Eaton Vance Tax-Managed Buy-Write Income Fund Form N-Q November 26, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act File Number

811-21676

Eaton Vance Tax-Managed Buy-Write Income Fund

(Exact Name of Registrant as Specified in Charter)

The Eaton Vance Building,	
255 State Street, Boston, Massachusetts	02109
(Address of Principal Executive Offices)	(Zip code)

Maureen A. Gemma Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109 (Name and Address of Agent for Service)

Registrant s Telephone Number, Including Area Code:	(617) 482-8260
Date of Fiscal Year End:	December 31
Date of Reporting Period:	September 30, 2008

Item 1. Schedule of Investments

Eaton Vance Tax-Managed Buy-Write Income Fund

as of September 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks 101.7%

Security	Shares	Value
Aerospace & Defense 2.5%		
Boeing Co. (The)	24,961 \$	\$ 1,431,513
Honeywell International, Inc.	66,929	2,780,900
Northrop Grumman Corp.	20,111	1,217,520
Rockwell Collins, Inc.	34,570	1,662,471
United Technologies Corp.	48,521	2,914,171
	\$	\$ 10,006,575
Air Freight & Logistics 0.9%		
CH Robinson Worldwide, Inc.	6,745 \$	\$ 343,725
Expeditors International of Washington, Inc.	7,613	265,237
United Parcel Service, Inc., Class B	47,774	3,004,507
	\$	\$ 3,613,469
Airlines 0.0%		
Southwest Airlines Co.	12,881 \$	\$ 186,903
	\$	\$ 186,903
Beverages 3.9%		
Anheuser-Busch Cos., Inc.	58,721 \$	\$ 3,809,818
Coca-Cola Co. (The)	111,894	5,916,955
PepsiCo, Inc.	81,530	5,810,643
	\$	\$ 15,537,416
Biotechnology 1.2%		
Amgen, Inc. (1)	13,304 \$	\$ 788,528
BioMarin Pharmaceutical, Inc. (1)	7,730	204,768
Celgene Corp. (1)	26,648	1,686,285
Cephalon, Inc. (1)	10,226	792,413
Enzon Pharmaceuticals, Inc. (1)	27,239	201,024
Progenics Pharmaceuticals, Inc. (1)	94,287	1,254,960
	\$	\$ 4,927,978
Building Products 0.1%		
Masco Corp.	25,985 \$	\$ 466,171
	\$	\$ 466,171
Capital Markets 3.3%		
American Capital, Ltd.	70,672 \$	\$ 1,802,843
Bank of New York Mellon Corp. (The)	82,529	2,688,795
Federated Investors, Inc., Class B	32,602	940,568
Franklin Resources, Inc.	23,936	2,109,480
Invesco PLC ADR	54,842	1,150,585
Legg Mason, Inc.	5,666	215,648
Merrill Lynch & Co., Inc.	164,719	4,167,391
	\$	\$ 13,075,310
Chemicals 1.6%		
E.I. Du Pont de Nemours & Co.	73,387 \$	\$ 2,957,496
Eastman Chemical Co.	27,979	1,540,524
Monsanto Co.	17,320	1,714,334
	\$	6,212,354
Commercial Banks 3.3%		
BB&T Corp.	78,467 \$	\$ 2,966,053
Comerica, Inc.	6,414	210,315

Fifth Third Bancorp	163,451	1,945,067
Huntington Bancshares, Inc.	24,702	197,369
Marshall & Ilsley Corp.	11,296	227,614

National City Corp.	56,640	\$	99,120
Popular, Inc.	61,181		507,190
U.S. Bancorp	83,033		2,990,849
Wells Fargo & Co.	71,097		2,668,270
Zions Bancorporation	36,306	¢	1,405,042
		\$	13,216,889
Commercial Services & Supplies 1.0%	8,447	\$	375,723
Avery Dennison Corp. Pitney Bowes, Inc.	44,333	φ	1,474,516
RR Donnelley & Sons Co.	16,491		404,524
Waste Management, Inc.	59,061		1,859,831
waste Management, me.	57,001	\$	4,114,594
Communications Equipment 3.8%		Ψ	1,111,051
Cisco Systems, Inc. (1)	237,947	\$	5,368,084
Corning, Inc.	201,160		3,146,142
Harris Corp.	30,013		1,386,601
Juniper Networks, Inc. (1)	8,298		174,839
Nokia Oyj ADR	29,005		540,943
QUALCOMM, Inc.	105,832		4,547,601
Research In Motion, Ltd. (1)	2,639		180,244
		\$	15,344,454
Computers & Peripherals 4.3%			
Apple, Inc. (1)	27,400	\$	3,114,284
Hewlett-Packard Co.	132,163		6,111,217
International Business Machines Corp.	68,838		8,051,292
		\$	17,276,793
Construction & Engineering 0.5%			
Fluor Corp.	38,964	\$	2,170,295
		\$	2,170,295
Construction Materials 0.1%	0.755	¢	205 247
Vulcan Materials Co.	2,755	\$ ¢	205,247
Distributors 0.4%		\$	205,247
Genuine Parts Co.	43,485	\$	1,748,532
Genuine 1 arts Co.	+5,+05	\$	1,748,532
Diversified Consumer Services 0.2%		Ψ	1,740,002
H&R Block, Inc.	28,930	\$	658,157
	_ • ,, • • •	\$	658,157
Diversified Financial Services 5.0%			,
Bank of America Corp.	224,898	\$	7,871,430
CITGroup, Inc.	117,560		818,218
Citigroup, Inc.	73,031		1,497,866
JPMorgan Chase & Co.	157,459		7,353,335
NYSE Euronext	63,866		2,502,270
		\$	20,043,119
Diversified Telecommunication Services 3.2%			
AT&T, Inc.	186,704	\$	5,212,776
Frontier Communications Corp.	121,897		1,401,815
Verizon Communications, Inc.	152,166		4,883,007
Windstream Corp.	115,601		1,264,675
		\$	12,762,273
Electric Utilities 1.1%	102.007	¢	0.1(1.0(0
Duke Energy Corp.	123,997	\$	2,161,268
Edison International	5,283		210,792
FirstEnergy Corp. Pinnacle West Capital Corp.	20,725 7,168		1,388,368 246,651
Progress Energy, Inc.	4,689		246,651 202,237
1 1051055 Lifetzy, iie.	4,009	\$	4,209,316
		φ	4 ,207,310

Electrical Equipment 0.7%			
Electrical Equipment 0.7% Emerson Electric Co.	71,644	\$	2,922,359
Enterson Electric Co.	/1,044	\$	2,922,359
Energy Equipment & Services 2.7%		Ψ	2,922,009
BJ Services Co.	9,789	\$	187,264
Diamond Offshore Drilling, Inc.	17,050	Ŧ	1,757,173
Halliburton Co.	78,280		2,535,489
Noble Corp.	47,966		2,105,707
Schlumberger, Ltd.	41,032		3,204,189
Transocean, Inc. (1)	7,425		815,562
		\$	10,605,384
Food & Staples Retailing 3.2%			
CVS Caremark Corp.	114,235	\$	3,845,150
Safeway, Inc.	80,171		1,901,656
Wal-Mart Stores, Inc.	116,937		7,003,357
		\$	12,750,163
Food Products 0.7%			
ConAgra Foods, Inc.	36,224	\$	704,919
Hershey Co. (The)	57,147		2,259,592
		\$	2,964,511
Gas Utilities 0.2%	10.005	<i>.</i>	< < < o .
Nicor, Inc.	13,905	\$	616,687
		\$	616,687
Health Care Equipment & Supplies 2.5%	54 (05	¢	2 592 726
Baxter International, Inc.	54,605	\$	3,583,726
Becton, Dickinson & Co.	2,555		205,064
Boston Scientific Corp. (1)	37,341		458,174
Covidien, Ltd.	35,422		1,904,287
Medtronic, Inc.	54,884		2,749,688
St. Jude Medical, Inc. (1) Zimmer Holdings, Inc. (1)	21,128 4,483		918,857 289,422
Zimmer Holdings, mc. (1)	4,403	\$	10,109,218
Health Care Providers & Services 2.2%		Ψ	10,107,210
Aetna, Inc.	5,376	\$	194,127
Cardinal Health, Inc.	24,366		1,200,756
Express Scripts, Inc. (1)	14,298		1,055,478
Laboratory Corp. of America Holdings (1)	9,283		645,168
McKesson Corp.	39,374		2,118,715
Medco Health Solutions, Inc. (1)	62,860		2,828,700
Quest Diagnostics, Inc.	11,070		571,987
		\$	8,614,931
Hotels, Restaurants & Leisure 1.4%			
Carnival Corp., Unit	38,610	\$	1,364,863
Marriott International, Inc., Class A	7,605		198,414
McDonald s Corp.	43,420		2,679,014
Starwood Hotels & Resorts Worldwide, Inc.	6,011		169,150
Yum! Brands, Inc.	35,271		1,150,187
		\$	5,561,628
Household Durables 0.9%			
D.R. Horton, Inc.	89,029	\$	1,159,158
KB HOME	14,126		278,000
Ryland Group, Inc.	8,463		224,439
Whirlpool Corp.	25,872		2,051,391
		\$	3,712,988
Household Products 2.7%			
Clorox Co. (The)	3,178	\$	199,229
Procter & Gamble Co.	149,558	¢	10,422,697
		\$	10,621,926

Industrial Conglomerates 3.1%			
3M Co.	57,192	\$	3,906,786
General Electric Co.	332,550		8,480,025
		\$	12,386,811
Insurance 3.4%			<i>yy</i> -
ACE, Ltd.	3,619	\$	195,896
Aegon NV ADR	21,621		189,832
Allstate Corp. (The)	27,137		1,251,558
AON Corp.	26,775		1,203,804
Assurant, Inc.	3,960		217,800
First American Corp.	13,676		403,442
Hartford Financial Services Group, Inc.	51,588		2,114,592
Lincoln National Corp.	7,151		306,134
MetLife, Inc.	26,281		1,471,736
PartnerRe, Ltd.	5,273		359,039
Principal Financial Group, Inc.	5,176		225,104
Prudential Financial, Inc.	35,186		2,533,392
Travelers Companies, Inc. (The)	68,703		3,105,376
XL Capital Ltd., Class A	12,397		222,402
······································	y	\$	13,800,107
Internet Software & Services 1.8%		Ŧ	,,
Akamai Technologies, Inc. (1)	11,821	\$	206,158
eBay, Inc. (1)	30,623	Ŧ	685,343
Google, Inc., Class A (1)	12,355		4,948,425
VeriSign, Inc. (1)	47,053		1,227,142
	,	\$	7,067,068
IT Services 0.9%		Ŧ	.,,
Automatic Data Processing, Inc.	37,355	\$	1,596,926
Cognizant Technology Solutions Corp. (1)	8,217	Ŧ	187,594
MasterCard, Inc., Class A	3,596		637,679
Paychex, Inc.	36,873		1,217,915
, aj ener, 2001	20,072	\$	3,640,114
Leisure Equipment & Products 0.5%		Ŧ	-,
Mattel, Inc.	115,881	\$	2,090,493
	,	\$	2,090,493
Life Sciences Tools & Services 0.2%		Ŷ	_,.,.,.
Applied Biosystems, Inc.	6,066	\$	207,761
Thermo Fisher Scientific, Inc. (1)	8,409	Ŷ	462,495
	-,	\$	670,256
Machinery 1.7%		Ŧ	,
Caterpillar, Inc.	56.271	\$	3,353,752
Deere & Co.	9,755		482,873
Eaton Corp.	24,497		1,376,241
Ingersoll-Rand Co., Ltd., Class A	29,280		912,658
Parker Hannifin Corp.	9,499		503,447
Titan International, Inc.	8,316		177,297
	- ,	\$	6,806,268
Media 1.8%		Ŧ	•,•••,_••
CBS Corp., Class B	13,360	\$	194,789
Central European Media Enterprises, Ltd., Class A (1)	3,244	,	212,158
Comcast Corp., Class A	38,418		754,145
DIRECTV Group (The), Inc. (1)	23,697		620,150
Gannett Co., Inc.	12,599		213,049
Interpublic Group of Cos., Inc. (1)	54,079		419,112
McGraw-Hill Cos., Inc. (The)	5,271		166,616
Meredith Corp.	7,320		205,253
Walt Disney Co.	138,175		4,240,591
	100,175	\$	7,025,863
		Ψ	7,022,005

Metals & Mining 0.9%			
Alcoa, Inc.	112,277	\$	2,535,215
Freeport-McMoRan Copper & Gold, Inc., Class B	3,074	Ψ	174,757
Nucor Corp.	22,525		889,738
	,	\$	3,599,710
Multiline Retail 0.8%			, ,
Big Lots, Inc. (1)	42,909	\$	1,194,157
Dillard s Inc. Class A	17,054		201,237
JC Penney Company, Inc.	26,756		892,045
Macy s, Inc.	1		18
Nordstrom, Inc.	30,006		864,773
Saks, Inc. (1)	20,623		190,763
		\$	3,342,993
Multi-Utilities 3.0%			
Ameren Corp.	11,675	\$	455,675
CenterPoint Energy, Inc.	17,504		255,033
CMS Energy Corp.	169,267		2,110,759
Consolidated Edison, Inc.	5,156		221,502
Dominion Resources, Inc.	69,536		2,974,750
DTE Energy Co.	4,649		186,518
Integrys Energy Group, Inc.	10,554		527,067
NiSource, Inc.	13,237		195,378
NorthWestern Corp.	25,000		628,250
Public Service Enterprise Group, Inc.	79,190		2,596,640
TECO Energy, Inc.	110,189		1,733,273
Xcel Energy, Inc.	12,009	¢	240,060
Oil, Gas & Consumable Fuels 11.4%		\$	12,124,905
Anadarko Petroleum Corp.	3,913	\$	189,820
Chevron Corp.	103,723	φ	8,555,073
ConocoPhillips	90,302		6,614,622
EOG Resources, Inc.	26,676		2,386,435
Exxon Mobil Corp.	228,240		17,725,118
Hess Corp.	21,226		1,742,230
Marathon Oil Corp.	47,026		1,874,927
Occidental Petroleum Corp.	48,622		3,425,420
Range Resources Corp.	4,421		189,528
Williams Cos., Inc.	84,159		1,990,360
XTO Energy, Inc.	21,701		1,009,531
	,	\$	45,703,064
Paper & Forest Products 0.6%			
International Paper Co.	36,027	\$	943,187
Louisiana-Pacific Corp.	51,977		483,386
MeadWestvaco Corp.	33,483		780,489
		\$	2,207,062
Personal Products 0.4%			
Alberto-Culver Co.	43,605	\$	1,187,800
Estee Lauder Cos., Inc., Class A	8,436		421,041
		\$	1,608,841
Pharmaceuticals 6.4%		<i>6</i>	
Abbott Laboratories	96,451	\$	5,553,649
Bristol-Myers Squibb Co.	151,729		3,163,550
Eli Lilly & Co.	30,507		1,343,223
Johnson & Johnson	107,999		7,482,171
Merck & Co., Inc.	58,832		1,856,738
Pfizer, Inc.	291,077		5,367,460
Schering-Plough Corp.	40,205	¢	742,586
		\$	25,509,377

Professional Services 0.1%		
Robert Half International, Inc.	8,477	\$ 209,806
		\$ 209,806

Developers Diversified Realty Corp.6,361\$20,1580Plum Creek Timber Co, Inc.29,7752888,175Sinon Property Group, Inc.29,7753799262Road & Rail0.8%11,4211.153,444Ryder System, Inc.17,4211.153,444Ryder System, Inc.3,031187,922Union Pacific Corp.17,4211.153,444Ryder System, Inc.3,031187,922Union Pacific Corp.17,4213.343,310Semiconductors & Semiconductor Equipment2.5%329,232Analog Devices, Inc.9,079\$229,232Applied Materials, Inc.126,0681.907,400Intel Corp.128,662.597,195KLA-Tencor Corp.62,4581.976,766Linear Technology Corp.62,4581.976,766KLA-Tencor Corp.62,4581.976,706KLMC Electorici Materials, Inc. (1)6,8231.928,18Microchip Technology, Inc.72,0342.149,391NVIDIA Corp. (1)6,8239.979,029Oracle Corp. (1)121,0462.458,444Quest Software J.B.C. (1)121,0462.458,444Quest Software, Inc. (1)121,0462.458,444Quest Software, Inc. (1)121,0462.30,458Specialty Retail 1.1%\$3.374,52,438Tiffany & Co.4.94,645.20,048Specialty Retail 1.1%\$3.074,2343Tiffany & Co.9.9%3.90,63Shower, Inc., (Ias B0.9%3.90,23,33Tif				
Plum Creek Timber Co., Inc. 14,236 709,807 Simon Property Group, Inc. 29,775 2,888,175 Road & Ruil 0.8% 7 Simon Property Group, Inc. 22,133 \$ 1,207,798 SX Corp. 22,133 \$ 1,207,798 Syde System, Inc. 30,31 187,922 1,153,444 Kyder System, Inc. 30,31 187,922 1,153,444 Kyder System, Inc. 30,31 187,922 1,160 794,146 Semiconductors & Semiconductor Equipment 2.5% \$ 3,343,310 29,232 Applied Materials, Inc. 12,006 1,207,068 1,207,058 2,29,232 Applied Materials, Inc. 12,006 2,09,232 3,433,310 20,6955 Intel Corp. 134,665 2,507,195 K1,A-Tencor Corp. 124,685 1,907,195 Linear Technology, Corp. 63,635 9,779,029 671,838 9,779,029 0,713 671,838 Software 3.4% 3 3,247,270 671,838 9,779,029 0,730 671				
Simon Property Group, Inc. 29,775 2.888,175 Road & Rail 0.8% 3,799,562 Road & Kail 0.8% 12,07,798 CSX Corp. 17,421 1.153,444 Ryder System, Inc. 17,421 1.153,444 Ryder System, Inc. 3,031 187,922 Union Pacific Corp. 11,160 794,146 Semiconductors & Semiconductor Equipment 2.5% 3,343,310 Semiconductors & Semiconductor Equipment 2.5% 3,343,310 Semiconductors & Semiconductor Equipment 2.5% 1,90,0740 Intel Corp. 138,665 2.29,713 5,297,195 KLA-Tencor Corp. 62,458 1,916,796 1,96,796 Linear Technology, Inc. 6,750 206,955 WHEC Electronic Materials, Inc. (1) 6,823 192,814 VIDIA Corp. (1) 62,730 671,838 Software 3.4% 3 2,149,391 VIDIA Corp. (1) 121,046 2,458,414 Quest Software, Inc. (1) 121,046 2,458,414 Quest Software, Inc. (1) 121,046 2,458,414 Quest Software, Inc. (1)<			\$	
Kail 0.8% 3,799,562 CSX Cop. 22,133 \$ 1,207,798 Norfolk Southern Corp. 11,421 1,153,444 Norfolk Southern Corp. 3,031 187,922 Union Pacific Corp. 3,031 187,922 Union Pacific Corp. 3,031 187,922 Analog Devices, Inc. 9,079 \$ 239,232 Applied Matrials, Inc. 126,066 1,907,409 184,665 2,507,195 LiA-Tencor Corp. 62,458 1,976,796 206,955 Microschip Technology Corp. 66,750 206,955 MiENC Electronic Materials, Inc. (1) 6823 192,818 21,49,391 192,818 NVIDIA Corp. (1) 68,233 192,818 3,770,203 671,838 Software 3.4% 3 1,27,058 \$ 12,876 Quest Software, Inc. (1) 121,046 2,48,444 13,337 762,343 Oracle Corp. (1) 121,046 2,48,844 13,337 762,345 Quest Software, Inc. (1) 17,700 224,613 2,520,68 2,520				,
Raad Rail 0.8% 22.133 \$ 1.07.798 CSX Corp. 22.133 \$ 1.120.798 Norlok Southern Corp. 17,421 1.153,444 Ryder System, Inc. 3.031 1.187,922 Union Pacific Corp. 1.110 7.941,46 Semiconductors & Semiconductor Equipment 2.5% 3.333.10 Analog Devices, Inc. 9.079 \$ 2.39,232 Applied Materials, Inc. 126.006 1.907,409 Intel Corp. 138,665 2.597,195 KLA-Tencor Corp. 62,458 1.976,790 Linear Technology Corp. 67,670 206,6955 MEMC Electronic Materials, Inc. (1) 6,823 192,818 Microsoft Corp. 62,458 1.976,790 Software 3.4% 2 149,391 Adobe Systems, Inc. (1) 32,525 \$ 1.28,762 Microsoft Corp. 366,393 9,770,029 Oracle Corp. (1) 121,046 2.458,844 Quest Software, Inc. (1) 17.00 2.24,613 Specinty Retail 1.1%	Simon Property Group, Inc.	29,775		, ,
CSX Carp. 22,133 \$ 1.207,798 Norfolk Southern Corp. 17,421 1,153,444 Norfolk Southern Corp. 3031 187,922 Union Pacific Corp. 11,160 794,146 Semiconductors & Semiconductor Equipment 2.5% 3.343,310 Analog Devices, Inc. 9,079 \$ 2.39,232 Applied Materials, Inc. 126,068 1.907,409 Intel Corp. 62,458 1.976,796 Linear Technology Corp. 62,458 1.976,796 Linear Technology Corp. 62,458 1.976,796 Microchi Technology, Inc. 73,034 2.149,391 NVIDA Corp. (1) 62,730 671,838 Software 3.4% \$ 9.941,634 Adobe Systems, Inc. (1) 32,525 \$ Microsoft Corp. 366,533 9,779,029 Oracle Corp. (1) 121,046 2.458,44 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% \$ 13,745,548 Specialty Retail 1.1% \$ 3.174,271 V Corp. 42,66 <t< td=""><td></td><td></td><td>\$</td><td>3,799,562</td></t<>			\$	3,799,562
Norfolk Southern Corp. 17,421 1,153,444 Ryder System, Inc. 3,031 187,922 Union Pacific Corp. 11,100 794,146 Semiconductors & Semiconductor Equipment 2.5% 3,031 187,922 Analog Devices, Inc. 9,079 \$ 239,232 Applied Materials, Inc. 126,068 1,907,409 Intel Corp. 138,665 2,557,195 KLA-Tencor Corp. 62,458 1,976,796 Linear Technology Corp. 67,50 206,955 MENC Electronic Materials, Inc. (1) 6,823 192,818 Microchip Technology, Inc. 73,034 2,149,391 NVIDIA Corp. (1) 62,730 671,838 Software 3.4% 5 1,283,762 Microschi Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,454,444 Quest Software, Inc. (1) 17,700 1224,613 Speciatly Retail 1.1% 17,701 224,613 Best Buy Co, Inc. 19,679 \$ 737,963 Horne Depot, Inc. 9,941,631 52,00,489 52,00,489 Sterriti				
Ryder System, Inc. 3.031 187.922 Union Pacific Corp. 11,160 794,146 Semiconductors & Semiconductor Equipment 2.5% 3.033 126,068 1.907,495 Analog Devices, Inc. 9.079 \$ 2.39,232 Applied Materials, Inc. 126,068 1.907,495 ILA - Tencor Corp. 62,458 1.907,6796 Linear Technology Corp. 67,50 206,955 MEMC Electronic Materials, Inc. (1) 68,23 192,818 Microchip Technology, Inc. 73,034 2,149,391 NVIDLA Corp. (1) 62,730 67,1838 Software 3.4% 3 3.031 1,283,762 Microsoft Corp. 366,393 9,779,029 076,955 Oracle Corp. (1) 121,046 2,458,416 2,458,448 Quest Software, Inc. (1) 17,700 224,613 50,737,963 Hore Depot, Inc. 99,679 \$ 73,73,963 Hore Depot, Inc. 99,578 2,500,689 2,500,489 Stervitue, Milliams Co, (The) 13,337 762,343 762,343 Tiffary & Co. \$ 3,252,570	1	· · · · · · · · · · · · · · · · · · ·	\$	
Union Pacific Corp. 11,160 794,146 Semiconductors & Semiconductor Equipment 2.5% 3,343,310 Analog Devices, Inc. 9,079 \$ 239,232 Applied Materials, Inc. 126,068 1,907,409 Intel Corp. 138,665 2,597,195 KLA-Tencor Corp. 62,458 1,976,796 62,658 1,927,193 Inter Corp. 67,50 206,0555 MEMC Electronic Materials, Inc. (1) 6,823 192,818 Microchip Technology, Corp. 73,034 2,149,391 2,149,391 NVIDIA Corp. (1) 62,730 67,1838 9941,634 Software 3.4% \$ 9941,634 2,449,391 VIDIA Corp. (1) 21,245 \$ 1,283,762 Microsoft Corp. 366,333 9,779,029 224,613 Quest Software, Inc. (1) 17,700 224,613 245,844 Quest Software, Inc. (1) 17,700 224,613 250,048 Sherwin-Willings Co. (Inc. 19,679 \$ 737,963,33 Sherwin-Willings Co. (The) 13,337 762,343	•			, ,
\$ 3,343,310 Semiconductors & Semiconductor Equipment 2.5% 9,079 \$ 239,232 Analog Devices, Inc. 126,068 1,907,409 Intel Corp. 138,665 2,597,195 KLA-Tencor Corp. 62,458 1,976,796 Linear Technology Corp. 6,750 206,055 MEMC Electronic Materials, Inc. (1) 6,823 192,818 Microchip Technology, Inc. 73,034 2,149,391 NVIDLA Corp. (1) 62,730 671,838 Software 3.4% 3,2525 1,283,762 Microschi Torp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 127,00 224,613 Specialty Retail 11.% 3,337 762,343 Stiffang & Co. 19,679 \$ 737,963 Home Depto, Inc. 9,9658 2,500,689 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 3,174,271 YF Corp. 4,621,003 \$ 3,204,075 3,204,075 </td <td></td> <td>,</td> <td></td> <td>,</td>		,		,
Semiconductors & Semiconductor Equipment 2.5% 9,079 \$ 239,232 Analog Devices, Inc. 9,079 \$ 239,232 Applied Materials, Inc. 126,068 1,907,409 Intel Corp. 138,665 2,597,195 KLA-Tencor Corp. 62,458 1,976,796 Linear Technology Corp. 6,730 206,925 Microchi Technology, Inc. 73,034 2,149,391 NVIDIA Corp. (1) 62,730 671,838 Software 3.4% \$ 9,911 9,079,029 Adobe Systems, Inc. (1) 32,525 \$ 1,283,762 Microsofi Corp. (1) 121,046 2,458,44 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% \$ 1,374,5648 Best Buy Co., Inc. 19,679 \$ 737,963 Horne Deort, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 YE Corp. 4,266 329,804 Vie Corp. \$ 3,504,075 3,504,075 Tiffany	Union Pacific Corp.	11,160		
Analog Devices, Inc. 9,07 \$ 239,232 Applied Materials, Inc. 126,068 1,907,409 Intel Corp. 138,665 2,597,195 KLA. Tencor Corp. 62,458 1.976,796 Linear Technology Corp. 67,50 206,955 MEMCE Electronic Materials, Inc. (1) 6,823 192,818 Microchip Technology, Inc. 73,034 2,149,391 NVIDIA Corp. (1) 62,730 671,838 Software 3.4% \$ 9,941,634 Adobe Systems, Inc. (1) 32,525 \$ 1,233,762 Microsoft Corp. 366,393 9,779,029 074,843 Quest Software, Inc. (1) 17,00 224,613 13,745,844 Quest Software, Inc. (1) 17,700 224,613 13,745,844 Specialty Retail 1.1% \$ 13,337 762,334 Sherwin-Williams Co. (The) 13,337 762,343 762,343 Tiffary & Co. \$ 3,294,016 \$ VF Corp. 4,266 329,804 \$ 3,174,271			\$	3,343,310
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Intel Corp. 138.665 2.597,195 KLA-Tencor Corp. 62,458 1.976,796 Linear Technology Corp. 67,50 206,055 MEMC Electronic Materials, Inc. (1) 6,823 192,818 Microchip Technology, Inc. 73,034 2,149,391 NVIDIA Corp. (1) 62,730 671.838 Software 3.4% \$9,941,634 \$9,941,634 Adobe Systems, Inc. (1) 32,525 \$ 1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 121,046 2,458,444 Quest Software, Inc. (1) 121,046 2,458,444 Specialty Retail 1.1% \$ 13,745,848 \$ Best Buy Cox, Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. \$ 4,521,043 \$ VF Corp. 42,66 329,804 VF Corp. \$ 4,521,043 \$ VF Corp.	-	-) - · ·	\$, -
KLA-Tencor Corp. 62,458 1,976,796 Linear Technology Corp. 6,750 206,955 MEMCE Electronic Materials, Inc. (1) 6,823 192,818 Microschip Technology, Inc. 73,034 2,149,391 NVIDIA Corp. (1) 62,730 671,838 Software 3.4% * 9,941,634 Microsoft Corp. 32,525 \$ 1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% * 13,745,848 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 2,200,48 Specialty Retail 1.1% * \$ 3,174,271 WF Corp. 14,641 520,048 \$ \$ 3,204,075 Tiffany & Co. 14,641 520,048 \$ 3,204,075 \$ 3,204,075 \$ 3,204,075 \$ 3,204,075 \$ 3,204,075 \$ 3,204,075 \$ 3,204,075				
Linear Technology Corp. 6,750 206,955 MEMC Electronic Materials, Inc. (1) 6,823 192,818 Microchip Technology, Inc. 73,034 2,149,391 NVIDIA Corp. (1) 62,730 671,838 \$ 9,941,634 Software 3.4% Adobe Systems, Inc. (1) 32,525 \$ 1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 \$ 13,745,848 Specialty Retail 1.1% Best Buy Co, Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffang & Co. 14,641 520,048 Stretiles, Apparel & Luxury Goods 0.9% Nike, Inc., Class B 0,9% Nike, Inc., C		,		
MEMC Electronic Materials, Inc. (1) 6,823 192,818 Microchip Technology, Inc. 73,034 2,149,391 NVIDIA Corp. (1) 62,730 671,838 Software 3.4% 32,525 \$1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% \$13,745,848 Best Buy Co., Inc. 19,679 \$737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Structure, Apparel & Luxury Goods 0.9% \$3,504,075 Nike, Inc., Class B 47,448 \$3,252,570 Reynolds American, Inc. 67,621 \$3,252,570 Reynolds American, Inc. \$6,138,266 707,042,116 Total Common Stocks \$407,042,116 507,042,116 Total Investments 101.7% \$407,042,116	KLA-Tencor Corp.	62,458		1,976,796
Microchip Technology, Inc. 73,034 2,149,391 NVIDA Corp. (1) 62,730 671,838 Software 3.4% \$9,941,634 Adobe Systems, Inc. (1) 32,525 \$1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,488,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% \$13,745,848 Best Buy Co., Inc. 19,679 \$737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 YF Corp. 4,651,043 \$4,521,043 Textiles, Apparel & Luxury Goods 0.9% \$3,504,075 Tobacco 1.5% \$3,522,570 Reynolds American, Inc. 67,621 \$3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Tobacco 15,677,794 \$1,438,266 Total Common Stocks \$407,042,116 Total Investments 101.7% \$407,042,11	Linear Technology Corp.	6,750		206,955
NVIDIA Corp. (1) 62,730 671,838 Software 3.4% \$ 9,941,634 Adobe Systems, Inc. (1) 32,525 \$ 1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% \$ 13,745,848 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% \$ 4,521,043 VF Corp. 4,266 329,804 Fbilip Morris International, Inc. 67,621 \$ 3,552,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 10.7%	MEMC Electronic Materials, Inc. (1)	6,823		
Software 3.4% 32,525 \$ 1,283,762 Adobe Systems, Inc. (1) 32,525 \$ 1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% \$ 13,745,848 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 \$ Sherwin-Williams Co. (The) 13,337 762,343 \$ Tiffany & Co. 14,6641 520,048 \$ \$ 4,521,043 Textiles, Apparel & Luxury Goods 0.9% \$ 3,174,271 \$ \$ 3,174,271 VF Corp. 42,266 329,804 \$ 3,174,271 \$ 3,252,570 Reynolds American, Inc. 67,621 \$ 3,252,570 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 \$ 3,252,570 \$ 6,138,266 Total Common Stocks \$	Microchip Technology, Inc.	· · · · · · · · · · · · · · · · · · ·		2,149,391
Software 3.4% 32,525 \$ 1,283,762 Adobe Systems, Inc. (1) 32,525 \$ 1,283,762 Microsoft Corp. 366,393 \$ 9,779,029 Oracle Corp. (1) 121,046 \$ 2,458,444 Quest Software, Inc. (1) 17,700 \$ 224,613 Specialty Retail 1.1% 17,700 \$ 737,963 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 \$ 2,500,689 Sherwin-Williams Co. (The) 13,337 \$ 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% 47,448 \$ 3,174,271 Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 \$ 697,794 UST, Inc. 32,881 \$ 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 101.7% \$ 407,042,116	NVIDIA Corp. (1)	62,730		671,838
Adobe Systems, Inc. (1) 32,525 \$ 1,283,762 Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% 13,745,848 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Sterkin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 4,521,043 \$ Textiles, Apparel & Luxury Goods 0.9% \$ 32,504,075 Toke, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 \$ Tobacco 15% \$ 3,252,570 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 \$ UST, Inc. 32,881 2,187,902 </td <td></td> <td></td> <td>\$</td> <td>9,941,634</td>			\$	9,941,634
Microsoft Corp. 366,393 9,779,029 Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% \$ 13,745,848 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 13,337 762,343 Tiffany & Co. \$ 4,521,043 \$ 4,521,043 Textiles, Apparel & Luxury Goods 0.9% \$ 4,521,043 Nike, Inc., Class B 0.9% \$ 3,174,271 VF Corp. 4,266 329,804 Fobacco 15% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. \$ 6,138,266 5,179,902 UST, Inc. 32,881 2,187,902 \$ 6,138,266 Total Common Stocks \$ 407,042,116 5,142,216 </td <td>Software 3.4%</td> <td></td> <td></td> <td></td>	Software 3.4%			
Oracle Corp. (1) 121,046 2,458,444 Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 11,700 224,613 Specialty Retail 11,700 224,613 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% \$ Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 14,352 697,794 UST, Inc. 2,881 2,187,902 UST, Inc. 3,281 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 101.7%	Adobe Systems, Inc. (1)	32,525	\$	1,283,762
Quest Software, Inc. (1) 17,700 224,613 Specialty Retail 1.1% Best Buy Co., Inc. 19,679 \$ Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% \$ Nike, Inc., Class B 47,448 \$ VF Corp. 4,266 329,804 VF Corp. 4,266 329,804 Willip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 67,621 \$ 3,252,570 UST, Inc. 32,881 2,187,902 \$ 6,138,266 Total Common Stocks \$ 407,042,116 \$ 407,042,116	Microsoft Corp.	366,393		9,779,029
Specialty Retail 1.1% 13,745,848 Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% 4,521,043 Textiles, Apparel & Luxury Goods 0.9% 3,174,271 Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 101.7%	Oracle Corp. (1)	121,046		2,458,444
Specialty Retail 1.1% 19,679 \$ 737,963 Best Buy Co., Inc. 96,589 2,500,689 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffang & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% \$ 4,521,043 Nike, Inc., Class B 4,944 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 14,352 6,97,994 UST, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 67,621 \$ 6,138,266 Total Common Stocks \$ 6,138,266 \$ 6,138,266 Total Investments 101.7% \$ 407,042,116 \$ 407,042,116	Quest Software, Inc. (1)	17,700		224,613
Best Buy Co., Inc. 19,679 \$ 737,963 Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% \$ 4,521,043 Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 101.7% \$ 407,042,116			\$	13,745,848
Home Depot, Inc. 96,589 2,500,689 Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% \$ 4,521,043 Textiles, Apparel & Luxury Goods 0.9% \$ 3,174,271 Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 \$ Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 6,138,266 \$ 6,138,266 Total Investments 101.7% \$ 407,042,116	Specialty Retail 1.1%			
Sherwin-Williams Co. (The) 13,337 762,343 Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% \$ 4,521,043 Textiles, Apparel & Luxury Goods 0.9% \$ 3,174,271 Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 6,138,266 \$ 407,042,116 Total Investments 101.7% \$ 407,042,116	Best Buy Co., Inc.	19,679	\$	737,963
Tiffany & Co. 14,641 520,048 Textiles, Apparel & Luxury Goods 0.9% 4,521,043 Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 7 Tobacco 1.5% 8 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 5 Cotal Common Stocks \$ 407,042,116 Total Investments 101.7% \$ 407,042,116	Home Depot, Inc.	96,589		2,500,689
Textiles, Apparel & Luxury Goods 0.9% Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 101.7%	Sherwin-Williams Co. (The)	13,337		762,343
Textiles, Apparel & Luxury Goods 0.9% Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 101.7%	Tiffany & Co.	14,641		520,048
Textiles, Apparel & Luxury Goods 0.9% Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 6,138,266 Total Investments 101.7% \$ 407,042,116			\$	4,521,043
Nike, Inc., Class B 47,448 \$ 3,174,271 VF Corp. 4,266 329,804 Tobacco 1.5% \$ 3,504,075 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 407,042,116 Total Investments 101.7%	Textiles, Apparel & Luxury Goods 0.9%			
* 3,504,075 Tobacco 1.5% * Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks * 6,138,266 (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7% *	Nike, Inc., Class B	47,448	\$	3,174,271
* 3,504,075 Tobacco 1.5% * Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks * 6,138,266 (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7% *	VF Corp.	4,266		329,804
Tobacco 1.5% 67,621 \$ 3,252,570 Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks 6,138,266 (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7% 101.7%			\$	3,504,075
Philip Morris International, Inc. 67,621 \$ 3,252,570 Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 Total Common Stocks \$ 6,138,266 (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7%	Tobacco 1.5%			, , , , ,
Reynolds American, Inc. 14,352 697,794 UST, Inc. 32,881 2,187,902 5 6,138,266 Total Common Stocks \$ (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7%	Philip Morris International, Inc.	67,621	\$	3,252,570
UST, Inc. 32,881 2,187,902 \$ 6,138,266 Total Common Stocks (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7%		,		
Total Common Stocks \$ 6,138,266 (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7%	UST, Inc.			
Total Common Stocks (identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7% \$ \$			\$	
(identified cost \$377,177,659) \$ 407,042,116 Total Investments 101.7%	Total Common Stocks			-,,
Total Investments 101.7%			¢	407 042 116
			φ	407,042,110
(identified cost \$5//,1//,039) \$ 407,042,116			¢	
	(identified cost \$3//,1//,039)		\$	407,042,116

Covered Call Options Written (1.8)%

Description	Number of Contracts	Strike Price	Expiration Date		Value
S&P 500 Index	222	\$ 1,185	10/18/08	\$	(710,400)
S&P 500 Index	1,510	1,210	10/18/08		(3,442,800)
S&P 500 Index	1,681	1,215	10/18/08		(3,109,850)
Total Covered Call Options Written (premiums received \$9,063,405) Other Assets, Less Liabilities 0.1%				\$ \$	(7,263,050) 474,234

Net Assets 100.0	%	400,253,300

ADR American Depository Receipt Non-income producing security.

(1)

The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2008, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 377,145,784
Gross unrealized appreciation	\$ 49,084,339
Gross unrealized depreciation	(19,188,007)
Net unrealized appreciation	\$ 29,896,332

Written call options activity for the fiscal year to date ended September 30, 2008 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	3,239	\$ 7,157,841
Options written	29,907	71,317,838
Options terminated in closing purchase transactions	(29,733)	(69,412,274)
Outstanding, end of period	3,413	\$ 9,063,405

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At September 30, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements, effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, 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

• 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)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At September 30, 2008, the inputs used in valuing the Fund s investments, which are carried at value, were as follows:

Valuation Inputs

Investments in Securities Other Financial Instruments*

Level 1	Quoted Prices	\$	407,042,116 \$	(7,263,050)
Level 2	Other Significant Observable Inputs			
Level 3	Significant Unobservable Inputs			
Total		\$	407,042,116 \$	(7,263,050)
		+	+	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

*Other financial instruments are written call options, which are valued at the unrealized appreciation (depreciation) on the instrument.

The Fund held no investments or other financial instruments as of December 31, 2007 whose fair value was determined using Level 3 inputs.

For information on the Fund s policy regarding valuation of investments and other significant accounting policies, please refer to the Fund s most recent financial statements included in its semiannual or annual report to shareholders.

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Item 2. Controls and Procedures

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

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

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 Tax-Managed Buy-Write Income Fund

By: /s/ Duncan W. Richardson Duncan W. Richardson President

Date: November 21, 2008

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/ Duncan W. Richardson Duncan W. Richardson President
Date:	November 21, 2008
By:	/s/ Barbara E. Campbell Barbara E. Campbell Treasurer
Date:	November 21, 2008