194	Term Loan, 2.59%, Maturing September 27, 2013	1,119,779
EUR	528	Term Loan, 2.91%, Maturing September 27, 2013	665,678
	1,277	Term Loan, 2.59%, Maturing September 27, 2014	1,197,285

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EUR	1,500	Term Loan - Second Lien, 4.91%, Maturing September 27, 2015	1,821,174
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**\$ 46,896,157**

Radio and Television 1.6%

**Block Communications, Inc.**

2,011	Term Loan, 2.29%, Maturing December 22, 2011	\$ 1,902,672
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**CMP KC, LLC**

956	Term Loan, 6.25%, Maturing May 5, 2013 <sup>(5)</sup>	274,426
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**CMP Susquehanna Corp.**

954	Revolving Loan, 2.49%, Maturing May 5, 2011 <sup>(3)</sup>	779,640
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3,029	Term Loan, 2.31%, Maturing May 5, 2013	2,588,660
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**Discovery Communications, Inc.**

3,379	Term Loan, 2.29%, Maturing May 14, 2014	3,382,077
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**Emmis Operating Co.**

1,008	Term Loan, 4.29%, Maturing November 2, 2013	929,665
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**Entravision Communications Corp.**

1,545	Term Loan, 5.55%, Maturing September 29, 2013	1,544,295
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**Gray Television, Inc.**

791	Term Loan, 3.80%, Maturing January 19, 2015	777,846
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**HIT Entertainment, Inc.**

1,836	Term Loan, 5.50%, Maturing March 20, 2012	1,754,201
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**Mission Broadcasting, Inc.**

663	Term Loan, 5.00%, Maturing September 30, 2016	666,315
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**NEP II, Inc.**

935	Term Loan, 2.35%, Maturing February 16, 2014	909,378
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**Nexstar Broadcasting, Inc.**

1,037	Term Loan, 5.00%, Maturing September 30, 2016	1,042,185
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**Raycom TV Broadcasting, LLC**

1,891	Term Loan, 1.81%, Maturing June 25, 2014	1,758,165
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**SFX Entertainment**

1,130		1,121,037
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Term Loan, 3.53%, Maturing June 21,  
2013

**Univision Communications, Inc.**

9,650 Term Loan, 2.54%, Maturing  
September 29, 2014

8,815,275

See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount*</b> (000's omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Radio and Television (continued)		
<b>Weather Channel</b>		
1,304	Term Loan, 5.00%, Maturing September 14, 2015	\$ 1,318,377
<b>Young Broadcasting, Inc.</b>		
2,429	Term Loan, 0.00%, Maturing November 3, 2012 <sup>(7)</sup>	2,325,742
		<b>\$ 31,889,956</b>
Rail Industries 0.2%		
<b>Kansas City Southern Railway Co.</b>		
3,272	Term Loan, 2.05%, Maturing April 26, 2013	\$ 3,235,684
		<b>\$ 3,235,684</b>
Retailers (Except Food and Drug) 0.9%		
<b>American Achievement Corp.</b>		
399	Term Loan, 6.26%, Maturing March 25, 2011	\$ 379,492
<b>Amscan Holdings, Inc.</b>		
660	Term Loan, 2.53%, Maturing May 25, 2013	635,096
<b>Cumberland Farms, Inc.</b>		
1,996		1,845,970

		Term Loan, 2.78%, Maturing September 29, 2013	
<b>Educate, Inc.</b>			
	500	Term Loan - Second Lien, 5.55%, Maturing June 14, 2014	441,875
<b>Harbor Freight Tools USA, Inc.</b>			
	1,018	Term Loan, 5.00%, Maturing February 24, 2016	1,021,511
<b>Josten's Corp.</b>			
	1,991	Term Loan, 2.25%, Maturing October 4, 2011	1,980,135
<b>Mapco Express, Inc.</b>			
	845	Term Loan, 6.50%, Maturing April 28, 2011	823,470
<b>Neiman Marcus Group, Inc.</b>			
	1,517	Term Loan, 2.25%, Maturing April 5, 2013	1,457,272
<b>Orbitz Worldwide, Inc.</b>			
	1,849	Term Loan, 3.28%, Maturing July 25, 2014	1,794,420
<b>Oriental Trading Co., Inc.</b>			
	1,900	Term Loan - Second Lien, 6.26%, Maturing January 31, 2013	503,500
<b>Rent-A-Center, Inc.</b>			
	56	Term Loan, 2.01%, Maturing November 15, 2012	54,695
	999	Term Loan, 3.26%, Maturing May 31, 2015	996,092
<b>Savers, Inc.</b>			
	1,375	Term Loan, 5.75%, Maturing March 11, 2016	1,383,594
<b>Vivarte</b>			
EUR	32	Term Loan, 2.40%, Maturing May 29, 2015	38,429
EUR	126	Term Loan, 2.40%, Maturing May 29, 2015	149,447
EUR	807	Term Loan, 2.40%, Maturing May 29, 2015	959,876
EUR	32	Term Loan, 2.90%, Maturing May 29, 2016	38,429
EUR	126	Term Loan, 2.90%, Maturing May 29, 2016	149,447
EUR	807	Term Loan, 2.90%, Maturing May 29, 2016	959,876
<b>Yankee Candle Company, Inc. (The)</b>			
	2,701	Term Loan, 2.28%, Maturing February 6, 2014	2,656,486

**\$ 18,269,112**

Steel 0.1%

**Niagara Corp.**

2,027	Term Loan, 10.50%, Maturing June 27, 2014 <sup>(5)</sup>	\$ 2,026,812
		<b>\$ 2,026,812</b>

Surface Transport 0.2%

**Oshkosh Truck Corp.**

460	Term Loan, 6.26%, Maturing December 6, 2013	\$ 463,316
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**Swift Transportation Co., Inc.**

500	Term Loan, 8.05%, Maturing May 10, 2012	477,657
3,341	Term Loan, 6.31%, Maturing May 10, 2014	3,259,599
		<b>\$ 4,200,572</b>

Telecommunications 1.8%

**Asurion Corp.**

2,438	Term Loan, 3.25%, Maturing July 13, 2012	\$ 2,413,541
1,000	Term Loan - Second Lien, 6.75%, Maturing January 13, 2013	992,000

**BCM Luxembourg, Ltd.**

EUR 1,827	Term Loan, 2.28%, Maturing September 30, 2014	2,175,299
EUR 1,828	Term Loan, 2.53%, Maturing September 30, 2015	2,175,742
EUR 2,500	Term Loan - Second Lien, 4.66%, Maturing March 31, 2016	2,841,350

**CommScope, Inc.**

1,470	Term Loan, 2.79%, Maturing November 19, 2014	1,466,255
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**Intelsat Corp.**

2,197		2,157,979
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		Term Loan, 2.79%, Maturing January 3, 2014	
	2,197	Term Loan, 2.79%, Maturing January 3, 2014	2,157,979
	2,198	Term Loan, 2.79%, Maturing January 3, 2014	2,158,642
<b>Intelsat Subsidiary Holding Co.</b>			
	1,255	Term Loan, 2.79%, Maturing July 3, 2013	1,232,285
<b>Iowa Telecommunications Services</b>			
	2,774	Term Loan, 2.04%, Maturing November 23, 2011	2,767,451
<b>IPC Systems, Inc.</b>			
GBP	1,421	Term Loan, 2.90%, Maturing May 31, 2014	1,967,938
<b>Macquarie UK Broadcast Ventures, Ltd.</b>			
GBP	1,071	Term Loan, 2.56%, Maturing December 26, 2014	1,399,119

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount*</b> (000 s omitted)	<b>Borrower/Tranche Description</b>	<b>Value</b>
Telecommunications (continued)		
<b>NTelos, Inc.</b>		
995	Term Loan, 5.75%, Maturing August 13, 2015	\$ 1,001,841
<b>Palm, Inc.</b>		
2,023	Term Loan, 3.80%, Maturing April 24, 2014	2,002,894
<b>Stratos Global Corp.</b>		
1,173	Term Loan, 5.00%, Maturing February 13, 2012	1,166,402
<b>Trilogy International Partners</b>		
1,725	Term Loan, 3.79%, Maturing June 29, 2012	1,543,875
<b>Windstream Corp.</b>		
3,930	Term Loan, 3.06%, Maturing December 17, 2015	3,934,896
		<b>\$ 35,555,488</b>
Utilities 1.2%		
<b>AEI Finance Holding, LLC</b>		
505	Revolving Loan, 3.27%, Maturing March 30, 2012	\$ 479,672
3,393	Term Loan, 3.29%, Maturing March 30, 2014	3,224,491
<b>Astoria Generating Co.</b>		
1,250	Term Loan - Second Lien, 4.03%, Maturing August 23, 2013	1,222,396
<b>Calpine Corp.</b>		
4,636	DIP Loan, 3.17%, Maturing March 29, 2014	4,478,127

**Electricinvest Holding Co.**

GBP	840	Term Loan, 5.05%, Maturing October 24, 2012	1,086,030
EUR	834	Term Loan - Second Lien, 4.90%, Maturing October 24, 2012	953,207

**Mirant North America, LLC**

	613	Term Loan, 2.02%, Maturing January 3, 2013	605,618
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**NRG Energy, Inc.**

	4,535	Term Loan, 2.00%, Maturing June 1, 2014	4,454,025
	2,994	Term Loan, 2.04%, Maturing June 1, 2014	2,941,227

**Pike Electric, Inc.**

	470	Term Loan, 1.81%, Maturing July 1, 2012	449,217
	354	Term Loan, 1.81%, Maturing December 10, 2012	338,434

**TXU Texas Competitive Electric Holdings Co., LLC**

	1,121	Term Loan, 3.75%, Maturing October 10, 2014	922,228
	3,071	Term Loan, 3.75%, Maturing October 10, 2014	2,510,320

**\$ 23,664,992**

Total Senior Floating-Rate Interests  
(identified cost \$899,395,561)

**\$ 865,946,961**

**Corporate Bonds & Notes 46.4%**

**Principal**

**Amount**

(000 s omitted)

Security

Value

Air Transport 0.0%

**United Air Lines, Inc., Sr. Notes**

\$	570	9.875%, 8/1/13 <sup>(8)</sup>	\$ 599,925
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\$ 599,925

Automotive 1.4%

**Affinia Group, Inc., Sr. Notes**

\$ 665 10.75%, 8/15/16<sup>(8)</sup> \$ 733,994

**Allison Transmission, Inc.**

285 11.00%, 11/1/15<sup>(8)</sup> 309,225

3,599 11.25%, 11/1/15<sup>(2)(8)</sup> 3,904,589

**American Axle & Manufacturing Holdings, Inc., Sr. Notes**

1,305 9.25%, 1/15/17<sup>(8)</sup> 1,393,088

1,160 7.875%, 3/1/17 1,110,700

**Commercial Vehicle Group, Inc., Sr. Notes**

1,570 8.00%, 7/1/13 1,307,025

**Goodyear Tire & Rubber Co. (The), Sr. Notes**

4,880 10.50%, 5/15/16 5,459,500

**Lear Corp.**

600 7.875%, 3/15/18 614,250

745 8.125%, 3/15/20 763,625

**Navistar International Corp.**

3,540 8.25%, 11/1/21 3,752,400

**Sonic Automotive, Inc., Sr. Sub. Notes**

455 9.00%, 3/15/18<sup>(8)</sup> 475,475

**Tenneco Automotive, Inc., Series B**

6,073 10.25%, 7/15/13 6,293,146

**United Components, Inc., Sr. Sub. Notes**

990 9.375%, 6/15/13 999,900

\$ 27,116,917

Banks and Thrifts 1.6%

**American Express Co., Sr. Notes**

\$ 740 6.15%, 8/28/17 \$ 812,547

**Capital One Financial Corp.**

1,750 8.875%, 5/15/40 1,956,194

**Citigroup, Inc.**

3,500 5.00%, 9/15/14 3,546,350

**Discover Bank**

1,500 7.00%, 4/15/20 1,543,934

**General Motors Acceptance Corp.**

4,500 8.30%, 2/12/15<sup>(8)</sup> 4,708,125

2,450 8.00%, 12/31/18 2,465,313

See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount (000 s omitted) Security</b>	<b>Value</b>
Banks and Thrifts (continued)	
<b>Goldman Sachs Group, Inc.</b>	
\$ 2,500 5.625%, 1/15/17	\$ 2,471,637
<b>Macquarie Group, Ltd., Sr. Notes</b>	
3,870 6.00%, 1/14/20 <sup>(8)</sup>	3,959,207
<b>Manufacturers &amp; Traders Trust Co., Variable Rate</b>	
1,900 5.629%, 12/1/21	1,766,787
<b>Merrill Lynch &amp; Co., Inc., Sr. Sub Notes</b>	
2,750 6.05%, 5/16/16	2,848,593
<b>Morgan Stanley, Sr. Notes</b>	
1,600 5.50%, 1/26/20	1,565,509
<b>Royal Bank of Scotland Group PLC</b>	
545 4.875%, 3/16/15	559,413
<b>Standard Chartered Bank, Sr. Notes</b>	
2,275 6.40%, 9/26/17 <sup>(8)</sup>	2,464,403
	<b>\$ 30,668,012</b>
Beverage and Tobacco 0.1%	
<b>Altria Group, Inc.</b>	
\$ 1,000 9.70%, 11/10/18	\$ 1,259,513
	<b>\$ 1,259,513</b>
Broadcast Radio and Television 1.6%	
<b>Allbritton Communications Co., Sr. Notes</b>	

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\$	750	8.00%, 5/15/18 <sup>(8)</sup>	\$	753,750
<b>Clear Channel Communications, Inc., Sr. Notes</b>				
	1,530	7.65%, 9/15/10		1,533,825
	9,410	6.25%, 3/15/11		9,245,325
	695	4.40%, 5/15/11		667,200
<b>Clear Channel Worldwide Holdings, Inc.</b>				
	765	Series A, 9.25%, 12/15/17 <sup>(8)</sup>		820,463
	3,055	Series B, 9.25%, 12/15/17 <sup>(8)</sup>		3,287,944
<b>Historic TW, Inc.</b>				
	820	6.875%, 6/15/18		943,495
<b>Rainbow National Services, LLC, Sr. Sub. Notes</b>				
	1,470	10.375%, 9/1/14 <sup>(8)</sup>		1,550,850
<b>Sirius XM Radio, Inc., Sr. Notes</b>				
	1,665	9.75%, 9/1/15 <sup>(8)</sup>		1,827,338
<b>Warner Music Group Acquisition Corp., Sr. Notes</b>				
	2,980	9.50%, 6/15/16 <sup>(8)</sup>		3,233,300
<b>XM Satellite Radio Holdings, Inc.</b>				
	3,700	13.00%, 8/1/13 <sup>(8)</sup>		4,218,000
<b>XM Satellite Radio Holdings, Inc., Sr. Notes</b>				
	2,745	11.25%, 6/15/13 <sup>(8)</sup>		3,026,362
			<b>\$</b>	<b>31,107,852</b>

Brokers, Dealers and Investment Houses 0.1%

<b>Raymond James Financial, Inc., Sr. Notes</b>				
\$	2,300	8.60%, 8/15/19	\$	2,701,394
			<b>\$</b>	<b>2,701,394</b>

Building and Development 0.5%

<b>CB Richard Ellis Service, Inc., Sr. Sub. Notes</b>				
\$	2,575	11.625%, 6/15/17	\$	2,935,500
<b>Interface, Inc., Sr. Notes</b>				
	850	11.375%, 11/1/13 <sup>(8)</sup>		977,500
<b>Masco Corp., Sr. Notes</b>				
	850	7.125%, 3/15/20		873,487
<b>Ply Gem Industries, Inc., Sr. Notes</b>				
	1,095	11.75%, 6/15/13		1,170,281
<b>Texas Industries, Inc., Sr. Notes</b>				
	1,715	7.25%, 7/15/13		1,717,144
<b>Toll Brothers Finance Corp.</b>				
	1,500	6.75%, 11/1/19		1,517,243

\$ 9,191,155

Business Equipment and Services 2.8%

**ACCO Brands Corp.**

\$ 1,485 7.625%, 8/15/15 \$ 1,421,888

**ACCO Brands Corp., Sr. Notes**

1,600 10.625%, 3/15/15<sup>(8)</sup> 1,780,000

**Brocade Communications Systems, Inc., Sr. Notes**

700 6.625%, 1/15/18<sup>(8)</sup> 724,500

890 6.875%, 1/15/20<sup>(8)</sup> 923,375

**Education Management, LLC, Sr. Notes**

7,805 8.75%, 6/1/14 8,068,419

**Education Management, LLC, Sr. Sub. Notes**

1,161 10.25%, 6/1/16 1,259,685

**KAR Holdings, Inc.**

1,845 8.75%, 5/1/14 1,902,656

**Live Nation Entertainment, Inc., Sr. Notes**

640 8.125%, 5/15/18<sup>(8)</sup> 660,800

**MediMedia USA, Inc., Sr. Sub. Notes**

2,515 11.375%, 11/15/14<sup>(8)</sup> 2,382,963

**Muzak, LLC/Muzak Finance, Sr. Notes**

3,222 15.00%, 7/31/14<sup>(2)</sup> 2,762,513

**Quintiles Transnational Corp., Sr. Notes**

830 9.50%, 12/30/14<sup>(2)(8)</sup> 842,450

**RSC Equipment Rental, Inc., Sr. Notes**

4,215 10.00%, 7/15/17<sup>(8)</sup> 4,625,962

580 10.25%, 11/15/19<sup>(8)</sup> 607,550

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
Business Equipment and Services (continued)		
<b>ServiceMaster Co. (The)</b>		
\$ 2,000	10.75%, 7/15/15 <sup>(2)(8)</sup>	\$ 2,142,500
<b>Sitel LLC/Sitel Finance Corp., Sr. Notes</b>		
915	11.50%, 4/1/18 <sup>(8)</sup>	933,300
<b>SunGard Data Systems, Inc., Sr. Notes</b>		
11,035	10.625%, 5/15/15 <sup>(8)</sup>	12,221,262
<b>Ticketmaster Entertainment, Inc.</b>		
2,810	10.75%, 8/1/16	3,175,300
<b>United Rentals North America, Inc.</b>		
3,055	10.875%, 6/15/16	3,452,150
<b>West Corp.</b>		
5,395	9.50%, 10/15/14	5,610,800
		<b>\$ 55,498,073</b>
Cable and Satellite Television 0.8%		
<b>Cablevision Systems Corp., Sr. Notes</b>		
\$ 1,480	7.75%, 4/15/18	\$ 1,509,600
740	8.00%, 4/15/20	756,650
<b>CCO Holdings, LLC/CCO Capital Corp.</b>		
745	7.875%, 4/30/18 <sup>(8)</sup>	761,763
<b>Charter Communications, Inc.</b>		
810	8.00%, 4/30/12 <sup>(8)</sup>	862,650
<b>Charter Communications, Inc., Sr. Notes</b>		
2,740	10.875%, 9/15/14 <sup>(8)</sup>	3,109,900
<b>Kabel Deutschland GmbH</b>		
470	10.625%, 7/1/14	492,325
<b>National Cable PLC, Sr. Notes</b>		
3,535	9.125%, 8/15/16	3,791,287
<b>Time Warner Cable, Inc.</b>		

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1,055	8.75%, 2/14/19	1,324,045
<b>Virgin Media Finance PLC</b>		
2,535	9.50%, 8/15/16	2,794,838
		<b>\$ 15,403,058</b>

Chemicals and Plastics 1.6%

<b>Ashland, Inc.</b>		
\$ 2,480	9.125%, 6/1/17 <sup>(8)</sup>	\$ 2,833,400
<b>CF Industries, Inc., Sr. Notes</b>		
2,990	6.875%, 5/1/18	3,124,550
2,230	7.125%, 5/1/20	2,352,650
<b>CII Carbon, LLC</b>		
2,420	11.125%, 11/15/15 <sup>(8)</sup>	2,486,550
<b>INEOS Group Holdings PLC, Sr. Sub. Notes</b>		
4,190	8.50%, 2/15/16 <sup>(8)</sup>	3,750,050
<b>LBI Escrow Corp., Sr. Notes</b>		
4,470	8.00%, 11/1/17 <sup>(8)</sup>	4,643,212
<b>Nalco Co., Sr. Notes</b>		
1,975	8.25%, 5/15/17 <sup>(8)</sup>	2,128,063
<b>Nova Chemicals Corp., Sr. Notes</b>		
1,960	8.375%, 11/1/16 <sup>(8)</sup>	2,043,300
<b>Reichhold Industries, Inc., Sr. Notes</b>		
6,375	9.00%, 8/15/14 <sup>(8)</sup>	6,183,750
<b>Scotts Miracle-Gro Co. (The)</b>		
565	7.25%, 1/15/18	579,125
<b>Solutia, Inc.</b>		
1,725	8.75%, 11/1/17	1,850,063
<b>Wellman Holdings, Inc., Sr. Sub. Notes</b>		
256	5.00%, 1/29/19 <sup>(5)</sup>	119,816
		<b>\$ 32,094,529</b>

Clothing / Textiles 0.9%

<b>Levi Strauss &amp; Co., Sr. Notes</b>		
\$ 2,435	9.75%, 1/15/15	\$ 2,571,969
560	8.875%, 4/1/16	596,400
1,110	7.625%, 5/15/20 <sup>(8)</sup>	1,126,650
<b>Oxford Industries, Inc., Sr. Notes</b>		
2,515	11.375%, 7/15/15	2,829,375
<b>Perry Ellis International, Inc., Sr. Sub. Notes</b>		

10,950 8.875%, 9/15/13 11,223,750

**\$ 18,348,144**

Conglomerates 0.4%

**Amsted Industries, Inc., Sr. Notes**

\$ 3,220 8.125%, 3/15/18<sup>(8)</sup> \$ 3,236,100

**Manitowoc Co., Inc. (The)**

465 9.50%, 2/15/18 490,575

**RBS Global & Rexnord Corp.**

1,775 11.75%, 8/1/16 1,936,969

**Tyco International Finance**

1,550 8.50%, 1/15/19 1,969,304

**\$ 7,632,948**

Containers and Glass Products 0.4%

**Intertape Polymer US, Inc., Sr. Sub. Notes**

\$ 3,240 8.50%, 8/1/14 \$ 2,786,400

**Reynolds Group Holdings, Inc., Sr. Notes**

3,705 8.50%, 5/15/18<sup>(8)</sup> 3,751,312

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount (000 s omitted) Security</b>	<b>Value</b>
Containers and Glass Products (continued)	
<b>Solo Cup Co., Sr. Notes</b>	
\$ 1,680 10.50%, 11/1/13	\$ 1,797,600
	<b>\$ 8,335,312</b>
Diversified Financial Services 0.3%	
<b>CIT Group, Inc., Sr. Notes</b>	
\$ 1,570 7.00%, 5/1/14	\$ 1,526,825
1,555 7.00%, 5/1/17	1,483,081
<b>General Electric Capital Corp., Sr. Notes</b>	
2,000 5.625%, 5/1/18	2,122,616
	<b>\$ 5,132,522</b>
Diversified Media 0.5%	
<b>Catalina Marketing Corp.</b>	
\$ 3,255 10.50%, 10/1/15 <sup>(2)(8)</sup>	\$ 3,474,712
2,820 11.625%, 10/1/17 <sup>(8)</sup>	3,031,500
<b>Interpublic Group Cos., Inc.</b>	
2,630 10.00%, 7/15/17	3,021,213
<b>Lamar Media Corp., Sr. Sub. Notes</b>	
450 7.875%, 4/15/18 <sup>(8)</sup>	462,375
	<b>\$ 9,989,800</b>

Drugs 0.2%

<b>Patheon, Inc., Sr. Notes</b>		
\$ 1,185	8.625%, 4/15/17 <sup>(8)</sup>	\$ 1,202,775
<b>Valeant Pharmaceuticals International</b>		
1,795	8.375%, 6/15/16	1,893,725
<b>Valeant Pharmaceuticals International, Sr. Notes</b>		
1,025	7.625%, 3/15/20 <sup>(8)</sup>	1,048,062
		<b>\$ 4,144,562</b>

Ecological Services and Equipment 0.4%

<b>Casella Waste Systems, Inc., Sr. Notes</b>		
\$ 845	11.00%, 7/15/14 <sup>(8)</sup>	\$ 921,050
<b>Environmental Systems Product Holdings, Inc., Jr. Notes</b>		
175	18.00%, 3/31/15 <sup>(2)(5)</sup>	139,721
<b>Waste Services, Inc., Sr. Sub. Notes</b>		
1,670	9.50%, 4/15/14 <sup>(8)</sup>	1,724,275
4,110	9.50%, 4/15/14	4,243,575
		<b>\$ 7,028,621</b>

Electronics / Electrical 0.2%

<b>Amkor Technologies, Inc., Sr. Notes</b>		
\$ 3,490	9.25%, 6/1/16	\$ 3,734,300
<b>NXP BV/NXP Funding, LLC, Variable Rate</b>		
1,025	3.053%, 10/15/13	982,719
		<b>\$ 4,717,019</b>

Equipment Leasing 0.2%

<b>Avis Budget Group, Inc.</b>		
\$ 905	9.625%, 3/15/18 <sup>(8)</sup>	\$ 981,925



**Hertz Corp.**

1,970	8.875%, 1/1/14	2,043,875
1,155	10.50%, 1/1/16	1,244,512

**\$ 4,270,312**

Financial Intermediaries 0.9%

**Ford Motor Credit Co., Sr. Notes**

\$ 2,310	7.50%, 8/1/12	\$ 2,388,653
3,380	12.00%, 5/15/15	4,093,633
6,465	8.00%, 12/15/16	6,899,862
1,530	8.125%, 1/15/20	1,623,741

**Janus Capital Group, Inc., Sr. Notes**

2,000	6.95%, 6/15/17	2,040,340
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**\$ 17,046,229**

Financial Services 0.1%

**FMR, LLC**

\$ 2,000	7.49%, 6/15/19 <sup>(8)</sup>	\$ 2,322,946
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**\$ 2,322,946**

Food Products 1.4%

**ASG Consolidated, LLC/ASG Finance, Inc., Sr. Disc. Notes**

\$ 5,690	11.50%, 11/1/11	\$ 5,910,488
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**ASG Consolidated, LLC/ASG Finance, Inc., Sr. Notes**

1,745	15.00%, 5/15/17 <sup>(8)</sup>	1,759,536
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**ASG Consolidated, LLC/ASG Finance, Inc., Sr. Sub. Notes**

2,690	10.75%, 5/15/16 <sup>(8)</sup>	2,710,175
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**Bunge, Ltd. Finance Corp.**

2,380	8.50%, 6/15/19	2,831,695
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**Dole Foods Co., Sr. Notes**

2,103	13.875%, 3/15/14	2,555,145
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**Kraft Foods, Inc., Sr. Notes**

1,600	5.375%, 2/10/20	1,662,693
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See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount (000 s omitted) Security</b>	<b>Value</b>
Food Products (continued)	
<b>Pinnacle Foods Finance, LLC</b>	
\$ 195 10.625%, 4/1/17	\$ 210,600
<b>Smithfield Foods, Inc., Sr. Notes</b>	
6,810 7.00%, 8/1/11	7,014,300
125 Series B, 7.75%, 5/15/13	127,500
2,600 10.00%, 7/15/14 <sup>(8)</sup>	2,931,500
	<b>\$ 27,713,632</b>
Food Service 0.6%	
<b>El Pollo Loco, Inc.</b>	
\$ 1,090 11.75%, 11/15/13	\$ 975,550
<b>NPC International, Inc., Sr. Sub. Notes</b>	
4,370 9.50%, 5/1/14	4,446,475
<b>U.S. Foodservice, Inc., Sr. Notes</b>	
6,150 10.25%, 6/30/15 <sup>(8)</sup>	6,396,000
	<b>\$ 11,818,025</b>
Food / Drug Retailers 1.0%	
<b>C&amp;S Group Enterprises, LLC</b>	
\$ 1,855 8.375%, 5/1/17 <sup>(8)</sup>	\$ 1,878,188
<b>General Nutrition Center, Sr. Notes, Variable Rate</b>	
11,060 5.75%, 3/15/14 <sup>(2)</sup>	10,589,950
<b>General Nutrition Center, Sr. Sub. Notes</b>	

6,555	10.75%, 3/15/15	6,710,681
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**\$ 19,178,819**

Forest Products 1.0%

**Boise Paper Holdings, LLC/Boise Co-Issuer Co.**

\$ 605	8.00%, 4/1/20 <sup>(8)</sup>	\$ 626,175
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**Domtar Corp., Sr. Notes**

3,485	10.75%, 6/1/17	4,286,550
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**NewPage Corp., Sr. Notes**

10,000	11.375%, 12/31/14 <sup>(8)</sup>	10,325,000
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**Verso Paper Holdings, LLC/Verso Paper, Inc.**

870	11.375%, 8/1/16	837,375
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**Verso Paper Holdings, LLC/Verso Paper, Inc., Sr. Notes**

2,440	9.125%, 8/1/14	2,501,000
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**\$ 18,576,100**

Health Care 4.1%

**Accellent, Inc.**

\$ 3,365	10.50%, 12/1/13	\$ 3,407,063
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**Accellent, Inc., Sr. Notes**

2,910	8.375%, 2/1/17 <sup>(8)</sup>	2,957,288
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**American Renal Holdings, Sr. Notes**

600	8.375%, 5/15/18 <sup>(8)</sup>	607,500
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**AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes**

4,445	10.00%, 2/15/15	4,695,031
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**Apria Healthcare Group, Inc., Sr. Notes**

410	12.375%, 11/1/14 <sup>(8)</sup>	455,100
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**Biomet, Inc.**

2,825	10.375%, 10/15/17 <sup>(2)</sup>	3,121,625
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10,915	11.625%, 10/15/17	12,279,375
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**DJO Finance, LLC/DJO Finance Corp.**

4,740	10.875%, 11/15/14	5,214,000
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**DJO Finance, LLC/DJO Finance Corp., Sr. Notes**

330	10.875%, 11/15/14 <sup>(8)</sup>	363,000
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**Fresenius US Finance II, Inc., Sr. Notes**

1,400	9.00%, 7/15/15 <sup>(8)</sup>	1,582,000
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**HCA, Inc.**

2,115	9.25%, 11/15/16	2,292,131
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3,585	9.875%, 2/15/17 <sup>(8)</sup>	3,979,350
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<b>HCA, Inc., Sr. Notes</b>		
2,955	7.25%, 9/15/20 <sup>(8)</sup>	3,099,056
<b>Inverness Medical Innovations, Inc., Sr. Sub. Notes</b>		
4,245	9.00%, 5/15/16	4,340,512
<b>MultiPlan, Inc., Sr. Sub. Notes</b>		
6,200	10.375%, 4/15/16 <sup>(8)</sup>	6,448,000
<b>National Mentor Holdings, Inc.</b>		
3,945	11.25%, 7/1/14	3,964,725
<b>Radiation Therapy Services, Inc., Sr. Sub. Notes</b>		
1,360	9.875%, 4/15/17 <sup>(8)</sup>	1,394,000
<b>Res-Care, Inc., Sr. Notes</b>		
2,160	7.75%, 10/15/13	2,170,800
<b>Rural/Metro Corp., Sr. Disc. Notes</b>		
2,335	12.75%, 3/15/16	2,486,775
<b>US Oncology, Inc.</b>		
5,350	10.75%, 8/15/14	5,604,125
<b>US Oncology, Inc., Sr. Notes</b>		
4,235	9.125%, 8/15/17	4,446,750
<b>Viant Holdings, Inc.</b>		
4,727	10.125%, 7/15/17 <sup>(8)</sup>	4,774,270
		<b>\$ 79,682,476</b>

Home Furnishings 0.3%

<b>Fortune Brands, Inc., Sr. Notes</b>		
\$ 1,700	5.375%, 1/15/16	\$ 1,792,502
<b>Libbey Glass, Inc., Sr. Notes</b>		
2,985	10.00%, 2/15/15 <sup>(8)</sup>	3,167,831

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount (000 s omitted) Security</b>	<b>Value</b>
Home Furnishings (continued)	
<b>Sealy Mattress Co., Sr. Notes</b>	
\$ 1,494 10.875%, 4/15/16 <sup>(8)</sup>	\$ 1,710,630
	<b>\$ 6,670,963</b>
Industrial Equipment 0.6%	
<b>CEVA Group PLC, Sr. Notes</b>	
\$ 3,115 11.50%, 4/1/18 <sup>(8)</sup>	\$ 3,368,094
<b>Chart Industries, Inc., Sr. Sub. Notes</b>	
2,170 9.125%, 10/15/15	2,197,125
<b>ESCO Corp., Sr. Notes</b>	
1,660 8.625%, 12/15/13 <sup>(8)</sup>	1,726,400
<b>Terex Corp., Sr. Notes</b>	
3,710 10.875%, 6/1/16	4,183,025
	<b>\$ 11,474,644</b>
Insurance 0.6%	
<b>Aflac, Inc., Sr. Notes</b>	
\$ 2,000 8.50%, 5/15/19	\$ 2,454,354
<b>Alliant Holdings I, Inc.</b>	
1,955 11.00%, 5/1/15 <sup>(8)</sup>	2,028,312
<b>HUB International Holdings, Inc., Sr. Notes</b>	
1,825 9.00%, 12/15/14 <sup>(8)</sup>	1,788,500
<b>Lincoln National Corp., Sr. Notes</b>	

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1,400	7.00%, 3/15/18	1,546,229
<b>MetLife, Inc., Sr. Notes</b>		
900	6.75%, 6/1/16	1,024,893
<b>Principal Financial Group, Inc.</b>		
845	8.875%, 5/15/19	1,044,051
<b>U.S.I. Holdings Corp., Sr. Notes, Variable Rate</b>		
1,380	4.125%, 11/15/14 <sup>(8)</sup>	1,183,350
		<b>\$ 11,069,689</b>

Leisure Goods / Activities / Movies 1.6%

<b>AMC Entertainment, Inc.</b>		
\$ 13,080	11.00%, 2/1/16	\$ 14,061,000
<b>AMC Entertainment, Inc., Sr. Notes</b>		
1,145	8.75%, 6/1/19	1,219,425
<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.</b>		
2,170	12.50%, 12/31/49 <sup>(5)(7)(8)</sup>	0
<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate</b>		
3,975	0.00%, 12/31/49 <sup>(5)(7)(8)</sup>	0
<b>Marquee Holdings, Inc., Sr. Disc. Notes</b>		
5,195	9.505%, 8/15/14	4,350,812
<b>MU Finance PLC, Sr. Notes</b>		
2,195	8.375%, 2/1/17 <sup>(8)</sup>	2,162,075
<b>Royal Caribbean Cruises, Sr. Notes</b>		
2,205	7.00%, 6/15/13	2,298,713
1,400	6.875%, 12/1/13	1,456,000
660	7.25%, 6/15/16	671,550
1,680	7.25%, 3/15/18	1,692,600
<b>Universal City Development Partners, Ltd., Sr. Notes</b>		
1,240	8.875%, 11/15/15 <sup>(8)</sup>	1,277,200
<b>Universal City Development Partners, Ltd., Sr. Sub. Notes</b>		
1,650	10.875%, 11/15/16 <sup>(8)</sup>	1,761,375
		<b>\$ 30,950,750</b>

Lodging and Casinos 3.4%

<b>Buffalo Thunder Development Authority</b>		
\$ 4,300	9.375%, 12/15/49 <sup>(7)(8)</sup>	\$ 741,750
<b>CCM Merger, Inc.</b>		
2,680	8.00%, 8/1/13 <sup>(8)</sup>	2,482,350

<b>Chukchansi EDA, Sr. Notes, Variable Rate</b>		
3,080	4.024%, 11/15/12 <sup>(8)</sup>	2,433,200
<b>Fontainebleau Las Vegas Casino, LLC</b>		
9,180	10.25%, 6/15/15 <sup>(7)(8)</sup>	172,125
<b>Galaxy Entertainment Finance</b>		
2,610	9.875%, 12/15/12 <sup>(8)</sup>	2,738,882
<b>Greektown Holdings, LLC, Sr. Notes</b>		
1,095	10.75%, 12/1/13 <sup>(7)(8)</sup>	78,019
<b>Harrah s Operating Co., Inc.</b>		
7,755	5.625%, 6/1/15	5,564,212
<b>Harrah s Operating Co., Inc., Sr. Notes</b>		
4,615	11.25%, 6/1/17 <sup>(8)</sup>	5,053,425
3,035	12.75%, 4/15/18 <sup>(8)</sup>	3,016,031
<b>Inn of the Mountain Gods, Sr. Notes</b>		
5,615	12.00%, 11/15/49 <sup>(7)</sup>	2,786,444
<b>Majestic HoldCo, LLC</b>		
1,540	12.50%, 12/31/11 <sup>(7)(8)</sup>	8,162
<b>MGM Mirage, Inc.</b>		
4,400	8.50%, 9/15/10	4,438,500
4,885	8.375%, 2/1/11	4,970,487
<b>MGM Mirage, Inc., Sr. Notes</b>		
1,655	10.375%, 5/15/14 <sup>(8)</sup>	1,820,500
1,715	11.125%, 11/15/17 <sup>(8)</sup>	1,957,244
755	9.00%, 3/15/20 <sup>(8)</sup>	796,525
<b>Midwest Gaming Borrower, LLC/Midwest Finance Corp., Sr. Notes</b>		
955	11.625%, 4/15/16 <sup>(8)</sup>	986,038

See notes to financial statements



Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount (000 s omitted) Security</b>	<b>Value</b>
Lodging and Casinos (continued)	
<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>	
\$ 4,830 8.00%, 4/1/12	\$ 4,612,650
3,375 7.125%, 8/15/14	2,759,062
4,550 6.875%, 2/15/15	3,617,250
<b>Peninsula Gaming, LLC</b>	
495 8.375%, 8/15/15 <sup>(8)</sup>	508,613
2,235 10.75%, 8/15/17 <sup>(8)</sup>	2,296,462
<b>Pinnacle Entertainment, Inc., Sr. Sub. Notes</b>	
1,195 7.50%, 6/15/15	1,156,163
<b>Pokagon Gaming Authority, Sr. Notes</b>	
1,157 10.375%, 6/15/14 <sup>(8)</sup>	1,220,635
<b>San Pasqual Casino</b>	
1,215 8.00%, 9/15/13 <sup>(8)</sup>	1,186,144
<b>Seminole Hard Rock Entertainment, Variable Rate</b>	
2,010 2.757%, 3/15/14 <sup>(8)</sup>	1,806,487
<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>	
3,565 9.00%, 11/15/15 <sup>(8)</sup>	3,409,031
<b>Waterford Gaming, LLC, Sr. Notes</b>	
4,968 8.625%, 9/15/14 <sup>(5)(8)</sup>	3,965,458
	<b>\$ 66,581,849</b>
Nonferrous Metals / Minerals 1.6%	
<b>Arch Coal, Inc., Sr. Notes</b>	
\$ 980 8.75%, 8/1/16 <sup>(8)</sup>	\$ 1,048,600
<b>Consol Energy, Inc.</b>	
1,785 8.00%, 4/1/17 <sup>(8)</sup>	1,894,331
1,495 8.25%, 4/1/20 <sup>(8)</sup>	1,599,650
<b>FMG Finance PTY, Ltd.</b>	
8,435 10.625%, 9/1/16 <sup>(8)</sup>	9,953,300

<b>Novelis, Inc./GA, Sr. Notes</b>		
1,000	11.50%, 2/15/15 <sup>(8)</sup>	1,105,000
<b>Patriot Coal Corp.</b>		
780	8.25%, 4/30/18	785,850
<b>Rio Tinto Finance USA, Ltd.</b>		
1,400	9.00%, 5/1/19	1,806,671
<b>Teck Resources, Ltd., Sr. Notes</b>		
2,145	10.25%, 5/15/16	2,595,450
7,845	10.75%, 5/15/19	9,806,250
		<b>\$ 30,595,102</b>

Oil and Gas 4.3%

<b>Antero Resources Finance Corp., Sr. Notes</b>		
\$ 680	9.375%, 12/1/17 <sup>(8)</sup>	\$ 707,200
<b>ATP Oil &amp; Gas Corp, Sr. Notes</b>		
2,235	11.875%, 5/1/15 <sup>(8)</sup>	2,240,588
<b>Berry Petroleum Co., Sr. Notes</b>		
2,435	10.25%, 6/1/14	2,708,938
<b>Bill Barrett Corp.</b>		
505	9.875%, 7/15/16	545,400
<b>Chesapeake Energy Corp.</b>		
3,150	6.875%, 1/15/16	3,157,875
<b>Coffeyville Resources, LLC / Coffeyville Finance, Inc., Sr. Notes</b>		
2,785	9.00%, 4/1/15 <sup>(8)</sup>	2,854,625
<b>Compton Pet Finance Corp.</b>		
2,450	7.625%, 12/1/13	2,094,750
<b>Continental Resources, Inc.</b>		
305	7.375%, 10/1/20 <sup>(8)</sup>	317,200
<b>Denbury Resources, Inc.</b>		
1,674	8.25%, 2/15/20	1,803,735
<b>Denbury Resources, Inc., Sr. Sub. Notes</b>		
1,315	7.50%, 12/15/15	1,357,738
3,285	9.75%, 3/1/16	3,646,350
<b>El Paso Corp.</b>		
2,055	8.25%, 2/15/16	2,239,950
<b>El Paso Corp., Sr. Notes</b>		
3,220	9.625%, 5/15/12	3,492,921
<b>El Paso Tennessee Pipeline Co., Sr. Notes</b>		
3,860	7.25%, 12/15/25	3,581,744
<b>Energy Transfer Partners LP, Sr. Notes</b>		
2,100	9.70%, 3/15/19	2,718,103
<b>Forbes Energy Services, Sr. Notes</b>		
4,775	11.00%, 2/15/15	4,476,562
<b>Forest Oil Corp.</b>		
410	7.25%, 6/15/19	418,200

<b>Holly Corp.</b>		
	1,435 9.875%, 6/15/17 <sup>(8)</sup>	1,499,575
<b>McJunkin Red Man Corp., Sr. Notes</b>		
	2,045 9.50%, 12/15/16 <sup>(8)</sup>	2,139,581
<b>OPTI Canada, Inc., Sr. Notes</b>		
	1,860 7.875%, 12/15/14	1,780,950
	1,975 8.25%, 12/15/14	1,905,875
<b>Overseas Shipholding Group, Inc., Sr. Notes</b>		
	1,490 8.125%, 3/30/18	1,527,250
<b>Petrobras International Finance Co.</b>		
	1,906 7.875%, 3/15/19	2,236,628
<b>Petroleum Development Corp., Sr. Notes</b>		
	1,870 12.00%, 2/15/18	2,019,600
<b>Petroplus Finance, Ltd.</b>		
	430 6.75%, 5/1/14 <sup>(8)</sup>	410,650
	2,705 7.00%, 5/1/17 <sup>(8)</sup>	2,475,075

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Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
Oil and Gas (continued)		
<b>Petroplus Finance, Ltd., Sr. Notes</b>		
\$ 4,260	9.375%, 9/15/19 <sup>(8)</sup>	\$ 4,089,600
<b>Quicksilver Resources, Inc.</b>		
1,750	7.125%, 4/1/16	1,701,875
<b>Quicksilver Resources, Inc., Sr. Notes</b>		
3,515	11.75%, 1/1/16	4,094,975
<b>Rosetta Resources, Inc.</b>		
1,115	9.50%, 4/15/18 <sup>(8)</sup>	1,148,450
<b>SemGroup Corp.</b>		
6,135	8.75%, 11/15/49 <sup>(5)</sup>	0
<b>SESI, LLC, Sr. Notes</b>		
690	6.875%, 6/1/14	690,000
<b>Southwestern Energy Co., Sr. Notes</b>		
4,200	7.50%, 2/1/18	4,609,500
<b>United Refining Co., Sr. Notes</b>		
11,495	10.50%, 8/15/12	11,207,625
<b>Weatherford International, Inc.</b>		
1,620	6.35%, 6/15/17	1,790,239
		<b>\$ 83,689,327</b>
Publishing 1.6%		
<b>Laureate Education, Inc.</b>		
\$ 8,540	10.00%, 8/15/15 <sup>(8)</sup>	\$ 8,860,250
3,762	10.25%, 8/15/15 <sup>(2)(8)</sup>	3,862,358
8,000	11.75%, 8/15/17 <sup>(8)</sup>	8,440,000
<b>Local Insight Regatta Holdings, Inc.</b>		
890	11.00%, 12/1/17	645,250
<b>Nielsen Finance, LLC</b>		
5,250	10.00%, 8/1/14	5,538,750

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2,490	11.50%, 5/1/16	2,838,600
905	12.50%, (0.00% until 8/1/11), 8/1/16	882,375
<b>Nielsen Finance, LLC, Sr. Notes</b>		
300	11.625%, 2/1/14	342,000
<b>Reader s Digest Association, Inc. (The), Sr. Sub. Notes</b>		
7,480	9.00%, 2/15/17 <sup>(5)(7)</sup>	748
		<b>\$ 31,410,331</b>

Rail Industries 0.6%

<b>American Railcar Industry, Sr. Notes</b>		
\$ 2,020	7.50%, 3/1/14	\$ 1,979,600
<b>Greenbrier Cos., Inc.</b>		
160	8.375%, 5/15/15	152,800
<b>Kansas City Southern Mexico, Sr. Notes</b>		
47	9.375%, 5/1/12	48,316
2,530	7.625%, 12/1/13	2,612,225
1,055	7.375%, 6/1/14	1,081,375
4,000	8.00%, 6/1/15	4,250,000
500	8.00%, 2/1/18 <sup>(8)</sup>	523,750
		<b>\$ 10,648,066</b>

Real Estate Investment Trusts (REITs) 0.1%

<b>Developers Diversified Realty Corp., Sr. Notes</b>		
\$ 950	9.625%, 3/15/16	\$ 1,090,709
470	7.50%, 4/1/17	488,814
<b>Regency Centers, LP</b>		
495	5.875%, 6/15/17	505,261
		<b>\$ 2,084,784</b>

Retailers (Except Food and Drug) 3.0%

<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>		
\$ 6,135	8.75%, 5/1/14	\$ 6,242,363
<b>Express, LLC/Express Finance Corp., Sr. Notes</b>		

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3,925	8.75%, 3/1/18 <sup>(8)</sup>	3,720,825
<b>Limited Brands, Inc.</b>		
3,325	8.50%, 6/15/19	3,707,375
<b>Michaels Stores, Inc.</b>		
2,950	13.00%, (0.00% until 11/1/11), 11/1/16	2,655,000
<b>Neiman Marcus Group, Inc.</b>		
5,065	9.00%, 10/15/15 <sup>(2)</sup>	5,216,639
<b>Phillips-Van Heusen Corp., Sr. Notes</b>		
1,495	7.375%, 5/15/20	1,539,850
3,085	7.75%, 11/15/23	3,303,282
<b>Sally Holdings, LLC, Sr. Notes</b>		
11,100	10.50%, 11/15/16	12,237,750
<b>Toys R Us</b>		
7,785	7.625%, 8/1/11	8,115,862
5,305	7.875%, 4/15/13	5,503,938
4,985	10.75%, 7/15/17 <sup>(8)</sup>	5,682,900
<b>Yankee Acquisition Corp.</b>		
835	9.75%, 2/15/17	876,750
		<b>\$ 58,802,534</b>

Steel 0.3%

<b>AK Steel Corp.</b>		
\$ 1,240	7.625%, 5/15/20	\$ 1,283,400
<b>RathGibson, Inc., Sr. Notes</b>		
4,915	11.25%, 2/15/14 <sup>(7)</sup>	1,234,894

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Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT'D

<b>Principal Amount (000 s omitted) Security</b>	<b>Value</b>
Steel (continued)	
<b>United States Steel Corp., Sr. Notes</b>	
\$ 2,970 7.375%, 4/1/20	\$ 3,066,525
	<b>\$ 5,584,819</b>
Surface Transport 0.2%	
<b>Ryder System, Inc., MTN</b>	
\$ 1,595 7.20%, 9/1/15	\$ 1,819,857
<b>Swift Transportation Co., Inc., Sr. Notes</b>	
1,625 12.50%, 5/15/17 <sup>(8)</sup>	1,643,281
<b>Teekay Corp., Sr. Notes</b>	
1,110 8.50%, 1/15/20	1,176,600
	<b>\$ 4,639,738</b>
Technology 0.1%	
<b>International Game Technology, Sr. Notes</b>	
\$ 1,646 7.50%, 6/15/19	\$ 1,919,791
	<b>\$ 1,919,791</b>

Telecommunications 4.1%

**America Movil SAB de CV**

\$ 2,000 5.625%, 11/15/17 \$ 2,144,274

**Avaya, Inc.**6,120 10.125%, 11/1/15<sup>(2)</sup> 5,947,906**British Telecommunications PLC, Sr. Notes**

915 5.95%, 1/15/18 961,769

**Clearwire Communications LLC/Clearwire Finance, Inc., Sr. Notes**985 12.00%, 12/1/15<sup>(8)</sup> 1,031,788**Digicel Group, Ltd., Sr. Notes**1,560 12.00%, 4/1/14<sup>(8)</sup> 1,794,00012,381 9.125%, 1/15/15<sup>(2)(8)</sup> 12,566,7151,290 10.50%, 4/15/18<sup>(8)</sup> 1,383,525**Intelsat Bermuda, Ltd.**

15,335 11.25%, 6/15/16 16,676,812

**Intelsat Subsidiary Holdings Co., Ltd.**680 8.875%, 1/15/15<sup>(8)</sup> 707,200**NII Capital Corp.**3,490 10.00%, 8/15/16<sup>(8)</sup> 3,891,350**Qwest Communications International, Inc.**

5,120 7.50%, 2/15/14 5,235,200

**Qwest Corp., Sr. Notes**

1,940 7.625%, 6/15/15 2,148,550

**Qwest Corp., Sr. Notes, Variable Rate**

1,000 3.507%, 6/15/13 1,020,000

**SBA Telecommunications, Inc.**1,475 8.00%, 8/15/16<sup>(8)</sup> 1,563,500985 8.25%, 8/15/19<sup>(8)</sup> 1,061,338**Sorenson Communications, Inc., Sr. Notes**4,205 10.50%, 2/1/15<sup>(8)</sup> 4,120,900**Sprint Capital Corp.**

585 6.875%, 11/15/28 511,875

**Telefonica Emisiones SAU**

900 5.877%, 7/15/19 958,491

**Telesat Canada/Telesat, LLC, Sr. Notes**

3,305 11.00%, 11/1/15 3,718,125

**Telesat Canada/Telesat, LLC, Sr. Sub. Notes**

6,830 12.50%, 11/1/17 7,999,637

**Wind Acquisition Finance SA, Sr. Notes**4,010 11.75%, 7/15/17<sup>(8)</sup> 4,481,175

\$ 79,924,130

Utilities 0.9%

**AES Corp., Sr. Notes**



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\$	764	8.75%, 5/15/13 <sup>(8)</sup>	\$	779,280
	1,000	8.00%, 10/15/17		1,035,000
	<b>Calpine Construction Finance Co., Sr. Notes</b>			
	4,275	8.00%, 6/1/16 <sup>(8)</sup>		4,446,000
	<b>Dominion Resources, Inc., Sr. Notes</b>			
	1,320	8.875%, 1/15/19		1,700,067
	<b>Edison Mission Energy, Sr. Notes</b>			
	1,005	7.00%, 5/15/17		737,419
	1,130	7.20%, 5/15/19		813,600
	<b>NGC Corp.</b>			
	4,395	7.625%, 10/15/26		3,054,525
	<b>NRG Energy, Inc., Sr. Notes</b>			
	2,825	7.375%, 2/1/16		2,803,812
	<b>PSEG Power, LLC</b>			
	1,405	5.50%, 12/1/15		1,533,763
	<b>Reliant Energy, Inc., Sr. Notes</b>			
	360	7.625%, 6/15/14		359,550
			<b>\$</b>	<b>17,263,016</b>
	<b>Total Corporate Bonds &amp; Notes</b>			
	<b>(identified cost \$865,794,205)</b>			<b>\$ 904,887,428</b>

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

**Mortgage Pass-Throughs 30.3%****Principal****Amount****(000 s omitted)****Security****Value**

## Federal Home Loan Mortgage Corp.:

\$ 34,187	5.00%, with various maturities to 2019	\$ 36,514,249
7,692	5.50%, with various maturities to 2018	8,272,731
14,584	6.00%, with various maturities to 2026	15,739,218
37,809	6.50%, with various maturities to 2032	41,481,328
41,676	7.00%, with various maturities to 2036	45,619,892
488	7.13%, with maturity at 2023	549,178
24,520	7.50%, with various maturities to 2029	27,665,175
812	7.65%, with maturity at 2022	927,244
135	7.70%, with maturity at 2022	154,414
15,064	8.00%, with various maturities to 2030	17,301,213
445	8.25%, with maturity at 2020	512,809
1,212	8.30%, with maturity at 2020	1,389,058
11,032	8.50%, with various maturities to 2031	12,829,598
3,894	9.00%, with various maturities to 2031	4,530,221
3,152	9.50%, with various maturities to 2025	3,659,929
506	10.00%, with maturity at 2020	581,139
444	10.50%, with maturity at 2020	515,285
529	12.00%, with maturity at 2020	597,868
36	13.00%, with maturity at 2015	41,554

**\$ 218,882,103**

## Federal National Mortgage Association:

\$ 3,012	2.926%, with maturity at 2022 <sup>(9)</sup>	\$ 3,103,553
5,334	3.344%, with maturity at 2036 <sup>(9)</sup>	5,487,142
20,654	5.00%, with various maturities to 2018	22,041,252
14,594	5.50%, with various maturities to 2028	15,562,361
14,149	6.00%, with various maturities to 2026	15,338,472
16,283	6.318%, with maturity at 2032 <sup>(9)</sup>	17,028,310
39,971	6.50%, with various maturities to 2036	43,860,557
457	6.75%, with maturity at 2023	504,514
40,280	7.00%, with various maturities to 2036	44,524,126

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25,073	7.50%, with various maturities to 2035	28,447,232
9,420	8.00%, with various maturities to 2031	10,759,226
26	8.25%, with maturity at 2018	28,994
2,264	8.351%, with maturity at 2027 <sup>(10)</sup>	2,639,163
11,599	8.50%, with various maturities to 2030	13,457,949
1,028	8.568%, with maturity at 2028 <sup>(10)</sup>	1,198,796
663	8.628%, with maturity at 2029 <sup>(10)</sup>	771,039
868	8.644%, with maturity at 2027 <sup>(10)</sup>	1,013,761
162	8.902%, with maturity at 2024 <sup>(10)</sup>	180,542
14,798	9.00%, with various maturities to 2027	17,337,204
4,186	9.50%, with various maturities to 2030	4,950,640
609	9.508%, with maturity at 2018 <sup>(10)</sup>	701,710
1,223	10.00%, with various maturities to 2020	1,400,293
896	10.092%, with maturity at 2025 <sup>(10)</sup>	1,023,464
879	10.449%, with maturity at 2019 <sup>(10)</sup>	991,819
1,048	10.50%, with maturity at 2021	1,211,501
329	11.50%, with maturity at 2016	369,405
12	12.50%, with maturity at 2011	12,351

**\$ 253,945,376**

Government National Mortgage Association:

\$ 3,142	6.00%, with maturity at 2024	\$ 3,404,888
18,146	6.50%, with maturity at 2024	20,101,244
14,414	7.00%, with various maturities to 2033	16,194,352
30,828	7.50%, with various maturities to 2032	35,197,191
20,051	8.00%, with various maturities to 2034	23,199,823
646	8.30%, with maturity at 2020	744,565
1,283	8.50%, with various maturities to 2022	1,487,730
6,173	9.00%, with various maturities to 2026	7,240,070
8,763	9.50%, with various maturities to 2026	10,403,207
522	10.00%, with maturity at 2019	598,655

**\$ 118,571,725**

Total Mortgage Pass-Throughs  
(identified cost \$565,470,938)

**\$ 591,399,204**

**Collateralized Mortgage Obligations 7.3%**

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
Federal Home Loan Mortgage Corp.:		
\$ 1,654	Series 24, Class J, 6.25%, 11/25/23	\$ 1,784,523
1,882	Series 1497, Class K, 7.00%, 4/15/23	1,934,503
3,150	Series 1529, Class Z, 7.00%, 6/15/23	3,300,231
2,845	Series 1620, Class Z, 6.00%, 11/15/23	3,060,059
906	Series 1677, Class Z, 7.50%, 7/15/23	1,025,241
11,346	Series 1702, Class PZ, 6.50%, 3/15/24	12,675,916
5,258	Series 2113, Class QG, 6.00%, 1/15/29	5,677,530
680	Series 2122, Class K, 6.00%, 2/15/29	731,100
461	Series 2130, Class K, 6.00%, 3/15/29	497,642
466	Series 2167, Class BZ, 7.00%, 6/15/29	503,672
3,511	Series 2182, Class ZB, 8.00%, 9/15/29	3,920,511
4,687	Series 2198, Class ZA, 8.50%, 11/15/29	5,063,976
11,674	Series 2245, Class A, 8.00%, 8/15/27	13,260,832
4,433	Series 2458, Class ZB, 7.00%, 6/15/32	4,918,007
		<b>\$ 58,353,743</b>
Federal National Mortgage Association:		
\$ 308	Series 1988-14, Class I, 9.20%, 6/25/18	\$ 350,550
285	Series 1989-1, Class D, 10.30%, 1/25/19	323,299

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

See notes to financial statements

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<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
Federal National Mortgage Association (continued)		
\$ 536	Series 1989-34, Class Y, 9.85%, 7/25/19	\$ 627,328
408	Series 1990-17, Class G, 9.00%, 2/25/20	469,524
196	Series 1990-27, Class Z, 9.00%, 3/25/20	226,135
215	Series 1990-29, Class J, 9.00%, 3/25/20	249,423
895	Series 1990-43, Class Z, 9.50%, 4/25/20	1,041,903
315	Series 1991-98, Class J, 8.00%, 8/25/21	356,416
2,340	Series 1992-77, Class ZA, 8.00%, 5/25/22	2,668,739
159	Series 1992-103, Class Z, 7.50%, 6/25/22	178,547
269	Series 1992-113, Class Z, 7.50%, 7/25/22	302,478
574	Series 1992-185, Class ZB, 7.00%, 10/25/22	638,198
1,480	Series 1993-16, Class Z, 7.50%, 2/25/23	1,668,760
1,140	Series 1993-22, Class PM, 7.40%, 2/25/23	1,287,939
1,808	Series 1993-25, Class J, 7.50%, 3/25/23	2,036,799
3,475	Series 1993-30, Class PZ, 7.50%, 3/25/23	3,925,344
4,072	Series 1993-42, Class ZQ, 6.75%, 4/25/23	4,508,298
638	Series 1993-56, Class PZ, 7.00%, 5/25/23	710,862
745	Series 1993-156, Class ZB, 7.00%, 9/25/23	837,228
5,408	Series 1994-45, Class Z, 6.50%, 2/25/24	5,967,031
2,753	Series 1994-89, Class ZQ, 8.00%, 7/25/24	3,162,856
2,810	Series 1996-57, Class Z, 7.00%, 12/25/26	3,146,419
1,527	Series 1997-77, Class Z, 7.00%, 11/18/27	1,723,662
1,208	Series 1998-44, Class ZA, 6.50%, 7/20/28	1,330,081
558	Series 1999-45, Class ZG, 6.50%, 9/25/29	611,146
4,403	Series 2000-22, Class PN, 6.00%, 7/25/30	4,775,090
705	Series 2001-37, Class GA, 8.00%, 7/25/16	769,399
999	Series 2002-1, Class G, 7.00%, 7/25/23	1,118,268
476	Series G92-44, Class Z, 8.00%, 7/25/22	529,806
775	Series G92-44, Class ZQ, 8.00%, 7/25/22	862,079
1,177	Series G92-46, Class Z, 7.00%, 8/25/22	1,303,490
1,983	Series G92-60, Class Z, 7.00%, 10/25/22	2,188,185

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20,507	Series G93-35, Class ZQ, 6.50%, 11/25/23	22,481,800
4,516	Series G93-40, Class H, 6.40%, 12/25/23	4,950,906
		<b>\$ 77,327,988</b>

Government National Mortgage Association:

\$ 4,932	Series 2002-45, Class PG, 6.00%, 3/17/32	\$ 5,310,418
465	Series 2005-72, Class E, 12.00%, 11/16/15	523,230
		<b>\$ 5,833,648</b>

Total Collateralized Mortgage Obligations  
(identified cost \$134,807,716) **\$ 141,515,379**

**Commercial Mortgage-Backed Securities 10.4%**

<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$ 25,545	BACM, Series 2004-1, Class A4, 4.76%, 11/10/39	\$ 26,272,665
1,250	BSCMS, Series 2004-PWR3, Class A4, 4.715%, 2/11/41	1,298,086
3,500	BSCMS, Series 2004-PWR5, Class A3, 4.565%, 7/11/42	3,552,268
9,088	BSCMS, Series 2004-T16, Class A4, 4.32%, 2/13/46	9,273,407
3,000	CGCMT, Series 2004-C1, Class A3, 5.251%, 4/15/40	3,129,301
12,215	CGCMT, Series 2004-C1, Class A4, 5.545%, 4/15/40	12,970,264
32,874	COMM, Series 2004-LB2A, Class A4, 4.715%, 3/10/39 <sup>(11)</sup>	33,778,785
6,000	COMM, Series 2004-LB4A, Class A3, 4.405%, 10/15/37	6,130,705

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2,840	COMM, Series 2005-LP5, Class A2, 4.63%, 5/10/43	2,860,699
3,648	CSFB, Series 2001-CK1, Class A3, 6.38%, 12/16/35	3,706,745
19,897	CSFB, Series 2004-C1, Class A4, 4.75%, 1/15/37	20,409,839
1,098	CSFB, Series 2004-C3, Class A3, 4.302%, 7/15/36	1,098,150
4,000	CSFB, Series 2005-C4, Class A2, 5.017%, 8/15/38	3,997,038
526	GMACC, Series 2002-C2, Class A2, 5.389%, 10/15/38	539,432
2,200	JPMCC, Series 2004-CBX, Class A4, 4.529%, 1/12/37	2,250,974
27,214	JPMCC, Series 2005-LDP5, Class A3, 5.373%, 12/15/44 <sup>(11)</sup>	28,378,506
1,534	LB-UBS, Series 2004-C2, Class A2, 3.246%, 3/15/29	1,536,124
4,000	LB-UBS, Series 2004-C6, Class A3, 4.547%, 8/15/29	4,044,646
179	LB-UBS, Series 2005-C1, Class A2, 4.31%, 2/15/30	178,976
19,775	MLMT, Series 2003-KEY1, Class A4, 5.236%, 11/12/35	21,057,968
10,000	MSC, Series 2004-IQ7, Class A3, 5.35%, 6/15/38	10,427,783
2,354	SBM7, Series 2000-C3, Class A2, 6.592%, 12/18/33	2,368,815
250	WBCMT, Series 2004-C12, Class A4, 5.413%, 7/15/41	262,426
3,594	WBCMT, Series 2004-C14, Class A2, 4.368%, 8/15/41	3,666,552

Total Commercial Mortgage-Backed Securities  
(identified cost \$198,548,626)

**\$ 203,190,154**

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## PORTFOLIO OF INVESTMENTS CONT D

**Asset-Backed Securities 0.2%****Principal****Amount****(000 s omitted)****Security****Value**

\$	578	Alzette European CLO SA, Series 2004-1A, Class E2, 7.273%, 12/15/20 <sup>(2)</sup> (12)	\$	69,361
	589	Avalon Capital Ltd. 3, Series 1A, Class D, 2.202%, 2/24/19 <sup>(8)</sup> (12)		390,356
	753	Babson Ltd., Series 2005-1A, Class C1, 2.253%, 4/15/19 <sup>(8)</sup> (12)		487,582
	1,007	Bryant Park CDO Ltd., Series 2005-1A, Class C, 2.353%, 1/15/19 <sup>(2)</sup> (8)(12)		393,255
	1,000	Carlyle High Yield Partners, Series 2004-6A, Class C, 2.70%, 8/11/16 <sup>(8)</sup> (12)		510,000
	985	Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.752%, 3/8/17 <sup>(2)</sup> (12)		658,036
	500	Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.054%, 7/17/19 <sup>(12)</sup>		230,650
	2,099	Comstock Funding Ltd., Series 2006-1A, Class D, 4.502%, 5/30/20 <sup>(2)</sup> (8)(12)		1,234,517
	1,539	Dryden Leveraged Loan, Series 2004-6A, Class C1, 2.888%, 7/30/16 <sup>(2)</sup> (8)(12)		630,151

Total Asset-Backed Securities  
(identified cost \$8,515,561)

**\$ 4,603,908**

**Common Stocks 0.9%****Shares****Security****Value**



Aerospace and Defense 0.0%

16,105	ACTS Aero Technical Support & Service, Inc. <sup>(13)</sup>	\$	285,856
		\$	<b>285,856</b>

Automotive 0.1%

25,372	Dayco Products, LLC <sup>(13)</sup>	\$	1,087,824
8,949	Hayes Lemmerz International, Inc. <sup>(5)(13)</sup>		42,866
		\$	<b>1,130,690</b>

Building and Development 0.1%

3,677	Panolam Holdings Co. <sup>(5)(13)(14)</sup>	\$	2,020,511
26,154	Sanitec Europe Oy B Units <sup>(5)(13)</sup>		79,396
25,787	Sanitec Europe Oy E Units <sup>(5)(13)</sup>		0
1,231	United Subcontractors, Inc. <sup>(5)(13)</sup>		79,889
4,575	WCI Communities, Inc. <sup>(13)</sup>		388,913
		\$	<b>2,568,709</b>

Chemicals and Plastics 0.0%

243	Wellman Holdings, Inc. <sup>(5)(13)</sup>	\$	72,314
		\$	<b>72,314</b>

Containers and Glass Products 0.2%

142,857	Anchor Glass Container Corp. <sup>(5)(13)</sup>	\$	3,157,140
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**\$ 3,157,140**

Diversified Manufacturing 0.0%

298,115 MEGA Brands, Inc.<sup>(13)</sup> \$ 154,722

**\$ 154,722**

Ecological Services and Equipment 0.0%

2,484 Environmental Systems Products Holdings,  
Inc.<sup>(5)(13)(14)</sup> \$ 43,520

**\$ 43,520**

Food Service 0.0%

30,225 Buffets, Inc.<sup>(13)</sup> \$ 151,125

**\$ 151,125**

Home Furnishings 0.1%

8,511 Oreck Corp.<sup>(5)(13)</sup> \$ 619,941

**\$ 619,941**

Lodging and Casinos 0.0%

17,051 Tropicana Entertainment, Inc.<sup>(13)</sup> \$ 298,393

**\$ 298,393**

Nonferrous Metals / Minerals 0.0%

1,636 Euramax International, Inc.<sup>(5)(13)</sup> \$ 172,330

**\$ 172,330**

Oil and Gas 0.0%

15,874 SemGroup Corp.<sup>(13)</sup> \$ 461,140

**\$ 461,140**

Publishing 0.4%

15,802	Dex One Corp. <sup>(13)</sup>	\$	478,959
5,187	Ion Media Networks, Inc. <sup>(5)(13)</sup>		1,482,859
14,016	MediaNews Group, Inc. <sup>(13)</sup>		224,252
198,278	Reader's Digest Association, Inc. (The) <sup>(13)</sup>		5,650,923

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

PORTFOLIO OF INVESTMENTS CONT'D

Shares	Security	Value
Publishing (continued)		
2,862	Source Interlink Companies, Inc. <sup>(5)(13)</sup>	\$ 20,692
1,091	Star Tribune Media Holdings Co. <sup>(5)(13)</sup>	404
9,296	SuperMedia, Inc. <sup>(13)</sup>	417,390
		<b>\$ 8,275,479</b>
Steel	0.0%	
33,937	Niagara Corp. <sup>(5)(13)</sup>	\$ 50,906
		<b>\$ 50,906</b>
Total Common Stocks (identified cost \$13,299,322)		<b>\$ 17,442,265</b>

**Convertible Bonds 0.4%**

Principal Amount (000 s omitted)	Security	Value
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Automotive 0.2%

**Ford Motor Co.**

\$ 2,350 4.25%, 11/15/16 \$ 3,668,937

**\$ 3,668,937**

Diversified Media 0.0%

**Virgin Media, Inc.**

\$ 750 6.50%, 11/15/16<sup>(8)</sup> \$ 938,438

**\$ 938,438**

Drugs 0.1%

**Kendle International, Inc.**

\$ 2,245 3.375%, 7/15/12 \$ 2,135,556

**\$ 2,135,556**

Electronics / Electrical 0.1%

**Advanced Micro Devices, Inc.**

\$ 2,095 6.00%, 5/1/15 \$ 2,029,531

**\$ 2,029,531**

Total Convertible Bonds  
(identified cost \$6,587,765)

**\$ 8,772,462**

**Convertible Preferred Stocks 0.1%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
Oil, Gas & Consumable Fuels 0.1%		
9,691	Chesapeake Energy Corp.	\$ 810,071
		<b>\$ 810,071</b>
Wireless Telecommunication Services 0.0%		
4,958	Crown Castle International Corp. <sup>(2)</sup>	\$ 289,113
		<b>\$ 289,113</b>
Total Convertible Preferred Stocks (identified cost \$1,176,061)		<b>\$ 1,099,184</b>

**Preferred Stocks 0.0%**

<b>Shares/Units</b>	<b>Security</b>	<b>Value</b>
Ecological Services and Equipment 0.0%		
1,138	Environmental Systems Products Holdings, Inc., Series A <sup>(5)(13)(14)</sup>	\$ 91,040
		<b>\$ 91,040</b>

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Lodging and Casinos 0.0%

6,494	Fontainebleau Resorts LLC <sup>(2)(5)(14)</sup>	\$	65
		\$	<b>65</b>

Total Preferred Stocks (identified cost \$6,513,845)	\$	<b>91,105</b>
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**Warrants 0.0%**

Shares	Security	Value
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Chemicals and Plastics 0.0%

663	Foamex, Series A, Exp. 12/31/13 <sup>(5)(13)</sup>	\$	0
663	Foamex, Series B, Exp. 12/31/15 <sup>(5)(13)</sup>		0
		\$	<b>0</b>

Food Products 0.0%

1,745	ASG Consolidated, LLC/ASG Finance, Inc., Exp. 5/15/18 <sup>(13)</sup>	\$	0
		\$	<b>0</b>

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

PORTFOLIO OF INVESTMENTS CONT D

Shares	Security	Value
Home Furnishings 0.0%		
888	Oreck Corp., Exp. 3/19/20 <sup>(5)(13)</sup>	\$ 64,682
		<b>\$ 64,682</b>
Oil and Gas 0.0%		
16,708	SemGroup Corp., Exp. 11/30/14 <sup>(5)(13)</sup>	\$ 137,841
		<b>\$ 137,841</b>
Publishing 0.0%		
23,833	Reader s Digest Association, Inc. (The), Exp. 2/15/17 <sup>(5)(13)</sup>	\$ 0
935	Star Tribune, Exp. 9/28/13 <sup>(5)(13)</sup>	0
		<b>\$ 0</b>
Total Warrants (identified cost \$64,849)		<b>\$ 202,523</b>



**Miscellaneous 0.1%**

<b>Shares</b>	<b>Security</b>	<b>Value</b>
 Business Equipment and Services 0.1%		
5,250,000	NCS Acquisition Corp., Escrow Certificate <sup>(13)</sup>	\$ 862,050
		<b>\$ 862,050</b>
 Cable and Satellite Television 0.0%		
2,786,444	Adelphia Recovery Trust <sup>(13)</sup>	\$ 101,009
2,800,000	Adelphia, Inc., Escrow Certificate <sup>(13)</sup>	49,280
		<b>\$ 150,289</b>
 Oil and Gas 0.0%		
1,170,000	VeraSun Energy Corp., Escrow Certificate <sup>(5)(13)</sup>	\$ 0
		<b>\$ 0</b>
Total Miscellaneous (identified cost \$4,646,050)		<b>\$ 1,012,339</b>

**Short-Term Investments 1.8%**

<b>Interest/ Principal Amount (000 s omitted)</b>	<b>Description</b>	<b>Value</b>
\$ 25,668	Eaton Vance Cash Reserves Fund, LLC, 0.19% <sup>(15)</sup>	\$ 25,667,636
9,524	State Street Bank and Trust Euro Time Deposit, 0.01%, 5/3/10	9,523,797
Total Short-Term Investments (identified cost \$35,191,433)		<b>\$ 35,191,433</b>
Total Investments 142.3% (identified cost \$2,740,011,932)		<b>\$ 2,775,354,345</b>
Less Unfunded Loan Commitments 0.0%		<b>\$ (345,355)</b>
Net Investments 142.3% (identified cost \$2,739,666,577)		<b>\$ 2,775,008,990</b>
Other Assets, Less Liabilities (28.6)%		<b>\$ (558,195,992)</b>
Auction Preferred Shares Plus Cumulative Unpaid Dividends (13.7)%		<b>\$ (266,633,552)</b>
Net Assets Applicable to Common Shares 100.0%		<b>\$ 1,950,179,446</b>

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

BACM - Bank of America Commercial Mortgage, Inc.

BSCMS - Bear Stearns Commercial Mortgage Securities, Inc.

CGCMT - Citigroup Commercial Mortgage Trust

COMM - Commercial Mortgage Pass-Through Certificate

CSFB - Credit Suisse First Boston Mortgage Securities Corp.

DIP - Debtor In Possession

GMACC - GMAC Commercial Mortgage Securities, Inc.

JPMCC - JPMorgan Chase Commercial Mortgage Securities Corp.

LB-UBS - LB-UBS Commercial Mortgage Trust

MLMT - Merrill Lynch Mortgage Trust

MSC - Morgan Stanley Capital I

MTN - Medium-Term Note

SBM7 - Salomon Brothers Mortgage Securities VII, Inc.

WBCMT - Wachovia Bank Commercial Mortgage Trust

EUR - Euro

GBP - British Pound Sterling

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

(1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

PORTFOLIO OF INVESTMENTS CONT D

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

- (2) Represents a payment-in-kind security which may pay all or a portion of interest/dividends in additional par/shares.
- (3) Unfunded or partially unfunded loan commitments. See Note 1G for description.
- (4) Defaulted matured security.
- (5) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (6) This Senior Loan will settle after April 30, 2010, at which time the interest rate will be determined.
- (7) Currently the issuer is in default with respect to interest payments.
- (8) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions and remain exempt from registration, normally to qualified institutional buyers. At April 30, 2010, the aggregate value of these securities is \$335,939,365 or 17.2% of the Fund's net assets applicable to common shares.
- (9) Adjustable rate mortgage security. Rate shown is the rate at April 30, 2010.
- (10) Weighted average fixed-rate coupon that changes/updates monthly.
- (11) Security held as collateral for borrowings under the Term Asset-Backed Securities Loan Facility (TALF).
- (12) Variable rate security. The stated interest rate represents the rate in effect at April 30, 2010.
- (13) Non-income producing security.
- (14) Restricted security (see Note 8).
- (15) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of April 30, 2010. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC and Cash

Management Portfolio, another affiliated investment company, for the year ended April 30, 2010 was \$13,625 and \$1,229, respectively.

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2010

## FINANCIAL STATEMENTS

## Statement of Assets and Liabilities

**As of April 30, 2010**

## Assets

Unaffiliated investments, at value (identified cost, \$2,713,998,941)	\$ 2,749,341,354
Affiliated investment, at value (identified cost, \$25,667,636)	25,667,636
Cash	1,999,999
Foreign currency, at value (identified cost, \$4,286,050)	4,282,874
Interest and dividends receivable	29,629,260
Interest receivable from affiliated investment	4,032
Receivable for investments sold	24,335,094
Prepaid expenses	4,321,428
Receivable from affiliate	13,300
Other assets	614,608
<b>Total assets</b>	<b>\$ 2,840,209,585</b>

## Liabilities

Notes payable	\$ 526,200,000
TALF loans payable, at value (principal \$51,042,132)	51,042,132
Payable for investments purchased	42,625,682
Payable for open forward foreign currency exchange contracts	776,986
Payable to affiliates:	
Investment adviser fee	1,479,093
Trustees fees	4,208
Accrued expenses	1,271,813
<b>Total liabilities</b>	<b>\$ 623,399,914</b>

	<b>\$ 266,630,225</b>
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**Auction preferred shares (10,665 shares  
outstanding) at liquidation value plus cumulative  
unpaid dividends**

**Net assets applicable to common shares** **\$ 1,950,179,446**

Sources of Net Assets

Common shares, \$0.01 par value, unlimited number of shares authorized, 117,285,374 shares issued and outstanding	\$ 1,172,854
Additional paid-in capital	2,288,558,954
Accumulated net realized loss	(380,447,666)
Accumulated undistributed net investment income	6,535,002
Net unrealized appreciation	34,360,302

**Net assets applicable to common shares** **\$ 1,950,179,446**

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