

EATON VANCE LTD DURATION INCOME FUND  
Form N-CSR  
June 28, 2011

**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, 2011

Date of Reporting Period

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**Item 1. Reports to Stockholders**

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Eaton Vance  
Limited Duration Income Fund  
Annual Report  
April 30, 2011

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**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.**

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**Annual Report** April 30, 2011

Eaton Vance

Limited Duration Income Fund

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Eaton Vance

Limited Duration Income Fund

April 30, 2011

Management's Discussion of Fund Performance

**Portfolio Managers** Payson F. Swaffield, CFA; Mark S. Venezia, CFA; Susan Schiff, CFA;  
Michael W. Weilheimer, CFA; Scott H. Page, CFA; Catherine C. McDermott

For the fiscal year ending April 30, 2011, Eaton Vance Limited Duration Income Fund had total returns of 11.68% at net asset value (NAV) and 5.52% at market price. The Fund is a closed-end fund and trades on the NYSE Amex exchange under the symbol EVV. The Fund's primary investment objective is to provide a high level of current income, with a secondary objective of capital appreciation.

#### Economic and Market Conditions

During the fiscal year ending April 30, 2011, the U.S. Treasury market rallied, as yields declined across the curve. The 5 to 10-year portion of the Treasury yield curve produced the strongest returns, with yields declining by 45 and 37 basis points, respectively. Reflecting spread tightening during the period, the BofA Merrill Lynch U.S. High Yield Index returned 13.3% over the period while the shorter-duration S&P/LSTA Leveraged Loan Index returned approximately 6.9%. U.S. government agency mortgage-backed securities (MBS) also generated positive returns, with the BofA Merrill Lynch Mortgage Master Index returning 5.0%.<sup>1</sup>

The bank loan market generated positive returns, driven by strong investor demand and improved corporate fundamentals. The loan market struggled somewhat in early March 2011, driven by turmoil in the Middle East and tragic events in Japan, though it recovered and finished the fiscal year on solid footing.

The high-yield bond market had solid twelve-month returns, benefiting from similar economic and market factors that helped the bank loan market. Investor confidence in the U.S. economic recovery bolstered the high-yield market during the year, outweighing European sovereign debt concerns. The market further benefited from the Federal Reserve's efforts to keep interest rates low. With short-term rates near zero and continuing optimism in the U.S. economy, high yield bond issuance remained strong.

Fundamentals continued to improve during the year, with many companies using the proceeds from their new bond deals to refinance existing debt, effectively pushing near-term maturities out into future years.

#### Management Discussion

The Fund invests at least 25% of its total assets in each of: (1) investments rated investment grade, including, but not limited to, U.S. government securities (which include U.S. Treasuries, MBS, and other securities issued, backed, or otherwise guaranteed by the U.S. government, or its agencies or instrumentalities), commercial mortgage-backed securities (CMBS) and corporate debt obligations rated investment grade; and (2) investments rated below investment grade, including senior loans and high-yield debt securities. The Fund's assets may also include, among other investments, unsecured loans and money market instruments. As of April 30, 2011, the Fund was invested 36.5% in investment-grade securities, including 24.1% seasoned U.S. government agency MBS (seasoned MBS), 7.2% CMBS, and 3.8% investment-grade corporate debt; and 60.8% in below-investment-grade securities; of the latter, 29.4% was invested in senior, secured loans and 31.4% was invested in high-yield corporate bonds.

The Fund's high-yield bond investments outperformed the broader high-yield market, as measured by the BofA Merrill Lynch U.S. High Yield Index. Credit selection was a key contributor to outperformance during the period, particularly among the Fund's BB and B-rated holdings (as rated by Moody's and Standard & Poor's). In terms of industries, metals and mining and health care, in which the Fund was overweighted, and steel, in which the Fund was underweighted, were the top three contributors for the year. The Fund's holdings of CCC-rated bonds (also rated by Moody's and Standard & Poor's) detracted from performance, as did selections in the technology and broadcasting industries.

*See Endnotes and Additional Disclosures on page 6.*

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in NAV or market price (as applicable) with all distributions reinvested. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market*

*conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to [www.eatonvance.com](http://www.eatonvance.com).*

Eaton Vance

Limited Duration Income Fund

April 30, 2011

Management's Discussion of Fund Performance

During the twelve-month period, the Fund's bank loan investments slightly underperformed the broader bank loan market, as measured by the S&P/LSTA Leveraged Loan Index. The Fund's bank loan holdings had a general bias toward the high-quality end of the loan market, which was the primary reason for the underperformance as lower-quality loans outperformed for the year. Defaulted loans remained below 1% of the Fund's bank loan assets as of April 30, 2011, however, which was lower than the market's overall level.

In the MBS portion of the Fund, the investment emphasis remained on 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. For the twelve-month period, seasoned MBS spreads tightened by approximately 30 basis points (0.30%). Prepayment rates continued to run in the mid-teens without any meaningful increase, despite continued lows in mortgage rates. The Fund's positions in seasoned U.S. government agency MBS benefited from modestly tighter yield spreads during the period and outperformed similar duration U.S. Treasuries.

*See Endnotes and Additional Disclosures on page 6.*



Eaton Vance  
 Limited Duration Income Fund  
 April 30, 2011  
 Performance<sup>2</sup>

**NYSE Amex Symbol** **EVV**  
**Inception Date (5/30/03)**

% Average Annual Total Returns at NAV

|                 |       |
|-----------------|-------|
| One Year        | 11.68 |
| Five Years      | 8.51  |
| Since Inception | 7.92  |

% Average Annual Total Returns at market price, NYSE

|                 |      |
|-----------------|------|
| One Year        | 5.52 |
| Five Years      | 8.61 |
| Since Inception | 7.13 |

**% Premium/(Discount) to NAV (4/30/11)** -5.74

**Distributions**

|   |         |
|---|---------|
| Total Distributions per share (4/30/10 - 4/30/11) | \$1.378 |
| Distribution Rate at NAV <sup>3</sup>             | 7.33%   |
| Distribution Rate at market price <sup>3</sup>    | 7.78%   |

**% Total Leverage<sup>4</sup>**

|               |       |
|---------------|-------|
| TALF Loans    | 1.86  |
| Notes Payable | 15.28 |
| APS           | 9.74  |

*See Endnotes and Additional Disclosures on page 6.*

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

*month end, please refer to [www.eatonvance.com](http://www.eatonvance.com).*

Eaton Vance  
Limited Duration Income Fund  
April 30, 2011  
Fund Profile

Asset Allocation<sup>5</sup> (% of net investments)

*See Endnotes and Additional Disclosures on page 6.*

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Eaton Vance

Limited Duration Income Fund

April 30, 2011

Endnotes and Additional Disclosures

1. BofA Merrill Lynch U.S. High Yield Index is an unmanaged index of below-investment grade U.S. corporate bonds. The S&P/LSTA Leveraged Loan Index is an unmanaged index of the institutional leveraged loan market. The BofA Merrill Lynch Mortgage Master Index is an unmanaged index of U.S. mortgage-backed securities traded on the secondary market. Index returns do not reflect the effect of any applicable sales charges, commissions, expenses or taxes. It is not possible to invest directly in an index.
2. Performance results reflect the effects of leverage.
3. The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be comprised of ordinary income, net realized capital gains and return of capital.
4. APS percentage represents the liquidation value of the Fund's APS outstanding as a percentage of the aggregate of the net assets applicable to the Fund's common shares plus the APS and borrowings outstanding. TALF loans are non-recourse to the Fund. Use of leverage creates an opportunity for income, but creates risks including greater price volatility. The cost of borrowings rises and falls with changes in short-term interest rates. The Fund is required to maintain prescribed asset coverage for its APS and borrowings, which could be reduced if Fund asset values decline.
5. Fund allocation as a percentage of the Fund's net assets amounted to 138.8%. Fund allocations are subject to change due to active management.

**Important Notice to Shareholders** Effective April 29, 2011, the Fund's portfolio management team includes Payson F. Swaffield, Mark S. Venezia, Susan Schiff, Michael W. Weilheimer, Scott H. Page and Catherine C. McDermott.

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments

Senior Floating-Rate Interests 41.0%)

**Principal  
Amount\***

| <b>(000 s omitted)</b>                   | <b>Borrower/Tranche Description</b>                         | <b>Value</b> |
|--|---|--------------|
| Aerospace and Defense 0.7%               |   |              |
| <b>Avio Holding SpA</b>                  |   |              |
| EUR 700                                  | Term Loan - Second Lien, 5.45%, Maturing June 14, 2016      | \$ 1,033,176 |
| <b>Booz Allen Hamilton, Inc.</b>         |   |              |
| 475                                      | Term Loan, 4.00%, Maturing August 3, 2017                   | 481,056      |
| <b>DAE Aviation Holdings, Inc.</b>       |   |              |
| 1,387                                    | Term Loan, 5.28%, Maturing July 31, 2014                    | 1,402,821    |
| 1,438                                    | Term Loan, 5.28%, Maturing July 31, 2014                    | 1,454,215    |
| <b>Delos Aircraft, Inc.</b>              |   |              |
| 775                                      | Term Loan, 7.00%, Maturing March 17, 2016                   | 780,813      |
| <b>Doncasters (Dundee HoldCo 4 Ltd.)</b> |   |              |
| 559                                      | Term Loan, 4.21%, Maturing July 13, 2015                    | 547,533      |
| 559                                      | Term Loan, 4.71%, Maturing July 13, 2015                    | 547,533      |
| GBP 1,234                                | Term Loan - Second Lien, 6.63%, Maturing January 13, 2016   | 1,964,072    |
| <b>Evergreen International Aviation</b>  |   |              |
| 810                                      | Term Loan, 10.50%, Maturing October 31, 2011 <sup>(2)</sup> | 803,813      |
| <b>Hawker Beechcraft Acquisition</b>     |   |              |
| 1,055                                    | Term Loan, 2.24%, Maturing March 26, 2014                   | 931,780      |
| <b>IAP Worldwide Services, Inc.</b>      |   |              |
| 990                                      | Term Loan, 8.25%, Maturing December 30, 2012                | 989,220      |
| <b>International Lease Finance Co.</b>   |   |              |
| 2,050                                    | Term Loan, 6.75%, Maturing March 17, 2015                   | 2,065,557    |
| <b>Wesco Aircraft Hardware Corp.</b>     |   |              |
| 417                                      | Term Loan, 4.25%, Maturing April 4, 2017                    | 421,272      |
| <b>Wyle Laboratories, Inc.</b>           |   |              |
| 929                                      | Term Loan, 7.75%, Maturing March 25, 2016                   | 932,490      |

\$ 14,355,351

Automotive 1.9%

**Adesa, Inc.**

3,748 Term Loan, 2.97%, Maturing October 18, 2013 \$ 3,745,928

**Allison Transmission, Inc.**

6,847 Term Loan, 2.99%, Maturing August 7, 2014 6,847,882

**Delphi Automotive**

8,425 Term Loan, 5.00%, Maturing April 14, 2017 8,419,102

**Federal-Mogul Corp.**

4,062 Term Loan, 2.17%, Maturing December 29, 2014 3,968,966

3,609 Term Loan, 2.15%, Maturing December 28, 2015 3,526,443

**Ford Motor Co.**

830 Term Loan, 2.97%, Maturing December 16, 2013 831,482

3,642 Term Loan, 2.97%, Maturing December 16, 2013 3,650,391

**Goodyear Tire & Rubber Co.**

4,450 Term Loan - Second Lien, 1.94%, Maturing April 30, 2014 4,395,488

**HHI Holdings, LLC**

475 Term Loan, 7.01%, Maturing March 21, 2017 475,594

**TriMas Corp.**

198 Term Loan, 6.00%, Maturing August 2, 2011 199,926

2,315 Term Loan, 6.00%, Maturing December 15, 2015 2,332,134

\$ 38,393,336

Beverage and Tobacco 0.1%

**Constellation Brands, Inc.**

264 Term Loan, 3.00%, Maturing June 5, 2015 \$ 265,431

**Liberator Midco Ltd.**GBP 823 Term Loan, 11.38%, Maturing November 3, 2016<sup>(2)</sup> 1,397,261**Maine Beverage Co., LLC**

248 Term Loan, 2.05%, Maturing March 31, 2013 240,985

\$ 1,903,677

Building and Development 0.7%

|   |   |            |
|---|---|------------|
| <b>Beacon Sales Acquisition, Inc.</b>       |   |            |
| 828   | Term Loan, 2.27%, Maturing September 30, 2013                 | \$ 818,610 |
| <b>Brickman Group Holdings, Inc.</b>        |   |            |
| 1,322                                       | Term Loan, 7.25%, Maturing October 14, 2016                   | 1,350,874  |
| <b>CB Richard Ellis Services, Inc.</b>      |   |            |
| 656   | Term Loan, 1.63%, Maturing March 5, 2018 <sup>(3)</sup>       | 655,988    |
| 619   | Term Loan, 1.75%, Maturing September 4, 2019 <sup>(3)</sup>   | 619,802    |
| <b>Forestar USA Real Estate Group, Inc.</b> |   |            |
| 311   | Revolving Loan, 0.84%, Maturing August 6, 2013 <sup>(3)</sup> | 305,167    |
| 2,854                                       | Term Loan, 6.50%, Maturing August 6, 2015                     | 2,840,073  |
| <b>NCI Building Systems, Inc.</b>           |   |            |
| 621   | Term Loan, 8.00%, Maturing April 18, 2014                     | 618,214    |
| <b>Panolam Industries Holdings, Inc.</b>    |   |            |
| 2,016                                       | Term Loan, 8.25%, Maturing December 31, 2013                  | 1,864,496  |
| <b>RE/MAX International, Inc.</b>           |   |            |
| 2,193                                       | Term Loan, 5.50%, Maturing April 15, 2016                     | 2,202,509  |
| <b>Realogy Corp.</b>                        |   |            |
| 116   | Term Loan, 3.24%, Maturing October 10, 2013                   | 111,802    |
| 982   | Term Loan, 3.31%, Maturing October 10, 2013                   | 943,424    |
| <b>South Edge, LLC</b>                      |   |            |
| 288   | Term Loan, 0.00%, Maturing October 31, 2009 <sup>(4)</sup>    | 243,656    |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>                          | <b>Value</b>         |
|---|--|----------------------|
| Building and Development (continued)            |  |                      |
| <b>WCI Communities, Inc.</b>                    |  |                      |
| 729   | Term Loan, 10.00%, Maturing September 2, 2016 <sup>(2)</sup> | \$ 711,076           |
|   |  | <b>\$ 13,285,691</b> |
| Business Equipment and Services 3.7%            |  |                      |
| <b>Activant Solutions, Inc.</b>                 |  |                      |
| 256   | Term Loan, 2.31%, Maturing May 2, 2013                       | \$ 255,408           |
| 1,533   | Term Loan, 4.81%, Maturing February 2, 2016                  | 1,535,218            |
| <b>Advantage Sales &amp; Marketing, Inc.</b>    |  |                      |
| 1,895   | Term Loan, 5.25%, Maturing December 18, 2017                 | 1,907,482            |
| <b>Affinion Group, Inc.</b>                     |  |                      |
| 5,576   | Term Loan, 5.00%, Maturing October 10, 2016                  | 5,595,733            |
| <b>Allied Security Holdings, LLC</b>            |  |                      |
| 550   | Term Loan, 5.00%, Maturing February 4, 2017                  | 554,354              |
| <b>Dealer Computer Services, Inc.</b>           |  |                      |
| 2,300   | Term Loan, 3.75%, Maturing April 20, 2018                    | 2,322,501            |
| <b>Education Management, LLC</b>                |  |                      |
| 4,161   | Term Loan, 2.06%, Maturing June 3, 2013                      | 4,099,792            |
| <b>First American Corp.</b>                     |  |                      |
| 1,166   | Term Loan, 4.75%, Maturing April 12, 2016                    | 1,172,747            |
| <b>Infogroup, Inc.</b>                          |  |                      |
| 893   | Term Loan, 6.25%, Maturing July 1, 2016                      | 901,438              |
| <b>Information Resources, Inc.</b>              |  |                      |
| 1,237   | Term Loan, 3.30%, Maturing May 16, 2014                      | 1,233,743            |
| <b>iPayment, Inc.</b>                           |  |                      |



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|                                      |        |   |                      |
|--------------------------------------|--------|---|----------------------|
|                                      | 2,001  | Term Loan, 4.25%, Maturing May 10, 2013                 | 1,994,308            |
| <b>Kronos, Inc.</b>                  |        |   |                      |
|                                      | 1,464  | Term Loan, 2.06%, Maturing June 11, 2014                | 1,447,616            |
| <b>Mitchell International, Inc.</b>  |        |   |                      |
|                                      | 2,500  | Term Loan - Second Lien, 5.56%, Maturing March 30, 2015 | 2,312,500            |
| <b>NE Customer Service</b>           |        |   |                      |
|                                      | 2,059  | Term Loan, 6.00%, Maturing March 23, 2016               | 2,059,086            |
| <b>Quantum Corp.</b>                 |        |   |                      |
|                                      | 163    | Term Loan, 3.81%, Maturing July 14, 2014                | 162,411              |
| <b>Quintiles Transnational Corp.</b> |        |   |                      |
|                                      | 1,184  | Term Loan, 2.31%, Maturing March 29, 2013               | 1,183,369            |
|                                      | 165    | Term Loan - Second Lien, 4.31%, Maturing March 31, 2014 | 165,433              |
| <b>Sabre, Inc.</b>                   |        |   |                      |
|                                      | 7,485  | Term Loan, 2.23%, Maturing September 30, 2014           | 6,930,428            |
| <b>Safenet, Inc.</b>                 |        |   |                      |
|                                      | 948    | Term Loan, 2.71%, Maturing April 12, 2014               | 942,414              |
| <b>Serena Software, Inc.</b>         |        |   |                      |
|                                      | 3,206  | Term Loan, 4.31%, Maturing March 10, 2016               | 3,196,082            |
| <b>Sitel (Client Logic)</b>          |        |   |                      |
|                                      | 1,171  | Term Loan, 5.79%, Maturing January 30, 2014             | 1,168,168            |
| <b>Solera Holdings, LLC</b>          |        |   |                      |
| EUR                                  | 1,065  | Term Loan, 2.94%, Maturing May 16, 2014                 | 1,561,655            |
| <b>SunGard Data Systems, Inc.</b>    |        |   |                      |
|                                      | 439    | Term Loan, 1.98%, Maturing February 28, 2014            | 435,866              |
|                                      | 13,378 | Term Loan, 3.93%, Maturing February 26, 2016            | 13,461,673           |
| <b>TransUnion, LLC</b>               |        |   |                      |
|                                      | 1,000  | Term Loan, 4.75%, Maturing February 12, 2018            | 1,009,125            |
| <b>Travelport, LLC</b>               |        |   |                      |
|                                      | 2,223  | Term Loan, 4.74%, Maturing August 21, 2015              | 2,182,150            |
|                                      | 3,000  | Term Loan, 4.74%, Maturing August 21, 2015              | 2,944,452            |
|                                      | 446    | Term Loan, 4.81%, Maturing August 21, 2015              | 437,850              |
| EUR                                  | 1,052  | Term Loan, 5.66%, Maturing August 21, 2015              | 1,516,680            |
| <b>U.S. Security Holdings, Inc.</b>  |        |   |                      |
|                                      | 804    | Term Loan, 4.00%, Maturing May 8, 2013                  | 802,157              |
| <b>Valassis Communications, Inc.</b> |        |   |                      |
|                                      | 396    | Term Loan, 2.56%, Maturing March 2, 2014                | 394,719              |
|                                      | 1,710  | Term Loan, 2.56%, Maturing March 2, 2014                | 1,705,117            |
| <b>West Corp.</b>                    |        |   |                      |
|                                      | 552    | Term Loan, 2.73%, Maturing October 24, 2013             | 550,642              |
|                                      | 3,816  | Term Loan, 4.59%, Maturing July 15, 2016                | 3,854,585            |
|                                      | 1,341  | Term Loan, 4.61%, Maturing July 15, 2016                | 1,355,692            |
|                                      |        |   | <b>\$ 73,352,594</b> |

Cable and Satellite Television 2.7%

|  |   |              |
|--|---|--------------|
| <b>Bragg Communications, Inc.</b>            |   |              |
| 1,558  | Term Loan, 2.81%, Maturing August 31, 2014  | \$ 1,540,894 |
| <b>Cequel Communications, LLC</b>            |   |              |
| 2,830  | Term Loan, 2.24%, Maturing November 5, 2013 | 2,820,954    |
| <b>Charter Communications Operating, LLC</b> |   |              |
| 5,896  | Term Loan, 2.22%, Maturing March 6, 2014    | 5,901,717    |
| <b>CSC Holdings, Inc.</b>                    |   |              |
| 2,644  | Term Loan, 2.06%, Maturing March 29, 2016   | 2,653,419    |
| <b>Foxco Acquisition Sub, LLC</b>            |   |              |
| 967  | Term Loan, 4.77%, Maturing July 14, 2015    | 971,303      |
| <b>Insight Midwest Holdings, LLC</b>         |   |              |
| 4,359  | Term Loan, 2.02%, Maturing April 7, 2014    | 4,331,045    |
| <b>MCC Iowa, LLC</b>                         |   |              |
| 2,347  | Term Loan, 1.94%, Maturing January 31, 2015 | 2,339,988    |
| <b>Mediacom Broadband, LLC</b>               |   |              |
| 1,836  | Term Loan, 4.50%, Maturing October 23, 2017 | 1,838,420    |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>                           | <b>Value</b>         |
|---|---|----------------------|
| Cable and Satellite Television (continued)      |   |                      |
| <b>Mediacom Illinois, LLC</b>                   |   |                      |
| 4,633   | Term Loan, 1.94%, Maturing January 31, 2015                   | \$ 4,447,779         |
| <b>Mediacom, LLC</b>                            |   |                      |
| 1,017   | Term Loan, 4.50%, Maturing October 23, 2017                   | 1,009,365            |
| <b>NDS Finance, Ltd.</b>                        |   |                      |
| 1,000   | Term Loan, 4.00%, Maturing March 12, 2018                     | 1,004,375            |
| <b>ProSiebenSat.1 Media AG</b>                  |   |                      |
| EUR 2,045                                       | Term Loan, 3.68%, Maturing March 6, 2015                      | 2,804,493            |
| EUR 1,187                                       | Term Loan, 2.92%, Maturing June 26, 2015                      | 1,707,015            |
| EUR 48  | Term Loan, 2.96%, Maturing July 3, 2015                       | 69,276               |
| EUR 2,045                                       | Term Loan, 3.93%, Maturing March 4, 2016                      | 2,804,493            |
| EUR 513   | Term Loan, 8.30%, Maturing March 6, 2017 <sup>(2)</sup>       | 686,494              |
| EUR 452   | Term Loan - Second Lien, 5.05%, Maturing<br>September 2, 2016 | 601,368              |
| <b>UPC Broadband Holding B.V.</b>               |   |                      |
| 239   | Term Loan, 3.74%, Maturing December 30, 2016                  | 240,109              |
| EUR 4,531                                       | Term Loan, 4.71%, Maturing December 31, 2016                  | 6,670,520            |
| 1,815   | Term Loan, 3.74%, Maturing December 29, 2017                  | 1,822,013            |
| EUR 1,962                                       | Term Loan, 4.96%, Maturing December 31, 2017                  | 2,892,898            |
| <b>Virgin Media Investment Holding</b>          |   |                      |
| GBP 475   | Term Loan, 4.07%, Maturing June 30, 2015                      | 796,887              |
| GBP 456   | Term Loan, 4.57%, Maturing December 31, 2015                  | 764,600              |
| <b>YPSO Holding SA</b>                          |   |                      |
| EUR 1,512                                       | Term Loan, 4.95%, Maturing June 16, 2014 <sup>(2)</sup>       | 2,033,241            |
| EUR 584   | Term Loan, 5.11%, Maturing June 16, 2014 <sup>(2)</sup>       | 784,664              |
| EUR 952   | Term Loan, 5.11%, Maturing June 16, 2014 <sup>(2)</sup>       | 1,280,240            |
|   |   | <b>\$ 54,817,570</b> |

Chemicals and Plastics 2.1%

**Brenntag Holding GmbH and Co. KG**

|       |  |            |
|-------|--|------------|
| 290   | Term Loan, 3.72%, Maturing January 20, 2014            | \$ 290,710 |
| 1,965 | Term Loan, 3.74%, Maturing January 20, 2014            | 1,972,237  |
| 1,300 | Term Loan - Second Lien, 6.43%, Maturing July 17, 2015 | 1,309,208  |

**Celanese Holdings, LLC**

|           |   |           |
|-----------|---|-----------|
| 4,117     | Term Loan, 3.30%, Maturing October 31, 2016 | 4,154,164 |
| EUR 1,355 | Term Loan, 4.18%, Maturing October 31, 2016 | 2,015,203 |

**General Chemical Corp.**

|     |  |         |
|-----|--|---------|
| 672 | Term Loan, 5.00%, Maturing March 3, 2017 | 676,382 |
|-----|--|---------|

**Hexion Specialty Chemicals, Inc.**

|       |  |           |
|-------|--|-----------|
| 870   | Term Loan, 4.00%, Maturing May 5, 2015 | 867,059   |
| 389   | Term Loan, 4.06%, Maturing May 5, 2015 | 387,879   |
| 2,317 | Term Loan, 4.06%, Maturing May 5, 2015 | 2,320,333 |

**Huish Detergents, Inc.**

|       |   |           |
|-------|---|-----------|
| 1,227 | Term Loan, 1.98%, Maturing April 26, 2014 | 1,189,350 |
|-------|---|-----------|

**Huntsman International, LLC**

|       |   |           |
|-------|---|-----------|
| 794   | Term Loan, 1.74%, Maturing April 21, 2014 | 788,394   |
| 2,166 | Term Loan, 2.77%, Maturing April 19, 2017 | 2,156,137 |

**INEOS Group**

|           |  |           |
|-----------|--|-----------|
| 214       | Term Loan, 7.50%, Maturing December 16, 2013 | 221,623   |
| EUR 1,326 | Term Loan, 7.50%, Maturing December 16, 2013 | 2,060,522 |
| 214       | Term Loan, 8.00%, Maturing December 16, 2014 | 221,760   |
| EUR 1,327 | Term Loan, 8.00%, Maturing December 16, 2014 | 2,062,715 |
| EUR 500   | Term Loan, 9.00%, Maturing December 16, 2015 | 779,687   |

**ISP Chemco, Inc.**

|       |   |           |
|-------|---|-----------|
| 1,910 | Term Loan, 1.75%, Maturing June 4, 2014 | 1,886,013 |
|-------|---|-----------|

**MacDermid, Inc.**

|         |   |           |
|---------|---|-----------|
| EUR 778 | Term Loan, 3.40%, Maturing April 11, 2014 | 1,134,846 |
|---------|---|-----------|

**Momentive Performance Materials**

|       |  |           |
|-------|--|-----------|
| 1,857 | Term Loan, 3.75%, Maturing May 5, 2015 | 1,848,166 |
|-------|--|-----------|

**Nalco Co.**

|       |  |           |
|-------|--|-----------|
| 1,567 | Term Loan, 4.50%, Maturing October 5, 2017 | 1,583,450 |
|-------|--|-----------|

**Rockwood Specialties Group, Inc.**

|       |   |           |
|-------|---|-----------|
| 2,250 | Term Loan, 3.75%, Maturing February 9, 2018 | 2,275,313 |
|-------|---|-----------|

**Schoeller Arca Systems Holding**

|         |  |         |
|---------|--|---------|
| EUR 289 | Term Loan, 5.01%, Maturing November 16, 2015 | 303,965 |
| EUR 824 | Term Loan, 5.01%, Maturing November 16, 2015 | 866,659 |
| EUR 887 | Term Loan, 5.01%, Maturing November 16, 2015 | 932,610 |

**Solutia, Inc.**

|       |   |           |
|-------|---|-----------|
| 2,460 | Term Loan, 3.50%, Maturing August 1, 2017 | 2,480,684 |
|-------|---|-----------|

**Styron S.A.R.L.**

|       |   |           |
|-------|---|-----------|
| 1,870 | Term Loan, 6.00%, Maturing August 2, 2017 | 1,891,930 |
|-------|---|-----------|

**Univar, Inc.**

|       |  |           |
|-------|--|-----------|
| 3,021 | Term Loan, 5.00%, Maturing June 30, 2017 | 3,047,892 |
|-------|--|-----------|

\$ 41,724,891

Conglomerates 0.8%

**Jarden Corp.**

855 Term Loan, 3.24%, Maturing January 31, 2017 \$ 864,652

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

526 Term Loan, 5.31%, Maturing November 6, 2013 527,310

573 Term Loan, 8.00%, Maturing November 6, 2014 575,688

**RBS Global, Inc.**

407 Term Loan, 2.50%, Maturing July 19, 2013 405,073

2,682 Term Loan, 2.79%, Maturing July 19, 2013 2,681,967

**RGIS Holdings, LLC**

96 Term Loan, 2.80%, Maturing April 30, 2014 95,146

1,929 Term Loan, 2.81%, Maturing April 30, 2014 1,902,914

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>                            | <b>Value</b>         |
|---|--|----------------------|
| Conglomerates (continued)                       |  |                      |
| <b>Service Master Co.</b>                       |  |                      |
| 294   | Term Loan, 2.72%, Maturing July 24, 2014                       | \$ 289,418           |
| 2,949   | Term Loan, 2.76%, Maturing July 24, 2014                       | 2,906,242            |
| <b>US Investigations Services, Inc.</b>         |  |                      |
| 3,549   | Term Loan, 3.06%, Maturing February 21, 2015                   | 3,525,623            |
| <b>Walter Industries, Inc.</b>                  |  |                      |
| 2,200   | Term Loan, 4.00%, Maturing April 2, 2018                       | 2,221,864            |
|   |  | <b>\$ 15,995,897</b> |
| Containers and Glass Products 1.5%              |  |                      |
| <b>Berry Plastics Corp.</b>                     |  |                      |
| 4,505   | Term Loan, 2.31%, Maturing April 3, 2015                       | \$ 4,345,201         |
| <b>BWAY Corp.</b>                               |  |                      |
| 245   | Term Loan, Maturing February 23, 2018 <sup>(5)</sup>           | 246,618              |
| 2,755   | Term Loan, Maturing February 23, 2018 <sup>(5)</sup>           | 2,780,342            |
| <b>Consolidated Container Co.</b>               |  |                      |
| 2,000   | Term Loan - Second Lien, 5.69%, Maturing<br>September 28, 2014 | 1,815,000            |
| <b>Graham Packaging Holdings Co.</b>            |  |                      |
| 4,992   | Term Loan, 6.75%, Maturing April 5, 2014                       | 5,046,268            |
| 995   | Term Loan, 6.00%, Maturing September 23, 2016                  | 1,005,105            |
| <b>Graphic Packaging International, Inc.</b>    |  |                      |
| 5,704   | Term Loan, 2.29%, Maturing May 16, 2014                        | 5,704,151            |
| <b>JSG Acquisitions</b>                         |  |                      |
| EUR 797   | Term Loan, 4.32%, Maturing December 1, 2014                    | 1,186,975            |

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|                                      |       |  |                      |
|--------------------------------------|-------|--|----------------------|
| EUR                                  | 788   | Term Loan, 4.53%, Maturing December 31, 2014 | 1,174,749            |
| <b>Kranson Industries, Inc.</b>      |       |  |                      |
|                                      | 979   | Term Loan, 2.55%, Maturing July 31, 2013     | 959,956              |
| <b>Pelican Products, Inc.</b>        |       |  |                      |
|                                      | 798   | Term Loan, 5.00%, Maturing March 7, 2017     | 801,741              |
| <b>Reynolds Group Holdings, Inc.</b> |       |  |                      |
|                                      | 3,100 | Term Loan, 4.25%, Maturing February 9, 2018  | 3,121,312            |
| <b>Smurfit Kappa Acquisitions</b>    |       |  |                      |
| EUR                                  | 115   | Term Loan, 4.47%, Maturing December 31, 2014 | 170,851              |
| EUR                                  | 138   | Term Loan, 4.52%, Maturing December 31, 2014 | 205,134              |
| <b>Tegrant Holding Corp.</b>         |       |  |                      |
|                                      | 1,920 | Term Loan, 3.51%, Maturing March 8, 2013     | 1,816,800            |
|                                      |       |  | <b>\$ 30,380,203</b> |

Cosmetics / Toiletries 0.7%

**Alliance Boots Holdings, Ltd.**

|     |       |   |              |
|-----|-------|---|--------------|
| GBP | 4,950 | Term Loan, 3.59%, Maturing July 5, 2015 | \$ 8,011,569 |
| EUR | 1,000 | Term Loan, 4.20%, Maturing July 5, 2015 | 1,460,784    |

**Bausch & Lomb, Inc.**

|  |       |   |           |
|--|-------|---|-----------|
|  | 534   | Term Loan, 3.46%, Maturing April 24, 2015 | 535,170   |
|  | 2,197 | Term Loan, 3.54%, Maturing April 24, 2015 | 2,201,355 |

**KIK Custom Products, Inc.**

|  |       |  |           |
|--|-------|--|-----------|
|  | 1,900 | Term Loan - Second Lien, 5.25%, Maturing November 30, 2014 | 1,324,062 |
|--|-------|--|-----------|

**Prestige Brands, Inc.**

|  |     |   |         |
|--|-----|---|---------|
|  | 950 | Term Loan, 4.76%, Maturing March 24, 2016 | 957,897 |
|--|-----|---|---------|

**\$ 14,490,837**

Diversified Media 0.1%

**Catalina Marketing Corp.**

|  |       |  |              |
|--|-------|--|--------------|
|  | 2,000 | Term Loan, Maturing October 1, 2014 <sup>(5)</sup> | \$ 1,990,000 |
|--|-------|--|--------------|

**\$ 1,990,000**

Drugs 0.3%

**Graceway Pharmaceuticals, LLC**

|       |   |            |
|-------|---|------------|
| 970   | Term Loan, 4.96%, Maturing May 3, 2012                              | \$ 587,049 |
| 1,450 | Term Loan, 9.96%, Maturing November 3, 2013 <sup>(2)(6)</sup>       | 14,497     |
| 2,000 | Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 <sup>(7)</sup> | 113,334    |

**Pharmaceutical Holdings Corp.**

|    |   |        |
|----|---|--------|
| 56 | Term Loan, 4.47%, Maturing January 30, 2012 | 56,051 |
|----|---|--------|

**Warner Chilcott Corp.**

|       |   |           |
|-------|---|-----------|
| 2,000 | Term Loan, Maturing March 17, 2016 <sup>(5)</sup> | 2,008,906 |
| 760   | Term Loan, 4.25%, Maturing March 15, 2018         | 767,125   |
| 1,520 | Term Loan, 4.25%, Maturing March 15, 2018         | 1,534,250 |

**WC Luxco S.A.R.L.**

|       |   |           |
|-------|---|-----------|
| 1,045 | Term Loan, 4.25%, Maturing March 15, 2018 | 1,054,797 |
|-------|---|-----------|

**\$ 6,136,009**

Ecological Services and Equipment 0.1%

**Big Dumpster Merger Sub, Inc.**

|     |   |            |
|-----|---|------------|
| 806 | Term Loan, 2.47%, Maturing February 5, 2013 | \$ 683,334 |
|-----|---|------------|

**Cory Environmental Holdings**

|         |   |         |
|---------|---|---------|
| GBP 500 | Term Loan - Second Lien, 5.04%, Maturing September 30, 2014 | 398,796 |
|---------|---|---------|

**Environmental Systems Products Holdings, Inc.**

|     |  |         |
|-----|--|---------|
| 273 | Term Loan - Second Lien, 13.50%, Maturing September 12, 2014 | 253,231 |
|-----|--|---------|

**Sensus Metering Systems, Inc.**

|     |   |         |
|-----|---|---------|
| 690 | Term Loan, 7.00%, Maturing June 3, 2013 | 692,997 |
|-----|---|---------|

*See Notes to Financial Statements.*



Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>                    | <b>Value</b>        |
|---|--|---------------------|
| Ecological Services and Equipment (continued)   |  |                     |
| <b>Wastequip, Inc.</b>                          |  |                     |
| 930   | Term Loan, 2.47%, Maturing February 5, 2013            | \$ 789,146          |
|   |  | <b>\$ 2,817,504</b> |
|   |  |                     |
| Electronics / Electrical                        | 1.9%   |                     |
| <b>Aspect Software, Inc.</b>                    |  |                     |
| 1,931   | Term Loan, 6.25%, Maturing April 19, 2016              | \$ 1,947,396        |
| <b>Attachmate Corp.</b>                         |  |                     |
| 2,925   | Term Loan, Maturing April 27, 2017 <sup>(5)</sup>      | 2,932,313           |
| <b>Christie/Aix, Inc.</b>                       |  |                     |
| 809   | Term Loan, 5.25%, Maturing April 29, 2016              | 806,782             |
| <b>Edwards (Cayman Island II), Ltd.</b>         |  |                     |
| 1,197   | Term Loan, 5.50%, Maturing May 31, 2016                | 1,201,489           |
| <b>Freescall Semiconductor, Inc.</b>            |  |                     |
| 4,349   | Term Loan, 4.49%, Maturing December 1, 2016            | 4,356,800           |
| <b>Infor Enterprise Solutions Holdings</b>      |  |                     |
| 500   | Term Loan, 5.71%, Maturing March 2, 2014               | 451,563             |
| 259   | Term Loan, 4.97%, Maturing July 28, 2015               | 254,206             |
| 2,065   | Term Loan, 5.97%, Maturing July 28, 2015               | 2,023,969           |
| 3,958   | Term Loan, 5.97%, Maturing July 28, 2015               | 3,936,770           |
| 550   | Term Loan - Second Lien, 6.46%, Maturing March 2, 2014 | 503,250             |
| 950   | Term Loan - Second Lien, 6.46%, Maturing March 2, 2014 | 873,704             |
| <b>Network Solutions, LLC</b>                   |  |                     |

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|   |           |  |                      |
|---|-----------|--|----------------------|
|   | 1,998     | Term Loan, 2.47%, Maturing March 7, 2014           | 1,975,169            |
| <b>NXP B.V.</b>                         |           |  |                      |
|   | 2,575     | Term Loan, 4.50%, Maturing March 7, 2017           | 2,605,578            |
| <b>Open Solutions, Inc.</b>             |           |  |                      |
|   | 2,352     | Term Loan, 2.40%, Maturing January 23, 2014        | 2,108,365            |
| <b>RBS Worldpay, Inc.</b>               |           |  |                      |
|   | GBP 2,000 | Term Loan, Maturing October 2, 2017 <sup>(5)</sup> | 3,351,834            |
| <b>Sensata Technologies Finance Co.</b> |           |  |                      |
|   | 5,709     | Term Loan, 2.02%, Maturing April 26, 2013          | 5,684,310            |
| <b>SS&amp;C Technologies, Inc.</b>      |           |  |                      |
|   | 1,490     | Term Loan, 2.29%, Maturing November 23, 2012       | 1,497,057            |
| <b>VeriFone, Inc.</b>                   |           |  |                      |
|   | 900       | Term Loan, 2.97%, Maturing October 31, 2013        | 889,207              |
| <b>Vertafore, Inc.</b>                  |           |  |                      |
|   | 1,067     | Term Loan, 5.25%, Maturing July 29, 2016           | 1,074,997            |
|   |           |  | <b>\$ 38,474,759</b> |

Equipment Leasing 0.2%

**Hertz Corp.**

|  |       |  |                     |
|--|-------|--|---------------------|
|  | 3,350 | Term Loan, 3.75%, Maturing March 9, 2018 | \$ 3,384,431        |
|  |       |  | <b>\$ 3,384,431</b> |

Financial Intermediaries 1.4%

**Asset Acceptance Capital Corp.**

|  |     |   |            |
|--|-----|---|------------|
|  | 977 | Term Loan, 3.81%, Maturing June 5, 2013 | \$ 972,358 |
|--|-----|---|------------|

**Citco III, Ltd.**

|  |       |  |           |
|--|-------|--|-----------|
|  | 2,312 | Term Loan, 4.46%, Maturing June 30, 2014 | 2,311,581 |
|--|-------|--|-----------|

**EURONET Worldwide, Inc.**

|  |       |  |           |
|--|-------|--|-----------|
|  | 1,786 | Term Loan, 2.27%, Maturing April 4, 2014 | 1,784,032 |
|--|-------|--|-----------|

**First Data Corp.**

|  |       |   |           |
|--|-------|---|-----------|
|  | 1,000 | Term Loan, Maturing September 24, 2014 <sup>(5)</sup> | 951,537   |
|  | 2,346 | Term Loan, Maturing September 24, 2014 <sup>(5)</sup> | 2,232,624 |
|  | 2,654 | Term Loan, Maturing September 24, 2014 <sup>(5)</sup> | 2,524,761 |

**Grosvenor Capital Management**

|  |     |   |         |
|--|-----|---|---------|
|  | 633 | Term Loan, 4.25%, Maturing December 5, 2016 | 632,961 |
|--|-----|---|---------|

**Interactive Data Corp.**

|  |       |  |           |
|--|-------|--|-----------|
|  | 2,225 | Term Loan, 4.75%, Maturing February 12, 2018 | 2,242,898 |
|--|-------|--|-----------|

**Jupiter Asset Management Group**

|  |         |   |         |
|--|---------|---|---------|
|  | GBP 308 | Term Loan, 4.57%, Maturing March 17, 2015 | 514,470 |
|--|---------|---|---------|

**LPL Holdings, Inc.**

|       |  |           |
|-------|--|-----------|
| 1,154 | Term Loan, 2.03%, Maturing June 28, 2013 | 1,156,261 |
| 3,634 | Term Loan, 4.25%, Maturing June 25, 2015 | 3,657,748 |

**MSCI, Inc.**

|       |   |           |
|-------|---|-----------|
| 3,628 | Term Loan, 3.75%, Maturing March 14, 2017 | 3,667,618 |
|-------|---|-----------|

**Nuveen Investments, Inc.**

|       |  |           |
|-------|--|-----------|
| 1,842 | Term Loan, 3.29%, Maturing November 13, 2014 | 1,791,490 |
| 2,153 | Term Loan, 5.79%, Maturing May 12, 2017      | 2,163,385 |

**RJO Holdings Corp. (RJ O Brien)**

|       |   |         |
|-------|---|---------|
| 32    | Term Loan, 6.24%, Maturing December 10, 2015 <sup>(6)</sup> | 26,624  |
| 1,029 | Term Loan, 6.24%, Maturing December 10, 2015 <sup>(6)</sup> | 854,321 |

**\$ 27,484,669**

Food Products 1.2%

**Acosta, Inc.**

|       |  |              |
|-------|--|--------------|
| 2,225 | Term Loan, 4.75%, Maturing March 1, 2018 | \$ 2,243,541 |
|-------|--|--------------|

**Dean Foods Co.**

|       |  |           |
|-------|--|-----------|
| 5,712 | Term Loan, 1.81%, Maturing April 2, 2014 | 5,572,770 |
|-------|--|-----------|

**Dole Food Company, Inc.**

|     |  |         |
|-----|--|---------|
| 692 | Term Loan, 5.22%, Maturing March 2, 2017 | 699,439 |
| 279 | Term Loan, 5.50%, Maturing March 2, 2017 | 281,606 |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>                           | <b>Value</b>         |
|---|---|----------------------|
| Food Products (continued)                       |   |                      |
| <b>Liberator Midco, Ltd.</b>                    |   |                      |
| GBP 1,000                                       | Term Loan, Maturing April 29, 2016 <sup>(5)</sup>             | \$ 1,670,350         |
| <b>Pierre Foods, Inc.</b>                       |   |                      |
| 2,368   | Term Loan, 7.00%, Maturing September 30, 2016                 | 2,389,339            |
| <b>Pinnacle Foods Finance, LLC</b>              |   |                      |
| 7,111   | Term Loan, 2.74%, Maturing April 2, 2014                      | 7,099,312            |
| <b>Provimi Group SA</b>                         |   |                      |
| 188   | Term Loan, 2.46%, Maturing June 28, 2015                      | 186,723              |
| 231   | Term Loan, 2.46%, Maturing June 28, 2015                      | 229,785              |
| EUR 243   | Term Loan, 3.45%, Maturing June 28, 2015                      | 357,715              |
| EUR 392   | Term Loan, 3.45%, Maturing June 28, 2015                      | 577,176              |
| EUR 419   | Term Loan, 3.45%, Maturing June 28, 2015                      | 616,479              |
| EUR 540   | Term Loan, 3.45%, Maturing June 28, 2015                      | 794,975              |
| 148   | Term Loan - Second Lien, 4.46%, Maturing<br>December 28, 2016 | 140,085              |
| EUR 24  | Term Loan - Second Lien, 5.20%, Maturing<br>December 28, 2016 | 33,847               |
| EUR 331   | Term Loan - Second Lien, 5.45%, Maturing<br>December 28, 2016 | 463,569              |
|   |   | <b>\$ 23,356,711</b> |

Food Service 1.9%

**Aramark Corp.**

|       |   |            |
|-------|---|------------|
| 137   | Term Loan, 2.12%, Maturing January 27, 2014 | \$ 136,271 |
| 1,696 | Term Loan, 2.18%, Maturing January 27, 2014 | 1,686,793  |

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|  |       |  |                      |
|--|-------|--|----------------------|
| GBP                                    | 958   | Term Loan, 2.82%, Maturing January 27, 2014                | 1,563,374            |
|  | 246   | Term Loan, 3.49%, Maturing July 26, 2016                   | 246,809              |
|  | 3,742 | Term Loan, 3.56%, Maturing July 26, 2016                   | 3,752,892            |
| <b>Buffets, Inc.</b>                   |       |  |                      |
|  | 1,560 | Term Loan, 12.00%, Maturing April 21, 2015 <sup>(2)</sup>  | 1,417,731            |
|  | 159   | Term Loan, 7.56%, Maturing April 22, 2015 <sup>(2)</sup>   | 120,575              |
| <b>Burger King Corp.</b>               |       |  |                      |
|  | 5,667 | Term Loan, 4.50%, Maturing October 19, 2016                | 5,671,092            |
| <b>CBRL Group, Inc.</b>                |       |  |                      |
|  | 1,182 | Term Loan, 1.82%, Maturing April 29, 2013                  | 1,181,687            |
|  | 755   | Term Loan, 2.82%, Maturing April 27, 2016                  | 756,361              |
| <b>Del Monte Corp.</b>                 |       |  |                      |
|  | 4,600 | Term Loan, 4.50%, Maturing March 8, 2018                   | 4,625,503            |
| <b>Denny's, Inc.</b>                   |       |  |                      |
|  | 759   | Term Loan, 5.25%, Maturing February 24, 2017               | 766,343              |
| <b>DineEquity, Inc.</b>                |       |  |                      |
|  | 1,533 | Term Loan, 4.25%, Maturing October 19, 2017                | 1,553,549            |
| <b>Dunkin Brands, Inc.</b>             |       |  |                      |
|  | 1,945 | Term Loan, 4.25%, Maturing November 23, 2017               | 1,962,291            |
| <b>JRD Holdings, Inc.</b>              |       |  |                      |
|  | 1,823 | Term Loan, 2.47%, Maturing July 2, 2014                    | 1,813,561            |
| <b>NPC International, Inc.</b>         |       |  |                      |
|  | 352   | Term Loan, 1.99%, Maturing May 3, 2013                     | 350,380              |
| <b>OSI Restaurant Partners, LLC</b>    |       |  |                      |
|  | 420   | Term Loan, 3.54%, Maturing June 14, 2013                   | 412,971              |
|  | 4,282 | Term Loan, 2.50%, Maturing June 14, 2014                   | 4,208,347            |
| <b>QCE Finance, LLC</b>                |       |  |                      |
|  | 895   | Term Loan, 4.96%, Maturing May 5, 2013                     | 848,916              |
| <b>Sagittarius Restaurants, LLC</b>    |       |  |                      |
|  | 609   | Term Loan, 7.52%, Maturing May 18, 2015                    | 613,262              |
| <b>Selecta</b>                         |       |  |                      |
| EUR                                    | 741   | Term Loan - Second Lien, 5.24%, Maturing December 28, 2015 | 798,720              |
| <b>U.S. Foodservice, Inc.</b>          |       |  |                      |
|  | 2,000 | Term Loan, 2.71%, Maturing July 3, 2014                    | 1,939,166            |
| <b>Wendy's/Arby's Restaurants, LLC</b> |       |  |                      |
|  | 1,014 | Term Loan, 5.00%, Maturing May 24, 2017                    | 1,022,138            |
|  |       |  | <b>\$ 37,448,732</b> |

Food / Drug Retailers 1.4%

**General Nutrition Centers, Inc.**

2,400 Term Loan, 4.25%, Maturing March 2, 2018 \$ 2,411,234

**NBTY, Inc.**

7,319 Term Loan, 4.25%, Maturing October 2, 2017 7,380,947

**Pantry, Inc. (The)**

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|                                    |       |   |                      |
|------------------------------------|-------|---|----------------------|
|                                    | 314   | Term Loan, 1.97%, Maturing May 15, 2014           | 309,937              |
|                                    | 1,090 | Term Loan, 1.97%, Maturing May 15, 2014           | 1,076,394            |
| <b>Rite Aid Corp.</b>              |       |   |                      |
|                                    | 5,210 | Term Loan, 1.98%, Maturing June 4, 2014           | 5,029,718            |
|                                    | 4,065 | Term Loan, 4.50%, Maturing February 28, 2018      | 4,056,004            |
| <b>Roundy's Supermarkets, Inc.</b> |       |   |                      |
|                                    | 3,674 | Term Loan, 7.00%, Maturing November 3, 2013       | 3,689,685            |
| <b>Supervalu, Inc.</b>             |       |   |                      |
|                                    | 3,500 | Term Loan, Maturing April 28, 2018 <sup>(5)</sup> | 3,482,500            |
|                                    |       |   | <b>\$ 27,436,419</b> |

Forest Products 0.2%

**Georgia-Pacific Corp.**

|  |       |  |                     |
|--|-------|--|---------------------|
|  | 3,648 | Term Loan, 2.31%, Maturing December 21, 2012 | \$ 3,653,255        |
|  | 1,291 | Term Loan, 3.56%, Maturing December 23, 2014 | 1,298,431           |
|  |       |  | <b>\$ 4,951,686</b> |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal Amount*</b><br>(000 s omitted)   | <b>Borrower/Tranche Description</b>                  | <b>Value</b> |
|---|--|--------------|
| Health Care 4.3%                              |  |              |
| <b>AMR HoldCo, Inc.</b>                       |  |              |
| 1,950   | Term Loan, 3.22%, Maturing April 8, 2015             | \$ 1,951,829 |
| <b>Aveta Holdings, LLC</b>                    |  |              |
| 670   | Term Loan, 8.50%, Maturing April 14, 2015            | 675,509      |
| 670   | Term Loan, 8.50%, Maturing April 14, 2015            | 675,509      |
| <b>Biomet, Inc.</b>                           |  |              |
| 3,860   | Term Loan, 3.28%, Maturing March 25, 2015            | 3,860,726    |
| EUR 1,713                                     | Term Loan, 4.13%, Maturing March 25, 2015            | 2,539,971    |
| <b>Bright Horizons Family Solutions, Inc.</b> |  |              |
| 240   | Term Loan, 7.50%, Maturing May 28, 2015              | 242,177      |
| <b>Cardinal Health 409, Inc.</b>              |  |              |
| 1,103   | Term Loan, 2.46%, Maturing April 10, 2014            | 1,076,920    |
| <b>Carestream Health, Inc.</b>                |  |              |
| 2,475   | Term Loan, 5.00%, Maturing February 25, 2017         | 2,323,097    |
| <b>Carl Zeiss Vision Holding GmbH</b>         |  |              |
| 1,170   | Term Loan, 1.74%, Maturing October 24, 2014          | 1,052,025    |
| 130   | Term Loan, 4.00%, Maturing September 30, 2019        | 104,162      |
| <b>Catalent Pharma Solutions</b>              |  |              |
| EUR 1,925                                     | Term Loan, 3.45%, Maturing April 10, 2014            | 2,758,550    |
| <b>CDRL MS, Inc.</b>                          |  |              |
| 934   | Term Loan, 6.75%, Maturing September 29, 2016        | 943,739      |
| <b>Community Health Systems, Inc.</b>         |  |              |
| 366   | Term Loan, 2.56%, Maturing July 25, 2014             | 357,361      |
| 7,103   | Term Loan, 2.56%, Maturing July 25, 2014             | 6,943,574    |
| 3,569   | Term Loan, 3.81%, Maturing January 25, 2017          | 3,518,587    |
| <b>ConMed Corp.</b>                           |  |              |
| 576   | Term Loan, 1.72%, Maturing April 12, 2013            | 564,807      |
| <b>ConvaTec, Inc.</b>                         |  |              |
| 1,000   | Term Loan, Maturing December 22, 2016 <sup>(5)</sup> | 1,005,156    |
| <b>CRC Health Corp.</b>                       |  |              |
| 1,180   | Term Loan, 4.81%, Maturing November 16, 2015         | 1,159,173    |
| <b>Dako EQT Project Delphi</b>                |  |              |

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|   |       |  |           |
|---|-------|--|-----------|
|   | 750   | Term Loan - Second Lien, 4.05%, Maturing December 12, 2016         | 676,562   |
| <b>DJO Finance, LLC</b>                   |       |  |           |
|   | 838   | Term Loan, 3.21%, Maturing May 20, 2014                            | 835,553   |
| <b>Fenwal, Inc.</b>                       |       |  |           |
|   | 142   | Term Loan, 2.56%, Maturing February 28, 2014                       | 134,469   |
|   | 831   | Term Loan, 2.56%, Maturing February 28, 2014                       | 784,343   |
| <b>Fresenius SE</b>                       |       |  |           |
|   | 359   | Term Loan, 3.50%, Maturing September 10, 2014                      | 360,088   |
|   | 629   | Term Loan, 3.50%, Maturing September 10, 2014                      | 631,655   |
| <b>Grifols SA</b>                         |       |  |           |
|   | 2,400 | Term Loan, Maturing November 23, 2016 <sup>(5)</sup>               | 2,426,611 |
| <b>HCA, Inc.</b>                          |       |  |           |
|   | 1,652 | Term Loan, 2.56%, Maturing November 18, 2013                       | 1,651,211 |
|   | 4,961 | Term Loan, 3.56%, Maturing March 31, 2017                          | 4,974,138 |
| <b>Health Management Associates, Inc.</b> |       |  |           |
|   | 5,556 | Term Loan, 2.06%, Maturing February 28, 2014                       | 5,485,647 |
| <b>Iasis Healthcare, LLC</b>              |       |  |           |
|   | 113   | Term Loan, 2.21%, Maturing March 14, 2014                          | 112,966   |
|   | 412   | Term Loan, 2.21%, Maturing March 14, 2014                          | 411,972   |
|   | 1,189 | Term Loan, 2.21%, Maturing March 14, 2014                          | 1,190,207 |
|   | 1,800 | Term Loan, Maturing May 17, 2018 <sup>(5)</sup>                    | 1,791,000 |
| <b>IM U.S. Holdings, LLC</b>              |       |  |           |
|   | 900   | Term Loan - Second Lien, 4.46%, Maturing June 26, 2015             | 899,157   |
| <b>inVentiv Health, Inc.</b>              |       |  |           |
|   | 1,993 | Term Loan, 4.75%, Maturing August 14, 2016                         | 2,007,456 |
| <b>Kindred Healthcare, Inc.</b>           |       |  |           |
|   | 1,750 | Term Loan, Maturing April 9, 2018 <sup>(5)</sup>                   | 1,747,266 |
| <b>Lifepoint Hospitals, Inc.</b>          |       |  |           |
|   | 2,901 | Term Loan, 3.07%, Maturing April 15, 2015                          | 2,910,298 |
| <b>MultiPlan, Inc.</b>                    |       |  |           |
|   | 2,764 | Term Loan, 4.75%, Maturing August 26, 2017                         | 2,782,392 |
| <b>Mylan, Inc.</b>                        |       |  |           |
|   | 152   | Term Loan, 3.56%, Maturing October 2, 2014                         | 152,467   |
| <b>Nyco Holdings</b>                      |       |  |           |
| EUR                                       | 868   | Term Loan, 5.20%, Maturing December 29, 2014                       | 1,285,553 |
|   | 1,555 | Term Loan, Maturing December 29, 2014 <sup>(5)</sup>               | 1,549,028 |
| EUR                                       | 868   | Term Loan, 5.70%, Maturing December 29, 2015                       | 1,285,237 |
|   | 1,554 | Term Loan - Second Lien, Maturing December 29, 2015 <sup>(5)</sup> | 1,547,886 |
| <b>Physiotherapy Associates, Inc.</b>     |       |  |           |
|   | 913   | Term Loan, 7.50%, Maturing June 27, 2013                           | 914,096   |
|   | 500   | Term Loan - Second Lien, 12.00%, Maturing June 27, 2014            | 432,400   |
| <b>RadNet Management, Inc.</b>            |       |  |           |
|   | 1,361 | Term Loan, 5.75%, Maturing April 1, 2016                           | 1,363,292 |
| <b>ReAble Therapeutics Finance, LLC</b>   |       |  |           |
|   | 1,096 | Term Loan, 2.22%, Maturing November 18, 2013                       | 1,095,864 |
| <b>Res-Care, Inc.</b>                     |       |  |           |
|   | 1,500 | Term Loan, Maturing December 22, 2016 <sup>(5)</sup>               | 1,501,875 |



**Select Medical Holdings Corp.**

|       |  |           |
|-------|--|-----------|
| 1,441 | Term Loan, 4.06%, Maturing August 22, 2014 | 1,444,857 |
| 1,154 | Term Loan, 4.08%, Maturing August 22, 2014 | 1,158,789 |

**Skillsoft Corp.**

|     |   |         |
|-----|---|---------|
| 978 | Term Loan, 6.50%, Maturing May 26, 2017 | 995,508 |
|-----|---|---------|

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>                                    | <b>Value</b>         |
|---|--|----------------------|
| Health Care (continued)                         |  |                      |
| <b>Sunrise Medical Holdings, Inc.</b>           |  |                      |
| EUR 793   | Term Loan, 6.75%, Maturing May 13, 2014                                | \$ 1,085,980         |
| <b>TriZetto Group, Inc. (The)</b>               |  |                      |
| 1,575   | Term Loan, Maturing May 2, 2018 <sup>(5)</sup>                         | 1,567,125            |
| <b>Universal Health Services, Inc.</b>          |  |                      |
| 1,000   | Term Loan, Maturing November 15, 2016 <sup>(5)</sup>                   | 1,006,719            |
| <b>Vanguard Health Holding Co., LLC</b>         |  |                      |
| 1,241   | Term Loan, 5.00%, Maturing January 29, 2016                            | 1,246,852            |
| <b>VWR Funding, Inc.</b>                        |  |                      |
| 2,279   | Term Loan, 2.71%, Maturing June 30, 2014                               | 2,245,379            |
|   |  | <b>\$ 85,444,770</b> |
|   |  |                      |
| Home Furnishings 0.4%                           |  |                      |
| <b>Hunter Fan Co.</b>                           |  |                      |
| 524   | Term Loan, 2.72%, Maturing April 16, 2014                              | \$ 505,724           |
| 500   | Term Loan - Second Lien, 6.99%, Maturing October 16, 2014              | 432,500              |
| <b>National Bedding Co., LLC</b>                |  |                      |
| 3,261   | Term Loan, 3.81%, Maturing November 28, 2013                           | 3,269,629            |
| 2,550   | Term Loan - Second Lien, 5.31%, Maturing February 28, 2014             | 2,518,125            |
| <b>Oreck Corp.</b>                              |  |                      |
| 527   | Term Loan - Second Lien, 3.81%, Maturing March 19, 2016 <sup>(6)</sup> | 475,016              |

**Sanitec Europe OY**

|     |     |  |         |
|-----|-----|--|---------|
| EUR | 387 | Term Loan, 2.50%, Maturing June 24, 2016 | 507,027 |
|-----|-----|--|---------|

**\$ 7,708,021**

Industrial Equipment 1.1%

**Alliance Laundry Systems, LLC**

|  |     |   |            |
|--|-----|---|------------|
|  | 961 | Term Loan, 6.25%, Maturing September 30, 2016 | \$ 973,020 |
|--|-----|---|------------|

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

|  |     |   |         |
|--|-----|---|---------|
|  | 910 | Term Loan, 2.56%, Maturing February 7, 2014 | 889,517 |
|--|-----|---|---------|

|  |     |   |         |
|--|-----|---|---------|
|  | 983 | Term Loan, 3.56%, Maturing February 7, 2014 | 965,770 |
|--|-----|---|---------|

**Brock Holdings III, Inc.**

|  |       |   |           |
|--|-------|---|-----------|
|  | 1,075 | Term Loan, 6.00%, Maturing March 16, 2017 | 1,079,031 |
|--|-------|---|-----------|

**Bucyrus International, Inc.**

|  |     |  |         |
|--|-----|--|---------|
|  | 153 | Term Loan, 4.25%, Maturing February 19, 2016 | 154,499 |
|--|-----|--|---------|

**Butterfly Wendel US, Inc.**

|  |     |  |         |
|--|-----|--|---------|
|  | 596 | Term Loan, 3.46%, Maturing June 23, 2014 | 573,121 |
|--|-----|--|---------|

|  |     |  |         |
|--|-----|--|---------|
|  | 596 | Term Loan, 4.21%, Maturing June 22, 2015 | 572,935 |
|--|-----|--|---------|

**EPD Holdings, (Goodyear Engineering Products)**

|  |     |  |         |
|--|-----|--|---------|
|  | 296 | Term Loan, 2.72%, Maturing July 31, 2014 | 279,403 |
|--|-----|--|---------|

|  |       |  |           |
|--|-------|--|-----------|
|  | 2,066 | Term Loan, 2.72%, Maturing July 31, 2014 | 1,950,766 |
|--|-------|--|-----------|

|  |       |  |           |
|--|-------|--|-----------|
|  | 2,100 | Term Loan - Second Lien, 5.96%, Maturing July 13, 2015 | 1,841,874 |
|--|-------|--|-----------|

**Generac Acquisition Corp.**

|  |       |  |           |
|--|-------|--|-----------|
|  | 1,841 | Term Loan, 2.80%, Maturing November 11, 2013 | 1,835,992 |
|--|-------|--|-----------|

**Gleason Corp.**

|  |     |  |         |
|--|-----|--|---------|
|  | 918 | Term Loan, 2.01%, Maturing June 30, 2013 | 913,698 |
|--|-----|--|---------|

**Itron, Inc.**

|     |     |   |         |
|-----|-----|---|---------|
| EUR | 159 | Term Loan, 4.72%, Maturing April 18, 2014 | 236,247 |
|-----|-----|---|---------|

**Jason, Inc.**

|  |     |   |        |
|--|-----|---|--------|
|  | 100 | Term Loan, 8.25%, Maturing September 21, 2014 | 99,773 |
|--|-----|---|--------|

|  |     |   |         |
|--|-----|---|---------|
|  | 252 | Term Loan, 8.25%, Maturing September 21, 2014 | 252,870 |
|--|-----|---|---------|

**JMC Steel Group, Inc.**

|  |     |  |         |
|--|-----|--|---------|
|  | 650 | Term Loan, 4.75%, Maturing April 3, 2017 | 652,974 |
|--|-----|--|---------|

**KION Group GmbH**

|  |     |   |         |
|--|-----|---|---------|
|  | 256 | Term Loan, 3.71%, Maturing December 23, 2014 <sup>(2)</sup> | 249,706 |
|--|-----|---|---------|

|  |     |   |         |
|--|-----|---|---------|
|  | 256 | Term Loan, 3.96%, Maturing December 23, 2015 <sup>(2)</sup> | 249,706 |
|--|-----|---|---------|

**Pinafore, LLC**

|  |       |   |           |
|--|-------|---|-----------|
|  | 2,362 | Term Loan, 4.25%, Maturing September 29, 2016 | 2,387,351 |
|--|-------|---|-----------|

**Polypore, Inc.**

|  |       |   |           |
|--|-------|---|-----------|
|  | 4,091 | Term Loan, 2.22%, Maturing July 3, 2014 | 4,055,025 |
|--|-------|---|-----------|

**Sequa Corp.**

|  |       |   |           |
|--|-------|---|-----------|
|  | 1,191 | Term Loan, 3.50%, Maturing December 3, 2014 | 1,183,349 |
|--|-------|---|-----------|

\$ 21,396,627

Insurance 0.5%

**Alliant Holdings I, Inc.**

2,688 Term Loan, 3.31%, Maturing August 21, 2014 \$ 2,674,852

**AmWINS Group, Inc.**500 Term Loan - Second Lien, 5.81%, Maturing June 8,  
2014 462,500**Crawford & Company**

1,517 Term Loan, 5.00%, Maturing October 30, 2013 1,528,521

**Crump Group, Inc.**

855 Term Loan, 3.22%, Maturing August 1, 2014 848,715

**HUB International Holdings, Inc.**

212 Term Loan, 2.81%, Maturing June 13, 2014 210,709

944 Term Loan, 2.81%, Maturing June 13, 2014 937,376

**U.S.I. Holdings Corp.**

2,629 Term Loan, 2.72%, Maturing May 5, 2014 2,603,144

985 Term Loan, 7.00%, Maturing May 5, 2014 984,589

\$ 10,250,406

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted)  | <b>Borrower/Tranche Description</b>                                      | <b>Value</b> |
|--|--|--------------|
| Leisure Goods / Activities / Movies 1.4%         |  |              |
| <b>AMC Entertainment, Inc.</b>                   |  |              |
| 1,672  | Term Loan, 3.46%, Maturing December 16, 2016                             | \$ 1,675,279 |
| <b>Bombardier Recreational Products</b>          |  |              |
| 2,854  | Term Loan, 2.79%, Maturing June 28, 2013                                 | 2,836,205    |
| <b>Cedar Fair, LP</b>                            |  |              |
| 2,456  | Term Loan, 4.00%, Maturing December 15, 2017                             | 2,481,983    |
| <b>Cinemark, Inc.</b>                            |  |              |
| 3,670  | Term Loan, 3.52%, Maturing April 29, 2016                                | 3,697,086    |
| <b>Deluxe Entertainment Services</b>             |  |              |
| 41   | Term Loan, 6.25%, Maturing May 11, 2013                                  | 41,235       |
| 637  | Term Loan, 6.25%, Maturing May 11, 2013                                  | 635,023      |
| 500  | Term Loan - Second Lien, 11.00%, Maturing<br>November 11, 2013           | 495,000      |
| <b>National CineMedia, LLC</b>                   |  |              |
| 3,075  | Term Loan, 1.81%, Maturing February 13, 2015                             | 3,036,563    |
| <b>Regal Cinemas Corp.</b>                       |  |              |
| 3,990  | Term Loan, 3.56%, Maturing August 23, 2017                               | 4,004,947    |
| <b>Revolution Studios Distribution Co., LLC</b>  |  |              |
| 1,592  | Term Loan, 3.97%, Maturing December 21, 2014                             | 1,185,686    |
| 2,050  | Term Loan - Second Lien, 7.22%, Maturing June 21,<br>2015 <sup>(6)</sup> | 656,000      |
| <b>SeaWorld Parks &amp; Entertainment, Inc.</b>  |  |              |
| 1,017  | Term Loan, 2.96%, Maturing February 17, 2016                             | 1,015,726    |
| 917  | Term Loan, 4.00%, Maturing August 17, 2017                               | 925,066      |
| <b>Six Flags Theme Parks, Inc.</b>               |  |              |
| 2,927  | Term Loan, 5.25%, Maturing June 30, 2016                                 | 2,955,445    |
| <b>Universal City Development Partners, Ltd.</b> |  |              |
| 1,159  | Term Loan, 5.50%, Maturing November 6, 2014                              | 1,171,547    |
| <b>Zuffa, LLC</b>                                |  |              |
| 1,466  | Term Loan, 2.25%, Maturing June 19, 2015                                 | 1,443,139    |

\$ 28,255,930

Lodging and Casinos 1.2%

**Ameristar Casinos, Inc.**

1,000 Term Loan, 4.00%, Maturing April 13, 2018 \$ 1,010,446

**Gala Electric Casinos, Ltd.**

GBP 942 Term Loan, 4.74%, Maturing October 25, 2013 1,501,331

GBP 958 Term Loan, 5.38%, Maturing October 27, 2014 1,526,539

**Harrah's Operating Co.**

2,130 Term Loan, 3.25%, Maturing January 28, 2015 2,000,045

1,500 Term Loan, 3.27%, Maturing January 28, 2015 1,409,475

1,773 Term Loan, 3.27%, Maturing January 28, 2015 1,665,771

**Herbst Gaming, Inc.**

819 Term Loan, 10.00%, Maturing December 31, 2015 853,896

**Isle of Capri Casinos, Inc.**

875 Term Loan, 4.75%, Maturing November 1, 2013 882,291

**Las Vegas Sands, LLC**

725 Term Loan, 3.00%, Maturing November 23, 2016 714,160

2,658 Term Loan, 3.00%, Maturing November 23, 2016 2,617,158

**LodgeNet Entertainment Corp.**

754 Term Loan, 6.50%, Maturing April 4, 2014 724,237

**Penn National Gaming, Inc.**

6,711 Term Loan, 2.00%, Maturing October 3, 2012 6,710,517

**Tropicana Entertainment, Inc.**

87 Term Loan, 15.00%, Maturing December 29, 2012 98,531

**VML US Finance, LLC**

1,884 Term Loan, 4.72%, Maturing May 27, 2013 1,888,576

\$ 23,602,973

Nonferrous Metals / Minerals 0.6%

**Compass Minerals Group, Inc.**

1,715 Term Loan, 3.01%, Maturing January 15, 2016 \$ 1,724,026

**Fairmount Minerals, Ltd.**

2,825 Term Loan, 5.25%, Maturing March 1, 2017 2,843,981

**Noranda Aluminum Acquisition**

357 Term Loan, 1.96%, Maturing May 18, 2014 354,813

**Novelis, Inc.**

2,095 Term Loan, 4.00%, Maturing March 10, 2017 2,118,972

**Oxbow Carbon and Mineral Holdings**

1,459 Term Loan, 3.80%, Maturing May 8, 2016 1,472,144

**Tube City IMS Corp.**

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|       |   |           |
|-------|---|-----------|
| 2,569 | Term Loan, 2.21%, Maturing January 25, 2014 | 2,552,595 |
| 324   | Term Loan, 2.31%, Maturing January 25, 2014 | 322,297   |

**\$ 11,388,828**

Oil and Gas 0.3%

**CGGVeritas Services, Inc.**

|     |   |            |
|-----|---|------------|
| 508 | Term Loan, 5.50%, Maturing January 12, 2016 | \$ 511,306 |
|-----|---|------------|

**CITGO Petroleum Corp.**

|     |  |         |
|-----|--|---------|
| 587 | Term Loan, 8.00%, Maturing June 24, 2015 | 602,739 |
| 496 | Term Loan, 9.00%, Maturing June 23, 2017 | 522,406 |

**Crestwood Holdings, LLC**

|     |  |         |
|-----|--|---------|
| 541 | Term Loan, 10.50%, Maturing September 30, 2016 | 556,515 |
|-----|--|---------|

**Dynegy Holdings, Inc.**

|     |  |         |
|-----|--|---------|
| 74  | Term Loan, 4.03%, Maturing April 2, 2013 | 73,469  |
| 926 | Term Loan, 4.03%, Maturing April 2, 2013 | 924,476 |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>                     | <b>Value</b>        |
|---|---|---------------------|
| Oil and Gas (continued)                         |   |                     |
| <b>MEG Energy Corp.</b>                         |   |                     |
| 1,150   | Term Loan, 4.00%, Maturing March 16, 2018               | \$ 1,162,099        |
| <b>Sheridan Production Partners I, LLC</b>      |   |                     |
| 134   | Term Loan, 6.50%, Maturing April 20, 2017               | 135,392             |
| 220   | Term Loan, 6.50%, Maturing April 20, 2017               | 221,661             |
| 1,660   | Term Loan, 6.50%, Maturing April 20, 2017               | 1,672,809           |
|   |   | <b>\$ 6,382,872</b> |
| Publishing 1.8%                                 |   |                     |
| <b>Aster Zweite Beteiligungs GmbH</b>           |   |                     |
| 1,075   | Term Loan, 4.71%, Maturing September 27, 2013           | \$ 1,072,984        |
| 1,194   | Term Loan, 4.71%, Maturing September 27, 2013           | 1,192,191           |
| 1,277   | Term Loan, 4.71%, Maturing December 31, 2014            | 1,274,710           |
| EUR 472   | Term Loan, 5.78%, Maturing December 31, 2014            | 702,219             |
| EUR 528   | Term Loan, 5.78%, Maturing December 31, 2014            | 784,485             |
| <b>Cengage Learning, Inc.</b>                   |   |                     |
| 1,672   | Term Loan, 2.46%, Maturing July 3, 2014                 | 1,612,467           |
| <b>GateHouse Media Operating, Inc.</b>          |   |                     |
| 2,921   | Term Loan, 2.22%, Maturing August 28, 2014              | 1,285,151           |
| 4,147   | Term Loan, 2.22%, Maturing August 28, 2014              | 1,824,619           |
| 964   | Term Loan, 2.47%, Maturing August 28, 2014              | 424,059             |
| <b>Getty Images, Inc.</b>                       |   |                     |
| 1,990   | Term Loan, 5.25%, Maturing November 7, 2016             | 2,014,565           |
| <b>Hanley-Wood, LLC</b>                         |   |                     |
| 967   | Term Loan, 2.62%, Maturing March 8, 2014 <sup>(6)</sup> | 619,200             |



|   |   |                      |
|---|---|----------------------|
| <b>Laureate Education, Inc.</b>             |   |                      |
| 473   | Term Loan, 3.52%, Maturing August 17, 2014                | 470,091              |
| 3,157                                       | Term Loan, 3.52%, Maturing August 17, 2014                | 3,139,663            |
| <b>MediaNews Group, Inc.</b>                |   |                      |
| 149   | Term Loan, 8.50%, Maturing March 19, 2014                 | 149,270              |
| <b>Merrill Communications, LLC</b>          |   |                      |
| 1,382                                       | Term Loan, 7.50%, Maturing December 24, 2012              | 1,381,928            |
| <b>Nelson Education, Ltd.</b>               |   |                      |
| 638   | Term Loan, 2.81%, Maturing July 5, 2014                   | 587,216              |
| <b>Nielsen Finance, LLC</b>                 |   |                      |
| 8,038                                       | Term Loan, 2.23%, Maturing August 9, 2013                 | 8,020,638            |
| 2,000                                       | Term Loan, 3.73%, Maturing May 2, 2016                    | 2,003,750            |
| <b>Penton Media, Inc.</b>                   |   |                      |
| 971   | Term Loan, 5.00%, Maturing August 1, 2014 <sup>(2)</sup>  | 810,715              |
| <b>SGS International, Inc.</b>              |   |                      |
| 621   | Term Loan, 3.96%, Maturing September 30, 2013             | 621,213              |
| <b>Source Interlink Companies, Inc.</b>     |   |                      |
| 1,125                                       | Term Loan, 10.75%, Maturing June 18, 2013                 | 1,102,416            |
| 747   | Term Loan, 15.00%, Maturing March 18, 2014 <sup>(2)</sup> | 616,107              |
| <b>Springer Science+Business Media S.A.</b> |   |                      |
| 2,000                                       | Term Loan, 6.75%, Maturing June 17, 2016                  | 2,023,334            |
| <b>Star Tribune Co. (The)</b>               |   |                      |
| 29  | Term Loan, 8.00%, Maturing September 28, 2014             | 28,372               |
| 25  | Term Loan, 8.00%, Maturing September 29, 2014             | 25,219               |
| <b>Xsys, Inc.</b>                           |   |                      |
| EUR 1,500                                   | Term Loan - Second Lien, 5.55%, Maturing November 1, 2014 | 2,236,537            |
|   |   | <b>\$ 36,023,119</b> |

Radio and Television 1.5%

|                                    |  |              |
|------------------------------------|--|--------------|
| <b>Block Communications, Inc.</b>  |  |              |
| 1,990                              | Term Loan, 2.21%, Maturing December 22, 2011               | \$ 1,969,852 |
| <b>CMP KC, LLC</b>                 |  |              |
| 1,066                              | Term Loan, 6.46%, Maturing May 3, 2011 <sup>(2)(6)</sup>   | 197,263      |
| <b>CMP Susquehanna Corp.</b>       |  |              |
| 954                                | Revolving Loan, 0.50%, Maturing May 5, 2012 <sup>(3)</sup> | 920,309      |
| 2,131                              | Term Loan, 2.25%, Maturing May 5, 2013                     | 2,104,370    |
| <b>Gray Television, Inc.</b>       |  |              |
| 1,753                              | Term Loan, 3.75%, Maturing December 31, 2014               | 1,745,156    |
| <b>HIT Entertainment, Inc.</b>     |  |              |
| 998                                | Term Loan, 5.56%, Maturing June 1, 2012                    | 989,674      |
| <b>Live Nation Worldwide, Inc.</b> |  |              |
| 4,322                              | Term Loan, 4.50%, Maturing November 7, 2016                | 4,347,131    |
| <b>Local TV Finance, LLC</b>       |  |              |

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|   |   |                      |
|---|---|----------------------|
| 2,000   | Term Loan, 2.37%, Maturing May 7, 2013                | 1,961,250            |
| <b>Mission Broadcasting, Inc.</b>               |   |                      |
| 658   | Term Loan, 5.00%, Maturing September 30, 2016         | 659,673              |
| 2,000   | Term Loan, Maturing September 30, 2016 <sup>(5)</sup> | 2,015,000            |
| <b>New Young Broadcasting Holding Co., Inc.</b> |   |                      |
| 539   | Term Loan, 8.00%, Maturing June 30, 2015              | 544,499              |
| <b>Nexstar Broadcasting, Inc.</b>               |   |                      |
| 1,029   | Term Loan, 5.00%, Maturing September 30, 2016         | 1,031,796            |
| <b>Raycom TV Broadcasting, LLC</b>              |   |                      |
| 1,886   | Term Loan, 1.75%, Maturing June 25, 2014              | 1,852,749            |
| <b>Univision Communications, Inc.</b>           |   |                      |
| 4,218   | Term Loan, 2.21%, Maturing September 29, 2014         | 4,137,363            |
| 4,218   | Term Loan, 4.46%, Maturing March 31, 2017             | 4,132,618            |
| <b>Weather Channel</b>                          |   |                      |
| 1,277   | Term Loan, 4.25%, Maturing February 13, 2017          | 1,291,564            |
|   |   | <b>\$ 29,900,267</b> |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted) | <b>Borrower/Tranche Description</b>         | <b>Value</b>        |
|---|---|---------------------|
| Rail Industries                                 | 0.1%  |                     |
| <b>Kansas City Southern Railway Co.</b>         |   |                     |
| 3,238   | Term Loan, 2.04%, Maturing April 26, 2013   | \$ 3,240,524        |
|   |   | <b>\$ 3,240,524</b> |
| Retailers (Except Food and Drug)                | 1.1%  |                     |
| <b>Dollar General Corp.</b>                     |   |                     |
| 1,000   | Term Loan, 2.97%, Maturing July 7, 2014     | \$ 1,000,875        |
| <b>J Crew Operating Corp.</b>                   |   |                     |
| 2,700   | Term Loan, 4.75%, Maturing March 7, 2018    | 2,698,545           |
| <b>Jo-Ann Stores, Inc.</b>                      |   |                     |
| 1,700   | Term Loan, 4.75%, Maturing March 22, 2018   | 1,702,125           |
| <b>Michaels Stores, Inc.</b>                    |   |                     |
| 926   | Term Loan, 2.58%, Maturing October 31, 2013 | 919,051             |
| <b>Neiman Marcus Group, Inc.</b>                |   |                     |
| 1,858   | Term Loan, 4.31%, Maturing April 6, 2016    | 1,864,187           |
| <b>Orbitz Worldwide, Inc.</b>                   |   |                     |
| 1,775   | Term Loan, 3.25%, Maturing July 25, 2014    | 1,690,237           |
| <b>Phillips-Van Heusen Corp.</b>                |   |                     |
| 687   | Term Loan, 3.50%, Maturing May 6, 2016      | 696,910             |
| <b>Pilot Travel Centers, LLC</b>                |   |                     |
| 1,725   | Term Loan, 4.25%, Maturing March 30, 2018   | 1,739,016           |
| <b>Rent-A-Center, Inc.</b>                      |   |                     |
| 4   | Term Loan, 1.97%, Maturing June 30, 2012    | 4,050               |
| 971   | Term Loan, 3.31%, Maturing March 31, 2015   | 973,417             |
| <b>Savers, Inc.</b>                             |   |                     |
| 1,150   | Term Loan, 4.25%, Maturing March 3, 2017    | 1,158,864           |

**Visant Holding Corp.**

1,372 Term Loan, 5.25%, Maturing December 31, 2016 1,379,956

**Vivarte**

|     |     |  |           |
|-----|-----|--|-----------|
| EUR | 31  | Term Loan, 2.91%, Maturing March 9, 2015 | 44,641    |
| EUR | 122 | Term Loan, 2.91%, Maturing March 9, 2015 | 173,605   |
| EUR | 782 | Term Loan, 2.91%, Maturing March 9, 2015 | 1,115,039 |
| EUR | 782 | Term Loan, 3.54%, Maturing March 8, 2016 | 1,115,039 |
| EUR | 31  | Term Loan, 3.54%, Maturing May 29, 2016  | 44,641    |
| EUR | 122 | Term Loan, 3.54%, Maturing May 29, 2016  | 173,605   |

**Yankee Candle Company, Inc. (The)**

3,923 Term Loan, 2.22%, Maturing February 6, 2014 3,916,752

**\$ 22,410,555**

Steel 0.1%

**Niagara Corp.**

1,985 Term Loan, 10.50%, Maturing June 29, 2014<sup>(2)(6)</sup> \$ 1,886,191

**\$ 1,886,191**

Surface Transport 0.1%

**Swift Transportation Co., Inc.**

2,250 Term Loan, Maturing December 21, 2016<sup>(5)</sup> \$ 2,278,593

**\$ 2,278,593**

Telecommunications 2.2%

**Asurion Corp.**

3,374 Term Loan, 3.25%, Maturing July 3, 2014 \$ 3,364,596

**BCM Luxembourg, Ltd.**

|     |       |   |           |
|-----|-------|---|-----------|
| EUR | 1,827 | Term Loan, 3.08%, Maturing September 30, 2014           | 2,484,868 |
| EUR | 1,828 | Term Loan, 3.33%, Maturing September 30, 2015           | 2,485,375 |
| EUR | 2,500 | Term Loan - Second Lien, 5.45%, Maturing March 31, 2016 | 2,526,183 |

**Intelsat Jackson Holdings SA**

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|  |           |  |                      |
|--|-----------|--|----------------------|
|  | 10,550    | Term Loan, 5.25%, Maturing April 2, 2018             | 10,667,865           |
| <b>IPC Systems, Inc.</b>                     |           |  |                      |
|  | GBP 1,366 | Term Loan, 3.07%, Maturing May 31, 2014              | 2,252,387            |
| <b>Macquarie UK Broadcast Ventures, Ltd.</b> |           |  |                      |
|  | GBP 1,071 | Term Loan, 2.88%, Maturing December 1, 2014          | 1,662,199            |
| <b>MetroPCS Wireless</b>                     |           |  |                      |
|  | 1,895     | Term Loan, 4.00%, Maturing March 15, 2018            | 1,902,061            |
| <b>NTelos, Inc.</b>                          |           |  |                      |
|  | 1,977     | Term Loan, 4.00%, Maturing August 7, 2015            | 1,987,658            |
| <b>Syniverse Technologies, Inc.</b>          |           |  |                      |
|  | 1,000     | Term Loan, 5.25%, Maturing December 21, 2017         | 1,011,458            |
| <b>Telesat Canada, Inc.</b>                  |           |  |                      |
|  | 314       | Term Loan, 3.22%, Maturing October 31, 2014          | 314,173              |
|  | 3,655     | Term Loan, 3.22%, Maturing October 31, 2014          | 3,657,551            |
| <b>TowerCo Finance, LLC</b>                  |           |  |                      |
|  | 650       | Term Loan, 5.25%, Maturing February 2, 2017          | 655,146              |
| <b>Wind Telecomunicazioni SpA</b>            |           |  |                      |
|  | EUR 3,750 | Term Loan, Maturing December 15, 2017 <sup>(5)</sup> | 5,571,137            |
| <b>Windstream Corp.</b>                      |           |  |                      |
|  | 3,890     | Term Loan, 3.02%, Maturing December 17, 2015         | 3,910,620            |
|  |           |  | <b>\$ 44,453,277</b> |

Utilities 0.7%

**Calpine Corp.**

2,650 Term Loan, 4.50%, Maturing April 2, 2018 \$ 2,677,966

**NRG Energy, Inc.**

1 Term Loan, 2.06%, Maturing February 1, 2013 1,145  
 535 Term Loan, 2.06%, Maturing February 1, 2013 535,067  
 3,552 Term Loan, 3.50%, Maturing August 31, 2015 3,585,303  
 2,993 Term Loan, 3.56%, Maturing August 31, 2015 3,016,018

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount*</b><br>(000 s omitted)                         | <b>Borrower/Tranche Description</b>          | <b>Value</b>          |
|---|--|-----------------------|
| Utilities (continued)   |  |                       |
| <b>Pike Electric, Inc.</b>  |  |                       |
| 331   | Term Loan, 2.00%, Maturing July 2, 2012      | \$ 328,960            |
| 250   | Term Loan, 2.00%, Maturing December 10, 2012 | 247,834               |
| <b>TXU Texas Competitive Electric Holdings Co., LLC</b>                 |  |                       |
| 4,000   | Term Loan, 4.74%, Maturing October 10, 2017  | 3,211,693             |
|   |  | <b>\$ 13,603,986</b>  |
| Total Senior Floating-Rate Interests<br>(identified cost \$818,793,779) |  | <b>\$ 820,407,906</b> |

Corporate Bonds & Notes 48.6%

| <b>Principal<br/>Amount</b><br>(000 s omitted) | <b>Security</b> | <b>Value</b> |
|--|-----------------|--------------|
| Aerospace and Defense 0.5%                     |                 |              |
| <b>Alliant Techsystems, Inc.</b>               |                 |              |
| \$ 760   | 6.875%, 9/15/20 | \$ 801,800   |
| <b>BE Aerospace, Inc.</b>                      |                 |              |
| 1,465  | 6.875%, 10/1/20 | 1,549,238    |

**Huntington Ingalls Industries, Inc.**

|       |                                |           |
|-------|--------------------------------|-----------|
| 135   | 6.875%, 3/15/18 <sup>(8)</sup> | 142,763   |
| 1,885 | 7.125%, 3/15/21 <sup>(8)</sup> | 1,993,387 |

**TransDigm, Inc., Sr. Sub. Notes**

|       |                                |           |
|-------|--------------------------------|-----------|
| 4,980 | 7.75%, 12/15/18 <sup>(8)</sup> | 5,390,850 |
|-------|--------------------------------|-----------|

**\$ 9,878,038**

Air Transport 0.7%

**American Airlines, Inc., Sr. Notes**

|          |                               |              |
|----------|-------------------------------|--------------|
| \$ 3,035 | 7.50%, 3/15/16 <sup>(8)</sup> | \$ 2,997,062 |
|----------|-------------------------------|--------------|

**Burlington Northern Santa Fe, LLC, Sr. Notes**

|     |               |         |
|-----|---------------|---------|
| 750 | 6.15%, 5/1/37 | 814,259 |
|-----|---------------|---------|

**CHC Helicopter SA, Sr. Notes**

|       |                                |           |
|-------|--------------------------------|-----------|
| 8,140 | 9.25%, 10/15/20 <sup>(8)</sup> | 8,017,900 |
|-------|--------------------------------|-----------|

**Southwest Airlines Co., Sr. Notes**

|     |                 |         |
|-----|-----------------|---------|
| 850 | 5.75%, 12/15/16 | 933,293 |
|-----|-----------------|---------|

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

|     |                               |         |
|-----|-------------------------------|---------|
| 261 | 9.875%, 8/1/13 <sup>(8)</sup> | 277,639 |
|-----|-------------------------------|---------|

**\$ 13,040,153**

Automotive 1.4%

**Accuride Corp., Sr. Notes**

|          |               |              |
|----------|---------------|--------------|
| \$ 1,580 | 9.50%, 8/1/18 | \$ 1,769,600 |
|----------|---------------|--------------|

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

|       |                                |           |
|-------|--------------------------------|-----------|
| 2,964 | 10.75%, 8/15/16 <sup>(8)</sup> | 3,378,960 |
|-------|--------------------------------|-----------|

**Allison Transmission, Inc.**

|       |                                   |           |
|-------|-----------------------------------|-----------|
| 285   | 11.00%, 11/1/15 <sup>(8)</sup>    | 311,363   |
| 3,599 | 11.25%, 11/1/15 <sup>(2)(8)</sup> | 3,994,197 |
| 2,085 | 7.125%, 5/15/19 <sup>(8)</sup>    | 2,121,487 |

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

|       |                               |           |
|-------|-------------------------------|-----------|
| 1,305 | 9.25%, 1/15/17 <sup>(8)</sup> | 1,464,862 |
|-------|-------------------------------|-----------|

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

|       |                                |           |
|-------|--------------------------------|-----------|
| 1,080 | 7.875%, 4/15/19 <sup>(8)</sup> | 1,109,700 |
|-------|--------------------------------|-----------|

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

|       |                 |           |
|-------|-----------------|-----------|
| 2,106 | 10.50%, 5/15/16 | 2,395,575 |
|-------|-----------------|-----------|

**Lear Corp.**

|     |                 |         |
|-----|-----------------|---------|
| 600 | 7.875%, 3/15/18 | 661,500 |
|-----|-----------------|---------|

**Meritor, Inc.**

|    |                 |        |
|----|-----------------|--------|
| 25 | 8.125%, 9/15/15 | 26,500 |
|----|-----------------|--------|

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|   |       |                                |                      |
|---|-------|--------------------------------|----------------------|
|   | 1,190 | 10.625%, 3/15/18               | 1,353,625            |
| <b>Navistar International Corp.</b>   |       |                                |                      |
|   | 4,270 | 8.25%, 11/1/21                 | 4,782,400            |
| <b>Pittsburgh Glass Works, LLC, Sr. Notes</b>                                 |       |                                |                      |
|   | 970   | 8.50%, 4/15/16 <sup>(8)</sup>  | 1,018,500            |
| <b>Tower Automotive Holdings USA, LLC/TA Holding Finance, Inc., Sr. Notes</b> |       |                                |                      |
|   | 2,821 | 10.625%, 9/1/17 <sup>(8)</sup> | 3,170,099            |
| <b>Visteon Corp., Sr. Notes</b>   |       |                                |                      |
|   | 675   | 6.75%, 4/15/19 <sup>(8)</sup>  | 671,625              |
|   |       |                                | <b>\$ 28,229,993</b> |

Banks and Thrifts 1.9%

|                                    |          |                                 |              |
|------------------------------------|----------|---------------------------------|--------------|
| <b>Ally Financial, Inc.</b>        |          |                                 |              |
|                                    | \$ 4,500 | 8.30%, 2/12/15                  | \$ 5,073,750 |
|                                    | 4,485    | 8.00%, 11/1/31                  | 5,079,262    |
| <b>Bank of America NA</b>          |          |                                 |              |
|                                    | 1,750    | 6.00%, 10/15/36                 | 1,767,066    |
| <b>Barclays Bank PLC</b>           |          |                                 |              |
|                                    | 500      | 10.179%, 6/12/21 <sup>(8)</sup> | 652,955      |
| <b>Capital One Financial Corp.</b> |          |                                 |              |
|                                    | 1,900    | 6.15%, 9/1/16                   | 2,118,249    |
| <b>Charter One Bank NA</b>         |          |                                 |              |
|                                    | 800      | 6.375%, 5/15/12                 | 827,639      |
| <b>Citigroup, Inc.</b>             |          |                                 |              |
|                                    | 2,500    | 5.00%, 9/15/14                  | 2,649,295    |
| <b>Discover Bank</b>               |          |                                 |              |
|                                    | 1,000    | 7.00%, 4/15/20                  | 1,127,197    |
| <b>Fifth Third Bancorp</b>         |          |                                 |              |
|                                    | 450      | 8.25%, 3/1/38                   | 554,319      |

*See Notes to Financial Statements.*



Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>             | <b>Security</b>                           | <b>Value</b>         |
|---|---|----------------------|
| Banks and Thrifts (continued)                               |   |                      |
| <b>General Motors Acceptance Corp.</b>                      |   |                      |
| \$ 2,450  | 8.00%, 12/31/18                           | \$ 2,719,500         |
| <b>Intesa Sanpaolo SpA, Sr. Notes</b>                       |   |                      |
| 500   | 3.625%, 8/12/15 <sup>(8)</sup>            | 500,373              |
| <b>KeyBank NA</b>   |   |                      |
| 500   | 5.45%, 3/3/16                             | 541,877              |
| <b>Lloyds TSB Bank PLC</b>                                  |   |                      |
| 1,060   | 4.375%, 1/12/15 <sup>(8)</sup>            | 1,097,177            |
| 700   | 6.50%, 9/14/20 <sup>(8)</sup>             | 716,023              |
| <b>Manufacturers &amp; Traders Trust Co., Variable Rate</b> |   |                      |
| 2,165   | 5.629% to 12/1/16, 12/1/21 <sup>(9)</sup> | 2,122,791            |
| <b>Morgan Stanley</b>                                       |   |                      |
| 900   | 4.75%, 4/1/14                             | 947,442              |
| <b>Royal Bank of Scotland Group PLC</b>                     |   |                      |
| 550   | 5.00%, 10/1/14                            | 558,664              |
| 545   | 5.625%, 8/24/20                           | 560,534              |
| <b>Sovereign Bank</b>                                       |   |                      |
| 970   | 5.125%, 3/15/13                           | 1,002,633            |
| 2,000   | 8.75%, 5/30/18                            | 2,380,036            |
| <b>Standard Chartered Bank, Sr. Notes</b>                   |   |                      |
| 2,275   | 6.40%, 9/26/17 <sup>(8)</sup>             | 2,499,172            |
| <b>SunTrust Banks, Inc., Sr. Notes</b>                      |   |                      |
| 500   | 3.60%, 4/15/16                            | 507,131              |
| <b>Wachovia Corp.</b>                                       |   |                      |
| 1,320   | 4.80%, 11/1/14                            | 1,425,126            |
|   |   | <b>\$ 37,428,211</b> |

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Beverage and Tobacco 0.1%

**Anheuser-Busch InBev Worldwide, Inc.**

\$ 1,080 3.00%, 10/15/12 \$ 1,112,179

**\$ 1,112,179**

Broadcast Radio and Television 0.9%

**Clear Channel Communications, Inc., Sr. Notes**

\$ 3,875 4.40%, 5/15/11 \$ 3,884,687

**Clear Channel Worldwide Holdings, Inc.**

1,550 9.25%, 12/15/17 1,732,125

**Cumulus Media, Inc., Sr. Notes**

1,345 7.75%, 5/1/19<sup>(8)</sup> 1,345,000

**Historic TW, Inc.**

500 6.625%, 5/15/29 547,451

**LBI Media, Inc., Sr. Notes**

1,830 9.25%, 4/15/19<sup>(8)</sup> 1,875,750

**Rainbow National Services, LLC, Sr. Sub. Notes**

1,470 10.375%, 9/1/14<sup>(8)</sup> 1,532,475

**Time Warner Cable, Inc.**

1,000 7.50%, 4/1/14 1,155,386

**XM Satellite Radio Holdings, Inc.**

5,080 13.00%, 8/1/13<sup>(8)</sup> 6,057,900

**\$ 18,130,774**

Brokers, Dealers and Investment Houses 0.4%

**FMR, LLC**

\$ 750 4.75%, 3/1/13<sup>(8)</sup> \$ 789,832

**FMR, LLC, Sr. Notes**

500 6.45%, 11/15/39<sup>(8)</sup> 507,531

**Macquarie Bank, Ltd.**

2,000 6.625%, 4/7/21<sup>(8)</sup> 2,075,234

**SSI Investments II, Sr. Notes**

3,410 11.125%, 6/1/18 3,844,775

**\$ 7,217,372**

Building and Development 1.0%

**Building Materials Corp. of America, Sr. Notes**

\$ 2,685 6.75%, 5/1/21<sup>(8)</sup> \$ 2,728,631

**CB Richard Ellis Service, Inc.**

3,270 6.625%, 10/15/20<sup>(8)</sup> 3,433,500

**CB Richard Ellis Service, Inc., Sr. Sub. Notes**

9,415 11.625%, 6/15/17 11,180,312

**Interface, Inc., Sr. Notes**

860 7.625%, 12/1/18 925,575

**Toll Brothers Finance Corp.**

1,590 4.95%, 3/15/14 1,670,475

**\$ 19,938,493**

Business Equipment and Services 3.0%

**Abengoa Finance SAU**

\$ 1,910 8.875%, 11/1/17<sup>(8)</sup> \$ 1,948,200

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

1,600 10.625%, 3/15/15 1,812,000

**Avis Budget Car Rental, LLC / Avis Budget Finance, Inc.**

1,950 9.625%, 3/15/18 2,174,250

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

700 6.625%, 1/15/18 745,500

890 6.875%, 1/15/20 972,325

**CMA CGM SA**

3,655 8.50%, 4/15/17<sup>(8)</sup> 3,618,450

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>   | <b>Security</b>                   | <b>Value</b>         |
|---|-----------------------------------|----------------------|
| Business Equipment and Services (continued)       |                                   |                      |
| <b>Education Management, LLC, Sr. Notes</b>       |                                   |                      |
| \$ 7,805  | 8.75%, 6/1/14                     | \$ 8,000,125         |
| <b>Education Management, LLC, Sr. Sub. Notes</b>  |                                   |                      |
| 1,161   | 10.25%, 6/1/16                    | 1,214,696            |
| <b>MDC Partners, Inc.</b>                         |                                   |                      |
| 1,510   | 11.00%, 11/1/16                   | 1,683,650            |
| <b>MediMedia USA, Inc., Sr. Sub. Notes</b>        |                                   |                      |
| 2,515   | 11.375%, 11/15/14 <sup>(8)</sup>  | 2,178,619            |
| <b>Muzak, LLC/Muzak Finance, Sr. Notes</b>        |                                   |                      |
| 3,432   | 15.00%, 7/31/14 <sup>(2)</sup>    | 3,242,859            |
| <b>Quintiles Transnational Corp., Sr. Notes</b>   |                                   |                      |
| 1,890   | 9.50%, 12/30/14 <sup>(2)(8)</sup> | 1,941,975            |
| <b>RSC Equipment Rental, Inc.</b>                 |                                   |                      |
| 1,525   | 10.25%, 11/15/19                  | 1,757,563            |
| <b>RSC Equipment Rental, Inc., Sr. Notes</b>      |                                   |                      |
| 4,215   | 10.00%, 7/15/17 <sup>(8)</sup>    | 4,847,250            |
| <b>Sitel, LLC/Sitel Finance Corp., Sr. Notes</b>  |                                   |                      |
| 915   | 11.50%, 4/1/18                    | 866,963              |
| <b>SunGard Data Systems, Inc., Sr. Notes</b>      |                                   |                      |
| 11,035  | 10.625%, 5/15/15                  | 12,193,675           |
| <b>Ticketmaster Entertainment, Inc.</b>           |                                   |                      |
| 4,270   | 10.75%, 8/1/16                    | 4,691,662            |
| <b>TransUnion, LLC/TransUnion Financing Corp.</b> |                                   |                      |
| 2,160   | 11.375%, 6/15/18 <sup>(8)</sup>   | 2,505,600            |
| <b>United Rentals North America, Inc.</b>         |                                   |                      |
| 3,055   | 10.875%, 6/15/16                  | 3,570,531            |
|   |                                   | <b>\$ 59,965,893</b> |

Cable and Satellite Television 0.6%

**Bresnan Broadband Holdings, LLC**

|        |                                |            |
|--------|--------------------------------|------------|
| \$ 470 | 8.00%, 12/15/18 <sup>(8)</sup> | \$ 501,725 |
|--------|--------------------------------|------------|

**Cablevision Systems Corp., Sr. Notes**

|     |                 |         |
|-----|-----------------|---------|
| 740 | 8.625%, 9/15/17 | 832,500 |
|-----|-----------------|---------|

|       |                |           |
|-------|----------------|-----------|
| 1,055 | 7.75%, 4/15/18 | 1,155,225 |
|-------|----------------|-----------|

**CCO Holdings, LLC / CCO Capital Corp.**

|     |                                |         |
|-----|--------------------------------|---------|
| 365 | 8.125%, 4/30/20 <sup>(8)</sup> | 407,888 |
|-----|--------------------------------|---------|

**Mediacom Broadband Corp., Sr. Notes**

|       |                 |           |
|-------|-----------------|-----------|
| 3,290 | 8.50%, 10/15/15 | 3,438,050 |
|-------|-----------------|-----------|

**Mediacom, LLC/Mediacom Capital Corp., Sr. Notes**

|     |                 |         |
|-----|-----------------|---------|
| 460 | 9.125%, 8/15/19 | 501,400 |
|-----|-----------------|---------|

**National Cable PLC, Sr. Notes**

|       |                 |           |
|-------|-----------------|-----------|
| 3,270 | 9.125%, 8/15/16 | 3,478,462 |
|-------|-----------------|-----------|

**Time Warner Cable, Inc.**

|       |                |           |
|-------|----------------|-----------|
| 1,055 | 8.75%, 2/14/19 | 1,340,581 |
|-------|----------------|-----------|

**\$ 11,655,831**

Chemicals and Plastics 2.1%

**Celanese US Holdings, LLC**

|        |                                 |            |
|--------|---------------------------------|------------|
| \$ 880 | 6.625%, 10/15/18 <sup>(8)</sup> | \$ 930,600 |
|--------|---------------------------------|------------|

**CF Industries, Inc., Sr. Notes**

|       |                |           |
|-------|----------------|-----------|
| 2,990 | 6.875%, 5/1/18 | 3,382,437 |
|-------|----------------|-----------|

|       |                |           |
|-------|----------------|-----------|
| 2,230 | 7.125%, 5/1/20 | 2,558,925 |
|-------|----------------|-----------|

**Chemtura Corp.**

|       |                               |           |
|-------|-------------------------------|-----------|
| 2,185 | 7.875%, 9/1/18 <sup>(8)</sup> | 2,348,875 |
|-------|-------------------------------|-----------|

**Hexion US Finance Corp./Hexion Nova Scotia Finance ULC, Sr. Notes**

|       |                                |           |
|-------|--------------------------------|-----------|
| 1,100 | 9.00%, 11/15/20 <sup>(8)</sup> | 1,190,750 |
|-------|--------------------------------|-----------|

**INEOS Finance PLC, Sr. Notes**

|       |                               |           |
|-------|-------------------------------|-----------|
| 3,160 | 9.00%, 5/15/15 <sup>(8)</sup> | 3,476,000 |
|-------|-------------------------------|-----------|

**INEOS Group Holdings PLC, Sr. Sub. Notes**

|       |                               |           |
|-------|-------------------------------|-----------|
| 4,190 | 8.50%, 2/15/16 <sup>(8)</sup> | 4,357,600 |
|-------|-------------------------------|-----------|

**Kraton Polymers, LLC, Sr. Notes**

|     |                              |         |
|-----|------------------------------|---------|
| 695 | 6.75%, 3/1/19 <sup>(8)</sup> | 710,638 |
|-----|------------------------------|---------|

**LBI Escrow Corp., Sr. Notes**

|       |                               |           |
|-------|-------------------------------|-----------|
| 1,667 | 8.00%, 11/1/17 <sup>(8)</sup> | 1,862,873 |
|-------|-------------------------------|-----------|

**Lubrizol Corp.**

|     |                |         |
|-----|----------------|---------|
| 300 | 6.50%, 10/1/34 | 335,592 |
|-----|----------------|---------|

**Lyondell Chemical Co., Sr. Notes**

|        |                |            |
|--------|----------------|------------|
| 11,045 | 11.00%, 5/1/18 | 12,536,075 |
|--------|----------------|------------|

**Momentive Performance Materials, Inc.**

|     |                               |         |
|-----|-------------------------------|---------|
| 305 | 9.00%, 1/15/21 <sup>(8)</sup> | 329,400 |
|-----|-------------------------------|---------|

|   |       |                                |           |
|---|-------|--------------------------------|-----------|
| <b>Nova Chemicals Corp., Sr. Notes</b>        |       |                                |           |
|   | 1,960 | 8.375%, 11/1/16                | 2,224,600 |
| <b>Polymer Group, Inc., Sr. Notes</b>         |       |                                |           |
|   | 320   | 7.75%, 2/1/19 <sup>(8)</sup>   | 334,400   |
| <b>PolyOne Corp., Sr. Notes</b>               |       |                                |           |
|   | 585   | 7.375%, 9/15/20                | 625,584   |
| <b>Polypore International, Inc.</b>           |       |                                |           |
|   | 760   | 7.50%, 11/15/17 <sup>(8)</sup> | 808,925   |
| <b>Scotts Miracle-Gro Co. (The)</b>           |       |                                |           |
|   | 565   | 7.25%, 1/15/18                 | 605,963   |
| <b>Solutia, Inc.</b>                          |       |                                |           |
|   | 1,725 | 8.75%, 11/1/17                 | 1,916,906 |
| <b>Vertellus Specialties, Inc., Sr. Notes</b> |       |                                |           |
|   | 1,250 | 9.375%, 10/1/15 <sup>(8)</sup> | 1,318,750 |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b> | <b>Security</b>                  | <b>Value</b>         |
|---|----------------------------------|----------------------|
| Chemicals and Plastics (continued)              |                                  |                      |
| <b>Wellman Holdings, Inc., Sr. Sub. Notes</b>   |                                  |                      |
| \$ 269  | 5.00%, 1/29/19 <sup>(2)(6)</sup> | \$ 0                 |
|   |                                  | <b>\$ 41,854,893</b> |
| Clothing / Textiles 0.3%                        |                                  |                      |
| <b>Oxford Industries, Inc., Sr. Notes</b>       |                                  |                      |
| \$ 4,521  | 11.375%, 7/15/15                 | \$ 5,108,730         |
|   |                                  | <b>\$ 5,108,730</b>  |
| Conglomerates 0.8%                              |                                  |                      |
| <b>Amsted Industries, Inc., Sr. Notes</b>       |                                  |                      |
| \$ 3,220  | 8.125%, 3/15/18 <sup>(8)</sup>   | \$ 3,461,500         |
| <b>FUEL Trust</b>                               |                                  |                      |
| 3,750   | 4.207%, 4/15/16 <sup>(8)</sup>   | 3,835,110            |
| <b>General Electric Co., Sr. Notes</b>          |                                  |                      |
| 1,625   | 5.00%, 2/1/13                    | 1,735,547            |
| <b>Griffon Corp.</b>                            |                                  |                      |
| 2,015   | 7.125%, 4/1/18 <sup>(8)</sup>    | 2,098,119            |

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

|       |                |           |
|-------|----------------|-----------|
| 800   | 9.50%, 2/15/18 | 900,000   |
| 2,160 | 8.50%, 11/1/20 | 2,376,000 |

**RBS Global & Rexnord Corp.**

|       |                |           |
|-------|----------------|-----------|
| 1,775 | 11.75%, 8/1/16 | 1,912,562 |
|-------|----------------|-----------|

**\$ 16,318,838**

Containers and Glass Products 0.8%

**Ardagh Packaging Finance PLC**

|          |                                 |              |
|----------|---------------------------------|--------------|
| \$ 1,265 | 9.125%, 10/15/20 <sup>(8)</sup> | \$ 1,404,150 |
|----------|---------------------------------|--------------|

**Ardagh Packaging Finance PLC, Sr. Notes**

|     |                                 |         |
|-----|---------------------------------|---------|
| 905 | 7.375%, 10/15/17 <sup>(8)</sup> | 976,269 |
|-----|---------------------------------|---------|

**BWAY Holding Co.**

|     |                                |         |
|-----|--------------------------------|---------|
| 620 | 10.00%, 6/15/18 <sup>(8)</sup> | 683,550 |
|-----|--------------------------------|---------|

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

|       |               |           |
|-------|---------------|-----------|
| 3,240 | 8.50%, 8/1/14 | 3,025,350 |
|-------|---------------|-----------|

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

|       |                               |           |
|-------|-------------------------------|-----------|
| 2,930 | 8.50%, 5/15/18 <sup>(8)</sup> | 3,032,550 |
|-------|-------------------------------|-----------|

|       |                                |           |
|-------|--------------------------------|-----------|
| 1,685 | 7.125%, 4/15/19 <sup>(8)</sup> | 1,765,037 |
|-------|--------------------------------|-----------|

|       |                               |           |
|-------|-------------------------------|-----------|
| 5,705 | 9.00%, 4/15/19 <sup>(8)</sup> | 6,040,169 |
|-------|-------------------------------|-----------|

**\$ 16,927,075**

Cosmetics / Toiletries 0.4%

**Amscan Holdings, Inc., Sr. Sub. Notes**

|          |               |              |
|----------|---------------|--------------|
| \$ 8,305 | 8.75%, 5/1/14 | \$ 8,460,719 |
|----------|---------------|--------------|

**\$ 8,460,719**

Diversified Financial Services 0.7%

**CIT Group, Inc., Sr. Notes**

|          |                              |              |
|----------|------------------------------|--------------|
| \$ 3,360 | 5.25%, 4/1/14 <sup>(8)</sup> | \$ 3,443,590 |
|----------|------------------------------|--------------|

|       |               |           |
|-------|---------------|-----------|
| 1,570 | 7.00%, 5/1/14 | 1,603,362 |
|-------|---------------|-----------|

|       |               |           |
|-------|---------------|-----------|
| 3,710 | 7.00%, 5/1/17 | 3,749,419 |
|-------|---------------|-----------|

**FIA Card Services NA**



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|  |       |                  |                      |
|--|-------|------------------|----------------------|
|  | 1,100 | 7.125%, 11/15/12 | 1,183,809            |
| <b>General Electric Capital Corp., Sr. Notes</b> |       |                  |                      |
|  | 1,500 | 5.875%, 1/14/38  | 1,524,251            |
| <b>Goldman Sachs Group, Inc. (The)</b>           |       |                  |                      |
|  | 1,100 | 6.75%, 10/1/37   | 1,145,080            |
| <b>JPMorgan Chase &amp; Co., Sr. Notes</b>       |       |                  |                      |
|  | 240   | 6.30%, 4/23/19   | 271,824              |
| <b>Morgan Stanley, Sr. Notes</b>                 |       |                  |                      |
|  | 600   | 7.25%, 4/1/32    | 724,219              |
|  |       |                  | <b>\$ 13,645,554</b> |

Diversified Manufacturing Operations 0.1%

**Hutchison Whampoa International, Ltd.**

|  |        |                                |            |
|--|--------|--------------------------------|------------|
|  | \$ 500 | 6.25%, 1/24/14 <sup>(8)</sup>  | \$ 555,686 |
|  | 400    | 7.45%, 11/24/33 <sup>(8)</sup> | 499,726    |

**\$ 1,055,412**

Diversified Media 0.6%

**Catalina Marketing Corp.**

|  |          |                                 |              |
|--|----------|---------------------------------|--------------|
|  | \$ 3,255 | 10.50%, 10/1/15 <sup>(8)</sup>  | \$ 3,523,538 |
|  | 4,150    | 11.625%, 10/1/17 <sup>(8)</sup> | 4,731,000    |

**Checkout Holding Corp., Sr. Notes**

|  |       |                                |           |
|--|-------|--------------------------------|-----------|
|  | 4,445 | 0.00%, 11/15/15 <sup>(8)</sup> | 2,933,700 |
|--|-------|--------------------------------|-----------|

**\$ 11,188,238**

Drugs 0.2%

**Patheon, Inc., Sr. Notes**

|  |          |                                |              |
|--|----------|--------------------------------|--------------|
|  | \$ 1,185 | 8.625%, 4/15/17 <sup>(8)</sup> | \$ 1,241,288 |
|--|----------|--------------------------------|--------------|

**Warner Chilcott Co. LLC**

|  |       |                               |           |
|--|-------|-------------------------------|-----------|
|  | 2,170 | 7.75%, 9/15/18 <sup>(8)</sup> | 2,297,487 |
|--|-------|-------------------------------|-----------|

\$ 3,538,775

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>                | <b>Security</b>                | <b>Value</b>        |
|--|--------------------------------|---------------------|
| Ecological Services and Equipment 0.1%                         |                                |                     |
| <b>Casella Waste Systems, Inc.</b>                             |                                |                     |
| \$ 420   | 7.75%, 2/15/19 <sup>(8)</sup>  | \$ 431,550          |
| <b>Casella Waste Systems, Inc., Sr. Notes</b>                  |                                |                     |
| 845  | 11.00%, 7/15/14                | 962,244             |
| <b>Clean Harbors, Inc., Sr. Notes</b>                          |                                |                     |
| 995  | 7.625%, 8/15/16 <sup>(8)</sup> | 1,069,625           |
| <b>Environmental Systems Product Holdings, Inc., Jr. Notes</b> |                                |                     |
| 149  | 18.00%, 3/31/15 <sup>(6)</sup> | 128,154             |
|  |                                | <b>\$ 2,591,573</b> |
|  |                                |                     |
| Electronics / Electrical 0.7%                                  |                                |                     |
| <b>Advanced Micro Devices, Inc.</b>                            |                                |                     |
| \$ 1,670   | 8.125%, 12/15/17               | \$ 1,774,375        |
| <b>Advanced Micro Devices, Inc., Sr. Notes</b>                 |                                |                     |
| 2,185  | 7.75%, 8/1/20                  | 2,288,788           |
| <b>Electricite de France, Sr. Notes</b>                        |                                |                     |
| 1,000  | 4.60%, 1/27/20 <sup>(8)</sup>  | 1,033,137           |
| <b>Enel Finance International SA</b>                           |                                |                     |
| 205  | 6.25%, 9/15/17 <sup>(8)</sup>  | 230,617             |
| 1,120  | 6.80%, 9/15/37 <sup>(8)</sup>  | 1,179,386           |
| <b>Midamerican Energy Holdings Co., Sr. Notes</b>              |                                |                     |
| 1,000  | 5.875%, 10/1/12                | 1,066,565           |
| <b>NXP BV/NXP Funding, LLC, Variable Rate</b>                  |                                |                     |
| 891  | 3.028%, 10/15/13               | 889,886             |
| <b>Scottish Power, Ltd., Sr. Notes</b>                         |                                |                     |
| 1,040  | 5.375%, 3/15/15                | 1,107,726           |

|   |          |                                |                      |
|---|----------|--------------------------------|----------------------|
| <b>Spectrum Brands, Inc.</b>                  |          |                                |                      |
|   | 3,599    | 12.00%, 8/28/19 <sup>(2)</sup> | 4,048,537            |
| <b>Tyco Electronics Group SA</b>              |          |                                |                      |
|   | 850      | 5.95%, 1/15/14                 | 938,294              |
|   | 400      | 7.125%, 10/1/37                | 476,002              |
|   |          |                                | <b>\$ 15,033,313</b> |
| Equipment Leasing                             | 0.2%     |                                |                      |
| <b>AWAS Aviation Capital, Ltd., Sr. Notes</b> |          |                                |                      |
|   | \$ 4,146 | 7.00%, 10/15/16 <sup>(8)</sup> | \$ 4,249,609         |
| <b>Hertz Corp.</b>                            |          |                                |                      |
|   | 229      | 8.875%, 1/1/14                 | 235,870              |
|   | 25       | 7.50%, 10/15/18 <sup>(8)</sup> | 26,375               |
|   |          |                                | <b>\$ 4,511,854</b>  |
| Financial Intermediaries                      | 0.7%     |                                |                      |
| <b>Ford Motor Credit Co., Sr. Notes</b>       |          |                                |                      |
|   | \$ 3,380 | 12.00%, 5/15/15                | \$ 4,318,532         |
|   | 4,975    | 8.00%, 12/15/16                | 5,792,258            |
|   | 1,530    | 8.125%, 1/15/20                | 1,821,422            |
| <b>Janus Capital Group, Inc., Sr. Notes</b>   |          |                                |                      |
|   | 2,000    | 6.70%, 6/15/17                 | 2,193,052            |
|   |          |                                | <b>\$ 14,125,264</b> |
| Financial Services                            | 0.3%     |                                |                      |
| <b>BBVA Bancomer SA</b>                       |          |                                |                      |
|   | \$ 1,500 | 6.50%, 3/10/21 <sup>(8)</sup>  | \$ 1,540,370         |
| <b>Credit Suisse USA, Inc.</b>                |          |                                |                      |
|   | 200      | 7.125%, 7/15/32                | 242,724              |
| <b>E*Trade Financial Corp., Sr. Notes</b>     |          |                                |                      |
|   | 2,885    | 7.375%, 9/15/13                | 2,921,062            |
| <b>UBS AG, Sr. Sub. Notes</b>                 |          |                                |                      |
|   | 1,325    | 5.875%, 7/15/16                | 1,458,967            |

|  |   |                      |
|--|---|----------------------|
|  |   | <b>\$ 6,163,123</b>  |
| Food Products  | 1.0%                                    |                      |
| <b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Notes</b>      |   |                      |
|  | \$ 1,882 15.00%, 5/15/17 <sup>(8)</sup> | \$ 1,920,887         |
| <b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Sub. Notes</b> |   |                      |
|  | 3,605 10.75%, 5/15/16 <sup>(8)</sup>    | 3,911,425            |
| <b>Corn Products International, Inc., Sr. Notes</b>            |   |                      |
|  | 220 3.20%, 11/1/15                      | 222,807              |
|  | 700 6.625%, 4/15/37                     | 763,507              |
| <b>Dole Foods Co., Sr. Notes</b>                               |   |                      |
|  | 2,103 13.875%, 3/15/14                  | 2,570,917            |
| <b>Kraft Foods, Inc., Sr. Notes</b>                            |   |                      |
|  | 500 6.50%, 2/9/40                       | 560,403              |
| <b>Michael Foods, Inc., Sr. Notes</b>                          |   |                      |
|  | 4,360 9.75%, 7/15/18 <sup>(8)</sup>     | 4,806,900            |
| <b>Pinnacle Foods Finance, LLC</b>                             |   |                      |
|  | 620 10.625%, 4/1/17                     | 669,600              |
| <b>Ralcorp Holdings, Inc., Sr. Notes</b>                       |   |                      |
|  | 500 6.625%, 8/15/39                     | 539,010              |
| <b>Smithfield Foods, Inc., Sr. Notes</b>                       |   |                      |
|  | 2,600 10.00%, 7/15/14 <sup>(8)</sup>    | 3,094,000            |
|  |   | <b>\$ 19,059,456</b> |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>    | <b>Security</b>                  | <b>Value</b>         |
|--|----------------------------------|----------------------|
| Food Service 0.7%                                  |                                  |                      |
| <b>Aramark Holdings Corp., Sr. Notes</b>           |                                  |                      |
| \$ 1,310   | 8.625%, 5/1/16 <sup>(2)(8)</sup> | \$ 1,352,575         |
| <b>Dunkin Finance Corp., Sr. Notes</b>             |                                  |                      |
| 3,618  | 9.625%, 12/1/18 <sup>(8)</sup>   | 3,708,450            |
| <b>NPC International, Inc., Sr. Sub. Notes</b>     |                                  |                      |
| 5,200  | 9.50%, 5/1/14                    | 5,336,500            |
| <b>U.S. Foodservice, Inc., Sr. Notes</b>           |                                  |                      |
| 3,065  | 10.25%, 6/30/15 <sup>(8)</sup>   | 3,256,562            |
|  |                                  | <b>\$ 13,654,087</b> |
| Forest Products 0.4%                               |                                  |                      |
| <b>Boise Paper Holdings, LLC</b>                   |                                  |                      |
| \$ 370   | 9.00%, 11/1/17                   | \$ 413,937           |
| 605  | 8.00%, 4/1/20                    | 659,450              |
| <b>Domtar Corp., Sr. Notes</b>                     |                                  |                      |
| 2,995  | 10.75%, 6/1/17                   | 3,803,650            |
| <b>Sappi Papier Holdings GmbH, Sr. Notes</b>       |                                  |                      |
| 2,765  | 6.625%, 4/15/21 <sup>(8)</sup>   | 2,816,645            |
| <b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b> |                                  |                      |
| 870  | 11.375%, 8/1/16                  | 930,900              |
|  |                                  | <b>\$ 8,624,582</b>  |

Health Care 2.8%

**Accellent, Inc., Sr. Notes**

|          |                |              |
|----------|----------------|--------------|
| \$ 2,910 | 8.375%, 2/1/17 | \$ 3,131,887 |
|----------|----------------|--------------|

**Alere, Inc., Sr. Notes**

|       |                |           |
|-------|----------------|-----------|
| 3,335 | 7.875%, 2/1/16 | 3,568,450 |
|-------|----------------|-----------|

**American Renal Holdings, Sr. Notes**

|     |                 |         |
|-----|-----------------|---------|
| 600 | 8.375%, 5/15/18 | 636,000 |
|-----|-----------------|---------|

**AMGH Merger Sub, Inc.**

|       |                               |           |
|-------|-------------------------------|-----------|
| 1,845 | 9.25%, 11/1/18 <sup>(8)</sup> | 1,997,213 |
|-------|-------------------------------|-----------|

**Bio-Rad Laboratories, Inc.**

|     |                |         |
|-----|----------------|---------|
| 800 | 8.00%, 9/15/16 | 894,000 |
|-----|----------------|---------|

**Biomet, Inc.**

|       |                                  |           |
|-------|----------------------------------|-----------|
| 2,290 | 10.375%, 10/15/17 <sup>(2)</sup> | 2,556,212 |
|-------|----------------------------------|-----------|

|        |                   |            |
|--------|-------------------|------------|
| 12,825 | 11.625%, 10/15/17 | 14,620,500 |
|--------|-------------------|------------|

**ConvaTec Healthcare E SA, Sr. Notes**

|       |                                 |           |
|-------|---------------------------------|-----------|
| 1,835 | 10.50%, 12/15/18 <sup>(8)</sup> | 1,986,388 |
|-------|---------------------------------|-----------|

**DJO Finance, LLC/DJO Finance Corp.**

|       |                   |           |
|-------|-------------------|-----------|
| 5,070 | 10.875%, 11/15/14 | 5,545,312 |
|-------|-------------------|-----------|

|       |                               |           |
|-------|-------------------------------|-----------|
| 1,100 | 7.75%, 4/15/18 <sup>(8)</sup> | 1,134,375 |
|-------|-------------------------------|-----------|

**Endo Pharmaceuticals Holdings, Inc.**

|     |                                |         |
|-----|--------------------------------|---------|
| 605 | 7.00%, 12/15/20 <sup>(8)</sup> | 623,150 |
|-----|--------------------------------|---------|

**Fresenius US Finance II, Inc., Sr. Notes**

|       |                               |           |
|-------|-------------------------------|-----------|
| 1,400 | 9.00%, 7/15/15 <sup>(8)</sup> | 1,611,750 |
|-------|-------------------------------|-----------|

**HCA, Inc.**

|       |                 |           |
|-------|-----------------|-----------|
| 2,115 | 9.25%, 11/15/16 | 2,278,912 |
|-------|-----------------|-----------|

|     |                                 |         |
|-----|---------------------------------|---------|
| 540 | 9.625%, 11/15/16 <sup>(2)</sup> | 581,175 |
|-----|---------------------------------|---------|

**HCA, Inc., Sr. Notes**

|       |                 |           |
|-------|-----------------|-----------|
| 3,585 | 9.875%, 2/15/17 | 4,033,125 |
|-------|-----------------|-----------|

**Hillenbrand, Inc., Sr. Notes**

|       |                |           |
|-------|----------------|-----------|
| 1,800 | 5.50%, 7/15/20 | 1,808,222 |
|-------|----------------|-----------|

**inVentiv Health, Inc., Sr. Notes**

|       |                                |           |
|-------|--------------------------------|-----------|
| 1,100 | 10.00%, 8/15/18 <sup>(8)</sup> | 1,174,250 |
|-------|--------------------------------|-----------|

**MedAssets, Inc.**

|     |                                |         |
|-----|--------------------------------|---------|
| 760 | 8.00%, 11/15/18 <sup>(8)</sup> | 784,700 |
|-----|--------------------------------|---------|

**Multiplan, Inc.**

|       |                               |           |
|-------|-------------------------------|-----------|
| 3,305 | 9.875%, 9/1/18 <sup>(8)</sup> | 3,594,187 |
|-------|-------------------------------|-----------|

**Rotech Healthcare, Inc.**

|       |                                |           |
|-------|--------------------------------|-----------|
| 1,885 | 10.50%, 3/15/18 <sup>(8)</sup> | 1,917,988 |
|-------|--------------------------------|-----------|

**Stewart Enterprises, Inc.**

|     |                               |         |
|-----|-------------------------------|---------|
| 555 | 6.50%, 4/15/19 <sup>(8)</sup> | 561,938 |
|-----|-------------------------------|---------|

**STHI Holding Corp.**

|       |                               |           |
|-------|-------------------------------|-----------|
| 1,375 | 8.00%, 3/15/18 <sup>(8)</sup> | 1,419,688 |
|-------|-------------------------------|-----------|

**\$ 56,459,422**

Home Furnishings 0.2%

**Sealy Mattress Co., Sr. Notes**

\$ 3,691 10.875%, 4/15/16<sup>(8)</sup> \$ 4,170,830

**\$ 4,170,830**

Industrial Equipment 1.0%

**Cameron International Corp., Sr. Notes**

\$ 1,960 6.375%, 7/15/18 \$ 2,227,242

**Chart Industries, Inc., Sr. Sub. Notes**

2,170 9.125%, 10/15/15 2,281,213

**JMC Steel Group, Inc., Sr. Notes**

1,370 8.25%, 3/15/18<sup>(8)</sup> 1,441,925

**Pinafore, LLC/Pinafore, Inc., Sr. Notes**

6,285 9.00%, 10/1/18<sup>(8)</sup> 6,897,787

**Terex Corp., Sr. Notes**

5,550 10.875%, 6/1/16 6,521,250

**\$ 19,369,417**

Insurance 0.9%

**Aflac, Inc., Sr. Notes**

\$ 1,400 8.50%, 5/15/19 1,716,522

*See Notes to Financial Statements.*



Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>        | <b>Security</b>                 | <b>Value</b>         |
|--|---------------------------------|----------------------|
| Insurance (continued)                                  |                                 |                      |
| <b>Alliant Holdings I, Inc.</b>                        |                                 |                      |
| \$ 2,455   | 11.00%, 5/1/15 <sup>(8)</sup>   | \$ 2,608,437         |
| <b>General American Life Insurance Co.</b>             |                                 |                      |
| 2,200  | 7.625%, 1/15/24 <sup>(8)</sup>  | 2,640,715            |
| <b>HUB International Holdings, Inc., Sr. Notes</b>     |                                 |                      |
| 1,825  | 9.00%, 12/15/14 <sup>(8)</sup>  | 1,909,406            |
| <b>Nationwide Mutual Insurance Co.</b>                 |                                 |                      |
| 1,660  | 9.375%, 8/15/39 <sup>(8)</sup>  | 2,096,904            |
| <b>PartnerRe Finance B, LLC</b>                        |                                 |                      |
| 1,075  | 5.50%, 6/1/20                   | 1,090,823            |
| <b>QBE Insurance Group, Ltd., Sr. Notes</b>            |                                 |                      |
| 1,235  | 9.75%, 3/14/14 <sup>(8)</sup>   | 1,442,392            |
| <b>U.S.I. Holdings Corp., Sr. Notes, Variable Rate</b> |                                 |                      |
| 905  | 4.136%, 11/15/14 <sup>(8)</sup> | 880,112              |
| <b>Validus Holdings, Ltd., Sr. Notes</b>               |                                 |                      |
| 934  | 8.875%, 1/26/40                 | 999,668              |
| <b>Willis Group Holdings, Ltd.</b>                     |                                 |                      |
| 1,100  | 5.75%, 3/15/21                  | 1,129,655            |
| <b>XL Group PLC, Sr. Notes</b>                         |                                 |                      |
| 535  | 5.25%, 9/15/14                  | 575,672              |
| 1,250  | 6.25%, 5/15/27                  | 1,272,179            |
|  |                                 | <b>\$ 18,362,485</b> |

Leisure Goods / Activities / Movies 1.3%

**AMC Entertainment, Inc., Sr. Notes**

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|   |                                |                      |
|---|--------------------------------|----------------------|
| \$ 1,145  | 8.75%, 6/1/19                  | \$ 1,248,050         |
| <b>Live Nation Entertainment, Inc., Sr. Notes</b>                   |                                |                      |
| 640   | 8.125%, 5/15/18 <sup>(8)</sup> | 656,000              |
| <b>NAI Entertainment Holdings, LLC, Sr. Notes</b>                   |                                |                      |
| 940   | 8.25%, 12/15/17 <sup>(8)</sup> | 1,019,900            |
| <b>NCL Corp, Ltd., Sr. Notes</b>                                    |                                |                      |
| 3,225   | 11.75%, 11/15/16               | 3,797,437            |
| 925   | 9.50%, 11/15/18 <sup>(8)</sup> | 987,438              |
| <b>Regal Entertainment Group</b>                                    |                                |                      |
| 1,095   | 9.125%, 8/15/18                | 1,179,863            |
| <b>Royal Caribbean Cruises, Sr. Notes</b>                           |                                |                      |
| 2,205   | 7.00%, 6/15/13                 | 2,384,156            |
| 1,400   | 6.875%, 12/1/13                | 1,506,750            |
| 660   | 7.25%, 6/15/16                 | 707,850              |
| 1,680   | 7.25%, 3/15/18                 | 1,785,000            |
| <b>Universal City Development Partners, Ltd./UCDP Finance, Inc.</b> |                                |                      |
| 4,525   | 8.875%, 11/15/15               | 5,000,125            |
| 4,345   | 10.875%, 11/15/16              | 4,975,025            |
| <b>Vail Resorts, Inc., Sr. Sub. Notes</b>                           |                                |                      |
| 685   | 6.50%, 5/1/19 <sup>(8)</sup>   | 702,125              |
|   |                                | <b>\$ 25,949,719</b> |

Lodging and Casinos 4.1%

**Ameristar Casinos, Inc., Sr. Notes**

\$ 695 7.50%, 4/15/21<sup>(8)</sup> \$ 714,981

**Buffalo Thunder Development Authority**

4,300 9.375%, 12/15/49<sup>(7)(8)</sup> 1,591,000

**Caesars Entertainment Co., Inc.**

3,035 12.75%, 4/15/18 3,110,875

**CCM Merger, Inc.**

1,625 8.00%, 8/1/13<sup>(8)</sup> 1,629,063

**Chukchansi EDA, Sr. Notes, Variable Rate**

3,080 3.917%, 11/15/12<sup>(8)</sup> 2,479,400

**Fontainebleau Las Vegas Casino, LLC**

9,180 10.25%, 6/15/15<sup>(7)(8)</sup> 4,774

**Harrah s Operating Co., Inc.**

3,300 5.375%, 12/15/13 3,143,250

9,250 5.625%, 6/1/15 7,816,250

1,190 10.00%, 12/15/15 1,219,750

**Harrah s Operating Co., Inc., Sr. Notes**

4,615 11.25%, 6/1/17 5,284,175

780 10.00%, 12/15/18 736,125

**Inn of the Mountain Gods Resort & Casino, Sr. Notes**

3,790 1.25%, 11/30/20<sup>(2)(6)(8)</sup> 1,729,188

1,684 8.75%, 11/30/20<sup>(6)(8)</sup> 1,684,000

|  |       |                                    |           |
|--|-------|------------------------------------|-----------|
| <b>Majestic HoldCo, LLC</b>                            |       |                                    |           |
|  | 1,540 | 12.50%, 10/15/11 <sup>(7)(8)</sup> | 154       |
| <b>Mandalay Resort Group</b>                           |       |                                    |           |
|  | 5,735 | 6.375%, 12/15/11                   | 5,849,700 |
| <b>MCE Finance, Ltd., Sr. Notes</b>                    |       |                                    |           |
|  | 2,205 | 10.25%, 5/15/18                    | 2,588,119 |
| <b>MGM Resorts International</b>                       |       |                                    |           |
|  | 7,885 | 6.75%, 9/1/12                      | 8,101,837 |
|  | 2,110 | 6.75%, 4/1/13                      | 2,157,475 |
| <b>MGM Resorts International, Sr. Notes</b>            |       |                                    |           |
|  | 1,655 | 10.375%, 5/15/14                   | 1,921,869 |
|  | 1,715 | 11.125%, 11/15/17                  | 2,002,263 |
|  | 755   | 9.00%, 3/15/20 <sup>(8)</sup>      | 845,600   |
| <b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b> |       |                                    |           |
|  | 4,830 | 8.00%, 4/1/12                      | 4,177,950 |
|  | 3,375 | 7.125%, 8/15/14                    | 2,489,062 |
|  | 4,550 | 6.875%, 2/15/15                    | 3,253,250 |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>                               | <b>Security</b>                   | <b>Value</b>         |
|---|-----------------------------------|----------------------|
| Lodging and Casinos (continued)   |                                   |                      |
| <b>Peninsula Gaming, LLC</b>  |                                   |                      |
| \$ 495  | 8.375%, 8/15/15                   | \$ 532,125           |
| 830   | 8.375%, 8/15/15 <sup>(8)</sup>    | 892,250              |
| 985   | 10.75%, 8/15/17 <sup>(8)</sup>    | 1,093,350            |
| 2,235   | 10.75%, 8/15/17                   | 2,480,850            |
| <b>Starwood Hotels &amp; Resorts Worldwide, Inc.</b>                          |                                   |                      |
| 1,300   | 6.75%, 5/15/18                    | 1,426,750            |
| <b>Sugarhouse HSP Gaming Property, LP/Sugarhouse HSP Gaming Finance Corp.</b> |                                   |                      |
| 740   | 8.625%, 4/15/16 <sup>(8)</sup>    | 759,691              |
| <b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>                              |                                   |                      |
| 3,565   | 9.00%, 11/15/15 <sup>(8)</sup>    | 3,587,281            |
| <b>Waterford Gaming, LLC, Sr. Notes</b>                                       |                                   |                      |
| 4,360   | 8.625%, 9/15/14 <sup>(6)(8)</sup> | 2,811,540            |
| <b>Wynn Las Vegas, LLC/Wynn Las Vegas Capital Corp.</b>                       |                                   |                      |
| 3,165   | 7.75%, 8/15/20                    | 3,473,587            |
|   |                                   | <b>\$ 81,587,534</b> |

Nonferrous Metals / Minerals 1.4%

|                                   |                                  |              |
|-----------------------------------|----------------------------------|--------------|
| <b>Arch Coal, Inc.</b>            |                                  |              |
| \$ 1,085                          | 7.25%, 10/1/20                   | \$ 1,175,869 |
| <b>Arch Coal, Inc., Sr. Notes</b> |                                  |              |
| 980                               | 8.75%, 8/1/16                    | 1,102,500    |
| <b>CII Carbon, LLC</b>            |                                  |              |
| 2,520                             | 11.125%, 11/15/15 <sup>(8)</sup> | 2,646,000    |
| <b>CII Carbon, LLC, Sr. Notes</b> |                                  |              |

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|  |       |                               |                      |
|--|-------|-------------------------------|----------------------|
|  | 2,805 | 8.00%, 12/1/18 <sup>(8)</sup> | 2,959,275            |
| <b>Consol Energy, Inc.</b>                 |       |                               |                      |
|  | 1,785 | 8.00%, 4/1/17 <sup>(8)</sup>  | 1,981,350            |
|  | 1,495 | 8.25%, 4/1/20 <sup>(8)</sup>  | 1,674,400            |
| <b>FMG Resources PTY, Ltd., Sr. Notes</b>  |       |                               |                      |
|  | 7,835 | 7.00%, 11/1/15 <sup>(8)</sup> | 8,305,100            |
| <b>James River Escrow, Inc., Sr. Notes</b> |       |                               |                      |
|  | 930   | 7.875%, 4/1/19 <sup>(8)</sup> | 978,825              |
| <b>Novelis, Inc.</b>                       |       |                               |                      |
|  | 3,010 | 8.375%, 12/15/17              | 3,341,100            |
|  | 3,010 | 8.75%, 12/15/20               | 3,378,725            |
| <b>Vale, Ltd.</b>                          |       |                               |                      |
|  | 300   | 6.875%, 11/21/36              | 323,464              |
| <b>Vale, Ltd., Sr. Notes</b>               |       |                               |                      |
|  | 500   | 5.70%, 10/15/15               | 548,056              |
| <b>Xinergy Corp., Sr. Notes</b>            |       |                               |                      |
|  | 285   | 9.25%, 5/15/19 <sup>(8)</sup> | 285,000              |
|  |       |                               | <b>\$ 28,699,664</b> |

Oil and Gas 4.2%

|  |          |                                 |              |
|--|----------|---------------------------------|--------------|
| <b>Anadarko Petroleum Corp., Sr. Notes</b>   |          |                                 |              |
|  | \$ 4,330 | 6.375%, 9/15/17                 | \$ 4,899,642 |
| <b>ATP Oil &amp; Gas Corp., Sr. Notes</b>  |          |                                 |              |
|  | 1,455    | 11.875%, 5/1/15                 | 1,520,475    |
| <b>Basic Energy Services, Inc.</b>   |          |                                 |              |
|  | 415      | 7.75%, 2/15/19 <sup>(8)</sup>   | 436,788      |
| <b>Berry Petroleum Co., Sr. Notes</b>  |          |                                 |              |
|  | 2,435    | 10.25%, 6/1/14                  | 2,842,862    |
| <b>Bill Barrett Corp.</b>  |          |                                 |              |
|  | 505      | 9.875%, 7/15/16                 | 576,963      |
| <b>Calfrac Holdings, LP, Sr. Notes</b>   |          |                                 |              |
|  | 955      | 7.50%, 12/1/20 <sup>(8)</sup>   | 1,002,750    |
| <b>Carrizo Oil &amp; Gas, Inc.</b>   |          |                                 |              |
|  | 4,190    | 8.625%, 10/15/18 <sup>(8)</sup> | 4,493,775    |
| <b>Chesapeake Midstream Partners, LP/Chesapeake Midstream Partners Finance Corp.</b> |          |                                 |              |
|  | 1,375    | 5.875%, 4/15/21 <sup>(8)</sup>  | 1,390,469    |
| <b>Coffeyville Resources, LLC/Coffeyville Finance, Inc., Sr. Notes</b>               |          |                                 |              |
|  | 2,506    | 9.00%, 4/1/15 <sup>(8)</sup>    | 2,744,070    |
| <b>Compton Petroleum Finance Corp.</b>   |          |                                 |              |
|  | 987      | 10.00%, 9/15/17                 | 740,329      |
| <b>Concho Resources, Inc., Sr. Notes</b>   |          |                                 |              |
|  | 1,800    | 7.00%, 1/15/21                  | 1,903,500    |
| <b>Continental Resources, Inc.</b>   |          |                                 |              |
|  | 305      | 7.375%, 10/1/20                 | 330,163      |
|  | 735      | 7.125%, 4/1/21 <sup>(8)</sup>   | 784,612      |

|  |       |                                 |           |
|--|-------|---------------------------------|-----------|
| <b>Denbury Resources, Inc.</b>                         |       |                                 |           |
|  | 1,674 | 8.25%, 2/15/20                  | 1,874,880 |
| <b>Denbury Resources, Inc., Sr. Sub. Notes</b>         |       |                                 |           |
|  | 3,285 | 9.75%, 3/1/16                   | 3,720,262 |
| <b>Energy Transfer Partners, LP, Sr. Notes</b>         |       |                                 |           |
|  | 900   | 6.00%, 7/1/13                   | 980,023   |
|  | 550   | 7.50%, 7/1/38                   | 652,719   |
| <b>EXCO Resources, Inc.</b>                            |       |                                 |           |
|  | 760   | 7.50%, 9/15/18                  | 774,250   |
| <b>Forbes Energy Services, Sr. Notes</b>               |       |                                 |           |
|  | 4,485 | 11.00%, 2/15/15                 | 4,798,950 |
| <b>Forest Oil Corp.</b>                                |       |                                 |           |
|  | 410   | 7.25%, 6/15/19                  | 428,450   |
| <b>Frac Tech Services, LLC/Frac Tech Finance, Inc.</b> |       |                                 |           |
|  | 1,540 | 7.125%, 11/15/18 <sup>(8)</sup> | 1,643,950 |
| <b>Frontier Oil Corp.</b>                              |       |                                 |           |
|  | 610   | 6.875%, 11/15/18                | 640,500   |
| <b>GMX Resources, Inc.</b>                             |       |                                 |           |
|  | 1,940 | 11.375%, 2/15/19 <sup>(8)</sup> | 1,944,850 |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>     | <b>Security</b>                 | <b>Value</b> |
|---|---------------------------------|--------------|
| Oil and Gas (continued)                             |                                 |              |
| <b>Harvest Operations Corp.</b>                     |                                 |              |
| \$ 920  | 6.875%, 10/1/17 <sup>(8)</sup>  | \$ 967,150   |
| <b>Holly Corp.</b>                                  |                                 |              |
| 1,435   | 9.875%, 6/15/17                 | 1,625,137    |
| <b>Kinder Morgan Energy Partners, LP</b>            |                                 |              |
| 530   | 5.85%, 9/15/12                  | 562,884      |
| <b>Kinder Morgan Energy Partners, LP, Sr. Notes</b> |                                 |              |
| 600   | 6.55%, 9/15/40                  | 645,686      |
| <b>Petrobras International Finance Co.</b>          |                                 |              |
| 1,300   | 9.125%, 7/2/13                  | 1,508,000    |
| 700   | 6.875%, 1/20/40                 | 740,750      |
| <b>Petroleum Development Corp., Sr. Notes</b>       |                                 |              |
| 1,870   | 12.00%, 2/15/18                 | 2,127,125    |
| <b>Petroplus Finance, Ltd.</b>                      |                                 |              |
| 430   | 6.75%, 5/1/14 <sup>(8)</sup>    | 423,550      |
| 2,705   | 7.00%, 5/1/17 <sup>(8)</sup>    | 2,583,275    |
| <b>Petroplus Finance, Ltd., Sr. Notes</b>           |                                 |              |
| 3,335   | 9.375%, 9/15/19 <sup>(8)</sup>  | 3,401,700    |
| <b>Precision Drilling Corp.</b>                     |                                 |              |
| 2,175   | 6.625%, 11/15/20 <sup>(8)</sup> | 2,256,562    |
| <b>Quicksilver Resources, Inc., Sr. Notes</b>       |                                 |              |
| 5,490   | 11.75%, 1/1/16                  | 6,450,750    |
| <b>Range Resources Corp.</b>                        |                                 |              |
| 1,815   | 6.75%, 8/1/20                   | 1,951,125    |
| <b>Rockies Express Pipeline, LLC, Sr. Notes</b>     |                                 |              |
| 600   | 3.90%, 4/15/15 <sup>(8)</sup>   | 601,502      |
| 400   | 6.875%, 4/15/40 <sup>(8)</sup>  | 413,838      |
| <b>Rosetta Resources, Inc.</b>                      |                                 |              |
| 1,115   | 9.50%, 4/15/18                  | 1,243,225    |
| <b>Rowan Cos., Inc., Sr. Notes</b>                  |                                 |              |
| 1,890   | 7.875%, 8/1/19                  | 2,285,135    |

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|   |       |                                |                      |
|---|-------|--------------------------------|----------------------|
| <b>SESI, LLC</b>                                  |       |                                |                      |
|   | 2,705 | 6.375%, 5/1/19 <sup>(8)</sup>  | 2,738,812            |
| <b>SESI, LLC, Sr. Notes</b>                       |       |                                |                      |
|   | 690   | 6.875%, 6/1/14                 | 708,113              |
| <b>SM Energy Co., Sr. Notes</b>                   |       |                                |                      |
|   | 700   | 6.625%, 2/15/19 <sup>(8)</sup> | 724,500              |
| <b>Southwestern Energy Co., Sr. Notes</b>         |       |                                |                      |
|   | 4,200 | 7.50%, 2/1/18                  | 4,793,250            |
| <b>Statoil ASA</b>                                |       |                                |                      |
|   | 230   | 5.10%, 8/17/40                 | 223,811              |
| <b>Transocean, Inc., Sr. Notes</b>                |       |                                |                      |
|   | 300   | 6.80%, 3/15/38                 | 325,823              |
| <b>Venoco, Inc.</b>                               |       |                                |                      |
|   | 545   | 11.50%, 10/1/17                | 607,675              |
| <b>Venoco, Inc., Sr. Notes</b>                    |       |                                |                      |
|   | 1,745 | 8.875%, 2/15/19 <sup>(8)</sup> | 1,753,725            |
| <b>Weatherford International, Ltd., Sr. Notes</b> |       |                                |                      |
|   | 500   | 6.50%, 8/1/36                  | 517,975              |
|   |       |                                | <b>\$ 83,306,310</b> |

Publishing 1.2%

|  |          |                                   |                      |
|--|----------|-----------------------------------|----------------------|
| <b>Laureate Education, Inc.</b>        |          |                                   |                      |
|  | \$ 8,540 | 10.00%, 8/15/15 <sup>(8)</sup>    | \$ 9,031,050         |
|  | 4,699    | 10.25%, 8/15/15 <sup>(2)(8)</sup> | 4,879,015            |
|  | 8,000    | 11.75%, 8/15/17 <sup>(8)</sup>    | 8,840,000            |
| <b>Nielsen Finance, LLC</b>            |          |                                   |                      |
|  | 1,619    | 11.50%, 5/1/16                    | 1,922,562            |
| <b>Nielsen Finance, LLC, Sr. Notes</b> |          |                                   |                      |
|  | 195      | 11.625%, 2/1/14                   | 231,075              |
|  |          |                                   | <b>\$ 24,903,702</b> |

Radio and Television 0.2%

|   |          |                |                     |
|---|----------|----------------|---------------------|
| <b>WMG Acquisition Corp., Sr. Notes</b> |          |                |                     |
|   | \$ 3,660 | 9.50%, 6/15/16 | \$ 3,916,200        |
|   |          |                | <b>\$ 3,916,200</b> |



Rail Industries 0.5%

**American Railcar Industry, Sr. Notes**

|          |               |              |
|----------|---------------|--------------|
| \$ 2,020 | 7.50%, 3/1/14 | \$ 2,085,650 |
|----------|---------------|--------------|

**Greenbrier Cos., Inc.**

|     |                 |         |
|-----|-----------------|---------|
| 160 | 8.375%, 5/15/15 | 164,800 |
|-----|-----------------|---------|

**Kansas City Southern Mexico, Sr. Notes**

|       |                 |           |
|-------|-----------------|-----------|
| 2,530 | 7.625%, 12/1/13 | 2,589,455 |
|-------|-----------------|-----------|

|     |                |         |
|-----|----------------|---------|
| 160 | 7.375%, 6/1/14 | 166,800 |
|-----|----------------|---------|

|       |               |           |
|-------|---------------|-----------|
| 4,000 | 8.00%, 6/1/15 | 4,360,000 |
|-------|---------------|-----------|

|     |               |         |
|-----|---------------|---------|
| 500 | 8.00%, 2/1/18 | 556,250 |
|-----|---------------|---------|

**\$ 9,922,955**

Real Estate Investment Trusts (REITs) 0.1%

**Brandywine Operating Partnership, LP**

|          |                |              |
|----------|----------------|--------------|
| \$ 1,000 | 4.95%, 4/15/18 | \$ 1,011,576 |
|----------|----------------|--------------|

**Developers Diversified Realty Corp., Sr. Notes**

|     |                 |           |
|-----|-----------------|-----------|
| 950 | 9.625%, 3/15/16 | 1,168,965 |
|-----|-----------------|-----------|

|     |               |         |
|-----|---------------|---------|
| 470 | 7.50%, 4/1/17 | 540,907 |
|-----|---------------|---------|

**\$ 2,721,448**

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b> | <b>Security</b>                | <b>Value</b>         |
|---|--------------------------------|----------------------|
| Retailers (Except Food and Drug)                | 3.2%                           |                      |
| <b>AutoZone, Inc., Sr. Notes</b>                |                                |                      |
| \$ 475  | 5.875%, 10/15/12               | \$ 506,318           |
| 500   | 5.50%, 11/15/15                | 552,022              |
| <b>Express, LLC/Express Finance Corp.</b>       |                                |                      |
| 6,245   | 8.75%, 3/1/18                  | 6,861,694            |
| <b>Home Depot, Inc., Sr. Notes</b>              |                                |                      |
| 450   | 5.875%, 12/16/36               | 460,202              |
| <b>Limited Brands, Inc.</b>                     |                                |                      |
| 3,325   | 8.50%, 6/15/19                 | 3,848,687            |
| 4,575   | 6.625%, 4/1/21                 | 4,758,000            |
| <b>Macy's Retail Holdings, Inc.</b>             |                                |                      |
| 740   | 8.375%, 7/15/15                | 867,650              |
| 400   | 6.90%, 4/1/29                  | 408,500              |
| <b>Neiman Marcus Group, Inc.</b>                |                                |                      |
| 8,014   | 9.00%, 10/15/15 <sup>(2)</sup> | 8,434,278            |
| <b>PETCO Animal Supplies, Inc.</b>              |                                |                      |
| 3,690   | 9.25%, 12/1/18 <sup>(8)</sup>  | 4,003,650            |
| <b>Phillips-Van Heusen Corp., Sr. Notes</b>     |                                |                      |
| 3,085   | 7.75%, 11/15/23                | 3,393,876            |
| <b>Radioshack Corp.</b>                         |                                |                      |
| 805   | 6.75%, 5/15/19 <sup>(8)</sup>  | 808,647              |
| <b>Sally Holdings, LLC, Sr. Notes</b>           |                                |                      |
| 18,715  | 10.50%, 11/15/16               | 20,469,531           |
| <b>Toys R Us</b>                                |                                |                      |
| 6,740   | 10.75%, 7/15/17                | 7,675,175            |
| <b>Toys R Us, Sr. Notes</b>                     |                                |                      |
| 1,925   | 7.375%, 9/1/16 <sup>(8)</sup>  | 2,026,062            |
|   |                                | <b>\$ 65,074,292</b> |

Steel 0.0%

**RathGibson, Inc., Sr. Notes**

\$ 4,915 11.25%, 2/15/14<sup>(7)</sup> \$ 492

**United States Steel Corp., Sr. Notes**

750 7.375%, 4/1/20 795,000

**\$ 795,492**

Surface Transport 0.5%

**CEVA Group PLC, Sr. Notes**

\$ 1,250 11.625%, 10/1/16<sup>(8)</sup> \$ 1,389,062

4,695 8.375%, 12/1/17<sup>(8)</sup> 4,882,800

3,115 11.50%, 4/1/18<sup>(8)</sup> 3,414,819

**\$ 9,686,681**

Technology 0.1%

**International Game Technology, Sr. Notes**

\$ 1,646 7.50%, 6/15/19 \$ 1,898,003

**Western Union Co. (The)**

1,000 6.20%, 11/17/36 995,525

**\$ 2,893,528**

Telecommunications 5.2%

**America Movil SAB de CV**

\$ 1,200 5.50%, 3/1/14 \$ 1,320,893

**Avaya, Inc., Sr. Notes**

1,225 9.75%, 11/1/15 1,270,938

6,715 10.125%, 11/1/15<sup>(2)</sup> 6,983,366

1,850 7.00%, 4/1/19<sup>(8)</sup> 1,840,750

**Digicel Group, Ltd., Sr. Notes**

5,100 12.00%, 4/1/14<sup>(8)</sup> 6,005,250

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|  |        |                                  |            |
|--|--------|----------------------------------|------------|
|  | 3,655  | 8.25%, 9/1/17 <sup>(8)</sup>     | 3,892,575  |
| <b>Intelsat Bermuda, Ltd.</b>                      | 14,115 | 11.25%, 6/15/16                  | 15,067,762 |
| <b>Intelsat Luxembourg SA</b>                      | 2,795  | 11.50%, 2/4/17 <sup>(2)(8)</sup> | 3,074,500  |
|  | 3,393  | 11.50%, 2/4/17                   | 3,732,093  |
| <b>Intelsat SA, Sr. Notes</b>                      | 7,845  | 6.50%, 11/1/13                   | 8,354,925  |
| <b>Nextel Communications, Inc., Series E</b>       | 1,795  | 6.875%, 10/31/13                 | 1,821,925  |
| <b>NII Capital Corp.</b>                           | 3,490  | 10.00%, 8/15/16                  | 4,022,225  |
| <b>SBA Telecommunications, Inc.</b>                | 1,475  | 8.00%, 8/15/16                   | 1,605,906  |
|  | 985    | 8.25%, 8/15/19                   | 1,092,119  |
| <b>Sprint Capital Corp.</b>                        | 5,320  | 6.90%, 5/1/19                    | 5,612,600  |
| <b>Telecom Italia Capital SA</b>                   | 660    | 5.25%, 11/15/13                  | 703,430    |
|  | 950    | 7.175%, 6/18/19                  | 1,073,411  |
| <b>Telefonica Emisiones SAU</b>                    | 2,350  | 5.877%, 7/15/19                  | 2,517,527  |
| <b>Telesat Canada/Telesat, LLC, Sr. Notes</b>      | 3,625  | 11.00%, 11/1/15                  | 4,050,937  |
| <b>Telesat Canada/Telesat, LLC, Sr. Sub. Notes</b> | 6,830  | 12.50%, 11/1/17                  | 8,161,850  |
| <b>Wind Acquisition Finance SA, Sr. Notes</b>      | 2,685  | 11.75%, 7/15/17 <sup>(8)</sup>   | 3,134,737  |
|  | 10,669 | 12.25%, 7/15/17 <sup>(8)</sup>   | 12,817,900 |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

| <b>Principal<br/>Amount<br/>(000 s omitted)</b> | <b>Security</b> | <b>Value</b> |
|---|-----------------|--------------|
|---|-----------------|--------------|

Telecommunications (continued)

**Windstream Corp.**

|          |                               |              |
|----------|-------------------------------|--------------|
| \$ 4,800 | 8.125%, 9/1/18                | \$ 5,196,000 |
| 675      | 7.75%, 10/1/21 <sup>(8)</sup> | 717,188      |

**\$ 104,070,807**

Utilities 1.1%

**Calpine Construction Finance Co., Sr. Notes**

|          |                              |              |
|----------|------------------------------|--------------|
| \$ 4,275 | 8.00%, 6/1/16 <sup>(8)</sup> | \$ 4,702,500 |
|----------|------------------------------|--------------|

**GenOn Energy, Inc., Sr. Notes**

|       |                                 |           |
|-------|---------------------------------|-----------|
| 2,550 | 9.875%, 10/15/20 <sup>(8)</sup> | 2,741,250 |
|-------|---------------------------------|-----------|

**NGC Corp.**

|       |                  |           |
|-------|------------------|-----------|
| 4,395 | 7.625%, 10/15/26 | 3,208,350 |
|-------|------------------|-----------|

**NRG Energy, Inc.**

|       |               |           |
|-------|---------------|-----------|
| 3,910 | 8.25%, 9/1/20 | 4,134,825 |
|-------|---------------|-----------|

**NRG Energy, Inc., Sr. Notes**

|       |                |           |
|-------|----------------|-----------|
| 2,150 | 7.375%, 2/1/16 | 2,236,000 |
|-------|----------------|-----------|

**Reliant Energy, Inc., Sr. Notes**

|     |                 |         |
|-----|-----------------|---------|
| 360 | 7.625%, 6/15/14 | 378,900 |
|-----|-----------------|---------|

**Texas Competitive Electric Holdings Co., LLC, Sr. Notes**

|       |                                |           |
|-------|--------------------------------|-----------|
| 5,010 | 11.50%, 10/1/20 <sup>(8)</sup> | 5,172,825 |
|-------|--------------------------------|-----------|

**\$ 22,574,650**

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Total Corporate Bonds & Notes  
(identified cost \$916,595,725) \$ 972,964,397

Foreign Government Securities 0.0%<sup>(0)</sup>

**Principal  
Amount**

**(000 s omitted)**

**Security**

**Value**

|        |   |            |
|--------|---|------------|
| \$ 300 | Government of Bermuda, Sr. Notes,<br>5.603%, 7/20/20 <sup>(8)</sup> | \$ 319,469 |
|--------|---|------------|

**\$ 319,469**

Total Foreign Government Securities  
(identified cost \$300,000)

**\$ 319,469**

Mortgage Pass-Throughs 27.2%

**Principal  
Amount**

**(000 s omitted)**

**Security**

**Value**

**Federal Home Loan Mortgage Corp.:**

|           |  |               |
|-----------|--|---------------|
| \$ 28,624 | 5.00%, with various maturities to 2019 <sup>(11)</sup> | \$ 30,671,859 |
| 9,026     | 5.50%, with various maturities to 2032                 | 9,820,400     |
| 9,985     | 6.00%, with various maturities to 2031                 | 10,908,766    |
| 28,866    | 6.50%, with various maturities to 2032                 | 32,214,777    |
| 34,379    | 7.00%, with various maturities to 2036                 | 38,616,935    |
| 444       | 7.13%, with maturity at 2023                           | 513,916       |
| 19,428    | 7.50%, with various maturities to 2029                 | 22,468,794    |
| 674       | 7.65%, with maturity at 2022                           | 780,462       |
| 86        | 7.70%, with maturity at 2022                           | 100,965       |
| 12,468    | 8.00%, with various maturities to 2030                 | 14,573,093    |
| 376       | 8.25%, with maturity at 2020                           | 436,644       |
| 1,031     | 8.30%, with maturity at 2020                           | 1,210,747     |
| 9,332     | 8.50%, with various maturities to 2031                 | 11,106,615    |
| 3,033     | 9.00%, with various maturities to 2031                 | 3,517,229     |
| 2,567     | 9.50%, with various maturities to 2025                 | 3,040,617     |

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|     |                               |         |
|-----|-------------------------------|---------|
| 359 | 10.00%, with maturity at 2020 | 417,758 |
| 336 | 10.50%, with maturity at 2020 | 396,282 |
| 343 | 12.00%, with maturity at 2020 | 383,383 |
| 23  | 13.00%, with maturity at 2015 | 25,365  |

**\$ 181,204,607**

**Federal National Mortgage Association:**

|          |  |              |
|----------|--|--------------|
| \$ 2,490 | 2.565%, with maturity at 2022 <sup>(12)</sup>          | \$ 2,563,997 |
| 4,475    | 3.154%, with maturity at 2036 <sup>(12)</sup>          | 4,691,315    |
| 3,969    | 4.50%, with maturity at 2018                           | 4,215,428    |
| 24,238   | 5.00%, with various maturities to 2018                 | 25,914,380   |
| 10,195   | 5.50%, with various maturities to 2028                 | 11,081,321   |
| 22,060   | 6.00%, with various maturities to 2033                 | 24,290,335   |
| 13,816   | 6.324%, with maturity at 2032 <sup>(12)</sup>          | 14,964,505   |
| 34,068   | 6.50%, with various maturities to 2036                 | 38,181,921   |
| 315      | 6.75%, with maturity at 2023                           | 359,760      |
| 50,701   | 7.00%, with various maturities to 2036                 | 57,825,767   |
| 20,783   | 7.50%, with various maturities to 2035 <sup>(11)</sup> | 24,198,223   |
| 8,307    | 8.00%, with various maturities to 2031                 | 9,723,639    |
| 17       | 8.25%, with maturity at 2018                           | 19,133       |
| 1,919    | 8.323%, with maturity at 2027 <sup>(13)</sup>          | 2,294,970    |
| 9,352    | 8.50%, with various maturities to 2030                 | 11,081,701   |
| 772      | 8.501%, with maturity at 2028 <sup>(13)</sup>          | 888,497      |
| 558      | 8.578%, with maturity at 2029 <sup>(13)</sup>          | 667,263      |
| 743      | 8.621%, with maturity at 2027 <sup>(13)</sup>          | 886,309      |
| 97       | 8.663%, with maturity at 2024 <sup>(13)</sup>          | 110,123      |
| 12,160   | 9.00%, with various maturities to 2027                 | 14,566,315   |
| 466      | 9.406%, with maturity at 2018 <sup>(13)</sup>          | 534,176      |
| 3,345    | 9.50%, with various maturities to 2030                 | 3,974,458    |
| 690      | 9.969%, with maturity at 2025 <sup>(13)</sup>          | 797,770      |
| 903      | 10.00%, with various maturities to 2020                | 1,045,874    |
| 574      | 10.413%, with maturity at 2019 <sup>(13)</sup>         | 648,966      |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

**Principal  
Amount**

(000 s omitted)

**Security**

**Value**

**Federal National Mortgage Association: (continued)**

|        |                               |            |
|--------|-------------------------------|------------|
| \$ 823 | 10.50%, with maturity at 2021 | \$ 971,504 |
| 207    | 11.50%, with maturity at 2016 | 230,792    |

**\$ 256,728,442**

**Government National Mortgage Association:**

|          |  |              |
|----------|--|--------------|
| \$ 2,270 | 6.00%, with maturity at 2024           | \$ 2,488,440 |
| 19,705   | 6.50%, with various maturities to 2032 | 22,376,181   |
| 12,152   | 7.00%, with various maturities to 2033 | 14,057,359   |
| 26,044   | 7.50%, with various maturities to 2032 | 30,607,433   |
| 16,928   | 8.00%, with various maturities to 2034 | 20,034,870   |
| 572      | 8.30%, with maturity at 2020           | 669,747      |
| 1,034    | 8.50%, with various maturities to 2022 | 1,217,663    |
| 5,077    | 9.00%, with various maturities to 2026 | 6,062,951    |
| 7,205    | 9.50%, with various maturities to 2026 | 8,670,231    |
| 410      | 10.00%, with maturity at 2019          | 476,144      |

**\$ 106,661,019**

Total Mortgage Pass-Throughs  
(identified cost \$513,698,525)

**\$ 544,594,068**

Collateralized Mortgage Obligations 6.2%

**Principal**



| Amount<br>(000 s omitted)                     | Security                                   | Value                |
|---|--|----------------------|
| <b>Federal Home Loan Mortgage Corp.:</b>      |  |                      |
| \$ 1,385                                      | Series 24, Class J, 6.25%, 11/25/23        | \$ 1,513,519         |
| 1,547   | Series 1497, Class K, 7.00%, 4/15/23       | 1,548,505            |
| 2,500   | Series 1529, Class Z, 7.00%, 6/15/23       | 2,519,704            |
| 2,137   | Series 1620, Class Z, 6.00%, 11/15/23      | 2,326,336            |
| 719   | Series 1677, Class Z, 7.50%, 7/15/23       | 830,001              |
| 12,106  | Series 1702, Class PZ, 6.50%, 3/15/24      | 13,465,155           |
| 3,960   | Series 2113, Class QG, 6.00%, 1/15/29      | 4,310,993            |
| 564   | Series 2122, Class K, 6.00%, 2/15/29       | 603,782              |
| 382   | Series 2130, Class K, 6.00%, 3/15/29       | 419,837              |
| 387   | Series 2167, Class BZ, 7.00%, 6/15/29      | 412,380              |
| 2,975   | Series 2182, Class ZB, 8.00%, 9/15/29      | 3,306,277            |
| 4,365   | Series 2198, Class ZA, 8.50%, 11/15/29     | 4,497,981            |
| 9,963   | Series 2245, Class A, 8.00%, 8/15/27       | 11,551,206           |
| 3,641   | Series 2458, Class ZB, 7.00%, 6/15/32      | 4,127,886            |
|   |  | <b>\$ 51,433,562</b> |
| <b>Federal National Mortgage Association:</b> |  |                      |
| \$ 377  | Series G92-44, Class Z, 8.00%, 7/25/22     | \$ 420,230           |
| 613   | Series G92-44, Class ZQ, 8.00%, 7/25/22    | 683,782              |
| 926   | Series G92-46, Class Z, 7.00%, 8/25/22     | 1,043,598            |
| 1,591   | Series G92-60, Class Z, 7.00%, 10/25/22    | 1,792,555            |
| 16,997  | Series G93-35, Class ZQ, 6.50%, 11/25/23   | 19,001,905           |
| 3,825   | Series G93-40, Class H, 6.40%, 12/25/23    | 4,281,662            |
| 247   | Series 1988-14, Class I, 9.20%, 6/25/18    | 280,032              |
| 224   | Series 1989-1, Class D, 10.30%, 1/25/19    | 252,171              |
| 425   | Series 1989-34, Class Y, 9.85%, 7/25/19    | 500,835              |
| 314   | Series 1990-17, Class G, 9.00%, 2/25/20    | 364,776              |
| 154   | Series 1990-27, Class Z, 9.00%, 3/25/20    | 178,655              |
| 161   | Series 1990-29, Class J, 9.00%, 3/25/20    | 186,894              |
| 722   | Series 1990-43, Class Z, 9.50%, 4/25/20    | 850,802              |
| 281   | Series 1991-98, Class J, 8.00%, 8/25/21    | 322,692              |
| 1,856   | Series 1992-77, Class ZA, 8.00%, 5/25/22   | 2,154,371            |
| 126   | Series 1992-103, Class Z, 7.50%, 6/25/22   | 144,300              |
| 228   | Series 1992-113, Class Z, 7.50%, 7/25/22   | 260,835              |
| 491   | Series 1992-185, Class ZB, 7.00%, 10/25/22 | 555,043              |
| 1,241   | Series 1993-16, Class Z, 7.50%, 2/25/23    | 1,426,178            |
| 953   | Series 1993-22, Class PM, 7.40%, 2/25/23   | 1,095,009            |
| 1,495   | Series 1993-25, Class J, 7.50%, 3/25/23    | 1,718,048            |
| 2,801   | Series 1993-30, Class PZ, 7.50%, 3/25/23   | 3,227,178            |
| 3,353   | Series 1993-42, Class ZQ, 6.75%, 4/25/23   | 3,772,929            |
| 522   | Series 1993-56, Class PZ, 7.00%, 5/25/23   | 589,476              |
| 618   | Series 1993-156, Class ZB, 7.00%, 9/25/23  | 695,959              |
| 4,407   | Series 1994-45, Class Z, 6.50%, 2/25/24    | 4,946,139            |

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|       |  |                      |
|-------|--|----------------------|
| 2,342 | Series 1994-89, Class ZQ, 8.00%, 7/25/24 | 2,746,031            |
| 2,431 | Series 1996-57, Class Z, 7.00%, 12/25/26 | 2,765,073            |
| 1,243 | Series 1997-77, Class Z, 7.00%, 11/18/27 | 1,424,120            |
| 1,010 | Series 1998-44, Class ZA, 6.50%, 7/20/28 | 1,140,527            |
| 457   | Series 1999-45, Class ZG, 6.50%, 9/25/29 | 514,888              |
| 3,284 | Series 2000-22, Class PN, 6.00%, 7/25/30 | 3,640,790            |
| 520   | Series 2001-37, Class GA, 8.00%, 7/25/16 | 565,966              |
| 839   | Series 2002-1, Class G, 7.00%, 7/25/23   | 944,932              |
| 3,799 | Series 2002-21, Class PE, 6.50%, 4/25/32 | 4,259,143            |
|       |  | <b>\$ 68,747,524</b> |

**Government National Mortgage Association:**

|          |   |                     |
|----------|---|---------------------|
| \$ 4,007 | Series 2002-45, Class PG, 6.00%, 3/17/32  | \$ 4,365,022        |
| 315      | Series 2005-72, Class E, 12.00%, 11/16/15 | 349,580             |
|          |   | <b>\$ 4,714,602</b> |

Total Collateralized Mortgage Obligations  
(identified cost \$117,772,616)

**\$ 124,895,688**

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

Commercial Mortgage-Backed Securities 10.0%

| Principal<br>Amount<br>(000 s omitted) | Security   | Value         |
|--|--|---------------|
| \$ 25,545                              | BACM, Series 2004-1, Class A4, 4.76%, 11/10/39                             | \$ 27,170,801 |
| 470                                    | BACM, Series 2004-3, Class A5, 5.441%, 6/10/39 <sup>(13)</sup>             | 509,687       |
| 625                                    | BACM, Series 2004-6, Class A5, 4.811%, 12/10/42                            | 668,100       |
| 1,250                                  | BSCMS, Series 2004-PWR3, Class A4,<br>4.715%, 2/11/41                      | 1,323,599     |
| 4,880                                  | BSCMS, Series 2004-PWR4, Class A2,<br>5.286%, 6/11/41 <sup>(13)</sup>      | 5,099,555     |
| 3,500                                  | BSCMS, Series 2004-PWR5, Class A3,<br>4.565%, 7/11/42                      | 3,520,072     |
| 6,823                                  | BSCMS, Series 2004-T16, Class A4, 4.32%, 2/13/46                           | 6,851,108     |
| 1,987                                  | CGCMT, Series 2004-C1, Class A3,<br>5.251%, 4/15/40 <sup>(13)</sup>        | 2,069,237     |
| 12,215                                 | CGCMT, Series 2004-C1, Class A4,<br>5.368%, 4/15/40 <sup>(13)</sup>        | 13,266,947    |
| 32,874                                 | COMM, Series 2004-LB2A, Class A4,<br>4.715%, 3/10/39 <sup>(14)</sup>       | 34,961,943    |
| 1,844                                  | COMM, Series 2005-LP5, Class A2, 4.63%, 5/10/43                            | 1,863,355     |
| 19,897                                 | CSFB, Series 2004-C1, Class A4, 4.75%, 1/15/37 <sup>(13)</sup>             | 21,088,464    |
| 269                                    | CSFB, Series 2004-C3, Class A3, 4.302%, 7/15/36                            | 268,664       |
| 1,577                                  | CSFB, Series 2004-C3, Class A5, 5.113%, 7/15/36 <sup>(13)</sup>            | 1,696,839     |
| 1,320                                  | GECMC, Series 2005-C1, Class A3, 4.578%, 6/10/48                           | 1,366,820     |
| 750                                    | GMAcc, Series 2004-C3, Class A5,<br>4.864%, 12/10/41                       | 799,465       |
| 2,200                                  | JPMCC, Series 2004-CBX, Class A4, 4.529%, 1/12/37                          | 2,218,842     |
| 11,157                                 | JPMCC, Series 2005-LDP3, Class A3,<br>4.959%, 8/15/42                      | 11,581,128    |
| 27,214                                 | JPMCC, Series 2005-LDP5, Class A3,<br>5.232%, 12/15/44 <sup>(13)(14)</sup> | 28,888,347    |
| 2,000                                  | JPMCC, Series 2011-C3, Class A2, 3.673%, 2/16/46 <sup>(8)</sup>            | 2,050,682     |
| 153                                    | LB-UBS, Series 2005-C1, Class A2, 4.31%, 2/15/30                           | 152,927       |
| 19,775                                 | MLMT, Series 2003-KEY1, Class A4,<br>5.236%, 11/12/35 <sup>(13)</sup>      | 21,180,542    |

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|       |   |           |
|-------|---|-----------|
| 8,559 | MSC, Series 2004-IQ7, Class A3, 5.35%, 6/15/38 <sup>(13)</sup>        | 8,674,172 |
| 660   | MSC, Series 2004-IQ8, Class A5, 5.11%, 6/15/40 <sup>(13)</sup>        | 710,968   |
| 965   | WBCMT, Series 2003-C6, Class F,<br>5.125%, 8/15/35 <sup>(8)(13)</sup> | 994,365   |
| 250   | WBCMT, Series 2004-C12, Class A4,<br>5.306%, 7/15/41 <sup>(13)</sup>  | 271,355   |

Total Commercial Mortgage-Backed Securities  
(identified cost \$191,574,405)

**\$ 199,247,984**

Asset-Backed Securities 0.4%

**Principal**

**Amount**

**(000 s omitted)**

**Security**

**Value**

|        |   |            |
|--------|---|------------|
| \$ 462 | Alzette European CLO SA, Series 2004-1A, Class E2,<br>6.81%, 12/15/20 <sup>(15)</sup>       | \$ 394,812 |
| 589    | Avalon Capital Ltd. 3, Series 1A, Class D,<br>2.263%, 2/24/19 <sup>(8)(15)</sup>            | 458,712    |
| 753    | Babson Ltd., Series 2005-1A, Class C1,<br>2.228%, 4/15/19 <sup>(8)(15)</sup>                | 587,303    |
| 1,007  | Bryant Park CDO Ltd., Series 2005-1A, Class C,<br>2.328%, 1/15/19 <sup>(8)(15)</sup>        | 663,601    |
| 1,000  | Carlyle High Yield Partners, Series 2004-6A, Class C,<br>2.762%, 8/11/16 <sup>(8)(15)</sup> | 835,701    |
| 985    | Centurion CDO 8 Ltd., Series 2005-8A, Class D,<br>5.81%, 3/8/17 <sup>(15)</sup>             | 824,884    |
| 500    | Centurion CDO 9 Ltd., Series 2005-9A, Class D1,<br>5.026%, 7/17/19 <sup>(15)</sup>          | 384,983    |
| 1,844  | Comstock Funding Ltd., Series 2006-1A, Class D,<br>4.561%, 5/30/20 <sup>(8)(15)</sup>       | 1,401,384  |
| 1,500  | Dryden Leveraged Loan, Series 2004-6A, Class C1,<br>2.823%, 7/30/16 <sup>(8)(15)</sup>      | 1,239,150  |

Total Asset-Backed Securities  
(identified cost \$8,148,668)

**\$ 6,790,530**

U.S. Government Agency Obligations 1.6%

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>                            | <b>Security</b>  | <b>Value</b>         |
|--|------------------|----------------------|
| <b>Federal Home Loan Bank:</b>   |                  |                      |
| \$ 6,585   | 5.375%, 5/15/19  | \$ 7,589,483         |
| 3,975  | 4.125%, 12/31/19 | 4,200,422            |
| 4,205  | 4.125%, 3/13/20  | 4,412,504            |
| 9,000  | 5.25%, 12/9/22   | 10,058,148           |
| 5,740  | 5.375%, 8/15/24  | 6,449,234            |
| Total U.S. Government Agency Obligations<br>(identified cost \$34,110,070) |                  | <b>\$ 32,709,791</b> |

*See Notes to Financial Statements.*

Eaton Vance  
 Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

Common Stocks 1.4%

| Shares | Security | Value |
|--------|----------|-------|
|--------|----------|-------|

Automotive 0.1%

|        |  |                     |
|--------|--|---------------------|
| 25,372 | Dayco Products, LLC <sup>(6)(16)(17)</sup>               | \$ 1,433,518        |
| 8,949  | Hayes Lemmerz International, Inc. <sup>(6)(16)(17)</sup> | 527,991             |
|        |  | <b>\$ 1,961,509</b> |

Building and Development 0.2%

|       |  |                     |
|-------|--|---------------------|
| 3,677 | Panolam Holdings Co. <sup>(6)(16)(18)</sup>        | \$ 3,539,664        |
| 1,231 | United Subcontractors, Inc. <sup>(6)(16)(17)</sup> | 124,689             |
| 4,575 | WCI Communities, Inc. <sup>(6)(16)(17)</sup>       | 434,667             |
|       |  | <b>\$ 4,099,020</b> |

Chemicals and Plastics 0.0%

|     |   |             |
|-----|---|-------------|
| 243 | Wellman Holdings, Inc. <sup>(6)(16)(17)</sup> | \$ 0        |
|     |   | <b>\$ 0</b> |

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Containers and Glass Products 0.2%

|         |   |                     |
|---------|---|---------------------|
| 142,857 | Anchor Glass Container Corp. <sup>(6)(16)</sup> | \$ 4,059,996        |
|         |   | <b>\$ 4,059,996</b> |

Diversified Manufacturing 0.0%

|         |                                   |                   |
|---------|-----------------------------------|-------------------|
| 298,115 | MEGA Brands, Inc. <sup>(16)</sup> | \$ 166,944        |
|         |                                   | <b>\$ 166,944</b> |

Ecological Services and Equipment 0.0%

|       |  |                  |
|-------|--|------------------|
| 2,484 | Environmental Systems Products Holdings, Inc. <sup>(6)(16)(18)</sup> | \$ 56,114        |
|       |  | <b>\$ 56,114</b> |

Financial Intermediaries 0.0%

|     |   |                  |
|-----|---|------------------|
| 357 | RTS Investor Corp. <sup>(6)(16)(17)</sup> | \$ 96,939        |
|     |   | <b>\$ 96,939</b> |

Food Service 0.0%

|        |                                  |                   |
|--------|----------------------------------|-------------------|
| 30,225 | Buffets, Inc. <sup>(6)(16)</sup> | \$ 124,678        |
|        |                                  | <b>\$ 124,678</b> |

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Home Furnishings 0.1%

|        |  |           |                |
|--------|--|-----------|----------------|
| 9,399  | Oreck Corp. <sup>(6)(16)(17)</sup>               | \$        | 636,594        |
| 26,249 | Sanitec Europe Oy B Units <sup>(16)(17)</sup>    |           | 116,636        |
| 25,787 | Sanitec Europe Oy E Units <sup>(6)(16)(17)</sup> |           | 0              |
|        |  | <b>\$</b> | <b>753,230</b> |

Leisure Goods / Activities / Movies 0.1%

|        |  |           |                  |
|--------|--|-----------|------------------|
| 72,419 | Metro-Goldwyn-Mayer Holdings, Inc. <sup>(16)(17)</sup> | \$        | 1,644,512        |
|        |  | <b>\$</b> | <b>1,644,512</b> |

Lodging and Casinos 0.0%

|        |   |           |                |
|--------|---|-----------|----------------|
| 828    | Greektown Superholdings, Inc. <sup>(16)</sup>     | \$        | 60,030         |
| 46,819 | Herbst Gaming, Inc. <sup>(6)(16)(17)</sup>        |           | 218,178        |
| 17,051 | Tropicana Entertainment, Inc. <sup>(16)(17)</sup> |           | 295,195        |
|        |   | <b>\$</b> | <b>573,403</b> |

Nonferrous Metals / Minerals 0.0%

|       |  |           |                |
|-------|--|-----------|----------------|
| 1,636 | Euramax International, Inc. <sup>(6)(16)(17)</sup> | \$        | 474,469        |
|       |  | <b>\$</b> | <b>474,469</b> |

Oil and Gas 0.0%

|        |                                |           |                |
|--------|--------------------------------|-----------|----------------|
| 15,874 | SemGroup Corp. <sup>(16)</sup> | \$        | 445,266        |
|        |                                | <b>\$</b> | <b>445,266</b> |



Publishing 0.2%

|        |   |                     |
|--------|---|---------------------|
| 5,187  | Ion Media Networks, Inc. <sup>(6)(16)(17)</sup>         | \$ 3,241,875        |
| 14,016 | MediaNews Group, Inc. <sup>(6)(16)(17)</sup>            | 392,441             |
| 2,862  | Source Interlink Companies, Inc. <sup>(6)(16)(17)</sup> | 100,571             |
| 1,091  | Star Tribune Media Holdings Co. <sup>(6)(16)</sup>      | 33,821              |
| 9,296  | SuperMedia, Inc. <sup>(16)</sup>                        | 47,781              |
|        |   | <b>\$ 3,816,489</b> |

Radio and Television 0.1%

|     |  |                     |
|-----|--|---------------------|
| 892 | New Young Broadcasting Holding Co., Inc. <sup>(16)(17)</sup> | \$ 2,213,275        |
|     |  | <b>\$ 2,213,275</b> |

Steel 0.4%

|         |  |                     |
|---------|--|---------------------|
| 33,937  | KNIA Holdings, Inc. <sup>(6)(16)(17)</sup>             | \$ 443,900          |
| 218,800 | RathGibson Acquisition Co., LLC <sup>(6)(16)(18)</sup> | 7,318,860           |
|         |  | <b>\$ 7,762,760</b> |

|   |  |                      |
|---|--|----------------------|
| Total Common Stocks<br>(identified cost \$11,655,268) |  | <b>\$ 28,248,604</b> |
|---|--|----------------------|

*See Notes to Financial Statements.*

Eaton Vance  
 Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

Convertible Bonds 0.2%

| <b>Principal<br/>Amount<br/>(000 s omitted)</b>          | <b>Security</b>                             | <b>Value</b>        |
|--|---|---------------------|
| Drugs 0.2%   |   |                     |
| \$ 2,960   | Kendle International, Inc., 3.375%, 7/15/12 | \$ 2,845,300        |
|  |   | <b>\$ 2,845,300</b> |
| Oil and Gas 0.0%   |   |                     |
| \$ 700   | Transocean, Inc., 1.50%, 12/15/37           | \$ 686,875          |
|  |   | <b>\$ 686,875</b>   |
| Total Convertible Bonds<br>(identified cost \$3,502,410) |   | <b>\$ 3,532,175</b> |

Preferred Stocks 0.2%

| <b>Shares/Units</b> | <b>Security</b> | <b>Value</b> |
|---------------------|-----------------|--------------|
|---------------------|-----------------|--------------|

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Business Equipment and Services 0.1%

202,841 Muzak Holdings, LLC, 10.00%(2)(15)(16)(18) \$ 1,901,655

**\$ 1,901,655**

Ecological Services and Equipment 0.0%

569 Environmental Systems Products Holdings, Inc.,  
Series A (6)(16)(18) \$ 35,654

**\$ 35,654**

Financial Intermediaries 0.1%

30,740 Citigroup Capital XIII, 7.875% \$ 857,723  
35,605 GMAC Capital Trust I, 8.125%(16) 924,306

**\$ 1,782,029**

Lodging and Casinos 0.0%

6,494 Fontainebleau Resorts, LLC(2)(6)(16)(18) \$ 65

**\$ 65**

Oil, Gas & Consumable Fuels 0.0%

9,691 Chesapeake Energy Corp., Convertible \$ 939,445

**\$ 939,445**

Total Preferred Stocks  
(identified cost \$11,239,028) **\$ 4,658,848**

Warrants 0.0%<sup>(0)</sup>

| Shares | Security | Value |
|--------|----------|-------|
|--------|----------|-------|

Chemicals and Plastics 0.0%

|  |     |   |             |
|--|-----|---|-------------|
|  | 663 | Foamex, Series A, Expires 12/31/13 <sup>(6)(16)(17)</sup> | \$ 0        |
|  | 663 | Foamex, Series B, Expires 12/31/15 <sup>(6)(16)(17)</sup> | 0           |
|  |     |   | <b>\$ 0</b> |

Food Products 0.0%<sup>(0)</sup>

|  |       |  |                   |
|--|-------|--|-------------------|
|  | 1,745 | ASG Consolidated, LLC/ASG Finance, Inc., Expires 5/15/18 <sup>(16)</sup> | \$ 253,025        |
|  |       |  | <b>\$ 253,025</b> |

Oil and Gas 0.0%<sup>(0)</sup>

|  |        |  |                   |
|--|--------|--|-------------------|
|  | 16,708 | SemGroup Corp., Expires 11/30/14 <sup>(16)</sup> | \$ 137,841        |
|  |        |  | <b>\$ 137,841</b> |

Publishing 0.0%<sup>(0)</sup>

|  |        |   |      |
|--|--------|---|------|
|  | 23,833 | Reader's Digest Association, Inc. (The), Expires 2/19/14 <sup>(6)(16)(17)</sup> | \$ 0 |
|--|--------|---|------|

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|  |  |                   |
|--|--|-------------------|
| 935  | Star Tribune Media Holding, Expires 9/28/13 <sup>(6)(16)</sup>                 | 28,985            |
|  |  | <b>\$ 28,985</b>  |
| Radio and Television 0.0%                    |  |                   |
| 6  | New Young Broadcasting Holding Co., Inc., Expires 12/24/24 <sup>(16)(17)</sup> | \$ 14,888         |
|  |  | <b>\$ 14,888</b>  |
| Retailers (Except Food and Drug) 0.0%        |  |                   |
| 10,360                                       | Oriental Trading Co., Inc., Expires 2/11/16 <sup>(6)(16)(17)</sup>             | \$ 0              |
| 11,366                                       | Oriental Trading Co., Inc., Expires 2/11/16 <sup>(6)(16)(17)</sup>             | 0                 |
|  |  | <b>\$ 0</b>       |
| Total Warrants<br>(identified cost \$10,478) |  | <b>\$ 434,739</b> |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

Miscellaneous 0.0%

| <b>Shares/<br/>Principal<br/>Amount</b>              | <b>Security</b>                                    |           | <b>Value</b>      |
|--|--|-----------|-------------------|
| Cable and Satellite Television 0.0%                  |  |           |                   |
| 2,786,444  | Adelphia Recovery Trust <sup>(16)</sup>            | \$        | 14,629            |
| 300,000  | Adelphia, Inc., Escrow Certificate <sup>(16)</sup> |           | 5,625             |
| 2,500,000  | Adelphia, Inc., Escrow Certificate <sup>(16)</sup> |           | 46,875            |
|  |  | <b>\$</b> | <b>67,129</b>     |
| Health Care 0.0%                                     |  |           |                   |
| 1,815,000  | US Oncology, Inc., Escrow                          | \$        | 40,838            |
|  |  | <b>\$</b> | <b>40,838</b>     |
| Total Miscellaneous<br>(identified cost \$2,510,306) |  |           | <b>\$ 107,967</b> |

Short-Term Investments 2.1%

**Interest/  
Principal**

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| <b>Amount<br/>(000 s Omitted)</b>                                 | <b>Description</b>  | <b>Value</b>            |
|---|---|-------------------------|
| \$ 36,514   | Eaton Vance Cash Reserves Fund, LLC, 0.16% <sup>(19)</sup>      | \$ 36,514,283           |
| 5,441   | State Street Bank and Trust Euro Time Deposit,<br>0.01%, 5/2/11 | 5,440,894               |
| Total Short-Term Investments<br>(identified cost \$41,955,177)    |   | <b>\$ 41,955,177</b>    |
| Total Investments 138.9%<br>(identified cost \$2,671,866,455)     |   | <b>\$ 2,780,826,505</b> |
| Less Unfunded Loan Commitments (0.1)%                             |   | <b>\$ (2,524,514)</b>   |
| Net Investments 138.8%<br>(identified cost \$2,669,341,941)       |   | <b>\$ 2,778,301,991</b> |
| Other Assets, Less Liabilities (25.5)%                            |   | <b>\$ (510,304,931)</b> |
| Auction Preferred Shares Plus Cumulative Unpaid Dividends (13.3)% |   | <b>\$ (266,628,980)</b> |
| Net Assets Applicable to Common Shares 100.0%                     |   | <b>\$ 2,001,368,080</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. |
| EUR   | - Euro   |

|        |   |
|--------|---|
| GBP    | - British Pound Sterling                              |
| GECCM  | - General Electric Commercial Mortgage Corporation    |
| 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                            |
| WBCMT  | - Wachovia Bank Commercial Mortgage Trust             |

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

- (1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate ( LIBOR ) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.
- (2) 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. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (5) This Senior Loan will settle after April 30, 2011, at which time the interest rate will be determined.
- (6) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (7) Currently the issuer is in default with respect to interest payments. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (8) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At April 30, 2011, the aggregate value of these securities is \$379,783,692 or 19.0% of the Fund's net assets applicable to common shares.
- (9) Security converts to floating rate after the indicated fixed-rate coupon period.

*See Notes to Financial Statements.*



Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Portfolio of Investments continued

- (10) Amount is less than 0.05%.
- (11) Security (or a portion thereof) has been pledged to cover collateral requirements on open financial contracts.
- (12) Adjustable rate mortgage security. Rate shown is the rate at April 30, 2011.
- (13) Weighted average fixed-rate coupon that changes/updates monthly.
- (14) Security held as collateral for borrowings under the Term Asset-Backed Securities Loan Facility (TALF).
- (15) Variable rate security. The stated interest rate represents the rate in effect at April 30, 2011.
- (16) Non-income producing security.
- (17) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (18) Restricted security (see Note 8).
- (19) 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, 2011.

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Statement of Assets and Liabilities

| Assets  | <b>April 30, 2011</b>   |
|---|-------------------------|
| Unaffiliated investments, at value (identified cost, \$2,632,827,658) | \$ 2,741,787,708        |
| Affiliated investment, at value (identified cost, \$36,514,283)       | 36,514,283              |
| Foreign currency, at value (identified cost, \$15,206,402)            | 15,682,090              |
| Interest and dividends receivable                                     | 29,427,418              |
| Interest receivable from affiliated investment                        | 6,021                   |
| Receivable for investments sold                                       | 9,257,905               |
| Prepaid expenses  | 2,847,594               |
| Other assets  | 483,452                 |
| <b>Total assets</b>   | <b>\$ 2,836,006,471</b> |

Liabilities

|  |                       |
|--|-----------------------|
| Notes payable  | \$ 418,200,000        |
| TALF loans payable, at value (principal \$51,042,132)            | 51,042,132            |
| Payable for investments purchased                                | 90,047,758            |
| Payable for variation margin on open financial futures contracts | 243,986               |
| Payable for open forward foreign currency exchange contracts     | 5,709,292             |
| Payable to affiliates:   |                       |
| Investment adviser fee   | 1,534,697             |
| Trustees fees  | 4,208                 |
| Accrued expenses   | 1,227,338             |
| <b>Total liabilities</b>   | <b>\$ 568,009,411</b> |

|   |                       |
|---|-----------------------|
| <b>Auction preferred shares (10,665 shares outstanding) at liquidation value plus cumulative unpaid dividends</b> | <b>\$ 266,628,980</b> |
|---|-----------------------|

**Net assets applicable to common shares** **\$ 2,001,368,080**

Sources of Net Assets

|  |               |
|--|---------------|
| Common shares, \$0.01 par value, unlimited number of shares authorized,<br>117,344,155 shares issued and outstanding | \$ 1,173,442  |
| Additional paid-in capital   | 2,271,271,957 |
| Accumulated net realized loss  | (371,882,379) |
| Accumulated distributions in excess of net investment income   | (459,081)     |
| Net unrealized appreciation  | 101,264,141   |

**Net assets applicable to common shares** **\$ 2,001,368,080**

Net Asset Value Per Common Share

**(\$2,001,368,080 ÷ 117,344,155 common shares issued and outstanding)** **\$ 17.06**

*See Notes to Financial Statements.*

Eaton Vance  
 Limited Duration Income Fund

April 30, 2011

Statement of Operations

|   | <b>Year Ended<br/>April 30, 2011</b> |
|---|--------------------------------------|
| <b>Investment Income</b>                      |                                      |
| Interest                                      | \$ 165,246,835                       |
| Dividends                                     | 81,945                               |
| Interest allocated from affiliated investment | 82,504                               |
| Expenses allocated from affiliated investment | (3,308)                              |
| <br>  |                                      |
| <b>Total investment income</b>                | <b>\$ 165,407,976</b>                |
| <br>  |                                      |
| <b>Expenses</b>                               |                                      |
| Investment adviser fee                        | \$ 20,660,466                        |
| Trustees fees and expenses                    | 50,500                               |
| Custodian fee                                 | 715,104                              |
| Transfer and dividend disbursing agent fees   | 29,696                               |
| Legal and accounting services                 | 1,345,859                            |
| Printing and postage                          | 389,816                              |
| Interest expense and fees                     | 11,983,686                           |
| Preferred shares service fee                  | 392,463                              |
| Miscellaneous                                 | 195,805                              |
| <br>  |                                      |
| <b>Total expenses</b>                         | <b>\$ 35,763,395</b>                 |
| <br>  |                                      |
| <b>Deduct</b>                                 |                                      |
| Reduction of investment adviser fee           | \$ 1,486,753                         |
| Reduction of custodian fee                    | 796                                  |
| <br>  |                                      |
| <b>Total expense reductions</b>               | <b>\$ 1,487,549</b>                  |

|  |                       |
|--|-----------------------|
| <b>Net expenses</b>  | <b>\$ 34,275,846</b>  |
| <br>   |                       |
| <b>Net investment income</b>   | <b>\$ 131,132,130</b> |
| <br>   |                       |
| Realized and Unrealized Gain (Loss)  |                       |
| Net realized gain (loss)   |                       |
| Investment transactions  | \$ 18,490,261         |
| Investment transactions allocated from affiliated investment                 | 1,378                 |
| Financial futures contracts  | (4,703)               |
| Foreign currency and forward foreign currency exchange contract transactions | (3,787,884)           |
| <br>   |                       |
| <b>Net realized gain</b>   | <b>\$ 14,699,052</b>  |
| <br>   |                       |
| Change in unrealized appreciation (depreciation)                             |                       |
| Investments  | \$ 73,617,637         |
| Financial futures contracts  | (1,589,591)           |
| Foreign currency and forward foreign currency exchange contracts             | (5,124,207)           |
| <br>   |                       |
| <b>Net change in unrealized appreciation (depreciation)</b>                  | <b>\$ 66,903,839</b>  |
| <br>   |                       |
| <b>Net realized and unrealized gain</b>                                      | <b>\$ 81,602,891</b>  |
| <br>   |                       |
| <b>Distributions to preferred shareholders</b>                               |                       |
| From net investment income   | \$ (839,072)          |
| <br>   |                       |
| <b>Net increase in net assets from operations</b>                            | <b>\$ 211,895,949</b> |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Statements of Changes in Net Assets

| Increase (Decrease) in Net Assets  | <b>Year Ended<br/>April 30, 2011</b> | <b>Year Ended<br/>April 30, 2010</b> |
|--|--------------------------------------|--------------------------------------|
| From operations  |                                      |                                      |
| Net investment income  | \$ 131,132,130                       | \$ 137,228,049                       |
| Net realized gain (loss) from investment transactions, financial futures contracts, and foreign currency and forward foreign currency exchange contract transactions | 14,699,052                           | (41,694,098)                         |
| Net change in unrealized appreciation (depreciation) from investments, financial futures contracts, foreign currency and forward foreign currency exchange contracts | 66,903,839                           | 471,840,480                          |
| Distributions to preferred shareholders  |                                      |                                      |
| From net investment income   | (839,072)                            | (794,073)                            |
| <b>Net increase in net assets from operations</b>  | <b>\$ 211,895,949</b>                | <b>\$ 566,580,358</b>                |
| Distributions to common shareholders   |                                      |                                      |
| From net investment income   | \$ (154,723,619)                     | \$ (152,314,907)                     |
| Tax return of capital  | (6,947,700)                          |                                      |
| <b>Total distributions to common shareholders</b>  | <b>\$ (161,671,319)</b>              | <b>\$ (152,314,907)</b>              |
| Capital share transactions   |                                      |                                      |
| Reinvestment of distributions to common shareholders   | \$ 964,004                           | \$ 1,385,235                         |
| Issued in connection with tax-free reorganization (see Note 14)  |                                      | 77,565,332                           |
| <b>Net increase in net assets from capital share transactions</b>  | <b>\$ 964,004</b>                    | <b>\$ 78,950,567</b>                 |
| <b>Net increase in net assets</b>  | <b>\$ 51,188,634</b>                 | <b>\$ 493,216,018</b>                |

Net Assets Applicable to Common Shares

|                       |                         |                         |
|-----------------------|-------------------------|-------------------------|
| At beginning of year  | \$ 1,950,179,446        | \$ 1,456,963,428        |
| <b>At end of year</b> | <b>\$ 2,001,368,080</b> | <b>\$ 1,950,179,446</b> |

Accumulated undistributed (distributions in excess of) net investment income included in net assets applicable to common shares

|                       |                     |                     |
|-----------------------|---------------------|---------------------|
| <b>At end of year</b> | <b>\$ (459,081)</b> | <b>\$ 6,535,002</b> |
|-----------------------|---------------------|---------------------|

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Statement of Cash Flows

|   | <b>Year Ended<br/>April 30, 2011</b> |
|---|--------------------------------------|
| <b>Cash Flows From Operating Activities</b>   |                                      |
| Net increase in net assets from operations  | \$ 211,895,949                       |
| Distributions to preferred shareholders   | 839,072                              |
| Net increase in net assets from operations excluding distributions to preferred shareholders                      | \$ 212,735,021                       |
| Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities: |                                      |
| Investments purchased   | (1,245,402,208)                      |
| Investments sold and principal repayments   | 1,333,476,229                        |
| Increase in short-term investments, net   | (6,763,744)                          |
| Net amortization/accretion of premium (discount)  | 1,406,084                            |
| Amortization of structuring fee on notes payable  | 1,430,468                            |
| Decrease in interest and dividends receivable   | 201,842                              |
| Increase in interest receivable from affiliated investment  | (1,989)                              |
| Decrease in receivable for investments sold   | 15,077,189                           |
| Decrease in prepaid expenses  | 43,366                               |
| Decrease in receivable from affiliate   | 13,300                               |
| Decrease in other assets  | 131,156                              |
| Increase in payable for investments purchased   | 47,422,076                           |
| Increase in payable for variation margin on open financial futures contracts                                      | 243,986                              |
| Increase in payable for open forward foreign currency exchange contracts  | 4,932,306                            |
| Increase in payable to affiliate for investment adviser fee   | 55,604                               |
| Decrease in accrued expenses  | (44,475)                             |
| Increase in unfunded loan commitments   | 2,179,159                            |
| Net change in unrealized (appreciation) depreciation from investments   | (73,617,637)                         |
| Net realized gain from investments  | (18,491,639)                         |
| Return of capital distributions from investments  | 3,920,755                            |
| <b>Net cash used in operating activities</b>  | <b>\$ 278,946,849</b>                |



Cash Flows From Financing Activities

|   |                  |
|---|------------------|
| Distributions paid to common shareholders, net of reinvestments | \$ (160,707,315) |
| Cash distributions to preferred shareholders                    | (840,317)        |
| Proceeds from notes payable                                     | 240,000,000      |
| Repayment of notes payable                                      | (348,000,000)    |

**Net cash used in financing activities** **\$ (269,547,632)**

**Net increase in cash\*** **\$ 9,399,217**

**Cash at beginning of year<sup>(1)</sup>** **\$ 6,282,873**

**Cash at end of year<sup>(1)</sup>** **\$ 15,682,090**

Supplemental disclosure of cash flow information:

Noncash financing activities not included herein consist of:

|  |               |
|--|---------------|
| Reinvestment of dividends and distributions    | \$ 964,004    |
| Cash paid for interest and fees on borrowings: | \$ 10,724,116 |

<sup>(1)</sup> Balance includes foreign currency, at value.

\* Includes net change in unrealized appreciation (depreciation) on foreign currency of \$478,864.

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Financial Highlights

Selected data for a common share outstanding during the periods stated

|   | <b>Year Ended April 30,</b> |                       |                       |                       |                       |
|---|-----------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|   | <b>2011</b>                 | <b>2010</b>           | <b>2009</b>           | <b>2008</b>           | <b>2007</b>           |
| Net asset value Beginning of year<br>(Common shares)      | \$ 16.630                   | \$ 12.960             | \$ 16.330             | \$ 18.320             | \$ 18.210             |
| <br><b>Income (Loss) From Operations</b>                  |                             |                       |                       |                       |                       |
| Net investment income <sup>(1)(2)</sup>                   | \$ 1.118                    | \$ 1.213              | \$ 1.348              | \$ 1.700              | \$ 1.701              |
| Net realized and unrealized gain<br>(loss) <sup>(2)</sup> | 0.697                       | 3.809                 | (3.290)               | (1.817)               | 0.281                 |
| Distributions to preferred<br>shareholders                |                             |                       |                       |                       |                       |
| From net investment income <sup>(1)</sup>                 | (0.007)                     | (0.007)               | (0.058)               | (0.360)               | (0.359)               |
| <br><b>Total income (loss) from<br/>operations</b>        | <br><b>\$ 1.808</b>         | <br><b>\$ 5.015</b>   | <br><b>\$ (2.000)</b> | <br><b>\$ (0.477)</b> | <br><b>\$ 1.623</b>   |
| <br><b>Less Distributions to Common Shareholders</b>      |                             |                       |                       |                       |                       |
| From net investment income                                | \$ (1.319)                  | \$ (1.345)            | \$ (1.347)            | \$ (1.513)            | \$ (1.513)            |
| Tax return of capital                                     | (0.059)                     |                       | (0.023)               |                       |                       |
| <br><b>Total distributions to common<br/>shareholders</b> | <br><b>\$ (1.378)</b>       | <br><b>\$ (1.345)</b> | <br><b>\$ (1.370)</b> | <br><b>\$ (1.513)</b> | <br><b>\$ (1.513)</b> |

|                                       |                    |                  |                  |                  |                  |                  |
|---------------------------------------|--------------------|------------------|------------------|------------------|------------------|------------------|
| <b>Net asset value</b>                | <b>End of year</b> |                  |                  |                  |                  |                  |
| <b>(Common shares)</b>                |                    | <b>\$ 17.060</b> | <b>\$ 16.630</b> | <b>\$ 12.960</b> | <b>\$ 16.330</b> | <b>\$ 18.320</b> |
| <b>Market value</b>                   | <b>End of year</b> |                  |                  |                  |                  |                  |
| <b>(Common shares)</b>                |                    | <b>\$ 16.080</b> | <b>\$ 16.600</b> | <b>\$ 11.580</b> | <b>\$ 15.300</b> | <b>\$ 18.700</b> |
| <b>Total Investment Return on Net</b> |                    |                  |                  |                  |                  |                  |
| <b>Asset Value<sup>(3)</sup></b>      |                    | <b>11.68%</b>    | <b>40.73%</b>    | <b>(10.71)%</b>  | <b>(1.99)%</b>   | <b>9.42%</b>     |
| <b>Total Investment Return on</b>     |                    |                  |                  |                  |                  |                  |
| <b>Market Value<sup>(3)</sup></b>     |                    | <b>5.52%</b>     | <b>57.21%</b>    | <b>(14.85)%</b>  | <b>(10.04)%</b>  | <b>19.01%</b>    |

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Financial Highlights continued

Selected data for a common share outstanding during the periods stated

| Ratios/Supplemental Data   | Year Ended April 30, |              |              |              |              |
|--|----------------------|--------------|--------------|--------------|--------------|
|  | 2011                 | 2010         | 2009         | 2008         | 2007         |
| Net assets applicable to common shares, end of year (000 s omitted)                              | \$ 2,001,368         | \$ 1,950,179 | \$ 1,456,963 | \$ 1,836,391 | \$ 2,056,843 |
| Ratios (as a percentage of average daily net assets applicable to common shares): <sup>(4)</sup> |                      |              |              |              |              |
| Expenses excluding interest and fees <sup>(5)</sup>  | 1.15%                | 1.02%        | 1.09%        | 1.07%        | 1.02%        |
| Interest and fee expense <sup>(6)</sup>  | 0.61%                | 1.04%        | 1.37%        |              |              |
| Total expenses   | 1.76%                | 2.06%        | 2.46%        | 1.07%        | 1.02%        |
| Net investment income  | 6.73%                | 7.90%        | 9.91%        | 9.89%        | 9.39%        |
| Portfolio Turnover   | 46%                  | 46%          | 27%          | 39%          | 49%          |

The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares and borrowings under the Credit Agreement, are as follows:

| Ratios (as a percentage of average daily net assets applicable to common shares plus preferred shares and borrowings): <sup>(4)</sup> |       |       |       |       |       |
|---|-------|-------|-------|-------|-------|
| Expenses excluding interest and fees <sup>(5)</sup>   | 0.83% | 0.69% | 0.71% | 0.76% | 0.73% |
| Interest and fee expense <sup>(6)</sup>   | 0.44% | 0.70% | 0.90% |       |       |
| Total expenses  | 1.27% | 1.39% | 1.61% | 0.76% | 0.73% |
| Net investment income   | 4.85% | 5.31% | 6.48% | 7.00% | 6.73% |

Senior Securities:

|  |            |            |            |    |    |
|--|------------|------------|------------|----|----|
| Total notes payable outstanding (in 000 s)                 | \$ 418,200 | \$ 526,200 | \$ 619,200 | \$ | \$ |
| Asset coverage per \$1,000 of notes payable <sup>(7)</sup> | \$ 6,423   | \$ 5,213   | \$ 3,784   | \$ | \$ |

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|  |                          |                          |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Total preferred shares outstanding                                     | 10,665                   | 10,665                   | 10,665                   | 32,000                   | 32,000                   |
| Asset coverage per preferred share                                     | \$ 98,061 <sup>(8)</sup> | \$ 86,494 <sup>(8)</sup> | \$ 66,119 <sup>(8)</sup> | \$ 82,395 <sup>(9)</sup> | \$ 89,289 <sup>(9)</sup> |
| Involuntary liquidation preference per preferred share <sup>(10)</sup> | \$ 25,000                | \$ 25,000                | \$ 25,000                | \$ 25,000                | \$ 25,000                |
| Approximate market value per preferred share <sup>(10)</sup>           | \$ 25,000                | \$ 25,000                | \$ 25,000                | \$ 25,000                | \$ 25,000                |

- (1) Computed using average common shares outstanding.
- (2) For federal income tax purposes, net investment income per share was \$1.253, \$1.342, \$1.395, \$1.787 and \$1.899, respectively, and net realized and unrealized gain (loss) per share was \$0.562, \$3.680, \$(3.337), \$(1.904) and \$(0.080) for the year ended April 30, 2011, 2010, 2009, 2008 and 2007, respectively.
- (3) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested.
- (4) Ratios do not reflect the effect of dividend payments to preferred shareholders.
- (5) Excludes the effect of custody fee credits, if any, of less than 0.005%.
- (6) Interest and fee expense relates to the notes payable incurred to partially redeem the Fund's APS (see Note 10) and to the TALF loans (see Note 11).
- (7) Calculated by subtracting the Fund's total liabilities (not including the notes payable and preferred shares) from the Fund's total assets, and dividing the result by the notes payable balance in thousands.
- (8) Calculated by subtracting the Fund's total liabilities (not including the notes payable and preferred shares) from the Fund's total assets, dividing the result by the sum of the value of the notes payable and liquidation value of the preferred shares, and multiplying the result by the liquidation value of one preferred share. Such amount equates to 392%, 346% and 264% at April 30, 2011, 2010 and 2009, respectively.
- (9) Calculated by subtracting the Fund's total liabilities (not including the preferred shares) from the Fund's total assets, and dividing the result by the number of preferred shares outstanding.
- (10) Plus accumulated and unpaid dividends.

*See Notes to Financial Statements.*

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Notes to Financial Statements

## 1 Significant Accounting Policies

Eaton Vance Limited Duration Income Fund (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's primary investment objective is to provide a high level of current income. The Fund may, as a secondary objective, also seek capital appreciation to the extent it is consistent with its primary objective.

The following is a summary of significant accounting policies of the Fund. The policies are in conformity with accounting principles generally accepted in the United States of America.

**A Investment Valuation** Interests in senior floating-rate loans (Senior Loans) for which reliable market quotations are readily available are valued generally at the average mean of bid and ask quotations obtained from a third party pricing service. Other Senior Loans are valued at fair value by the investment adviser under procedures approved by the Trustees. In fair valuing a Senior Loan, the investment adviser utilizes one or more of the valuation techniques described in (i) through (iii) below to assess the likelihood that the borrower will make a full repayment of the loan underlying such Senior Loan relative to yields on other Senior Loans issued by companies of comparable credit quality. If the investment adviser believes that there is a reasonable likelihood of full repayment, the investment adviser will determine fair value using a matrix pricing approach that considers the yield on the Senior Loan. If the investment adviser believes there is not a reasonable likelihood of full repayment, the investment adviser will determine fair value using analyses that include, but are not limited to: (i) a comparison of the value of the borrower's outstanding equity and debt to that of comparable public companies; (ii) a discounted cash flow analysis; or (iii) when the investment adviser believes it is likely that a borrower will be liquidated or sold, an analysis of the terms of such liquidation or sale. In certain cases, the investment adviser will use a combination of analytical methods to determine fair value, such as when only a portion of a borrower's assets are likely to be sold. In conducting its assessment and analyses for purposes of determining fair value of a Senior Loan, the investment adviser will use its discretion and judgment in considering and appraising relevant factors. Fair value determinations are made by the portfolio managers of the Fund based on information available to such managers. The portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may not possess the same information about a Senior Loan borrower as the portfolio managers of the Fund. At times, the fair value of a Senior Loan determined by the portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may vary from the fair value of the same Senior Loan determined by the portfolio managers of the Fund. The fair value of each Senior Loan is periodically reviewed and approved by the investment adviser's Valuation Committee and by the Trustees based upon procedures approved by the Trustees. Junior Loans (i.e., subordinated loans and second lien loans) are valued in the same manner as Senior Loans.

Debt obligations (including short-term obligations with a remaining maturity of more than sixty days and excluding most seasoned mortgage-backed securities) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar

characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Most seasoned, fixed rate 30-year mortgage-backed securities are valued through the use of the investment adviser's matrix pricing system, which takes into account bond prices, yield differentials, anticipated prepayments and interest rates provided by dealers. The value of preferred debt securities that are valued by a pricing service on an equity basis will be adjusted by an income factor, to be determined by the investment adviser, to reflect the next anticipated regular dividend. Short-term debt securities purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

Equity securities (including common shares of closed-end investment companies) listed on a U.S. securities exchange generally are valued at the last sale or closing price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by a third party pricing service that will use various techniques that consider factors including, but not limited to, prices or yields of securities with similar characteristics, benchmark yields, broker/dealer quotes, quotes of underlying common stock, issuer spreads, as well as industry and economic events. Financial futures contracts are valued at the settlement price established by the board of trade or exchange on which they are traded. Forward foreign currency exchange contracts are generally valued at the mean of the average bid and average asked prices that are reported by currency dealers to a third party pricing service at the valuation time. Such third party pricing service valuations are supplied for specific settlement periods and the Fund's forward foreign currency exchange contracts are valued at an interpolated rate between the closest preceding and subsequent settlement period reported by the third party pricing service. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. The pricing service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund in a manner that most fairly reflects the security's value, or the amount that the Fund might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of all relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker-dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the company's or entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

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Notes to Financial Statements continued

The Fund may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). Cash Reserves Fund generally values its investment securities utilizing the amortized cost valuation technique in accordance with Rule 2a-7 under the 1940 Act. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If amortized cost is determined not to approximate fair value, Cash Reserves Fund may value its investment securities in the same manner as debt obligations described above.

**B Investment Transactions** Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

**C Income** Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount. Fees associated with loan amendments are recognized immediately. Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities.

**D Federal Taxes** The Fund's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

At April 30, 2011, the Fund, for federal income tax purposes, had a capital loss carryforward of \$347,952,116 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. Such capital loss carryforward will expire on April 30, 2012 (\$26,481,368), April 30, 2013 (\$40,885,552), April 30, 2014 (\$28,843,098), April 30, 2015 (\$18,927,766), April 30, 2016 (\$31,018,401), April 30, 2017 (\$112,795,908), April 30, 2018 (\$67,565,640) and April 30, 2019 (\$21,434,383). In addition, such capital loss carryforwards cannot be utilized prior to the utilization of new capital loss carryforwards, if any, created after April 30, 2011.

A capital loss carryforward of \$41,407,625 included in the amounts above is available to the Fund as a result of the reorganization on March 12, 2010 (see Note 14). Utilization of this capital loss carryforward may be limited in accordance with certain income tax regulations.

Additionally, at April 30, 2011, the Fund had a net capital loss of \$4,036,010 attributable to security transactions incurred after October 31, 2010. This net capital loss is treated as arising on the first day of the Fund's taxable year ending April 30, 2012.

As of April 30, 2011, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. Each of the Fund's federal tax returns filed in the 3-year period ended April 30, 2011 remains subject to examination by the Internal Revenue Service.



**E Expense Reduction** State Street Bank and Trust Company (SSBT) serves as custodian of the Fund. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Fund maintains with SSBT. All credit balances, if any, used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statement of Operations.

**F Foreign Currency Translation** Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

**G Unfunded Loan Commitments** The Fund may enter into certain credit agreements all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion. The commitments are disclosed in the accompanying Portfolio of Investments. At April 30, 2011, the Fund had sufficient cash and/or securities to cover these commitments.

**H Use of Estimates** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

**I Indemnifications** Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Fund) could be deemed to have personal liability for the obligations of the Fund. However, the Fund's Declaration of Trust contains an express disclaimer of liability on the part of Fund shareholders and the By-laws provide that the Fund shall assume the defense on behalf of any Fund shareholders. Moreover, the By-laws also provide for indemnification out of Fund property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

**J Financial Futures Contracts** Upon entering into a financial futures contract, the Fund is required to deposit with the broker, either in cash or securities, an amount equal to a certain percentage of the purchase price (initial margin). Subsequent payments, known as variation margin, are made or received by

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Notes to Financial Statements continued

the Fund each business day, depending on the daily fluctuations in the value of the underlying security, and are recorded as unrealized gains or losses by the Fund. Gains (losses) are realized upon the expiration or closing of the financial futures contracts. Should market conditions change unexpectedly, the Fund may not achieve the anticipated benefits of the financial futures contracts and may realize a loss. Futures contracts have minimal counterparty risk as they are exchange traded and the clearinghouse for the exchange is substituted as the counterparty, guaranteeing counterparty performance.

**K Forward Foreign Currency Exchange Contracts** The Fund may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed or offset by another contract with the same broker for the same settlement date and currency. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from movements in the value of a foreign currency relative to the U.S. dollar.

**L Statement of Cash Flows** The cash amount shown in the Statement of Cash Flows of the Fund is the amount included in the Fund's Statement of Assets and Liabilities and represents the cash on hand at its custodian and does not include any short-term investments.

## 2 Auction Preferred Shares

The Fund issued Auction Preferred Shares (APS) on July 25, 2003 in a public offering. The underwriting discount and other offering costs incurred in connection with the offering were recorded as a reduction of the paid-in capital of the common shares. Dividends on the APS, which accrue daily, are cumulative at rates which are reset weekly for Series A, Series B, Series C and Series D, and approximately monthly for Series E by an auction, unless a special dividend period has been set. Series of APS are identical in all respects except for the reset dates of the dividend rates. If the APS auctions do not successfully clear, the dividend payment rate over the next period for the APS holders is set at a specified maximum applicable rate until such time as the APS auctions are successful. Auctions have not cleared since February 13, 2008 and the rate since that date has been the maximum applicable rate (see Note 3). The maximum applicable rate on the APS is 150% of the AA Financial Composite Commercial Paper Rate on the date of the auction.

The number of APS issued and outstanding as of April 30, 2011 is as follows:

**APS Issued and  
Outstanding**

|          |       |
|----------|-------|
| Series A | 2,133 |
| Series B | 2,133 |
| Series C | 2,133 |
| Series D | 2,133 |
| Series E | 2,133 |

The APS are redeemable at the option of the Fund at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, on any dividend payment date. The APS are also subject to mandatory redemption at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, if the Fund is in default for an extended period on its asset maintenance requirements with respect to the APS. If the dividends on the APS remain unpaid in an amount equal to two full years' dividends, the holders of the APS as a class have the right to elect a majority of the Board of Trustees. In general, the holders of the APS and the common shares have equal voting rights of one vote per share, except that the holders of the APS, as a separate class, have the right to elect at least two members of the Board of Trustees. The APS have a liquidation preference of \$25,000 per share, plus accumulated and unpaid dividends. The Fund is required to maintain certain asset coverage with respect to the APS as defined in the Fund's By-Laws and the 1940 Act. The Fund pays an annual fee up to 0.15% of the liquidation value of the APS to broker-dealers as a service fee if the auctions are unsuccessful; otherwise, the annual fee is 0.25%.

### 3 Distributions to Shareholders

The Fund intends to make monthly distributions of net investment income to common shareholders, after payment of any dividends on any outstanding APS. In addition, at least annually, the Fund intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years, if any). Distributions to common shareholders are recorded on the ex-dividend date. Distributions to preferred shareholders

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Notes to Financial Statements continued

are recorded daily and are payable at the end of each dividend period. The dividend rates for the APS at April 30, 2011, and the amount of dividends accrued (including capital gains, if any) to APS shareholders, average APS dividend rates, and dividend rate ranges for the year then ended were as follows:

|          | <b>APS<br/>Dividend<br/>Rates at<br/>April 30,<br/>2011</b> | <b>Dividends<br/>Accrued to<br/>APS<br/>Shareholders</b> | <b>Average<br/>APS<br/>Dividend<br/>Rates</b> | <b>Dividends<br/>Rate<br/>Ranges (%)</b> |
|----------|---|--|---|--|
| Series A | 0.21%   | \$ 168,274   | 0.32%   | 0.18 0.47                                |
| Series B | 0.20  | 169,631  | 0.32  | 0.20 0.42                                |
| Series C | 0.21  | 167,716  | 0.31  | 0.20 0.44                                |
| Series D | 0.18  | 168,623  | 0.32  | 0.18 0.42                                |
| Series E | 0.20  | 164,828  | 0.31  | 0.18 0.47                                |

Beginning February 13, 2008 and consistent with the patterns in the broader market for auction-rate securities, the Fund's APS auctions were unsuccessful in clearing due to an imbalance of sell orders over bids to buy the APS. As a result, the dividend rates of the APS were reset to the maximum applicable rate. The table above reflects such maximum dividend rate for each series as of April 30, 2011.

The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

The tax character of distributions declared for the years ended April 30, 2011 and April 30, 2010 was as follows:

|  | <b>Year Ended April 30,</b> |             |
|--|-----------------------------|-------------|
|  | <b>2011</b>                 | <b>2010</b> |

**Distributions declared from:**

|                       |                |                |
|-----------------------|----------------|----------------|
| Ordinary income       | \$ 155,562,691 | \$ 153,108,980 |
| Tax return of capital | \$ 6,947,700   | \$             |

During the year ended April 30, 2011, accumulated net realized loss was increased by \$6,133,765, accumulated distributions in excess of net investment income was decreased by \$17,436,478 and paid-in capital was decreased by \$11,302,713 due to differences between book and tax accounting, primarily for mixed straddles, premium amortization, investments in partnerships, paydown gain (loss), defaulted bond interest and foreign currency gain (loss). These reclassifications had no effect on the net assets or net asset value per share of the Fund.

As of April 30, 2011, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

|   |                  |
|---|------------------|
| Capital loss carryforward and post October losses | \$ (351,988,126) |
| Net unrealized appreciation                       | \$ 80,910,807    |

The differences between components of distributable earnings (accumulated losses) on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to wash sales, futures contracts, investments in partnerships, defaulted bond interest and premium amortization.

**4 Investment Adviser Fee and Other Transactions with Affiliates**

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. The fee is computed at an annual rate of 0.75% of the Fund's average weekly gross assets and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage. The Fund invests its cash in Cash Reserves Fund. EVM does not currently receive a fee for advisory services provided to Cash Reserves Fund. For the year ended April 30, 2011 the Fund's investment adviser fee totaled \$20,660,466. EVM also serve as administrator of the Fund, but receives no compensation.

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Notes to Financial Statements continued

In addition, EVM has contractually agreed to reimburse the Fund for fees and other expenses at an annual rate of 0.20% of the Fund's average weekly gross assets during the first five full years of the Fund's operations, 0.15% of the Fund's average weekly gross assets in year six, 0.10% in year seven and 0.05% in year eight. The Fund concluded its first seven full years of operations on May 30, 2010. Pursuant to this agreement, EVM waived \$1,486,753 of its investment adviser fee for the year ended April 30, 2011.

Except for Trustees of the Fund who are not members of EVM's organization, officers and Trustees receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the year ended April 30, 2011, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

#### 5 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations and including maturities, paydowns and principal repayments on Senior Loans, for the year ended April 30, 2011 were as follows:

|                                       | <b>Purchases</b>        | <b>Sales</b>            |
|---------------------------------------|-------------------------|-------------------------|
| Investments (non-U.S. Government)     | \$ 1,112,462,810        | \$ 1,323,374,588        |
| U.S. Government and Agency Securities | 132,939,398             | 10,101,641              |
|                                       | <b>\$ 1,245,402,208</b> | <b>\$ 1,333,476,229</b> |

#### 6 Common Shares of Beneficial Interest

The Fund may issue common shares pursuant to its dividend reinvestment plan. Transactions in common shares were as follows:

**Year Ended April 30,**

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|  | 2011          | 2010             |
|--|---------------|------------------|
| Issued to shareholders electing to receive payments of distributions in Fund shares              | 58,781        | 83,853           |
| Issued to connection with the acquisition of Eaton Vance Credit Opportunities Fund (See Note 14) |               | 4,738,774        |
| <b>Net increase</b>  | <b>58,781</b> | <b>4,822,627</b> |

7 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at April 30, 2011, as determined on a federal income tax basis, were as follows:

|                                    |                         |
|------------------------------------|-------------------------|
| <b>Aggregate cost</b>              | <b>\$ 2,691,284,866</b> |
| Gross unrealized appreciation      | \$ 146,432,087          |
| Gross unrealized depreciation      | (59,414,962)            |
| <b>Net unrealized appreciation</b> | <b>\$ 87,017,125</b>    |

8 Restricted Securities

At April 30, 2011, the Fund owned the following securities (representing 0.6% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Fund has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

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Notes to Financial Statements continued

| <b>Description</b>                                      | <b>Date of Acquisition</b> | <b>Shares/Units</b> | <b>Cost</b>          | <b>Value</b>         |
|---|----------------------------|---------------------|----------------------|----------------------|
| <b>Common Stocks</b>                                    |                            |                     |                      |                      |
| Environmental Systems Products Holdings, Inc.           | 10/25/07                   | 2,484               | \$ 0 <sup>(1)</sup>  | \$ 56,114            |
| Panolam Holdings Co.                                    | 12/30/09                   | 3,677               | 2,020,511            | 3,539,664            |
| RathGibson Acquisition Co., LLC                         | 6/14/10                    | 218,800             | 1,161,180            | 7,318,860            |
| <b>Total Common Stocks</b>                              |                            |                     | <b>\$ 3,181,691</b>  | <b>\$ 10,914,638</b> |
| <b>Preferred Stocks</b>                                 |                            |                     |                      |                      |
| Environmental Systems Products Holdings, Inc., Series A | 10/25/07                   | 569                 | \$ 9,958             | \$ 35,654            |
| Fontainebleau Resorts, LLC                              | 6/1/07                     | 6,494               | 6,493,930            | 65                   |
| Muzak Holdings, LLC                                     | 6/18/10                    | 202,841             | 2,109,301            | 1,901,655            |
| <b>Total Preferred Stocks</b>                           |                            |                     | <b>\$ 8,613,189</b>  | <b>\$ 1,937,374</b>  |
| <b>Total Restricted Securities</b>                      |                            |                     | <b>\$ 11,794,880</b> | <b>\$ 12,852,012</b> |

<sup>(1)</sup> Less than \$0.50.

#### 9 Financial Instruments

The Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include forward foreign currency exchange contracts and financial futures contracts



and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Fund has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered.

A summary of obligations under these financial instruments at April 30, 2011 is as follows:

**Forward Foreign Currency Exchange Contracts  
Sales**

| <b>Settlement Date</b> | <b>Deliver</b>                      | <b>In Exchange For</b>             | <b>Counterparty</b>         | <b>Net<br/>Unrealized<br/>Depreciation</b> |
|------------------------|-------------------------------------|------------------------------------|-----------------------------|--|
| 5/31/11                | British Pound Sterling<br>1,950,000 | United States Dollar<br>3,196,233  | HSBC Bank<br>USA            | \$ (59,848)                                |
| 5/31/11                | British Pound Sterling<br>4,518,743 | United States Dollar<br>7,260,219  | JPMorgan Chase<br>Bank      | (285,111)                                  |
| 5/31/11                | Euro 47,728,410                     | United States Dollar<br>65,690,281 | Citigroup Global<br>Markets | (4,948,338)                                |
| 6/30/11                | British Pound Sterling<br>3,059,194 | United States Dollar<br>4,882,504  | Goldman Sachs,<br>Inc.      | (223,663)                                  |
| 6/30/11                | Euro 1,847,500                      | United States Dollar<br>2,675,180  | HSBC Bank<br>USA            | (56,921)                                   |
| 7/29/11                | British Pound Sterling<br>5,865,827 | United States Dollar<br>9,651,426  | JPMorgan Chase<br>Bank      | (135,411)                                  |
|                        |                                     |                                    |                             | <b>\$ (5,709,292)</b>                      |

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Notes to Financial Statements continued

### Futures Contracts

| Expiration Date | Contracts                            | Position | Aggregate Cost  | Value           | Net<br>Unrealized<br>Depreciation |
|-----------------|--------------------------------------|----------|-----------------|-----------------|-----------------------------------|
| 6/11            | 250 U.S.<br>2-Year<br>Treasury Note  | Short    | \$ (54,675,799) | \$ (54,781,250) | \$ (105,451)                      |
| 6/11            | 650 U.S.<br>5-Year<br>Treasury Note  | Short    | (76,410,547)    | (77,004,687)    | (594,140)                         |
| 6/11            | 680 U.S.<br>10-Year<br>Treasury Note | Short    | (81,631,875)    | (82,375,625)    | (743,750)                         |
| 6/11            | 130 U.S.<br>30-Year<br>Treasury Bond | Short    | (15,762,500)    | (15,908,750)    | (146,250)                         |
|                 |                                      |          |                 |                 | <b>\$ (1,589,591)</b>             |

At April 30, 2011, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

In the normal course of pursuing its investment objective and its use of derivatives, the Fund is subject to the following risks:

**Foreign Exchange Risk:** Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund enters into forward foreign currency exchange contracts. The Fund also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

**Interest Rate Risk:** The Fund purchases and sells U.S. Treasury futures contracts to manage the duration of its portfolio.

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The Fund enters into forward foreign currency exchange contracts that may contain provisions whereby the counterparty may terminate the contract under certain conditions, including but not limited to a decline in the Fund's net assets below a certain level over a certain period of time, which would trigger a payment by the Fund for those derivatives in a liability position. At April 30, 2011 the fair value of derivatives with credit-related contingent features in a net liability position was \$5,709,292. The aggregate fair value of assets pledged as collateral by the Fund for such liability was \$3,070,635 at April 30, 2011.

The fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at April 30, 2011 was as follows:

| Risk             | Derivative                                  | Fair Value        |                               |
|------------------|---|-------------------|-------------------------------|
|                  |   | Asset Derivatives | Liability Derivatives         |
| Foreign Exchange | Forward Foreign Currency Exchange Contracts | \$                | \$ (5,709,292) <sup>(1)</sup> |
| Interest Rate    | Financial Futures Contracts                 |                   | (1,589,591) <sup>(2)</sup>    |
|                  | Total                                       | \$                | \$ (7,298,883)                |

(1) Statement of Assets and Liabilities location: Payable for open forward foreign currency exchange contracts; Net unrealized appreciation.

(2) Amount represents cumulative unrealized depreciation on futures contracts in the Futures Contracts table above. Only the current day's variation margin on open futures contracts is reported within the Statement of Assets and Liabilities as Receivable or Payable for variation margin, as applicable.

The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) on the Statement of Operations by risk exposure for the year ended April 30, 2011 was as follows:

| Risk             | Derivative                                  | Realized Gain (Loss)                               | Change in Unrealized   |
|------------------|---|--|--|
|                  |   | on Derivatives Recognized in Income <sup>(1)</sup> | Appreciation (Depreciation) on Derivatives Recognized in Income <sup>(2)</sup> |
| Foreign Exchange | Forward Foreign Currency Exchange Contracts | \$ (3,950,490)                                     | \$ (4,932,306)   |
| Interest Rate    | Financial Futures Contracts                 | (4,703)  | (1,589,591)  |

- (1) Statement of Operations location: Net realized gain (loss) Foreign currency and forward foreign currency exchange contract transactions and Financial futures contracts, respectively.
- (2) Statement of Operations location: Change in unrealized appreciation (depreciation) Foreign currency and forward foreign currency exchange contracts and Financial futures contracts, respectively.

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Notes to Financial Statements continued

The average notional amounts of forward foreign currency exchange contracts and financial futures contracts outstanding during the year ended April 30, 2011, which are indicative of the volume of these derivative types, were approximately \$86,661,000 and \$5,370,000, respectively.

#### 10 Revolving Credit and Security Agreement

Effective April 11, 2008, the Fund entered into a Revolving Credit and Security Agreement, as amended (the Agreement) with conduit lenders and a bank to borrow up to a limit of \$715,625,000 for a period of five years, the proceeds of which were primarily used to partially redeem the Fund's APS. The Agreement provides for a renewable 364-day backstop financing arrangement, which ensures that alternate financing will continue to be available to the Fund should the conduits be unable to place their commercial paper. The Agreement was renewed effective March 25, 2011. Borrowings under the Agreement are secured by the assets of the Fund. Interest is charged at a rate above the conduits' commercial paper issuance rate and is payable monthly. Under the terms of the Agreement, the Fund pays a monthly program fee of 0.60% per annum (0.75% prior to March 25, 2011) on its outstanding borrowings to administer the facility and a monthly liquidity fee of 0.45% per annum (0.50% prior to March 25, 2011) on the borrowing limit under the Agreement. The Fund also paid an initial structuring fee of \$7,156,250 which is being amortized to interest expense over a period of five years. The unamortized structuring fee at April 30, 2011 is approximately \$2,786,000 and is included in prepaid expenses on the Statement of Assets and Liabilities. The Fund is required to maintain certain net asset levels during the term of the Agreement. At April 30, 2011, the Fund had borrowings outstanding under the Agreement of \$418,200,000 at an interest rate of 0.25%. The carrying amount of the borrowings at April 30, 2011 approximated its fair value. For the year ended April 30, 2011, the average borrowings under the Agreement and the average interest rate were \$488,139,726 and 0.38%, respectively.

#### 11 Term Asset-Backed Securities Loan Facility

The Fund participates in the Term Asset-Backed Loan Facility (TALF), a loan facility administered by the Federal Reserve Bank of New York in conjunction with the U.S. Treasury Department. The program provides term financing for eligible asset-backed securities and commercial mortgage-backed securities that meet certain criteria. Under the terms of the program, the Fund pledged as collateral commercial mortgage-backed securities in exchange for non-recourse loans of 85% of the value of the pledged collateral at the inception of the loans. The loans may be prepaid in whole or in part at any time at the Fund's option without a penalty. Principal repayments on the pledged collateral must be used to reduce the outstanding loan balance. Interest on the loans is based on a predetermined rate on the loan origination date and is payable monthly, typically from the interest received on the pledged collateral. In addition, the Fund paid an administrative fee of 0.20% of the amount borrowed which is being amortized as interest expense to the maturity date of the loans. Unamortized administrative fees at April 30, 2011 were approximately \$59,500 and are included in prepaid expenses on the Statement of Assets and Liabilities.

At April 30, 2011, the Fund had two TALF loans outstanding aggregating \$51,042,132 with an interest rate of 2.78% and a maturity date of January 28, 2013. The fair value of the securities pledged as collateral on the loans at April 30,

2011 was \$63,850,290. For the year ended April 30, 2011, the average borrowings under the TALF program and the weighted average interest rate were \$51,042,132 and 2.78%, respectively.

The Fund has elected to value its TALF loans at fair value, as permitted by U.S. generally accepted accounting principles for fair value measurements, to mitigate the volatility in net assets caused by measuring related assets and liabilities differently. The Fund values its TALF loans using methods determined in good faith by or at the direction of the Trustees of the Fund. Each such determination is based on consideration of, including but not limited to, observable market transactions, the nonrecourse nature of the loans, the value of the underlying collateral, and market interest rates. At April 30, 2011, the fair value of the Fund's TALF loans was determined to be its face value.

#### 12 Risks Associated with Foreign Investments

Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of the U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Fund, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker-dealers and issuers than in the United States.

#### 13 Fair Value Measurements

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

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Notes to Financial Statements continued

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At April 30, 2011, the hierarchy of inputs used in valuing the Fund's investments, which are carried at value, were as follows:

| Asset Description   | Level 1   | Level 2        | Level 3      | Total          |
|---|-----------|----------------|--------------|----------------|
| Senior Floating-Rate Interests<br>(Less Unfunded Loan<br>Commitments) | \$        | \$ 813,154,280 | \$ 4,729,112 | \$ 817,883,392 |
| Corporate Bonds & Notes   |           | 966,611,515    | 6,352,882    | 972,964,397    |
| Foreign Government Securities   |           | 319,469        |              | 319,469        |
| Mortgage Pass-Throughs<br>Collateralized Mortgage<br>Obligations      |           | 544,594,068    |              | 544,594,068    |
| Commercial Mortgage-Backed<br>Securities                              |           | 124,895,688    |              | 124,895,688    |
| Asset-Backed Securities<br>U.S. Government Agency<br>Obligations      |           | 199,247,984    |              | 199,247,984    |
|   |           | 6,790,530      |              | 6,790,530      |
| Common Stocks   | 659,991   | 5,763,166      | 21,825,447   | 28,248,604     |
| Convertible Bonds   |           | 3,532,175      |              | 3,532,175      |
| Preferred Stocks  | 1,863,751 | 2,759,378      | 35,719       | 4,658,848      |
| Warrants  |           | 405,754        | 28,985       | 434,739        |
| Miscellaneous   |           | 67,129         |              | 67,129         |
| Short-Term Investments  |           | 41,955,177     |              | 41,955,177     |

|                          |                     |                         |                      |                         |
|--------------------------|---------------------|-------------------------|----------------------|-------------------------|
| <b>Total Investments</b> | <b>\$ 2,523,742</b> | <b>\$ 2,742,806,104</b> | <b>\$ 32,972,145</b> | <b>\$ 2,778,301,991</b> |
|--------------------------|---------------------|-------------------------|----------------------|-------------------------|

**Liability Description**

|  |             |                |              |                |
|--|-------------|----------------|--------------|----------------|
| Forward Foreign Currency<br>Exchange Contracts | \$          | \$ (5,709,292) | \$           | \$ (5,709,292) |
| Futures Contracts                              | (1,589,591) |                |              | (1,589,591)    |
| TALF Loans Payable                             |             |                | (51,042,132) | (51,042,132)   |

|              |                       |                       |                        |                        |
|--------------|-----------------------|-----------------------|------------------------|------------------------|
| <b>Total</b> | <b>\$ (1,589,591)</b> | <b>\$ (5,709,292)</b> | <b>\$ (51,042,132)</b> | <b>\$ (58,341,015)</b> |
|--------------|-----------------------|-----------------------|------------------------|------------------------|



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Notes to Financial Statements continued

The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

|  | Investments<br>in<br>Senior<br>Floating-<br>Rate Interests | Investments<br>in Corporate<br>Bonds &<br>Notes | Investments in<br>Common<br>Stocks | Investments<br>in<br>Preferred<br>Stocks,<br>Warrants<br>and<br>Miscellaneous | TALF Loan<br>Payable   | Total                  |
|--|--|---|------------------------------------|---|------------------------|------------------------|
| <b>Balance as of<br/>April 30, 2010</b>                        | <b>\$ 2,876,960</b>  | <b>\$ 4,225,743</b>                             | <b>\$ 7,842,768</b>                | <b>\$ 293,628</b>   | <b>\$ (51,042,132)</b> | <b>\$ (35,803,033)</b> |
| Realized gains<br>(losses)                                     | (1,699,325)  | (13,375,704)                                    |                                    | 46,943  |                        | (15,028,086)           |
| Change in net<br>unrealized<br>appreciation<br>(depreciation)* | 239,707  | 12,873,162                                      | 13,406,827                         | (16,444)  |                        | 26,503,252             |
| Cost of<br>purchases   | 1,139,167  | 3,222,414                                       | 1,523,125                          |   |                        | 5,884,706              |
| Proceeds from<br>sales   | (86,830)   | (649,294)                                       | (1,632,167)                        | (121,582)   |                        | (2,489,873)            |
| Accrued<br>discount<br>(premium)                               | 79,108   | 56,561  |                                    |   |                        | 135,669                |
| Transfer to<br>Level 3**                                       | 2,228,837  |   | 764,290                            |   |                        | 2,993,127              |
| Transfer from<br>Level 3**                                     | (48,512)   |   | (79,396)                           | (137,841)   |                        | (265,749)              |
|  | <b>\$ 4,729,112</b>  | <b>\$ 6,352,882</b>                             | <b>\$ 21,825,447</b>               | <b>\$ 64,704</b>  | <b>\$ (51,042,132)</b> | <b>\$ (18,069,987)</b> |

**Balance as of  
April 30, 2011****Change in net  
unrealized  
appreciation  
(depreciation)  
on investments  
still held as of  
April 30,  
2011\***

|    |         |    |            |    |            |    |        |    |            |
|----|---------|----|------------|----|------------|----|--------|----|------------|
| \$ | 243,877 | \$ | 12,750,034 | \$ | 11,774,660 | \$ | 19,119 | \$ | 24,787,690 |
|----|---------|----|------------|----|------------|----|--------|----|------------|

\* Amount is included in the related amount on investments in the Statement of Operations.

\*\* Transfers are reflected at the value of the securities at the beginning of the period. Transfers from Level 2 to Level 3 were due to a reduction in the availability of significant observable inputs in determining the fair value of these investments. Transfers from Level 3 to Level 2 were due to increased market trading activity resulting in the availability of significant observable inputs in determining the fair value of these investments.

At April 30, 2011, the value of investments transferred between Level 1 and Level 2, if any, during the year then ended was not significant.

**14 Reorganizations**

Prior to the opening of business on March 12, 2010, the Fund acquired the net assets applicable to common shares of Eaton Vance Credit Opportunities Fund (the Acquired Fund) pursuant to an Agreement and Plan of Reorganization approved by the shareholders of the Acquired Fund on February 26, 2010. The acquisition was accomplished by a tax-free exchange of 4,738,774 common shares of the Fund (valued at \$77,565,332) for 7,274,487 common shares of the Acquired Fund, each outstanding on March 11, 2010, and cash consideration equal to the aggregate liquidation value of the Acquired Fund's Auction Preferred Shares (valued at \$8,000,000). The investment portfolio of the Acquired Fund, with a fair value of \$84,111,346 and identified cost of \$101,932,161 at March 11, 2010, was the principal asset acquired by the Fund. For financial reporting purposes, assets received and shares issued by the Fund were recorded at fair value; however, the cost basis of the investments received from the Acquired Fund was carried forward to align ongoing reporting of the Fund's realized and unrealized gains and losses with amounts distributable to shareholders for tax purposes. The aggregate net assets applicable to common shares of the Fund immediately before the acquisition were \$1,840,816,015. The net assets applicable to common shares of the Acquired Fund at that date of \$77,565,332, including \$44,649,745 of accumulated net realized losses and \$17,755,310 of unrealized depreciation, were combined with those of the Fund, resulting in combined net assets applicable to common shares of \$1,918,381,347.

Assuming the acquisition had been completed on May 1, 2009, the beginning of the Fund's annual reporting period, the Fund's pro forma results of operations for the year ended April 30, 2010 were as follows:

|                       |                |
|-----------------------|----------------|
| Net investment income | \$ 142,462,493 |
|-----------------------|----------------|

|                     |                 |
|---------------------|-----------------|
| Net realized losses | \$ (52,049,865) |
|---------------------|-----------------|

|  |                |
|--|----------------|
| Net increase in net assets resulting from operations | \$ 603,910,531 |
|--|----------------|

Because the combined investment portfolios have been managed as a single integrated portfolio since the acquisition was completed, it was not practicable to separate the amounts of revenue and earnings of the Acquired Fund since March 12, 2010, through the period ended April 30, 2010.

Eaton Vance  
Limited Duration Income Fund

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Notes to Financial Statements continued

#### 15 Legal Proceedings

In May 2010, the Fund received a demand letter from a law firm on behalf of a putative common shareholder. The demand letter alleged that Eaton Vance Management and the Trustees and officers of the Fund breached their fiduciary duty to the Fund in connection with redemption by the Fund of its auction preferred securities following the collapse of auction markets in February 2008. The letter demanded that the Board of Trustees of the Fund take certain action to remedy those alleged breaches. In August 2010, following a thorough investigation conducted by the independent Trustees of the Fund, the Board of Trustees of the Fund (including all of the independent Trustees) rejected the demands set forth in the demand letter. Additionally, two law firms have filed separate purported class action lawsuits against the Fund on behalf of putative common shareholders, alleging breach of fiduciary duty in connection with the Fund's redemption of auction preferred securities. In addition to the Fund, named defendants include Trustees of the Fund, Eaton Vance Management and Eaton Vance Corp. The Fund, Eaton Vance Management and Eaton Vance Corp. believe these lawsuits to be without merit, and intend to defend themselves vigorously. The Fund believes that these lawsuits will not have a material effect on it or on Eaton Vance Management's ability to serve as its investment adviser.

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Report of Independent Registered Public Accounting Firm

To the Trustees and Shareholders of Eaton Vance Limited Duration Income Fund:

We have audited the accompanying statement of assets and liabilities of Eaton Vance Limited Duration Income Fund (the Fund ), including the portfolio of investments, as of April 30, 2011, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities and senior loans owned as of April 30, 2011, by correspondence with the custodian, brokers and selling or agent banks; where replies were not received from brokers and selling or agent banks, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Eaton Vance Limited Duration Income Fund as of April 30, 2011, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP  
Boston, Massachusetts  
June 16, 2011

Eaton Vance  
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April 30, 2011

Federal Tax Information (Unaudited)

The Form 1099-DIV you receive in January 2012 will show the tax status of all distributions paid to your account in calendar year 2011. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Fund. As required by the Internal Revenue Code and/or regulations, shareholders must be notified within 60 days of the Fund's fiscal year end regarding the status of qualified dividend income for individuals and capital gain dividends.

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Annual Meeting of Shareholders (Unaudited)

The Fund held its Annual Meeting of Shareholders on February 25, 2011. The following action was taken by the shareholders:

**Item 1:** The election of Thomas E. Faust Jr. and William H. Park as Class II Trustees of the Fund for a three-year term expiring in 2014.

| Nominee for Trustee<br>Elected by All Shareholders | Number of Shares |           |
|--|------------------|-----------|
|  | For              | Withheld  |
| Thomas E. Faust Jr.                                | 108,672,222      | 2,620,861 |
| William H. Park                                    | 108,734,565      | 2,558,518 |

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Notice to Shareholders

On March 17, 2011, the Trustees of the Fund approved certain changes to the Fund's investment policies that they believe are in the best interests of shareholders. Previously, the Fund, under normal market conditions, invested at least 25% of its total assets in each of: (1) U.S. Government securities, which may include U.S. Treasuries and mortgage-backed securities ( MBS ) or other securities issued, backed or otherwise backed by the U.S. Government or its agencies or instrumentalities; and (2) investments rated below investment grade, which may include senior loans and high-yield debt securities. The Fund's revised investment policy expands the first category above to include other investments rated investment grade, providing the management team with increased flexibility in managing the higher quality securities in its portfolio. The Fund's revised policy is as follows: under normal market conditions the Fund will invest at least 25% of its total assets in each of: (1) investments rated investment grade (defined as securities rated BBB- or higher by Standard & Poor's Ratings Group or Fitch Ratings, Baa3 or higher as determined by Moody's Investors Service, Inc. or, if not rated, determined to be of comparable credit quality by the Fund's management team), including, but not limited to, U.S. Government securities (which include U.S. Treasuries, MBS, and other securities issued, backed, or otherwise guaranteed by the U.S. Government, or its agencies or instrumentalities), commercial mortgage-backed securities and corporate debt obligations rated investment grade; and (2) investments rated below investment grade, including senior loans and high-yield debt securities. The Fund's assets may also include, among other investments, unsecured loans and money market instruments. The Fund's policy to maintain an average credit quality of investment grade under normal market conditions remains in place.

The Trustees also approved a change to the Fund's duration policy to eliminate the requirement that the Fund maintain a minimum portfolio duration of at least two years. Under the revised duration policy, the Fund will maintain a duration of no more than five years (including the effect of anticipated leverage). This change will take effect on May 17, 2011. In addition, the Trustees authorized the Fund to enter into positions in swaptions, which are instruments that give the owner the right (but not the obligation) to enter into or cancel a swap agreement at a future date.

Effective May 20, 2011 the Fund's investment policies were changed to expand the Authorized Foreign Currencies in which the Fund may invest to include Australian dollars. The Fund may invest without limit in foreign investments denominated in U.S. dollars and may invest up to 15% of net assets in foreign investments denominated in Authorized Foreign Currencies, which include euros, British pounds, Swiss francs, Canadian dollars, and Australian dollars.



Eaton Vance  
Limited Duration Income Fund

April 30, 2011

#### Dividend Reinvestment Plan

The Fund offers a dividend reinvestment plan (the Plan) pursuant to which shareholders may elect to have distributions automatically reinvested in common shares (the Shares) of the Fund. You may elect to participate in the Plan by completing the Dividend Reinvestment Plan Application Form. If you do not participate, you will receive all distributions in cash paid by check mailed directly to you by American Stock Transfer & Trust Company (AST) as dividend paying agent. On the distribution payment date, if the net asset value per Share is equal to or less than the market price per Share plus estimated brokerage commissions, then new Shares will be issued. The number of Shares shall be determined by the greater of the net asset value per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by the Plan Agent. Distributions subject to income tax (if any) are taxable whether or not shares are reinvested.

If your shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you will need to request that your shares be re-registered in your name with the Fund's transfer agent, AST or you will not be able to participate.

The Plan Agent's service fee for handling distributions will be paid by the Fund. Each participant will be charged their pro rata share of brokerage commissions on all open-market purchases.

Plan participants may withdraw from the Plan at any time by writing to the Plan Agent at the address noted on the following page. If you withdraw, you will receive shares in your name for all Shares credited to your account under the Plan. If a participant elects by written notice to the Plan Agent to have the Plan Agent sell part or all of his or her Shares and remit the proceeds, the Plan Agent is authorized to deduct a \$5.00 fee plus brokerage commissions from the proceeds.

If you wish to participate in the Plan and your shares are held in your own name, you may complete the form on the following page and deliver it to the Plan Agent.

Any inquiries regarding the Plan can be directed to the Plan Agent, AST, at 1-866-439-6787.

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Application for Participation in Dividend Reinvestment Plan

This form is for shareholders who hold their common shares in their own names. If your common shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it will participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank, or nominee is unable to participate on your behalf, you should request that your common shares be re-registered in your own name which will enable your participation in the Plan.

The following authorization and appointment is given with the understanding that I may terminate it at any time by terminating my participation in the Plan as provided in the terms and conditions of the Plan.

Please print exact name on account:

|                       |      |
|-----------------------|------|
| Shareholder signature | Date |
| Shareholder signature | Date |

Please sign exactly as your common shares are registered. All persons whose names appear on the share certificate must sign.

**YOU SHOULD NOT RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.**

*This authorization form, when signed, should be mailed to the following address:*

Eaton Vance Limited Duration Income Fund  
c/o American Stock Transfer and Trust Company  
P.O. Box 922  
Wall Street Station  
New York, NY 10269-0560

**Number of Employees**

The Fund is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company and has no employees.

**Number of Shareholders**

As of April 30, 2011, our records indicate that there are 334 registered shareholders and approximately 88,806 shareholders owning the Fund shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Fund reports directly, which contain important information about the Fund, please write or call:

Eaton Vance Distributors, Inc.  
Two International Place  
Boston, MA 02110  
1-800-262-1122

**NYSE Amex symbol**

The NYSE Amex symbol is EVV.

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Board of Trustees Contract Approval

#### Overview of the Contract Review Process

The Investment Company Act of 1940, as amended (the 1940 Act ), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuance is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not interested persons of the fund ( Independent Trustees ), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a Board ) of the Eaton Vance group of mutual funds (the Eaton Vance Funds ) held on April 25, 2011, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of the Contract Review Committee of the Board, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished for a series of meetings of the Contract Review Committee held between February and April 2011. Such information included, among other things, the following:

#### *Information about Fees, Performance and Expenses*

An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;

An independent report comparing each fund's total expense ratio and its components to comparable funds;

An independent report comparing the investment performance of each fund (including yield data and Sharpe and information ratios where relevant) to the investment performance of comparable funds over various time periods;

Data regarding investment performance in comparison to relevant peer groups of similarly managed funds and appropriate indices;

For each fund, comparative information concerning the fees charged and the services provided by each adviser in managing other mutual funds and institutional accounts using investment strategies and techniques similar to those used in managing such fund;

Profitability analyses for each adviser with respect to each fund;

#### *Information about Portfolio Management*

Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed, and any changes in portfolio management processes and personnel;

Information about the allocation of brokerage and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through client commission arrangements and/or the fund's policies with respect to soft dollar arrangements;

Data relating to portfolio turnover rates of each fund;

The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

*Information about each Adviser*

Reports detailing the financial results and condition of each adviser;

Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts;

Copies of the Codes of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;

Copies of or descriptions of each adviser's policies and procedures relating to proxy voting, the handling of corporate actions and class actions;

Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;

Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;

A description of Eaton Vance Management's procedures for overseeing third party advisers and sub-advisers;

*Other Relevant Information*

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;

Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds' administrator; and

The terms of each advisory agreement.

In addition to the information identified above, the Contract Review Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2011, with respect to one

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Board of Trustees Contract Approval continued

or more funds, the Board met nine times and the Contract Review Committee, the Audit Committee, the Governance Committee, the Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee, each of which is a Committee comprised solely of Independent Trustees, met nine, fifteen, seven, eight and twelve times, respectively. At such meetings, the Trustees received, among other things, presentations by the portfolio managers and other investment professionals of each adviser relating to the investment performance of each fund and the investment strategies used in pursuing the fund's investment objective including, where relevant, the use of derivative instruments, as well as trading policies and procedures and risk management techniques.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Contract Review Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each advisory and sub-advisory agreement.

#### Results of the Process

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Contract Review Committee concluded that the continuance of the investment advisory agreement of Eaton Vance Limited Duration Income Fund (the Fund) with Eaton Vance Management (the Adviser), including its fee structure, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the investment advisory agreement for the Fund.

#### Nature, Extent and Quality of Services

In considering whether to approve the investment advisory agreement of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser.

The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment professionals and

other personnel who provide portfolio management, investment research, and similar services to the Fund. In particular, the Board evaluated, where relevant, the abilities and experience of such investment personnel in analyzing factors such as credit risk and special considerations relevant to investing in senior secured floating-rate loans, mortgage-backed securities and high-yield bonds. The Board also considered the resources available to personnel of the Adviser, including research services. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation methods of the Adviser to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management.

The Board also reviewed the compliance programs of the Adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also evaluated the responses of the Adviser and its affiliates to requests in recent years from regulatory authorities such as the Securities and Exchange Commission and the Financial Industry Regulatory Authority.

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the investment advisory agreement.

#### Fund Performance

The Board compared the Fund's investment performance to a relevant universe of comparable funds identified by an independent data provider as well as a peer group of similarly managed funds and appropriate benchmark indices. The Board reviewed comparative performance data for the one-, three- and five-year periods ended September 30, 2010 for the Fund. The Board concluded that the performance of the Fund was satisfactory.

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Board of Trustees Contract Approval continued

#### Management Fees and Expenses

The Board reviewed contractual investment advisory fee rates payable by the Fund (referred to as management fees). As part of its review, the Board considered the management fees and the Fund's total expense ratio for the year ended September 30, 2010, as compared to a group of similarly managed funds selected by an independent data provider. The Board also considered factors that had an impact on Fund expense ratios, as identified by management in response to inquiries from the Contract Review Committee, as well as actions being taken to reduce expenses at the Eaton Vance fund complex level, including the negotiation of reduced fees for transfer agency and custody services. The Board noted the fact that the Adviser had waived fees and/or paid expenses for the Fund.

After reviewing the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services are reasonable.

#### Profitability

The Board reviewed the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized with and without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser and its affiliates in connection with its relationship with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Fund and other investment advisory clients.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

#### Economies of Scale

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board reviewed data summarizing the increases and decreases in the assets of the Fund and of all Eaton Vance Funds as a group over various time periods, and evaluated the extent to which the total expense ratio of the Fund and the profitability of the Adviser and its affiliates may have been affected by such increases or decreases. The Board also considered the fact that the Fund is not continuously offered and concluded that, in light of the level of the Adviser's profits with respect to the Fund, the implementation of breakpoints in the advisory fee schedule is not appropriate at this time. Based upon the foregoing, the Board concluded that the Fund currently shares in the benefits from economies of scale.





Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Management and Organization

**Fund Management.** The Trustees of Eaton Vance Limited Duration Income Fund (the Fund) are responsible for the overall management and supervision of the Fund's affairs. The Trustees and officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. Trustees and officers of the Fund hold indefinite terms of office. The Noninterested Trustees consist of those Trustees who are not interested persons of the Fund, as that term is defined under the 1940 Act. The business address of each Trustee and officer is Two International Place, Boston, Massachusetts 02110. As used below, EVC refers to Eaton Vance Corp., EV refers to Eaton Vance, Inc., EVM refers to Eaton Vance Management, BMR refers to Boston Management and Research and EVD refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVC and BMR. EVD is the Fund's principal underwriter and a wholly-owned subsidiary of EVM. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below. Each Trustee oversees 179 portfolios in the Eaton Vance Complex (including all master and feeder funds in a master feeder structure). Each officer serves as an officer of certain other Eaton Vance funds. Each Trustee serves for a three year term. Each officer serves until his or her successor is elected.

| Name and Year of Birth      | Position(s)<br>with the<br>Fund | Term of<br>Office;<br>Length of<br>Service       | Principal Occupation(s) and Directorships<br>During Past Five Years and Other Relevant Experience  |
|-----------------------------|---------------------------------|--|--|
| Interested Trustee          |                                 |  |  |
| Thomas E. Faust Jr.<br>1958 | Class II<br>Trustee             | Until 2014.<br>3 years.<br>Trustee<br>since 2007 | Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or officer of 179 registered investment companies and 1 private investment company managed by EVM or BMR. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV, which are affiliates of the Trust.<br><b>Directorships in the Last Five Years.</b> <sup>(1)</sup> Director of EVC. |

Noninterested Trustees

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|   |                      |  |  |
|---|----------------------|--|--|
| Benjamin C. Esty <sup>(A)</sup><br>1963 | Class I<br>Trustee   | Until 2013.<br>3 years.<br>Trustee<br>since 2005 | Roy and Elizabeth Simmons Professor of Business Administration and Finance Unit Head, Harvard University Graduate School of Business Administration.<br><b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None.  |
| Allen R. Freedman<br>1940               | Class I<br>Trustee   | Until 2013.<br>3 years.<br>Trustee<br>since 2007 | Private Investor and Consultant. Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Formerly, Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2005-2007).<br><b>Directorships in the Last Five Years.</b> <sup>(1)</sup> Director of Assurant, Inc. (insurance provider) and Stonemor Partners, L.P. (owner and operator of cemeteries).  |
| William H. Park<br>1947                 | Class II<br>Trustee  | Until 2014.<br>3 years.<br>Trustee<br>since 2003 | Consultant and private investor. Formerly, Chief Financial Officer, Aveon Group L.P. (investment management firm) (2010-2011). Formerly, Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (2006-2010). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). Formerly, Executive Vice President and Chief Financial Officer, United Asset Management Corporation (investment management firm) (1982-2001). Formerly, Senior Manager, Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm) (1972-1981).<br><b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None. |
| Ronald A. Pearlman<br>1940              | Class III<br>Trustee | Until 2012.<br>3 years.<br>Trustee<br>since 2003 | Professor of Law, Georgetown University Law Center. Formerly, Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury (1983-1985). Formerly, Chief of Staff, Joint Committee on Taxation, U.S. Congress (1988-1990).<br><b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None.  |

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

Management and Organization continued

| Name and Year of Birth             | Position(s)<br>with the<br>Fund                      | Term of<br>Office;<br>Length of<br>Service  | Principal Occupation(s) and Directorships<br>During Past Five Years and Other Relevant Experience   |
|------------------------------------|--|---|---|
| Noninterested Trustees (continued) |  |   |   |
| Helen Frame Peters<br>1948         | Class III<br>Trustee                                 | Until 2012.<br>3 years.<br>Trustee<br>since 2008  | <p>Professor of Finance, Carroll School of Management, Boston College. Formerly, Dean, Carroll School of Management, Boston College (2000-2002). Formerly, Chief Investment Officer, Fixed Income, Scudder Kemper Investments (investment management firm) (1998-1999). Formerly, Chief Investment Officer, Equity and Fixed Income, Colonial Management Associates (investment management firm) (1991-1998).</p> <p><b>Directorships in the Last Five Years.</b><sup>(1)</sup> Director of BJ's Wholesale Club, Inc. (wholesale club retailer). Formerly, Trustee of SPDR Index Shares Funds and SPDR Series Trust (exchange traded funds) (2000-2009). Formerly, Director of Federal Home Loan Bank of Boston (a bank for banks) (2007-2009).</p> |
| Lynn A. Stout<br>1957              | Class I<br>Trustee                                   | Until 2013.<br>3 years.<br>Trustee<br>since 2003  | <p>Paul Hastings Professor of Corporate and Securities Law (since 2006) and Professor of Law (2001-2006), University of California at Los Angeles School of Law. Professor Stout teaches classes in corporate law and securities regulation and is the author of numerous academic and professional papers on these areas.</p> <p><b>Directorships in the Last Five Years.</b><sup>(1)</sup> None.</p>  |
| Ralph F. Verni<br>1943             | Chairman of<br>the Board<br>and Class III<br>Trustee | Until 2012.<br>3 years.<br>Chairman<br>of the<br>Board since<br>2007 and<br>Trustee<br>since 2005 | <p>Consultant and private investor. Formerly, Chief Investment Officer (1982-1992), Chief Financial Officer (1988-1990) and Director (1982-1992), New England Life. Formerly, Chairperson, New England Mutual Funds (1982-1992). Formerly, President and Chief Executive Officer, State Street Management &amp; Research (1992-2000). Formerly, Chairperson, State Street Research Mutual Funds (1992-2000). Formerly, Director, W.P. Carey, LLC</p>  |

(1998-2004) and First Pioneer Farm Credit Corp. (2002-2006).

**Directorships in the Last Five Years.**<sup>(1)</sup> None.

Principal Officers who are not Trustees

| <b>Name and Year of Birth</b> | <b>Position(s) with the Fund</b>                  | <b>Length of Service</b>   | <b>Principal Occupation(s) During Past Five Years</b>                  |
|-------------------------------|---|--|--|
| Payson F. Swaffield<br>1956   | President   | Since 2007   | Chief Income Investment Officer of EVC. Vice President of EVM and BMR. |
| Barbara E. Campbell<br>1957   | Treasurer   | Since 2009   | Vice President of EVM and BMR.   |
| Maureen A. Gemma<br>1960      | Vice President, Secretary and Chief Legal Officer | Vice President since 2011, Secretary since 2007 and Chief Legal Officer since 2008 | Vice President of EVM and BMR.   |
| Paul M. O Neil<br>1953        | Chief Compliance Officer                          | Since 2004   | Vice President of EVM and BMR.   |

(1) During their respective tenures, the Trustees also served as trustees of one or more of the following Eaton Vance funds (which operated in the years noted): Eaton Vance Credit Opportunities Fund (launched in 2005 and terminated in 2010); Eaton Vance Insured Florida Plus Municipal Bond Fund (launched in 2002 and terminated in 2009); and Eaton Vance National Municipal Income Trust (launched in 1998 and terminated in 2009).

(A) APS Trustee

Eaton Vance  
Limited Duration Income Fund

April 30, 2011

## IMPORTANT NOTICES

**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, Eaton Vance Distributors, Inc., Eaton Vance Trust Company, Eaton Vance Management's Real Estate Investment Group and Boston Management and Research. 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.* If you would prefer that your Eaton Vance documents not be househanded, please contact Eaton Vance at 1-800-262-1122, or contact your financial adviser. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial adviser.

**Portfolio Holdings.** Each Eaton Vance Fund and its underlying Portfolio(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 and by accessing the SEC's website at [www.sec.gov](http://www.sec.gov).

**Additional Notice to Shareholders.** The Fund may redeem or purchase its outstanding auction preferred shares (APS) in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary. The Fund also may purchase shares of its common stock in the open market when they trade at a discount to net asset value or at other times if the Fund determines such purchases are advisable. There can be no assurance that the Fund will take such action or that such purchases would reduce the discount.

**Closed-End Fund Information.** The Eaton Vance closed-end funds make certain quarterly fund performance data and information about portfolio characteristics (such as top holdings and asset allocation) available on the Eaton Vance website after the end of each calendar quarter end. Certain month end fund performance data for the funds, including total returns, are posted to the website shortly after the end of each calendar month. Portfolio holdings for the most recent calendar quarter-end are also posted to the website approximately 30 days following the end of the quarter. This information is available at [www.eatonvance.com](http://www.eatonvance.com) on the fund information pages under Individual Investors' Closed-End Funds.

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Investment Adviser and Administrator

**Eaton Vance Management**

Two International Place  
Boston, MA 02110

Custodian

**State Street Bank and Trust Company**

200 Clarendon Street  
Boston, MA 02116

Transfer Agent

**American Stock Transfer & Trust Company**

59 Maiden Lane  
Plaza Level  
New York, NY 10038

Independent Registered Public Accounting Firm

**Deloitte & Touche LLP**

200 Berkeley Street  
Boston, MA 02116-5022

Fund Offices

Two International Place  
Boston, MA 02110

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**Item 2. Code of Ethics**

The registrant has adopted a code of ethics applicable to its Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-262-1122.

**Item 3. Audit Committee Financial Expert**

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is the Chief Financial Officer of Aveon Group, L.P. (an investment management firm). Previously, he served as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

**Item 4. Principal Accountant Fees and Services****(a) (d)**

The following table presents the aggregate fees billed to the registrant for the registrant's fiscal years ended April 30, 2010 and April 30, 2011 by the registrant's principal accountant, Deloitte & Touche LLP ( D&T ), for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by D&T during such periods.

| <b>Fiscal Years Ended</b>         | <b>4/30/2010</b> | <b>4/30/2011</b> |
|-----------------------------------|------------------|------------------|
| Audit Fees                        | \$ 86,740        | \$ 91,740        |
| Audit-Related Fees <sup>(1)</sup> | \$ 5,330         | \$ 23,330        |
| Tax Fees <sup>(2)</sup>           | \$ 18,480        | \$ 18,480        |
| All Other Fees <sup>(3)</sup>     | \$ 2,500         | \$ 1,400         |
| <b>Total</b>                      | <b>\$113,050</b> | <b>\$134,950</b> |

(1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of financial statements and are not reported under the category of audit fees and specifically include fees for the performance of certain agreed-upon procedures relating to the registrant's auction preferred shares.

(2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation.

(3) All other fees consist of the aggregate fees billed for products and services provided by the principal accountant other than audit, audit-related, and tax services.

(e)(1) The registrant's audit committee has adopted policies and procedures relating to the pre-approval of services provided by the registrant's principal accountant (the Pre-Approval Policies). The Pre-Approval Policies establish a framework intended to assist the audit committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the audit committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a

service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the audit committee.

The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by the registrant's audit committee at least annually. The registrant's audit committee maintains full responsibility for the appointment, compensation, and oversight of the work of the registrant's principal accountant.

(e)(2) No services described in paragraphs (b)-(d) above were approved by the registrant's audit committee pursuant to the de minimis exception set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the registrant by D&T for the registrant's fiscal years ended April 30, 2010 and

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April 30, 2011; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the Eaton Vance organization by D&T for the same time periods.

| <b>Fiscal Years Ended</b>        | <b>4/30/2010</b> | <b>4/30/2011</b> |
|----------------------------------|------------------|------------------|
| <b>Registrant</b>                | \$ 26,310        | \$ 43,210        |
| <b>Eaton Vance<sup>(1)</sup></b> | \$250,260        | \$259,328        |

(1) The Investment adviser to the registrant, as well as any of its affiliates that provide ongoing services to the registrant, are subsidiaries of Eaton Vance Corp.

(h) The registrant's audit committee has considered whether the provision by the registrant's principal accountant of non-audit services to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the principal accountant's independence.

**Item 5. Audit Committee of Listed Registrants**

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. William H. Park (Chair), Helen Frame Peters, Lynn A. Stout and Ralph F. Verni are the members of the registrant's audit committee.

**Item 6. Schedule of Investments**

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies**

The Board of Trustees of the Trust has adopted a proxy voting policy and procedure (the Fund Policy), pursuant to which the Trustees have delegated proxy voting responsibility to the Fund's investment adviser and adopted the investment adviser's proxy voting policies and procedures (the Policies) which are described below. The Trustees will review the Fund's proxy voting records from time to time and will annually consider approving the Policies for the upcoming year. In the event that a conflict of interest arises between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund, the investment adviser will generally refrain from voting the proxies related to the companies giving rise to such conflict until it consults with the Board's Special Committee except as contemplated under the Fund Policy. The Board's Special Committee will instruct the investment adviser on the appropriate course of action.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the interests of management with those shareholders. An independent proxy voting service (Agent), currently Institutional Shareholder Services, Inc., has been retained to assist in the voting of proxies through the provision of vote analysis, implementation and recordkeeping and disclosure services. The investment adviser will generally vote proxies through the Agent. The Agent is required to vote all proxies and/or refer them back to the investment adviser pursuant to the Policies. It is generally the policy of the investment adviser to vote in accordance with the recommendation of the

Agent. The Agent shall refer to the investment adviser proxies relating to mergers and restructurings, and the disposition of assets, termination, liquidation and mergers contained in mutual fund proxies. The investment adviser will normally vote against anti-takeover measures and other proposals designed to limit the ability of shareholders to act on possible transactions, except in the case of closed-end management investment companies. The investment adviser generally supports management on social and environmental proposals. The investment adviser may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweighs the benefits derived from exercising the right to vote or the economic effect on shareholders interests or the value of the portfolio holding is indeterminable or insignificant.

In addition, the investment adviser will monitor situations that may result in a conflict of interest between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund by maintaining a list of significant existing and prospective corporate clients. The investment adviser's personnel responsible for reviewing and voting proxies on behalf of the Fund will report any proxy received or expected to be received from a company included on that list to the personnel of the investment adviser identified in the Policies. If such personnel expects to instruct the Agent to vote such proxies in a manner inconsistent with the guidelines of the Policies or the recommendation of the Agent, the personnel will consult with members of senior management of the investment adviser to determine if a material conflict of interests exists. If it is determined that a material conflict does exist, the investment adviser will seek instruction on how to vote from the Special Committee.

Information on how the Fund voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available (1) without charge, upon request, by calling 1-800-262-1122, and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

#### **Item 8. Portfolio Managers of Closed-End Management Investment Companies**

Catherine C. McDermott, Scott H. Page, Susan Schiff, Payson F. Swaffield, Mark S. Venezia, Michael W.

Weilheimer and other Eaton Vance Management ( EVM ) investment professionals comprise the investment team responsible for the overall management of the Fund's investments as well as allocations of the Fund's assets between common and preferred stocks. Mmes. McDermott and Schiff, and Messrs. Page, Swaffield, Venezia and Weilheimer are the portfolio managers responsible for the day-to-day management of specific segments of the Fund's investment portfolio.

Ms. McDermott has been a portfolio manager since 2008 and is a Vice President of EVM and Boston Management and Research, an Eaton Vance subsidiary ( BMR ). Mr. Page has been an Eaton Vance portfolio manager since 1996 and is a Vice President of EVM and BMR. He is head of Eaton Vance's Bank Loan Investment Group. Ms. Schiff has been an Eaton Vance portfolio manager since 1991 and is a Vice President of EVM and BMR. Mr. Swaffield has been an Eaton Vance portfolio manager since 1996 and is a Vice President of EVM and BMR as well as Chief Income Investment Officer. Mr. Venezia has been an Eaton Vance portfolio manager since 1984 and is a Vice President of EVM and BMR. He is head of Eaton Vance's Global Bond Department. Mr. Weilheimer has been an Eaton Vance portfolio manager since 1996 and is a Vice President of EVM and BMR. He is head of Eaton Vance's Fixed Income High Yield Group. This information is provided as of the date of filing of this report.

The following tables show, as of the Fund's most recent fiscal year end, the number of accounts each portfolio manager managed in each of the listed categories and the total assets (in millions of dollars) in the accounts managed within each category. The table also shows the number of accounts with respect to which the advisory fee is based on the performance of the account, if any, and the total assets (in millions of dollars) in those accounts.

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|                                      | Number of<br>All<br>Accounts | Total Assets of<br>All<br>Accounts | Number of<br>Accounts<br>Paying a<br>Performance<br>Fee | Total Assets of<br>Accounts<br>Paying a<br>Performance<br>Fee |
|--------------------------------------|------------------------------|------------------------------------|---|---|
| <b>Catherine C. McDermott</b>        |                              |                                    |   |   |
| Registered Investment Companies      | 2                            | \$ 960.7                           | 0   | \$ 0  |
| Other Pooled Investment Vehicles     | 0                            | \$ 0                               | 0   | \$ 0  |
| Other Accounts                       | 0                            | \$ 0                               | 0   | \$ 0  |
| <b>Scott H. Page</b>                 |                              |                                    |   |   |
| Registered Investment Companies      | 12                           | \$ 18,525.9                        | 0   | \$ 0  |
| Other Pooled Investment Vehicles     | 6                            | \$ 6,223.9                         | 1   | \$ 487.6  |
| Other Accounts                       | 2                            | \$ 1,049.9                         | 0   | \$ 0  |
| <b>Susan Schiff<sup>(1)</sup></b>    |                              |                                    |   |   |
| Registered Investment Companies      | 6                            | \$ 5,342.6                         | 0   | \$ 0  |
| Other Pooled Investment Vehicles     | 0                            | \$ 0                               | 0   | \$ 0  |
| Other Accounts                       | 0                            | \$ 0                               | 0   | \$ 0  |
| <b>Payson F. Swaffield</b>           |                              |                                    |   |   |
| Registered Investment Companies      | 2                            | \$ 2,316.3                         | 0   | \$ 0  |
| Other Pooled Investment Vehicles     | 0                            | \$ 0                               | 0   | \$ 0  |
| Other Accounts                       | 0                            | \$ 0                               | 0   | \$ 0  |
| <b>Mark S. Venezia<sup>(2)</sup></b> |                              |                                    |   |   |
| Registered Investment Companies      | 12                           | \$ 25,631.6                        | 0   | \$ 0  |
| Other Pooled Investment Vehicles     | 3                            | \$ 1,219.4                         | 0   | \$ 0  |
| Other Accounts                       | 0                            | \$ 0                               | 0   | \$ 0  |
| <b>Michael W. Weilheimer</b>         |                              |                                    |   |   |
| Registered Investment Companies      | 3                            | \$ 5,125.1                         | 0   | \$ 0  |
| Other Pooled Investment Vehicles     | 1                            | \$ 100.3                           | 0   | \$ 0  |
| Other Accounts                       | 14                           | \$ 1,634.6                         | 0   | \$ 0  |

(1) This portfolio manager serves as portfolio manager of one or more registered investment companies that invests or may invest in one or more underlying registered investment companies in the Eaton Vance fund family. The underlying investment companies may be managed by this portfolio manager or other portfolio manager(s).

(2) This portfolio manager serves as portfolio manager of one or more registered investment companies and a pooled investment vehicle that invests or may invest in one or more underlying registered investment companies in the Eaton Vance fund family. The underlying investment companies may be managed by this portfolio manager or other portfolio manager(s).

The following table shows the dollar range of Fund shares beneficially owned by each portfolio manager as of the Fund's most recent fiscal year end.

| Portfolio Manager      | Dollar Range of Equity Securities Owned in the Fund |
|------------------------|---|
| Catherine C. McDermott | None  |
| Scott H. Page          | \$100,001-\$500,000                                 |
| Susan Schiff           | None  |
| Payson F. Swaffield    | \$100,001-\$500,000                                 |
| Mark S. Venezia        | None  |
| Michael W. Weilheimer  | None  |

*Potential for Conflicts of Interest.* It is possible that conflicts of interest may arise in connection with a portfolio manager's management of a Fund's investments on the one hand and the investments of other accounts for which the portfolio manager is responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and other accounts he or she advises. In addition, due to differences in the investment strategies or restrictions between a Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may compensate the investment adviser or sub-adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for the portfolio manager in the allocation of management time, resources and investment opportunities. Whenever conflicts of interest arise, the portfolio manager will endeavor to exercise his or her discretion in a manner that he or she believes is equitable to all interested persons. EVM and the sub-adviser have adopted several policies and procedures designed to address these potential conflicts including: a code of ethics; and policies which govern the investment adviser or sub-adviser's trading practices, including among other things the aggregation and allocation of trades among clients, brokerage allocation, cross trades and best execution.

#### **Compensation Structure for EVM**

Compensation of EVM's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus, and (3) annual stock-based compensation consisting of options to purchase shares of EVC's nonvoting common stock and restricted shares of EVC's nonvoting common stock. EVM's investment professionals also receive certain retirement, insurance and other benefits that are broadly available to EVM's employees. Compensation of EVM's investment professionals is reviewed primarily on an annual basis. Cash bonuses, stock-based compensation awards, and adjustments in base salary are typically paid or put into effect at or shortly after the October 31st fiscal year end of EVC.

*Method to Determine Compensation.* EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus appropriate peer groups or benchmarks. In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to relative risk-adjusted performance. Risk-adjusted performance measures include, but are not limited to, the Sharpe Ratio. Performance is normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is normally evaluated primarily versus peer groups of funds as determined by



Lipper Inc. and/or Morningstar, Inc. When a fund's peer group as determined by Lipper or Morningstar is deemed by EVM's management not to provide a fair comparison, performance may instead be evaluated primarily against a custom peer group. In evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.

The compensation of portfolio managers with other job responsibilities (such as heading an investment group or providing analytical support to other portfolios) will include consideration of the scope of such responsibilities and the managers' performance in meeting them.

EVM seeks to compensate portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. EVM participates in investment-industry compensation surveys and utilizes survey data as a factor in determining salary, bonus and stock-based compensation levels for portfolio managers and other investment professionals. Salaries, bonuses and stock-based compensation are also influenced by the operating performance of EVM and its parent company. The overall annual cash bonus pool is based on a substantially fixed percentage of pre-bonus operating income. While the salaries of EVM's portfolio managers are comparatively fixed, cash bonuses and stock-based compensation may fluctuate significantly from year to year, based on changes in manager performance and other factors as described herein. For a high performing portfolio manager, cash bonuses and stock-based compensation may represent a substantial portion of total compensation.

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers**

No such purchases this period.

**Item 10. Submission of Matters to a Vote of Security Holders**

No Material Changes.

**Item 11. Controls and Procedures**

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

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits**

- (a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).
  - (a)(2)(i) Treasurer's Section 302 certification.
  - (a)(2)(ii) President's Section 302 certification.
  - (b) Combined Section 906 certification.
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**Signatures**

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

Eaton Vance Limited Duration Income Fund

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: June 14, 2011

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

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

Date: June 14, 2011

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: June 14, 2011