

EnerSys
Form 8-K
January 02, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): January 2, 2014

EnerSys
(Exact name of registrant as specified in its charter)

Commission File Number: 1-32253

Delaware (State or other jurisdiction of incorporation) 2366 Bernville Road, Reading, Pennsylvania 19605 (Address of principal executive offices, including zip code) (610) 208-1991 (Registrant's telephone number, including area code)	23-3058564 (IRS Employer Identification No.)
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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On January 2, 2014, EnerSys issued a press release announcing that its 3.375% Convertible Senior Notes have become convertible through March 31, 2014. The press release, attached hereto as Exhibit 99.1, is incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release, dated January 2, 2014, of EnerSys regarding its 3.375% Convertible Senior Notes.

Signature(s)

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

EnerSys

Date: January 2, 2014

By: /s/ Michael J. Schmidlein
Michael J. Schmidlein
Senior Vice President Finance & Chief Financial
Officer

Exhibit Index

Exhibit No.	Description
EX-99.1	Press Release, dated January 2, 2014, of EnerSys regarding its 3.375% Convertible Senior Notes.

Term Loan, 2.21%, Maturing December 29, 2014

4,031 3,740,231

Term Loan, 2.22%, Maturing December 28, 2015

3,581 3,323,211

Goodyear Tire & Rubber Co.

Term Loan - Second Lien, 1.93%, Maturing April 30, 2014

4,450 4,305,375

HHI Holdings, LLC

Term Loan, 7.00%, Maturing March 21, 2017

471 466,723

Metaldyne Company, LLC

Term Loan, 5.25%, Maturing May 18, 2017

3,105 3,074,241

SRAM, LLC

Term Loan, 4.76%, Maturing June 7, 2018

1,388 1,395,405

TI Automotive, Ltd.

Term Loan, 9.50%, Maturing July 29, 2016

995 994,962

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Tomkins, LLC		
Term Loan, 4.25%, Maturing September 29, 2016	2,158	\$ 2,154,237
TriMas Corp.		
Term Loan, 4.25%, Maturing June 21, 2017	1,119	1,113,778
Veyance Technologies, Inc.		
Term Loan, 2.80%, Maturing July 31, 2014	294	273,003
Term Loan, 2.80%, Maturing July 31, 2014	2,050	1,906,044
Term Loan - Second Lien, 6.05%, Maturing July 31, 2015	2,100	1,813,875
		\$ 40,608,424
Beverage and Tobacco 0.0%		
Maine Beverage Co., LLC		
Term Loan, 2.12%, Maturing March 31, 2013	178	\$ 171,000
		\$ 171,000
Building and Development 0.5%		
Beacon Sales Acquisition, Inc.		
Term Loan, 2.35%, Maturing September 30, 2013	822	\$ 799,339
Forestar Real Estate Group, Inc.		
Revolving Loan, 0.49%, Maturing August 6, 2013 ⁽³⁾	311	292,711
Term Loan, 6.50%, Maturing August 6, 2015	2,854	2,754,443
NCI Building Systems, Inc.		
Term Loan, 8.00%, Maturing April 18, 2014	610	593,116
Panolam Industries International, Inc.		
Term Loan, 8.25%, Maturing December 31, 2013	1,807	1,730,294
RE/MAX International, Inc.		
Term Loan, 5.50%, Maturing April 15, 2016	2,175	2,175,103
Realogy Corp.		
Term Loan, 3.20%, Maturing October 10, 2013	98	91,679
Term Loan, 3.44%, Maturing October 10, 2013	975	915,618
WCI Communities, Inc.		
Term Loan, 10.05%, Maturing September 2, 2016 ⁽⁴⁾	781	752,978
		\$ 10,105,281
Business Equipment and Services 4.3%		
Acosta, Inc.		
Term Loan, 4.75%, Maturing March 1, 2018	2,214	\$ 2,161,295
Advantage Sales & Marketing, Inc.		
Term Loan, 5.25%, Maturing December 18, 2017	1,881	1,852,785
Affinion Group, Inc.		
Term Loan, 5.00%, Maturing October 10, 2016	5,534	4,917,920
Allied Security Holdings, LLC		

Term Loan, 5.00%, Maturing February 3, 2017 Altegrity, Inc.		546	546,557
Term Loan, 3.04%, Maturing February 21, 2015 Audatex North America, Inc.		2,832	2,637,118
Term Loan, 3.19%, Maturing May 16, 2014 BAR/BRI Review Courses, Inc.	EUR	1,059	1,343,778
Term Loan, 6.00%, Maturing June 16, 2017 Brand Energy and Infrastructure Services, Inc.		775	774,031
Term Loan, 2.87%, Maturing February 7, 2014		910	742,402
Term Loan, 3.80%, Maturing February 7, 2014 Brickman Group Holdings, Inc.		983	830,875
Term Loan, 7.25%, Maturing October 14, 2016 Brock Holdings III, Inc.		1,312	1,315,849
Term Loan, 6.00%, Maturing March 16, 2017 Catalina Marketing Corp.		1,067	1,037,597
Term Loan, 3.05%, Maturing October 1, 2014 ClientLogic Corp.		1,984	1,900,083
Term Loan, 7.14%, Maturing January 30, 2017		1,171	1,098,634

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Education Management, LLC Term Loan, 2.38%, Maturing June 3, 2013	4,128	\$ 3,908,214
Endurance International Group, Inc. (The) Term Loan, 7.75%, Maturing December 20, 2017	875	872,812
Go Daddy Operating Company, LLC Term Loan, 7.00%, Maturing December 17, 2018	1,571	1,573,812
KAR Auction Services, Inc. Term Loan, 5.00%, Maturing May 19, 2017	3,084	3,049,138
Kronos, Inc. Term Loan, 5.33%, Maturing June 9, 2017	1,456	1,423,325
Term Loan, Maturing December 28, 2017 ⁽⁵⁾	875	855,312
Meritas, LLC Term Loan, 7.50%, Maturing July 28, 2017	831	818,781
Mitchell International, Inc. Term Loan - Second Lien, 5.88%, Maturing March 30, 2015	2,500	2,309,375
MSCI, Inc. Term Loan, 3.75%, Maturing March 14, 2017	1,077	1,085,909
N.E.W. Holdings I, LLC Term Loan, 6.00%, Maturing March 23, 2016	1,917	1,778,150
National CineMedia, LLC Term Loan, 2.05%, Maturing February 13, 2015	2,333	2,256,216
Protection One Alarm Monitoring, Inc. Term Loan, 6.00%, Maturing June 4, 2016	997	992,131
Quantum Corp. Term Loan, 3.80%, Maturing July 14, 2014	107	105,099
Quintiles Transnational Corp. Term Loan, 5.00%, Maturing June 8, 2018	4,552	4,481,863
Res-Care, Inc. Term Loan, 7.25%, Maturing December 22, 2016	1,489	1,429,173
Sabre, Inc. Term Loan, 2.33%, Maturing September 30, 2014	7,485	6,202,999
Sensus USA, Inc. Term Loan, 4.75%, Maturing May 9, 2017	720	717,764
SunGard Data Systems, Inc. Term Loan, 2.03%, Maturing February 28, 2014	439	429,232
Term Loan, 4.00%, Maturing February 26, 2016	13,378	13,068,745
SymphonyIRI Group, Inc. Term Loan, 5.00%, Maturing December 1, 2017	896	887,105
TransUnion, LLC Term Loan, 4.75%, Maturing February 12, 2018	993	991,880
Travelport, LLC Term Loan, 4.87%, Maturing August 21, 2015	1,563	1,306,965
Term Loan, 4.87%, Maturing August 21, 2015	2,109	1,763,534
Term Loan, 5.08%, Maturing August 21, 2015	446	372,997
Term Loan, 6.05%, Maturing August 21, 2015	EUR 739	800,602

U.S. Security Holdings, Inc.

Term Loan, 1.50%, Maturing July 28, 2017 ⁽³⁾	130	128,879
Term Loan, 6.00%, Maturing July 28, 2017	668	660,133

West Corp.

Term Loan, 2.75%, Maturing October 24, 2013	552	548,444
Term Loan, 4.58%, Maturing July 15, 2016	1,341	1,336,409
Term Loan, 4.68%, Maturing July 15, 2016	3,816	3,802,110

\$ 81,116,032

Cable and Satellite Television 2.2%**Bragg Communications, Inc.**

Term Loan, 3.02%, Maturing August 31, 2014	1,546	\$ 1,530,851
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Cequel Communications, LLC

Term Loan, 2.27%, Maturing November 5, 2013	2,808	2,781,804
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Borrower/Tranche Description	Principal Amount*	Value
	(000 s omitted)	
Crown Media Holdings, Inc.		
Term Loan, 5.75%, Maturing July 14, 2018	547	\$ 544,514
CSC Holdings, Inc.		
Term Loan, 3.29%, Maturing March 29, 2016	2,624	2,566,602
Insight Midwest Holdings, LLC		
Term Loan, 2.02%, Maturing April 7, 2014	4,067	4,031,111
Lavena Holdings 4 GmbH		
Term Loan, 4.20%, Maturing March 6, 2015	EUR 2,045	2,055,575
Term Loan, 4.45%, Maturing March 4, 2016	EUR 2,045	2,055,575
Term Loan, 8.83%, Maturing March 6, 2017 ⁽⁴⁾	EUR 522	349,310
Term Loan - Second Lien, 5.58%, Maturing September 2, 2016	EUR 452	370,365
MCC Iowa, LLC		
Term Loan, 1.97%, Maturing January 30, 2015	2,329	2,202,785
Mediacom Broadband, LLC		
Term Loan, 4.50%, Maturing October 23, 2017	1,822	1,783,527
Mediacom Illinois, LLC		
Term Loan, 1.97%, Maturing January 30, 2015	4,597	4,343,988
Mediacom, LLC		
Term Loan, 4.50%, Maturing October 23, 2017	1,010	981,019
NDS Finance, Ltd.		
Term Loan, 4.00%, Maturing March 12, 2018	993	967,687
P7S1 Broadcasting Holding II B.V.		
Term Loan, 3.97%, Maturing July 1, 2016	EUR 1,235	1,472,336
UPC Broadband Holding B.V.		
Term Loan, 4.96%, Maturing December 31, 2016	EUR 4,531	5,548,882
Term Loan, 5.21%, Maturing December 29, 2017	EUR 1,962	2,425,049
UPC Financing Partnership		
Term Loan, 3.87%, Maturing December 30, 2016	239	231,365
Term Loan, 3.77%, Maturing December 29, 2017	1,815	1,753,943
Term Loan, 4.75%, Maturing December 29, 2017	400	393,750
YPSO Holding SA		
Term Loan, 4.81%, Maturing June 6, 2016 ⁽⁴⁾	EUR 561	597,460
Term Loan, 4.81%, Maturing June 6, 2016 ⁽⁴⁾	EUR 915	974,802
Term Loan, 4.81%, Maturing June 6, 2016 ⁽⁴⁾	EUR 1,367	1,456,543
		\$ 41,418,843
Chemicals and Plastics 1.7%		
Arizona Chemical, Inc.		
Term Loan, Maturing December 22, 2017 ⁽⁵⁾	1,375	\$ 1,379,297
Ashland, Inc.		
Term Loan, 3.75%, Maturing August 23, 2018	2,243	2,254,910
Celanese U.S. Holdings, LLC		
Term Loan, 3.12%, Maturing October 31, 2016	2,097	2,108,332
Term Loan, 4.24%, Maturing October 31, 2016	EUR 1,349	1,743,315

General Chemical Corp.

Term Loan, 5.00%, Maturing October 6, 2015	624	621,119
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Harko C.V.

Term Loan, 5.75%, Maturing August 2, 2017	550	548,625
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Huntsman International, LLC

Term Loan, 1.93%, Maturing April 21, 2014	794	773,004
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Term Loan, 2.88%, Maturing April 19, 2017	2,166	2,079,204
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Ineos Holdings, Ltd.

Term Loan, 9.00%, Maturing June 16, 2015	EUR	500	600,748
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Ineos US Finance, LLC

Term Loan, 7.50%, Maturing December 16, 2013	142	145,449
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Term Loan, 8.00%, Maturing December 16, 2014	142	145,629
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MacDermid, Inc.

Term Loan, 3.27%, Maturing April 11, 2014	EUR	768	971,757
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Momentive Performance Materials USA, Inc.

Term Loan, 3.81%, Maturing May 5, 2015	2,840	2,721,343
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Borrower/Tranche Description	Principal Amount*	Value
	(000 s omitted)	
Momentive Specialty Chemicals, Inc.		
Term Loan, Maturing May 6, 2013 ⁽⁵⁾	163	\$ 155,412
Term Loan, Maturing May 6, 2013 ⁽⁵⁾	399	384,512
Term Loan, Maturing May 6, 2013 ⁽⁵⁾	938	903,026
Term Loan, 4.06%, Maturing May 5, 2015	861	831,790
Term Loan, 4.19%, Maturing May 5, 2015	2,281	2,189,901
Term Loan, 4.38%, Maturing May 5, 2015	386	373,000
Norit NV		
Term Loan, 6.75%, Maturing July 7, 2017	1,347	1,339,892
Rockwood Specialties Group, Inc.		
Term Loan, 3.50%, Maturing February 9, 2018	2,239	2,249,478
Schoeller Arca Systems Holding B.V.		
Term Loan, 5.98%, Maturing November 16, 2015	EUR 289	267,479
Term Loan, 5.98%, Maturing November 16, 2015	EUR 824	762,632
Term Loan, 5.98%, Maturing November 16, 2015	EUR 887	820,667
Solutia, Inc.		
Term Loan, 3.50%, Maturing August 1, 2017	2,371	2,375,512
Styron S.A.R.L., LLC		
Term Loan, 6.00%, Maturing August 2, 2017	1,856	1,607,203
Univar, Inc.		
Term Loan, 5.00%, Maturing June 30, 2017	2,998	2,901,021
		\$ 33,254,257
 Clothing/Textiles 0.0%		
Phillips-Van Heusen Corp.		
Term Loan, 3.50%, Maturing May 6, 2016	682	\$ 683,810
		\$ 683,810
 Conglomerates 0.5%		
Jarden Corp.		
Term Loan, 3.30%, Maturing March 30, 2018	848	\$ 850,495
Jason, Inc.		
Term Loan, 8.25%, Maturing September 21, 2014	249	244,533
Term Loan, 7.75%, Maturing September 22, 2014	224	219,388
Term Loan, 8.25%, Maturing September 22, 2014	99	97,785
Rexnord Corp.		
Term Loan, 2.56%, Maturing July 19, 2013	404	397,189
Term Loan, 2.89%, Maturing July 19, 2013	2,682	2,648,443
RGIS Holdings, LLC		
Term Loan, 3.08%, Maturing April 30, 2014	96	93,819
Term Loan, 3.08%, Maturing April 30, 2014	1,929	1,876,384
Spectrum Brands, Inc.		
Term Loan, 5.00%, Maturing June 17, 2016	772	773,941

Walter Energy, Inc.

Term Loan, 4.00%, Maturing April 2, 2018	2,095	2,082,095
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		\$ 9,284,072
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Containers and Glass Products 1.2%**Berry Plastics Corp.**

Term Loan, 2.28%, Maturing April 3, 2015	4,470	\$ 4,272,767
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BWAY Corp.

Term Loan, 4.50%, Maturing February 23, 2018	235	231,864
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Term Loan, 4.50%, Maturing February 23, 2018	2,545	2,515,272
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Consolidated Container Co., LLC

Term Loan - Second Lien, 5.81%, Maturing September 28, 2014	2,000	1,700,000
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Graphic Packaging International, Inc.

Term Loan, 2.39%, Maturing May 16, 2014	5,620	5,600,328
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Pelican Products, Inc.

Term Loan, 5.00%, Maturing March 7, 2017	792	786,060
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Reynolds Group Holdings, Inc.		
Term Loan, 6.50%, Maturing February 9, 2018	3,044	\$ 3,020,820
Term Loan, 6.50%, Maturing August 9, 2018	3,034	3,022,069
Sealed Air Corp.		
Term Loan, 4.75%, Maturing October 3, 2018	691	699,459
TricorBraun, Inc.		
Term Loan, 2.52%, Maturing July 31, 2013	979	932,424
		\$ 22,781,063
Cosmetics/Toiletries 0.3%		
Bausch & Lomb, Inc.		
Term Loan, 3.55%, Maturing April 24, 2015	532	\$ 520,936
Term Loan, 3.77%, Maturing April 24, 2015	2,180	2,134,703
Huish Detergents, Inc.		
Term Loan, 2.26%, Maturing April 25, 2014	1,218	1,082,164
KIK Custom Products, Inc.		
Term Loan - Second Lien, 5.27%, Maturing November 28, 2014	1,900	1,222,333
Prestige Brands, Inc.		
Term Loan, 4.75%, Maturing March 24, 2016	734	731,074
		\$ 5,691,210
Drugs 0.4%		
Capsugel Holdings US, Inc.		
Term Loan, 5.25%, Maturing August 1, 2018	1,397	\$ 1,400,690
Endo Pharmaceuticals Holdings, Inc.		
Term Loan, 4.00%, Maturing June 18, 2018	1,017	1,019,146
Graceway Pharmaceuticals, LLC		
Term Loan, 0.00%, Maturing May 3, 2012 ⁽⁶⁾	54	29,375
Term Loan, 14.00%, Maturing November 3, 2013 ⁽⁴⁾	1,566	4,893
Term Loan - Second Lien, 0.00%, Maturing May 3, 2013 ⁽⁶⁾	2,000	45,000
Warner Chilcott Co., LLC		
Term Loan, 3.75%, Maturing March 17, 2016	1,388	1,380,409
Term Loan, 4.25%, Maturing March 15, 2018	754	746,286
Term Loan, 4.25%, Maturing March 15, 2018	1,509	1,492,571
WC Luxco S.A.R.L.		
Term Loan, 4.25%, Maturing March 15, 2018	1,037	1,026,143
		\$ 7,144,513
Ecological Services and Equipment 0.1%		
Big Dumpster Merger Sub, Inc.		
Term Loan, 2.55%, Maturing February 5, 2013	806	\$ 671,588
Term Loan, 2.55%, Maturing February 5, 2013	930	775,580

Environmental Systems Products Holdings, Inc.Term Loan - Second Lien, 13.50%, Maturing September 12, 2014⁽⁷⁾ 200 180,179**Viking Consortium Borrower, Ltd.**Term Loan - Second Lien, 6.83%, Maturing March 31, 2016⁽⁴⁾ GBP 515 301,856**\$ 1,929,203****Electronics/Electrical 2.7%****Aeroflex, Inc.**

Term Loan, 4.25%, Maturing May 9, 2018 1,719 \$ 1,624,331

Aspect Software, Inc.

Term Loan, 6.25%, Maturing May 6, 2016 1,916 1,908,643

Attachmate Corp.

Term Loan, 6.50%, Maturing April 27, 2017 2,888 2,837,890

Cinedigm Digital Funding I, LLC

Term Loan, 5.25%, Maturing April 29, 2016 693 668,358

Datatel, Inc.Term Loan, Maturing July 13, 2018⁽⁵⁾ 1,325 1,327,484**Dealer Computer Services, Inc.**

Term Loan, 3.75%, Maturing April 20, 2018 2,223 2,215,006

Borrower/Tranche Description	Principal Amount*	Value
	(000 s omitted)	
DG FastChannel, Inc.		
Term Loan, 5.75%, Maturing July 26, 2018	1,741	\$ 1,715,140
Eagle Parent, Inc.		
Term Loan, 5.00%, Maturing May 16, 2018	2,786	2,630,449
Edwards (Cayman Island II), Ltd.		
Term Loan, 5.50%, Maturing May 31, 2016	1,188	1,122,165
Freescal Semiconductor, Inc.		
Term Loan, 4.52%, Maturing December 1, 2016	4,321	4,169,824
Infogroup, Inc.		
Term Loan, 5.75%, Maturing May 22, 2018	972	894,697
Infor Enterprise Solutions Holdings		
Term Loan, 5.80%, Maturing March 3, 2014	500	401,250
Term Loan, 5.05%, Maturing July 28, 2015	257	236,598
Term Loan, 6.05%, Maturing July 28, 2015	2,048	1,945,167
Term Loan, 6.05%, Maturing July 28, 2015	3,924	3,693,898
Term Loan - Second Lien, 6.54%, Maturing March 3, 2014	550	447,333
Term Loan - Second Lien, 6.55%, Maturing March 3, 2014	950	774,589
Microsemi Corp.		
Term Loan, 5.75%, Maturing February 2, 2018	1,671	1,674,990
NeuStar, Inc.		
Term Loan, 5.00%, Maturing November 8, 2018	1,022	1,024,994
Nxp B.V.		
Term Loan, 4.50%, Maturing March 3, 2017	2,556	2,437,487
Term Loan, 5.50%, Maturing March 3, 2017	1,097	1,066,390
Open Solutions, Inc.		
Term Loan, 2.55%, Maturing January 23, 2014	2,334	2,012,473
SafeNet, Inc.		
Term Loan, 2.80%, Maturing April 12, 2014	948	912,778
Sensata Technologies Finance Co., LLC		
Term Loan, 4.00%, Maturing May 11, 2018	3,756	3,727,954
Serena Software, Inc.		
Term Loan, 4.54%, Maturing March 10, 2016	3,206	3,031,770
SkillSoft Corp.		
Term Loan, 6.50%, Maturing May 26, 2017	274	274,998
Term Loan, 6.50%, Maturing May 26, 2017	978	980,832
VeriFone Inc.		
Term Loan, 4.25%, Maturing December 28, 2018	525	525,328
Vertafore, Inc.		
Term Loan, 5.25%, Maturing July 29, 2016	2,059	2,016,402
Web.com Group, Inc.		
Term Loan, 7.00%, Maturing October 27, 2017	2,275	2,110,062
		\$ 50,409,280

Equipment Leasing 0.3%

BakerCorp. International, Inc.

Term Loan, 5.00%, Maturing June 1, 2018	898	\$	890,456
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Delos Aircraft, Inc.

Term Loan, 7.00%, Maturing March 17, 2016	775		780,037
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International Lease Finance Corp.

Term Loan, 6.75%, Maturing March 17, 2015	4,050		4,074,470
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		\$	5,744,963
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Financial Intermediaries 1.5%**AmWINS Group, Inc.**

Term Loan - Second Lien, 6.07%, Maturing June 8, 2014	500	\$	473,750
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Asset Acceptance Capital Corp.

Term Loan, 8.75%, Maturing November 8, 2017	1,375		1,326,875
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CB Richard Ellis Services, Inc.

Term Loan, 3.55%, Maturing March 5, 2018	652		638,844
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Term Loan, 3.78%, Maturing September 4, 2019	616		603,352
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Borrower/Tranche Description	Principal Amount*		Value
	(000 s omitted)		
Citco III, Ltd.			
Term Loan, 6.25%, Maturing June 29, 2018	2,788	\$	2,663,012
Fifth Third Processing Solutions, LLC			
Term Loan, 4.50%, Maturing November 3, 2016	347		347,086
First Data Corp.			
Term Loan, 3.04%, Maturing September 24, 2014	1,000		905,694
Term Loan, 3.04%, Maturing September 24, 2014	2,346		2,125,195
Term Loan, 3.04%, Maturing September 24, 2014	2,654		2,400,438
Grosvenor Capital Management Holdings, LLP			
Term Loan, 4.31%, Maturing December 5, 2016	624		600,986
iPayment, Inc.			
Term Loan, 5.75%, Maturing May 8, 2017	1,009		996,152
LPL Holdings, Inc.			
Term Loan, 2.11%, Maturing June 28, 2013	1,145		1,143,184
Term Loan, 4.25%, Maturing June 25, 2015	3,605		3,623,203
Mercury Payment Systems Canada, LLC			
Term Loan, 6.50%, Maturing July 3, 2017	721		721,375
Mondrian Investment Partners, Ltd.			
Term Loan, 5.50%, Maturing July 12, 2018	1,012		1,011,595
Nuveen Investments, Inc.			
Term Loan, 3.51%, Maturing November 13, 2014	1,842		1,761,377
Term Loan, 6.01%, Maturing May 12, 2017	2,153		2,075,430
Term Loan, Maturing May 13, 2017 ⁽⁵⁾	550		554,125
RJO Holdings Corp.			
Term Loan, 6.29%, Maturing December 10, 2015 ⁽⁷⁾	32		26,494
Term Loan, 7.04%, Maturing December 10, 2015 ⁽⁷⁾	1,029		777,947
RPI Finance Trust			
Term Loan, 4.00%, Maturing May 9, 2018	3,756		3,736,172
		\$	28,512,286
Food Products 1.7%			
Dean Foods Co.			
Term Loan, 2.08%, Maturing April 2, 2014	5,667	\$	5,422,969
Del Monte Foods Co.			
Term Loan, 4.50%, Maturing March 8, 2018	6,070		5,781,199
Dole Food Co., Inc.			
Term Loan, 5.04%, Maturing July 6, 2018	1,062		1,060,337
High Liner Foods, Inc.			
Term Loan, 7.75%, Maturing January 3, 2018	675		671,625
JBS USA Holdings, Inc.			
Term Loan, 4.25%, Maturing May 25, 2018	1,070		1,045,558
Michael Foods Group, Inc.			
Term Loan, 4.25%, Maturing February 23, 2018	1,441		1,424,506
NBTY, Inc.			

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Term Loan, 4.25%, Maturing October 2, 2017	6,321	6,268,613
Pierre Foods, Inc.		
Term Loan, 7.00%, Maturing September 30, 2016	2,356	2,351,807
Pinnacle Foods Holdings Corp.		
Term Loan, 2.80%, Maturing April 2, 2014	7,077	6,920,167
Solvest, Ltd.		
Term Loan, 5.03%, Maturing July 6, 2018	1,973	1,969,197
		\$ 32,915,978

Food Service 1.6%

Aramark Corp.

Term Loan, 2.11%, Maturing January 27, 2014	137	\$ 134,445
Term Loan, 2.45%, Maturing January 27, 2014	1,696	1,664,182
Term Loan, 3.08%, Maturing January 27, 2014	GBP 950	1,401,582
Term Loan, 3.49%, Maturing July 26, 2016	246	240,466
Term Loan, 3.83%, Maturing July 26, 2016	3,742	3,656,445

Borrower/Tranche Description	Principal Amount* (000 \$ omitted)	Value
Buffets, Inc.		
Term Loan, 16.00%, Maturing April 21, 2015 ⁽⁴⁾	1,562	\$ 759,142
Term Loan, 11.66%, Maturing April 22, 2015 ⁽⁴⁾⁽⁷⁾	169	76,758
Burger King Corp.		
Term Loan, 4.50%, Maturing October 19, 2016	5,440	5,357,083
Denny's, Inc.		
Term Loan, 5.25%, Maturing September 30, 2016	653	652,856
DineEquity, Inc.		
Term Loan, 4.27%, Maturing October 19, 2017	2,421	2,391,240
Dunkin' Brands, Inc.		
Term Loan, 4.00%, Maturing November 23, 2017	2,284	2,253,557
JRD Holdings, Inc.		
Term Loan, 2.55%, Maturing July 2, 2014	1,700	1,678,051
OSI Restaurant Partners, LLC		
Term Loan, 2.74%, Maturing June 14, 2013	547	520,183
Term Loan, 2.74%, Maturing June 14, 2014	6,058	5,755,872
Sagittarius Restaurants, LLC		
Term Loan, 7.51%, Maturing May 18, 2015	537	532,031
Selecta		
Term Loan - Second Lien, 5.64%, Maturing December 28, 2015	EUR 741	575,615
U.S. Foodservice, Inc.		
Term Loan, 2.79%, Maturing July 3, 2014	1,984	1,840,901
Wendy's/Arby's Restaurants, LLC		
Term Loan, 5.00%, Maturing May 24, 2017	1,006	1,006,248
		\$ 30,496,657
Food/Drug Retailers 1.5%		
Alliance Boots Holdings, Ltd.		
Term Loan, 3.63%, Maturing July 9, 2015	GBP 4,950	\$ 6,930,630
Term Loan, 3.85%, Maturing July 9, 2015	EUR 1,000	1,203,653
General Nutrition Centers, Inc.		
Term Loan, 4.25%, Maturing March 2, 2018	2,400	2,376,000
Pantry, Inc. (The)		
Term Loan, 2.05%, Maturing May 15, 2014	290	281,340
Term Loan, 2.05%, Maturing May 15, 2014	1,007	977,017
Rite Aid Corp.		
Term Loan, 2.04%, Maturing June 4, 2014	5,710	5,423,742
Term Loan, 4.50%, Maturing March 2, 2018	4,565	4,369,013
Roundy's Supermarkets, Inc.		
Term Loan, 7.00%, Maturing November 3, 2013	3,645	3,644,838
Supervalu, Inc.		
Term Loan, 4.50%, Maturing April 28, 2018	3,474	3,411,223
		\$ 28,617,456

Health Care 4.3%**Alere, Inc.**

Term Loan, 4.50%, Maturing June 30, 2017	600	\$	585,000
Term Loan, 4.50%, Maturing June 30, 2017	2,594		2,539,200

Alliance Healthcare Services

Term Loan, 7.25%, Maturing June 1, 2016	933		822,468
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Ardent Medical Services, Inc.

Term Loan, 6.50%, Maturing September 18, 2015	723		718,651
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Aveta Holdings, LLC

Term Loan, 8.50%, Maturing April 14, 2015	508		504,306
Term Loan, 8.50%, Maturing April 14, 2015	508		504,306

Biomet, Inc.

Term Loan, 3.47%, Maturing March 25, 2015	3,830		3,737,670
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CareStream Health, Inc.

Term Loan, 5.00%, Maturing February 25, 2017	2,456		2,225,819
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Carl Zeiss Vision Holding GmbH

Term Loan, 4.00%, Maturing September 30, 2019 ⁽⁴⁾	135		113,556
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Catalent Pharma Solutions		
Term Loan, 2.55%, Maturing April 10, 2014	1,094	\$ 1,055,623
Term Loan, 3.33%, Maturing April 10, 2014	EUR 1,915	2,391,742
CDRL MS, Inc.		
Term Loan, 6.75%, Maturing September 30, 2016	878	871,132
Community Health Systems, Inc.		
Term Loan, 2.55%, Maturing July 25, 2014	363	352,868
Term Loan, 2.76%, Maturing July 25, 2014	7,063	6,869,777
Term Loan, 3.96%, Maturing January 25, 2017	3,542	3,434,504
ConMed Corp.		
Term Loan, 1.08%, Maturing April 12, 2013	566	554,333
ConvaTec, Inc.		
Term Loan, 5.75%, Maturing December 22, 2016	992	986,887
CRC Health Corp.		
Term Loan, 5.08%, Maturing November 16, 2015	1,180	1,100,182
Dako EQT Project Delphi		
Term Loan - Second Lien, 4.12%, Maturing December 12, 2016	750	611,250
DJO Finance, LLC		
Term Loan, 3.30%, Maturing May 20, 2014	831	799,466
Drumm Investors, LLC		
Term Loan, 5.00%, Maturing May 4, 2018	1,990	1,740,046
Emergency Medical Services Corp.		
Term Loan, 5.25%, Maturing May 25, 2018	1,992	1,948,475
Fenwal, Inc.		
Term Loan, 2.77%, Maturing February 28, 2014	141	132,910
Term Loan, 2.77%, Maturing February 28, 2014	825	775,078
Fresenius US Finance I, Inc.		
Term Loan, 3.50%, Maturing September 10, 2014	355	354,271
Term Loan, 3.50%, Maturing September 10, 2014	621	620,194
Grifols, Inc.		
Term Loan, 6.00%, Maturing June 1, 2017	2,388	2,385,762
HCA, Inc.		
Term Loan, 3.83%, Maturing March 31, 2017	4,961	4,719,195
Term Loan, 3.55%, Maturing May 1, 2018	2,152	2,039,160
Health Management Associates, Inc.		
Term Loan, 4.50%, Maturing November 16, 2018	1,025	1,021,407
Iasis Healthcare, LLC		
Term Loan, 5.00%, Maturing May 3, 2018	1,787	1,728,439
Immucor, Inc.		
Term Loan, 7.25%, Maturing August 17, 2018	748	753,424
inVentiv Health, Inc.		
Term Loan, 6.50%, Maturing August 4, 2016	1,973	1,893,684
Term Loan, 6.75%, Maturing May 15, 2018	1,340	1,286,280
Kindred Healthcare, Inc.		
Term Loan, 5.25%, Maturing June 1, 2018	1,741	1,626,618

Kinetic Concepts, Inc.		
Term Loan, 7.00%, Maturing May 4, 2018	3,750	3,788,531
Lifepoint Hospitals, Inc.		
Term Loan, 3.28%, Maturing April 15, 2015	2,901	2,842,867
MedAssets, Inc.		
Term Loan, 5.25%, Maturing November 16, 2016	951	949,298
Medpace, Inc.		
Term Loan, 6.50%, Maturing June 16, 2017	920	874,356
MultiPlan, Inc.		
Term Loan, 4.75%, Maturing August 26, 2017	3,625	3,465,985
Pharmaceutical Products Development		
Term Loan, 6.25%, Maturing December 5, 2018	2,075	2,072,406
Physiotherapy Associates, Inc.		
Term Loan, 7.50%, Maturing June 27, 2013	908	903,124
Term Loan - Second Lien, 12.00%, Maturing June 27, 2014 ⁽⁷⁾	500	397,250

Borrower/Tranche Description	Principal Amount*	Value
	(000 s omitted)	
RadNet Management, Inc.		
Term Loan, 5.75%, Maturing April 6, 2016	2,346	\$ 2,230,047
Select Medical Corp.		
Term Loan, 5.50%, Maturing May 25, 2018	3,234	3,093,622
Sunrise Medical Holdings B.V.		
Term Loan, 6.75%, Maturing May 13, 2014	EUR 735	880,253
TriZetto Group, Inc. (The)		
Term Loan, 4.75%, Maturing May 2, 2018	1,567	1,544,272
Universal Health Services, Inc.		
Term Loan, 3.75%, Maturing November 15, 2016	992	991,465
Vanguard Health Holding Co. II, LLC		
Term Loan, 5.00%, Maturing January 29, 2016	1,234	1,213,365
VWR Funding, Inc.		
Term Loan, 2.80%, Maturing June 30, 2014	2,267	2,181,867
		\$ 81,232,391
Home Furnishings 0.6%		
Hunter Fan Co.		
Term Loan, 2.79%, Maturing April 16, 2014	467	\$ 428,342
Term Loan - Second Lien, 7.04%, Maturing October 16, 2014	500	408,125
National Bedding Co., LLC		
Term Loan, 4.13%, Maturing November 28, 2013	3,243	3,203,407
Term Loan - Second Lien, 5.50%, Maturing February 28, 2014	2,550	2,492,625
Oreck Corp.		
Term Loan - Second Lien, 4.07%, Maturing March 19, 2016 ⁽⁷⁾	527	473,962
Sofia III S.A.R.L.		
Term Loan, 1.80%, Maturing June 24, 2016	EUR 387	402,163
Yankee Candle Co., Inc. (The)		
Term Loan, 2.55%, Maturing February 6, 2014	3,923	3,878,181
		\$ 11,286,805
Industrial Equipment 0.6%		
Alliance Laundry Systems, LLC		
Term Loan, 6.25%, Maturing September 30, 2016	679	\$ 679,829
Butterfly Wendel US, Inc.		
Term Loan, 3.44%, Maturing June 23, 2014	590	585,833
Term Loan, 4.19%, Maturing June 22, 2015	589	585,644
Colfax Corp.		
Term Loan, Maturing December 7, 2018 ⁽⁵⁾	1,350	1,352,320
Generac CCMP Acquisition Corp.		
Term Loan, 2.80%, Maturing November 11, 2013	1,740	1,721,169
Husky Injection Molding Systems, Ltd.		
Term Loan, 6.50%, Maturing June 29, 2018	997	997,078

KION Group GmbH

Term Loan, 3.80%, Maturing December 23, 2014 ⁽⁴⁾	258	196,462
Term Loan, 4.05%, Maturing December 23, 2015 ⁽⁴⁾	258	196,462

Manitowoc Co., Inc. (The)

Term Loan, 4.25%, Maturing November 13, 2017	602	595,727
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Polypore, Inc.

Term Loan, 2.30%, Maturing July 3, 2014	4,058	3,974,495
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Unifrax Corp.

Term Loan, 7.00%, Maturing November 28, 2018	400	401,000
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\$ 11,286,019

Insurance 0.9%**Alliant Holdings I, Inc.**

Term Loan, 3.58%, Maturing August 21, 2014	2,688	\$ 2,623,325
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Applied Systems, Inc.

Term Loan, 5.50%, Maturing December 8, 2016	992	973,252
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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Asurion, LLC		
Term Loan, 5.50%, Maturing May 24, 2018	6,394	\$ 6,314,389
Term Loan - Second Lien, 9.00%, Maturing May 24, 2019	1,175	1,163,250
C.G. JCF Corp.		
Term Loan, 3.30%, Maturing August 1, 2014	658	638,057
HUB International Holdings, Inc.		
Term Loan, 3.08%, Maturing June 13, 2014	210	202,048
Term Loan, 3.08%, Maturing June 13, 2014	936	898,824
Sedgwick CMS Holdings, Inc.		
Term Loan, 5.00%, Maturing December 30, 2016	661	647,458
U.S.I. Holdings Corp.		
Term Loan, 2.80%, Maturing May 5, 2014	2,609	2,504,591
Term Loan, 7.00%, Maturing May 5, 2014	977	975,056
		\$ 16,940,250
Leisure Goods/Activities/Movies 1.8%		
AMC Entertainment, Inc.		
Term Loan, 3.55%, Maturing December 15, 2016	1,659	\$ 1,627,286
AMC Networks, Inc.		
Term Loan, 4.00%, Maturing December 31, 2018	1,468	1,456,618
Bombardier Recreational Products		
Term Loan, 2.90%, Maturing June 28, 2013	2,854	2,811,674
Bright Horizons Family Solutions, Inc.		
Term Loan, 4.30%, Maturing May 28, 2015	240	238,721
Cedar Fair, L.P.		
Term Loan, 4.00%, Maturing December 15, 2017	2,412	2,411,056
Cinemark USA, Inc.		
Term Loan, 3.62%, Maturing April 29, 2016	3,643	3,628,506
Clubcorp Operations, Inc.		
Term Loan, 6.00%, Maturing November 30, 2016	1,997	1,998,314
Deluxe Entertainment Services Group, Inc.		
Term Loan, 6.25%, Maturing May 11, 2013	41	41,209
Term Loan, 6.25%, Maturing May 11, 2013	562	560,448
Term Loan - Second Lien, 11.00%, Maturing November 11, 2013	500	492,500
Live Nation Entertainment, Inc.		
Term Loan, 4.50%, Maturing November 7, 2016	4,289	4,274,428
Merlin Entertainment Group		
Term Loan, 5.02%, Maturing July 21, 2017	GBP 1,720	2,545,239
Regal Cinemas Corp.		
Term Loan, 3.58%, Maturing August 23, 2017	3,960	3,934,426
Revolution Studios Distribution Co., LLC		
Term Loan, 4.05%, Maturing December 21, 2014	1,526	1,113,791
Term Loan - Second Lien, 7.30%, Maturing June 21, 2015 ⁽⁷⁾	2,050	634,270
SeaWorld Parks & Entertainment, Inc.		

Term Loan, 3.05%, Maturing February 17, 2016	982	967,617
Term Loan, 4.00%, Maturing August 17, 2017	910	907,158
Six Flags Theme Parks, Inc.		
Term Loan, 4.25%, Maturing December 20, 2018	2,200	2,193,125
Town Sports International, Inc.		
Term Loan, 7.00%, Maturing May 11, 2018	1,045	1,038,904
Zuffa, LLC		
Term Loan, 2.31%, Maturing June 19, 2015	1,454	1,395,688
		\$ 34,270,978

Lodging and Casinos 0.8%**Ameristar Casinos, Inc.**

Term Loan, 4.00%, Maturing April 13, 2018	993	\$ 993,327
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Caesars Entertainment Operating Co.

Term Loan, 3.37%, Maturing January 28, 2015	2,130	1,857,311
Term Loan, 3.42%, Maturing January 28, 2015	2,250	1,960,000
Term Loan, 3.42%, Maturing January 28, 2015	1,759	1,530,456

Borrower/Tranche Description	Principal Amount*		Value
	(000 s omitted)		
Gala Group, Ltd.			
Term Loan, 5.77%, Maturing May 30, 2018	GBP	1,775	\$ 2,058,817
Herbst Gaming, Inc.			
Term Loan, 10.00%, Maturing December 31, 2015		816	819,498
Isle of Capri Casinos, Inc.			
Term Loan, 4.75%, Maturing November 1, 2013		868	864,450
Las Vegas Sands, LLC			
Term Loan, 2.93%, Maturing November 23, 2016		719	692,244
Term Loan, 2.93%, Maturing November 23, 2016		2,638	2,535,400
LodgeNet Entertainment Corp.			
Term Loan, 6.50%, Maturing April 4, 2014		739	647,864
Penn National Gaming, Inc.			
Term Loan, 3.75%, Maturing July 16, 2018		1,219	1,224,489
Tropicana Entertainment, Inc.			
Term Loan, 15.00%, Maturing March 8, 2013		70	76,835
			\$ 15,260,691
Nonferrous Metals/Minerals 0.5%			
Compass Minerals Group, Inc.			
Term Loan, 3.05%, Maturing January 15, 2016		1,703	\$ 1,668,468
Fairmount Minerals, Ltd.			
Term Loan, 5.25%, Maturing March 15, 2017		2,627	2,627,250
Noranda Aluminum Acquisition Corp.			
Term Loan, 2.05%, Maturing May 16, 2014		357	353,771
Novelis, Inc.			
Term Loan, 3.75%, Maturing March 10, 2017		698	688,125
Term Loan, 3.75%, Maturing March 10, 2017		2,079	2,048,855
Oxbow Carbon and Mineral Holdings, LLC			
Term Loan, 3.93%, Maturing May 8, 2016		1,420	1,382,854
			\$ 8,769,323
Oil and Gas 0.6%			
Buffalo Gulf Coast Terminals, LLC			
Term Loan, 7.50%, Maturing October 31, 2017		599	\$ 601,492
CITGO Petroleum Corp.			
Term Loan, 8.00%, Maturing June 24, 2015		530	532,479
Term Loan, 9.00%, Maturing June 23, 2017		493	502,104
Crestwood Holdings, LLC			
Term Loan, 10.50%, Maturing September 30, 2016		506	515,010
Frac Tech International, LLC			
Term Loan, 6.25%, Maturing May 6, 2016		3,163	3,127,988
Gibson Energy			
Term Loan, 5.75%, Maturing June 15, 2018		2,239	2,242,482

MEG Energy Corp.

Term Loan, 4.00%, Maturing March 16, 2018	1,147	1,146,408
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Obsidian Natural Gas Trust

Term Loan, 7.00%, Maturing November 2, 2015	1,180	1,178,733
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Sheridan Production Partners I, LLC

Term Loan, 6.50%, Maturing April 20, 2017	134	134,552
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Term Loan, 6.50%, Maturing April 20, 2017	220	220,286
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Term Loan, 6.50%, Maturing April 20, 2017	1,660	1,662,435
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		\$ 11,863,969
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Publishing 1.7%**Aster Zweite Beteiligungs GmbH**

Term Loan, 4.80%, Maturing December 30, 2016	1,075	\$ 951,375
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Term Loan, 4.80%, Maturing December 30, 2016	1,194	1,057,071
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Term Loan, 4.80%, Maturing December 30, 2016	1,277	1,132,632
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Term Loan, 6.00%, Maturing December 30, 2016	EUR 472	546,364
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Term Loan, 6.00%, Maturing December 30, 2016	EUR 528	610,372
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Term Loan - Second Lien, 8.33%, Maturing June 29, 2018	EUR 1,500	1,487,094
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Borrower/Tranche Description	Principal Amount*	Value
	(000 s omitted)	
Cengage Learning Acquisitions, Inc.		
Term Loan, 2.55%, Maturing July 3, 2014	1,659	\$ 1,420,475
GateHouse Media Operating, Inc.		
Term Loan, 2.30%, Maturing August 28, 2014	2,921	663,263
Term Loan, 2.30%, Maturing August 28, 2014	4,147	941,681
Term Loan, 2.55%, Maturing August 28, 2014	964	218,856
Getty Images, Inc.		
Term Loan, 5.25%, Maturing November 7, 2016	1,961	1,967,915
Interactive Data Corp.		
Term Loan, 4.50%, Maturing February 12, 2018	2,208	2,189,911
Laureate Education, Inc.		
Term Loan, 5.25%, Maturing August 15, 2018	5,346	4,994,104
MediaNews Group, Inc.		
Term Loan, 8.50%, Maturing March 19, 2014	144	134,853
Merrill Communications, LLC		
Term Loan, 7.50%, Maturing December 24, 2012	1,382	1,331,256
Nelson Education, Ltd.		
Term Loan, 3.08%, Maturing July 3, 2014	624	503,082
Nielsen Finance, LLC		
Term Loan, 2.28%, Maturing August 9, 2013	6,943	6,870,465
Term Loan, 3.53%, Maturing May 2, 2016	1,985	1,947,051
Penton Media, Inc.		
Term Loan, 5.00%, Maturing August 1, 2014 ⁽⁴⁾	968	601,774
SGS International, Inc.		
Term Loan, 3.80%, Maturing September 30, 2013	595	589,328
Source Interlink Companies, Inc.		
Term Loan, 7.25%, Maturing June 18, 2013	1,119	1,077,220
Term Loan, 15.00%, Maturing March 18, 2014 ⁽⁴⁾	825	763,171
Star Tribune Co. (The)		
Term Loan, 8.00%, Maturing September 28, 2014	29	26,233
Term Loan, 8.00%, Maturing September 29, 2014	25	25,219
		\$ 32,050,765
Radio and Television 1.6%		
Block Communications, Inc.		
Term Loan, 2.30%, Maturing December 21, 2012	1,974	\$ 1,956,728
Clear Channel Communication		
Term Loan, 3.95%, Maturing January 28, 2016	1,000	741,944
Cumulus Media, Inc.		
Term Loan, 5.75%, Maturing September 17, 2018	4,550	4,463,741
Entercom Radio, LLC		
Term Loan, 6.27%, Maturing November 23, 2018	600	601,000
Foxco Acquisition Sub, LLC		
Term Loan, 4.75%, Maturing July 14, 2015	891	872,467

Gray Television, Inc.		
Term Loan, 3.78%, Maturing December 31, 2014	1,740	1,691,665
HIT Entertainment, Inc.		
Term Loan, 5.52%, Maturing June 1, 2012	993	991,650
Lin Television Corp.		
Term Loan, 5.00%, Maturing December 21, 2018	600	597,750
Local TV Finance, LLC		
Term Loan, 2.30%, Maturing May 7, 2013	1,712	1,655,302
Mission Broadcasting, Inc.		
Term Loan, 5.00%, Maturing September 30, 2016	653	651,422
Nexstar Broadcasting, Inc.		
Term Loan, 5.00%, Maturing September 30, 2016	3,006	2,998,893
Raycom TV Broadcasting, LLC		
Term Loan, 4.50%, Maturing May 31, 2017	920	883,560
Sinclair Television Group, Inc.		
Term Loan, Maturing December 15, 2016 ⁽⁵⁾	750	749,981

Borrower/Tranche Description	Principal Amount*		Value
	(000 s omitted)		
Tyrol Acquisition 2 SAS			
Term Loan, 4.83%, Maturing January 29, 2016	EUR	750	\$ 800,332
Term Loan, 5.08%, Maturing January 29, 2016	EUR	750	800,332
Univision Communications, Inc.			
Term Loan, 2.30%, Maturing September 29, 2014		4,218	4,037,921
Term Loan, 4.55%, Maturing March 31, 2017		4,218	3,776,217
Weather Channel			
Term Loan, 4.25%, Maturing February 13, 2017		1,270	1,270,136
			\$ 29,541,041
Retailers (Except Food and Drug) 1.2%			
99 Cents Only Store			
Term Loan, Maturing December 28, 2018 ⁽⁵⁾		525	\$ 520,406
Amscan Holdings, Inc.			
Term Loan, 6.75%, Maturing December 4, 2017		2,494	2,485,894
Dollar General Corp.			
Term Loan, 3.12%, Maturing July 7, 2014		1,000	1,000,126
FTD, Inc.			
Term Loan, 4.75%, Maturing June 11, 2018		1,393	1,365,140
J. Crew Operating Corp.			
Term Loan, 4.75%, Maturing March 7, 2018		2,687	2,530,683
Jo-Ann Stores, Inc.			
Term Loan, 4.75%, Maturing March 16, 2018		2,689	2,588,156
Michael Stores, Inc.			
Term Loan, 5.02%, Maturing July 29, 2016		926	911,011
Neiman Marcus Group, Inc.			
Term Loan, 4.75%, Maturing May 16, 2018		3,250	3,143,699
Pilot Travel Centers, LLC			
Term Loan, 4.25%, Maturing March 30, 2018		1,676	1,676,397
Savers, Inc.			
Term Loan, 4.25%, Maturing March 3, 2017		1,069	1,058,111
Service Master Co.			
Term Loan, 2.80%, Maturing July 24, 2014		291	278,605
Term Loan, 2.83%, Maturing July 24, 2014		2,926	2,797,655
Visant Holding Corp.			
Term Loan, 5.26%, Maturing December 22, 2016		1,295	1,217,379
Vivarte SA			
Term Loan, 3.08%, Maturing March 9, 2015	EUR	31	29,161
Term Loan, 3.08%, Maturing March 9, 2015	EUR	122	113,405
Term Loan, 3.08%, Maturing March 9, 2015	EUR	782	728,382
Term Loan, 3.70%, Maturing March 8, 2016	EUR	782	728,382
Term Loan, 3.70%, Maturing May 29, 2016	EUR	31	29,161
Term Loan, 3.70%, Maturing May 29, 2016	EUR	122	113,405

		\$ 23,315,158
Steel 0.2%		
JMC Steel Group, Inc.		
Term Loan, 4.75%, Maturing April 3, 2017	645	\$ 640,690
SunCoke Energy, Inc.		
Term Loan, 4.00%, Maturing July 26, 2018	547	540,410
Tube City IMS Corp.		
Term Loan, 2.30%, Maturing January 25, 2014	2,555	2,449,865
Term Loan, 2.58%, Maturing January 25, 2014	324	310,946
		\$ 3,941,911
Surface Transport 0.3%		
Hertz Corp.		
Term Loan, 3.75%, Maturing March 9, 2018	3,325	\$ 3,271,537

Borrower/Tranche Description	Principal Amount*	Value
	(000 s omitted)	
Swift Transportation Co., Inc.		
Term Loan, 6.00%, Maturing December 21, 2016	2,083	\$ 2,089,762
		\$ 5,361,299
Telecommunications 1.9%		
Cellular South, Inc.		
Term Loan, 4.50%, Maturing July 27, 2017	920	\$ 915,773
ERC Luxembourg Holdings, Ltd.		
Term Loan, 2.96%, Maturing September 30, 2014	EUR 1,797	1,375,437
Term Loan, 3.21%, Maturing September 30, 2015	EUR 1,797	1,375,718
Intelsat Jackson Holdings SA		
Term Loan, 5.25%, Maturing April 2, 2018	10,497	10,475,384
IPC Systems, Inc.		
Term Loan, 3.34%, Maturing May 31, 2014	GBP 1,366	1,982,812
Macquarie UK Broadcast, Ltd.		
Term Loan, 3.02%, Maturing December 1, 2014	GBP 1,071	1,446,278
MetroPCS Wireless		
Term Loan, 4.06%, Maturing March 16, 2018	6,149	5,995,028
NTELOS, Inc.		
Term Loan, 4.00%, Maturing August 7, 2015	1,216	1,203,643
SBA Finance		
Term Loan, 3.75%, Maturing June 29, 2018	1,020	1,015,413
Syniverse Technologies, Inc.		
Term Loan, 5.25%, Maturing December 21, 2017	992	993,722
Telesat Canada		
Term Loan, 3.30%, Maturing October 31, 2014	312	309,088
Term Loan, 3.30%, Maturing October 31, 2014	3,627	3,598,216
TowerCo Finance, LLC		
Term Loan, 5.25%, Maturing February 2, 2017	645	645,932
Windstream Corp.		
Term Loan, 3.13%, Maturing December 17, 2015	3,861	3,833,977
		\$ 35,166,421
Utilities 0.8%		
AES Corp.		
Term Loan, 4.25%, Maturing June 1, 2018	2,754	\$ 2,755,479
Calpine Corp.		
Term Loan, 4.50%, Maturing April 2, 2018	1,020	1,002,452
Term Loan, 4.50%, Maturing April 2, 2018	2,630	2,581,907
Dynegy Midwest Generation, LLC		
Term Loan, 9.25%, Maturing August 4, 2016	549	554,523
Dynegy Power, LLC		
Term Loan, 9.25%, Maturing August 4, 2016	998	1,014,778

Invenergy, LLC		
Term Loan, 9.00%, Maturing November 21, 2017	775	765,312
NRG Energy, Inc.		
Term Loan, 4.00%, Maturing July 2, 2018	4,726	4,723,296
Texas Competitive Electric Holdings Co., LLC		
Term Loan, 4.78%, Maturing October 10, 2017	4,000	2,546,425
		\$ 15,944,172
Total Senior Floating-Rate Interests		
(identified cost \$817,726,138)		\$ 780,229,476

Corporate Bonds & Notes 50.1%

	Principal Amount*		Value
	(000 s omitted)		
Security			
Aerospace and Defense 0.7%			
Alliant Techsystems, Inc.			
6.875%, 9/15/20	760	\$	779,000
Huntington Ingalls Industries, Inc.			
6.875%, 3/15/18 ⁽⁸⁾	825		812,625
7.125%, 3/15/21 ⁽⁸⁾	2,670		2,629,950
Rural Metro Corp., Sr. Notes			
10.125%, 7/15/19 ⁽⁸⁾	1,105		1,046,988
TransDigm, Inc.			
7.75%, 12/15/18	6,545		7,068,600
		\$	12,337,163
Air Transport 0.3%			
CHC Helicopter SA, Sr. Notes			
9.25%, 10/15/20 ⁽⁸⁾	4,835	\$	4,375,675
Southwest Airlines Co., Sr. Notes			
5.75%, 12/15/16	850		944,133
		\$	5,319,808
Automotive 1.2%			
Affinia Group, Inc., Sr. Notes			
10.75%, 8/15/16 ⁽⁸⁾	2,964	\$	3,230,760
Allison Transmission, Inc.			
7.125%, 5/15/19 ⁽⁸⁾	1,040		1,024,400
American Axle & Manufacturing Holdings, Inc., Sr. Notes			
9.25%, 1/15/17 ⁽⁸⁾	1,174		1,279,660
Chrysler Group, LLC, Sr. Notes			
8.25%, 6/15/21 ⁽⁸⁾	1,835		1,679,025
Commercial Vehicle Group, Inc., Sr. Notes			
7.875%, 4/15/19 ⁽⁸⁾	1,080		1,044,900
Goodyear Tire & Rubber Co. (The), Sr. Notes			
10.50%, 5/15/16	2,106		2,332,395
Kia Motors Corp., Sr. Notes			
3.625%, 6/14/16 ⁽⁸⁾	1,400		1,389,591
Meritor, Inc.			
8.125%, 9/15/15	1,450		1,305,000
10.625%, 3/15/18	1,190		1,124,550
Navistar International Corp.			
8.25%, 11/1/21	2,795		2,987,156
Tomkins, LLC			
9.00%, 10/1/18	2,227		2,480,321

Tower Automotive Holdings USA, LLC/TA Holding Finance, Inc., Sr.**Notes**

10.625%, 9/1/17 ⁽⁸⁾	2,821	2,849,210
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Visteon Corp., Sr. Notes

6.75%, 4/15/19 ⁽⁸⁾	675	676,688
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	\$ 23,403,656
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Banks and Thrifts 1.2%**Allly Financial, Inc.**

6.25%, 12/1/17	3,295	\$ 3,191,481
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8.00%, 11/1/31	4,485	4,350,450
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Bank of America NA

5.30%, 3/15/17	1,805	1,630,104
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Bank of America NA, Sr. Notes

7.625%, 6/1/19	400	414,153
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5.625%, 7/1/20	1,230	1,137,685
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Capital One Financial Corp.

6.15%, 9/1/16	600	625,075
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Charter One Bank NA

6.375%, 5/15/12	800	806,398
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	Principal Amount*		Value
	(000 s omitted)		
Security			
Countrywide Financial Corp.			
6.25%, 5/15/16	950	\$	896,029
Fifth Third Bancorp			
8.25%, 3/1/38	910		1,115,298
HSBC Holdings PLC			
6.50%, 5/2/36	775		784,213
PNC Bank NA			
6.875%, 4/1/18	2,000		2,270,584
Sovereign Bank			
8.75%, 5/30/18	1,500		1,687,068
Standard Chartered Bank, Sr. Notes			
6.40%, 9/26/17 ⁽⁸⁾	2,275		2,345,329
Zions Bancorporation			
6.00%, 9/15/15	1,900		1,897,899
		\$	23,151,766
Broadcast Radio and Television 0.5%			
Clear Channel Worldwide Holdings, Inc.			
9.25%, 12/15/17	1,550	\$	1,681,750
Historic TW, Inc.			
6.625%, 5/15/29	500		590,178
LBI Media, Inc., Sr. Notes			
9.25%, 4/15/19 ⁽⁸⁾	1,830		1,640,137
XM Satellite Radio Holdings, Inc.			
13.00%, 8/1/14 ⁽⁸⁾	5,080		5,791,200
		\$	9,703,265
Brokers, Dealers and Investment Houses 0.4%			
Macquarie Bank, Ltd.			
6.625%, 4/7/21 ⁽⁸⁾	1,100	\$	1,015,513
Morgan Stanley, Sr. Notes			
7.30%, 5/13/19	1,900		1,937,238
SSI Investments II, Sr. Notes			
11.125%, 6/1/18	4,340		4,611,250
		\$	7,564,001
Building and Development 1.0%			
Building Materials Corp. of America, Sr. Notes			
6.75%, 5/1/21 ⁽⁸⁾	3,945	\$	4,152,113
CB Richard Ellis Service, Inc.			
6.625%, 10/15/20	3,270		3,368,100
CB Richard Ellis Service, Inc., Sr. Sub. Notes			

11.625%, 6/15/17	9,415	10,897,862
Interface, Inc., Sr. Notes		
7.625%, 12/1/18	860	913,750
		\$ 19,331,825
Business Equipment and Services 2.8%		
Abengoa Finance SAU		
8.875%, 11/1/17 ⁽⁸⁾	1,910	\$ 1,919,550
ACCO Brands Corp., Sr. Notes		
10.625%, 3/15/15	1,600	1,788,000
Avis Budget Car Rental, LLC/Avis Budget Finance, Inc.		
9.625%, 3/15/18	3,230	3,359,200
9.75%, 3/15/20	2,770	2,860,025
Brocade Communications Systems, Inc., Sr. Notes		
6.625%, 1/15/18	700	731,500
6.875%, 1/15/20	890	952,300
CMA CGM SA		
8.50%, 4/15/17 ⁽⁸⁾	3,070	1,373,825

	Principal Amount*	Value
	(000 s omitted)	
Security		
Education Management, LLC, Sr. Notes		
8.75%, 6/1/14	11,470	\$ 11,556,025
MDC Partners, Inc.		
11.00%, 11/1/16	1,145	1,230,875
RSC Equipment Rental, Inc.		
10.25%, 11/15/19	1,525	1,669,875
8.25%, 2/1/21	440	447,700
RSC Equipment Rental, Inc., Sr. Notes		
10.00%, 7/15/17 ⁽⁸⁾	4,540	5,311,800
Sitel, LLC/Sitel Finance Corp., Sr. Notes		
11.50%, 4/1/18	915	679,387
SunGard Data Systems, Inc., Sr. Notes		
10.625%, 5/15/15	11,035	11,807,450
TransUnion LLC/TransUnion Financing Corp.		
11.375%, 6/15/18 ⁽⁸⁾	3,880	4,452,300
United Rentals North America, Inc.		
10.875%, 6/15/16	2,730	3,043,950
		\$ 53,183,762
Cable and Satellite Television 1.2%		
Bresnan Broadband Holdings, LLC		
8.00%, 12/15/18 ⁽⁸⁾	470	\$ 491,150
Cablevision Systems Corp., Sr. Notes		
8.625%, 9/15/17	2,135	2,375,188
7.75%, 4/15/18	1,055	1,123,575
CCO Holdings, LLC/CCO Capital Corp.		
7.875%, 4/30/18	1,425	1,526,531
7.00%, 1/15/19	420	439,950
8.125%, 4/30/20 ⁽⁸⁾	365	401,500
7.375%, 6/1/20	2,110	2,236,600
Comcast Corp.		
6.95%, 8/15/37	500	637,179
CSC Holdings, LLC, Sr. Notes		
6.75%, 11/15/21 ⁽⁸⁾	2,780	2,939,850
Mediacom Broadband Corp., Sr. Notes		
8.50%, 10/15/15	3,290	3,405,150
Mediacom, LLC/Mediacom Capital Corp., Sr. Notes		
9.125%, 8/15/19	785	837,006
Time Warner Cable, Inc.		
8.75%, 2/14/19	1,055	1,348,655
UPCB Finance V, Ltd., Sr. Notes		
7.25%, 11/15/21 ⁽⁸⁾	4,560	4,639,800
		\$ 22,402,134

Chemicals and Plastics 1.7%**Celanese US Holdings, LLC**6.625%, 10/15/18⁽⁸⁾ 880 \$ 939,400

5.875%, 6/15/21 940 971,725

CF Industries, Inc., Sr. Notes

6.875%, 5/1/18 2,990 3,431,025

7.125%, 5/1/20 2,230 2,642,550

Chemtura Corp.

7.875%, 9/1/18 2,185 2,261,475

Dow Chemical Co. (The), Sr. Notes

4.125%, 11/15/21 970 996,524

Hexion US Finance Corp./Hexion Nova Scotia Finance, ULC

9.00%, 11/15/20 1,100 913,000

INEOS Finance PLC, Sr. Notes9.00%, 5/15/15⁽⁸⁾ 3,160 3,223,200**INEOS Group Holdings PLC, Sr. Sub. Notes**8.50%, 2/15/16⁽⁸⁾ 2,000 1,600,000

	Principal Amount*		Value
	(000 s omitted)		
Security			
Kraton Polymers LLC, Sr. Notes 6.75%, 3/1/19	695	\$	656,775
Lyondell Chemical Co., Sr. Notes 11.00%, 5/1/18	5,513		6,050,021
LyondellBasell Industries NV 6.00%, 11/15/21 ⁽⁸⁾	1,045		1,089,413
Nova Chemicals Corp., Sr. Notes 8.375%, 11/1/16	1,960		2,146,200
Polymer Group, Inc., Sr. Notes 7.75%, 2/1/19 ⁽⁸⁾	320		332,800
PolyOne Corp., Sr. Notes 7.375%, 9/15/20	585		605,475
Scotts Miracle-Gro Co. (The) 7.25%, 1/15/18	565		596,075
Solutia, Inc. 8.75%, 11/1/17	1,725		1,893,187
Styrolution Group GmbH, Sr. Notes 7.625%, 5/15/16 ⁽⁸⁾	EUR 1,150		1,049,314
Vertellus Specialties, Inc., Sr. Notes 9.375%, 10/1/15 ⁽⁸⁾	1,250		962,500
		\$	32,360,659
Clothing/Textiles 0.5%			
Oxford Industries, Inc., Sr. Notes 11.375%, 7/15/15	4,521	\$	4,973,100
Phillips-Van Heusen Corp., Sr. Notes 7.75%, 11/15/23	3,740		4,208,435
		\$	9,181,535
Conglomerates 0.4%			
Amsted Industries, Inc., Sr. Notes 8.125%, 3/15/18 ⁽⁸⁾	3,220	\$	3,429,300
General Electric Co., Sr. Notes 5.00%, 2/1/13	250		260,615
Manitowoc Co., Inc. (The) 9.50%, 2/15/18	800		856,000
8.50%, 11/1/20	1,470		1,556,362
RBS Global & Rexnord Corp. 11.75%, 8/1/16	1,775		1,872,625
		\$	7,974,902
Containers and Glass Products 0.7%			

BWAY Holding Co.			
10.00%, 6/15/18 ⁽⁸⁾	620	\$	663,400
Reynolds Group Holdings, Inc., Sr. Notes			
8.75%, 10/15/16 ⁽⁸⁾	2,030		2,146,725
7.125%, 4/15/19 ⁽⁸⁾	2,665		2,724,962
9.00%, 4/15/19 ⁽⁸⁾	1,020		974,100
9.875%, 8/15/19 ⁽⁸⁾	1,740		1,696,500
Sealed Air Corp., Sr. Notes			
8.375%, 9/15/21 ⁽⁸⁾	4,260		4,728,600
		\$	12,934,287
Diversified Financial Services 1.4%			
Bear Stearns Cos., LLC (The), Sr. Notes			
5.70%, 11/15/14	1,000	\$	1,088,398
CIT Group, Inc.			
7.00%, 5/1/15	9,245		9,275,046
8.50%, 5/22/19	615		724,724

	Principal Amount*		Value
	(000 s omitted)		
Security			
CIT Group, Inc., Sr. Notes			
5.25%, 4/1/14 ⁽⁸⁾	3,360	\$	3,364,200
7.00%, 5/1/17	5,660		5,667,075
CNH Capital, LLC			
6.25%, 11/1/16 ⁽⁸⁾	2,055		2,126,925
General Electric Capital Corp., Sr. Notes			
5.625%, 5/1/18	2,175		2,438,625
General Motors Financial Co., Inc.			
6.75%, 6/1/18 ⁽⁸⁾	1,365		1,399,125
Goldman Sachs Group, Inc. (The)			
5.95%, 1/15/27	900		844,576
		\$	26,928,694
Diversified Manufacturing Operations 0.1%			
Hutchison Whampoa International, Ltd.			
6.25%, 1/24/14 ⁽⁸⁾	500	\$	540,222
7.45%, 11/24/33 ⁽⁸⁾	400		538,216
		\$	1,078,438
Diversified Media 0.5%			
Catalina Marketing Corp.			
10.50%, 10/1/15 ⁽⁸⁾	3,255	\$	3,263,137
11.625%, 10/1/17 ⁽⁸⁾	4,150		4,025,500
Checkout Holding Corp., Sr. Notes			
0.00%, 11/15/15 ⁽⁸⁾	3,170		1,695,950
		\$	8,984,587
Drugs 0.8%			
Endo Pharmaceuticals Holdings, Inc.			
7.00%, 7/15/19 ⁽⁸⁾	1,260	\$	1,348,200
7.00%, 12/15/20 ⁽⁸⁾	1,275		1,361,063
7.25%, 1/15/22 ⁽⁸⁾	555		593,156
Jaguar Holding Co. II / Jaguar Merger Sub, Inc., Sr. Notes			
9.50%, 12/1/19 ⁽⁸⁾	5,050		5,327,750
Patheon, Inc., Sr. Notes			
8.625%, 4/15/17 ⁽⁸⁾	1,185		948,000
Warner Chilcott Co., LLC			
7.75%, 9/15/18	5,430		5,572,537
		\$	15,150,706
Ecological Services and Equipment 0.2%			

Casella Waste Systems, Inc. 7.75%, 2/15/19	960	\$	943,200
Casella Waste Systems, Inc., Sr. Notes 11.00%, 7/15/14	845		921,050
Clean Harbors, Inc., Sr. Notes 7.625%, 8/15/16	995		1,062,162
Environmental Systems Product Holdings, Inc., Jr. Notes 18.00%, 3/31/15 ⁽⁷⁾⁽⁸⁾	149		125,977
Waste Management, Inc. 7.75%, 5/15/32	560		782,068
		\$	3,834,457
Electronics/Electrical 0.7%			
Advanced Micro Devices, Inc., Sr. Notes 8.125%, 12/15/17	1,670	\$	1,740,975
7.75%, 8/1/20	945		975,713
Comision Federal de Electricidad 4.875%, 5/26/21 ⁽⁸⁾	1,100		1,144,000
Dominion Resources Inc., Sr. Notes 5.15%, 7/15/15	800		892,494

	Principal Amount*		Value
	(000 s omitted)		
Security			
Duke Energy Corp., Sr. Notes			
3.55%, 9/15/21	1,000	\$	1,024,484
PPL Energy Supply, LLC, Sr. Notes			
6.50%, 5/1/18	430		489,444
Scottish Power, Ltd., Sr. Notes			
5.375%, 3/15/15	1,040		1,094,966
Spectrum Brands, Inc.			
12.00%, 8/28/19 ⁽⁴⁾	3,599		3,931,580
Spectrum Brands, Inc., Sr. Notes			
9.50%, 6/15/18 ⁽⁸⁾	1,090		1,197,637
Tyco Electronics Group SA			
5.95%, 1/15/14	850		906,271
7.125%, 10/1/37	400		532,795
		\$	13,930,359
Equipment Leasing 1.1%			
AWAS Aviation Capital, Ltd., Sr. Notes			
7.00%, 10/17/16 ⁽⁸⁾	4,931	\$	4,955,977
International Lease Finance Corp., Sr. Notes			
5.875%, 5/1/13	705		697,950
5.65%, 6/1/14	3,650		3,504,000
8.75%, 3/15/17	1,525		1,574,563
6.25%, 5/15/19	1,930		1,784,960
8.25%, 12/15/20	3,275		3,315,937
8.625%, 1/15/22	4,650		4,725,660
		\$	20,559,047
Financial Intermediaries 0.7%			
Ford Motor Credit Co., LLC, Sr. Notes			
12.00%, 5/15/15	3,380	\$	4,166,408
8.00%, 12/15/16	4,975		5,658,287
8.125%, 1/15/20	1,530		1,806,105
5.875%, 8/2/21	1,980		2,066,595
Janus Capital Group, Inc., Sr. Notes			
6.70%, 6/15/17	100		106,264
		\$	13,803,659
Financial Services 0.5%			
BBVA Bancomer SA			
6.50%, 3/10/21 ⁽⁸⁾	1,500	\$	1,453,125
Credit Suisse AG			
5.40%, 1/14/20	1,195		1,128,518

E*Trade Financial Corp., Sr. Notes 12.50%, 11/30/17 ⁽⁴⁾	3,860	4,381,100
UBS AG, Sr. Sub. Notes 5.875%, 7/15/16	1,325	1,321,175
Xstrata Canada Financial Corp. 4.95%, 11/15/21	970	992,517
ZFS Finance USA Trust V 6.50% to 5/9/17, 5/9/67 ⁽⁸⁾⁽⁹⁾	290	262,450
		\$ 9,538,885
Food Products 0.7%		
ASG Consolidated, LLC/ASG Finance, Inc., Sr. Notes 15.00%, 5/15/17 ⁽⁸⁾	2,175	\$ 1,643,574
ASG Consolidated, LLC/ASG Finance, Inc., Sr. Sub. Notes 10.75%, 5/15/16 ⁽⁸⁾	5,465	4,891,175
Corn Products International, Inc., Sr. Notes 6.625%, 4/15/37	325	387,017
Michael Foods, Inc. 9.75%, 7/15/18	4,360	4,610,700

	Principal Amount*		Value
	(000 s omitted)		
Security			
Pinnacle Foods Finance, LLC			
10.625%, 4/1/17	620	\$	654,100
Ralcorp Holdings, Inc., Sr. Notes			
6.625%, 8/15/39	1,440		1,485,023
		\$	13,671,589
Food Service 0.2%			
Aramark Holdings Corp., Sr. Notes			
8.625%, 5/1/16 ⁽⁴⁾⁽⁸⁾	1,030	\$	1,066,050
NPC International, Inc.			
10.50%, 1/15/20 ⁽⁸⁾	3,405		3,439,050
		\$	4,505,100
Food/Drug Retailers 0.2%			
NBTY, Inc.			
9.00%, 10/1/18	1,450	\$	1,602,250
Pantry, Inc.			
7.75%, 2/15/14	1,040		1,037,400
Safeway, Inc., Sr. Notes			
6.35%, 8/15/17	490		556,373
7.25%, 2/1/31	500		602,410
		\$	3,798,433
Forest Products 0.5%			
Boise Paper Holdings, LLC			
9.00%, 11/1/17	370	\$	399,600
8.00%, 4/1/20	605		642,813
Domtar Corp., Sr. Notes			
10.75%, 6/1/17	2,995		3,788,675
Longview Fibre Paper & Packaging, Inc., Sr. Notes			
8.00%, 6/1/16 ⁽⁸⁾	1,300		1,306,500
Sappi Papier Holdings GmbH, Sr. Notes			
6.625%, 4/15/21 ⁽⁸⁾	2,765		2,384,812
Verso Paper Holdings, LLC/Verso Paper, Inc.			
11.375%, 8/1/16	800		332,000
		\$	8,854,400
Health Care 3.2%			
Accellent, Inc., Sr. Notes			
8.375%, 2/1/17	3,655	\$	3,600,175
Alere, Inc., Sr. Notes			

7.875%, 2/1/16	3,585	3,611,887
American Renal Holdings, Sr. Notes		
8.375%, 5/15/18	600	633,000
AMGH Merger Sub, Inc.		
9.25%, 11/1/18 ⁽⁸⁾	1,845	1,909,575
Bio-Rad Laboratories, Inc.		
8.00%, 9/15/16	800	880,000
Biomet, Inc.		
10.375%, 10/15/17 ⁽⁴⁾	2,290	2,490,375
11.625%, 10/15/17	12,825	13,979,250
ConvaTec Healthcare E SA, Sr. Notes		
10.50%, 12/15/18 ⁽⁸⁾	1,835	1,646,912
Emergency Medical Services Corp.		
8.125%, 6/1/19	3,510	3,518,775
Fresenius US Finance II, Inc., Sr. Notes		
9.00%, 7/15/15 ⁽⁸⁾	1,400	1,576,750
HCA, Inc.		
7.50%, 2/15/22	3,515	3,602,875

	Principal Amount*		Value
	(000 s omitted)		
Security			
HCA, Inc., Sr. Notes			
9.875%, 2/15/17	2,330	\$	2,557,175
6.50%, 2/15/20	2,985		3,104,400
7.75%, 5/15/21 ⁽⁸⁾	795		812,888
Hillenbrand, Inc., Sr. Notes			
5.50%, 7/15/20	1,800		1,932,518
inVentiv Health, Inc., Sr. Notes			
10.00%, 8/15/18 ⁽⁸⁾	1,100		1,012,000
Kinetic Concepts, Inc.			
10.50%, 11/1/18 ⁽⁸⁾	2,080		2,043,600
Laboratory Corp. of America Holdings, Sr. Notes			
4.625%, 11/15/20	700		740,223
Multiplan, Inc.			
9.875%, 9/1/18 ⁽⁸⁾	4,060		4,242,700
Rotech Healthcare, Inc.			
10.50%, 3/15/18	1,885		1,460,875
Stewart Enterprises, Inc.			
6.50%, 4/15/19 ⁽⁸⁾	555		560,550
STHI Holding Corp.			
8.00%, 3/15/18 ⁽⁸⁾	1,375		1,419,687
Teleflex, Inc.			
6.875%, 6/1/19	540		565,650
UnitedHealth Group, Inc., Sr. Notes			
3.375%, 11/15/21	970		1,004,861
5.80%, 3/15/36	370		443,399
WellPoint, Inc., Sr. Notes			
6.375%, 6/15/37	1,050		1,327,403
		\$	60,677,503
Home Furnishings 0.3%			
Sealy Mattress Co., Sr. Notes			
10.875%, 4/15/16 ⁽⁸⁾	4,850	\$	5,322,875
		\$	5,322,875
Industrial Equipment 0.4%			
JMC Steel Group, Inc., Sr. Notes			
8.25%, 3/15/18 ⁽⁸⁾	1,370	\$	1,342,600
Polypore International, Inc.			
7.50%, 11/15/17	760		790,400
Terex Corp., Sr. Notes			
10.875%, 6/1/16	5,550		6,160,500
		\$	8,293,500

Insurance 0.6%**Alliant Holdings I, Inc.**

11.00%, 5/1/15 ⁽⁸⁾	1,600	\$	1,656,000
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General American Life Insurance Co.

7.625%, 1/15/24 ⁽⁸⁾	2,200		2,797,142
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HUB International Holdings, Inc., Sr. Notes

9.00%, 12/15/14 ⁽⁸⁾	1,825		1,838,687
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Nationwide Mutual Insurance Co.

9.375%, 8/15/39 ⁽⁸⁾	660		798,646
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QBE Capital Funding III, Ltd.

7.25% to 5/24/12, 5/24/41 ⁽⁸⁾⁽⁹⁾	1,000		881,682
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QBE Insurance Group, Ltd., Sr. Notes

9.75%, 3/14/14 ⁽⁸⁾	1,235		1,364,316
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U.S.I. Holdings Corp., Sr. Notes

4.332%, 11/15/14 ⁽⁸⁾⁽¹⁰⁾	905		830,337
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	Principal Amount*		Value
	(000 s omitted)		
Security			
Validus Holdings, Ltd., Sr. Notes			
8.875%, 1/26/40	934	\$	1,021,732
			\$ 11,188,542
Leisure Goods/Activities/Movies 1.1%			
AMC Entertainment, Inc., Sr. Notes			
8.75%, 6/1/19	1,145	\$	1,190,800
AMC Networks, Inc.			
7.75%, 7/15/21 ⁽⁸⁾	1,100		1,201,750
Cinemark USA, Inc.			
7.375%, 6/15/21	685		703,838
Hasbro, Inc., Sr. Notes			
6.35%, 3/15/40	450		487,281
NAI Entertainment Holdings, LLC, Sr. Notes			
8.25%, 12/15/17 ⁽⁸⁾	940		998,750
NCL Corp, Ltd., Sr. Notes			
11.75%, 11/15/16	3,615		4,175,325
9.50%, 11/15/18 ⁽⁸⁾	925		968,937
Regal Cinemas Corp.			
8.625%, 7/15/19	220		238,700
Regal Entertainment Group			
9.125%, 8/15/18	875		942,813
Royal Caribbean Cruises, Sr. Notes			
7.00%, 6/15/13	2,205		2,326,275
6.875%, 12/1/13	1,400		1,484,000
11.875%, 7/15/15	530		628,050
7.25%, 6/15/16	660		712,800
7.25%, 3/15/18	1,680		1,768,200
Seven Seas Cruises, S de RL, LLC			
9.125%, 5/15/19 ⁽⁸⁾	2,225		2,286,187
Vail Resorts, Inc.			
6.50%, 5/1/19 ⁽⁸⁾	685		702,125
			\$ 20,815,831
Lodging and Casinos 3.3%			
Buffalo Thunder Development Authority			
9.375%, 12/15/14 ⁽⁶⁾⁽⁸⁾	4,300	\$	1,397,500
CCM Merger, Inc.			
8.00%, 8/1/13 ⁽⁸⁾	975		945,750
Harrah s Operating Co., Inc.			
5.375%, 12/15/13	3,300		2,689,500
5.625%, 6/1/15	8,435		4,618,162
10.00%, 12/15/15	1,190		922,250

12.75%, 4/15/18	2,585	2,068,000
Harrah s Operating Co., Inc., Sr. Notes		
11.25%, 6/1/17	4,615	4,920,744
10.00%, 12/15/18 ⁽⁸⁾	780	538,200
Inn of the Mountain Gods Resort & Casino, Sr. Notes		
1.25%, 11/30/20 ⁽⁴⁾⁽⁸⁾	3,554	1,898,767
8.75%, 11/30/20 ⁽⁸⁾	1,542	1,495,740
MCE Finance, Ltd., Sr. Notes		
10.25%, 5/15/18	2,205	2,386,912
MGM Resorts International		
6.75%, 9/1/12	7,885	8,022,987
6.75%, 4/1/13	2,110	2,133,738
MGM Resorts International, Sr. Notes		
10.375%, 5/15/14	1,655	1,899,113
11.125%, 11/15/17	1,715	1,963,675
9.00%, 3/15/20 ⁽⁸⁾	755	839,938

	Principal Amount*		Value
	(000 s omitted)		
Security			
Mohegan Tribal Gaming Authority, Sr. Sub. Notes			
8.00%, 4/1/12	4,830	\$	3,260,250
7.125%, 8/15/14	3,375		1,611,563
6.875%, 2/15/15	4,550		2,047,500
Peninsula Gaming, LLC			
8.375%, 8/15/15	1,325		1,411,125
10.75%, 8/15/17	3,220		3,389,050
SugarHouse HSP Gaming Property, LP/SugarHouse HSP Gaming Finance Corp.			
8.625%, 4/15/16 ⁽⁸⁾	740		762,200
Tunica-Biloxi Gaming Authority, Sr. Notes			
9.00%, 11/15/15 ⁽⁸⁾	3,565		3,449,137
Waterford Gaming, LLC, Sr. Notes			
8.625%, 9/15/14 ⁽⁷⁾⁽⁸⁾	4,031		2,323,572
Wynn Las Vegas, LLC/Wynn Las Vegas Capital Corp.			
7.75%, 8/15/20	4,430		4,939,450
		\$	61,934,823
Nonferrous Metals/Minerals 2.3%			
Alpha Natural Resources, Inc.			
6.00%, 6/1/19	2,135	\$	2,081,625
6.25%, 6/1/21	1,425		1,389,375
Arch Coal, Inc.			
8.75%, 8/1/16	980		1,075,550
7.00%, 6/15/19 ⁽⁸⁾	2,690		2,757,250
7.25%, 10/1/20	1,085		1,114,838
7.25%, 6/15/21 ⁽⁸⁾	2,690		2,777,425
Barrick International Barbados Corp.			
6.35%, 10/15/36 ⁽⁸⁾	500		618,957
CII Carbon, LLC, Sr. Notes			
8.00%, 12/1/18 ⁽⁸⁾	2,805		2,826,037
Consol Energy, Inc.			
8.00%, 4/1/17 ⁽⁸⁾	1,785		1,963,500
8.25%, 4/1/20 ⁽⁸⁾	1,495		1,659,450
FMG Resources PTY, Ltd., Sr. Notes			
7.00%, 11/1/15 ⁽⁸⁾	7,835		7,952,525
8.25%, 11/1/19 ⁽⁸⁾	5,540		5,664,650
Novelis, Inc.			
8.375%, 12/15/17	1,565		1,670,637
8.75%, 12/15/20	3,010		3,243,275
Quadra FNX Mining, Ltd., Sr. Notes			
7.75%, 6/15/19 ⁽⁸⁾	3,730		4,238,212
Rio Tinto Finance USA, Ltd.			
5.20%, 11/2/40	500		573,742

SunCoke Energy, Inc. 7.625%, 8/1/19 ⁽⁸⁾	1,365	1,371,825
Vale, Inc. 6.875%, 11/21/36	300	342,505
Vale, Inc., Sr. Notes 5.70%, 10/15/15	500	544,933
		\$ 43,866,311
Oil and Gas 5.8%		
AmeriGas Partners LP/AmeriGas Finance Corp., Sr. Notes 6.25%, 8/20/19	1,570	\$ 1,570,000
Anadarko Finance Co. 7.50%, 5/1/31	465	563,338
Anadarko Petroleum Corp., Sr. Notes 6.375%, 9/15/17	3,595	4,173,166
Basic Energy Services, Inc. 7.75%, 2/15/19 ⁽⁸⁾	685	693,563

	Principal Amount*		Value
	(000 s omitted)		
Security			
Berry Petroleum Co., Sr. Notes			
10.25%, 6/1/14	2,435	\$	2,766,769
Bill Barrett Corp.			
9.875%, 7/15/16	505		558,025
7.625%, 10/1/19	1,800		1,890,000
Calfrac Holdings, LP, Sr. Notes			
7.50%, 12/1/20 ⁽⁸⁾	955		935,900
Cameron International Corp., Sr. Notes			
7.00%, 7/15/38	700		874,077
Carrizo Oil & Gas, Inc.			
8.625%, 10/15/18	3,990		4,049,850
Chesapeake Oilfield Operating, LLC/Chesapeake Oilfield Finance, Inc.			
6.625%, 11/15/19 ⁽⁸⁾	1,100		1,149,500
Coffeyville Resources, LLC/Coffeyville Finance, Inc., Sr. Notes			
9.00%, 4/1/15 ⁽⁸⁾	5,266		5,608,290
Concho Resources, Inc.			
6.50%, 1/15/22	685		719,250
Concho Resources, Inc., Sr. Notes			
7.00%, 1/15/21	1,800		1,941,750
Continental Resources, Inc.			
7.375%, 10/1/20	305		333,975
7.125%, 4/1/21 ⁽⁸⁾	735		801,150
Denbury Resources, Inc.			
8.25%, 2/15/20	1,674		1,879,065
Denbury Resources, Inc., Sr. Sub. Notes			
9.75%, 3/1/16	3,285		3,638,137
Devon Energy Corp., Sr. Notes			
5.60%, 7/15/41	830		999,798
Energy Transfer Partners, LP, Sr. Notes			
6.00%, 7/1/13	690		726,724
7.50%, 7/1/38	550		628,877
Forest Oil Corp.			
7.25%, 6/15/19	410		420,250
Frac Tech Services, LLC/Frac Tech Finance, Inc.			
7.625%, 11/15/18 ⁽⁸⁾	4,000		4,210,000
Frontier Oil Corp.			
6.875%, 11/15/18	610		628,300
GMX Resources, Inc., Sr. Notes			
11.00%, 12/1/17 ⁽⁴⁾⁽⁸⁾	862		711,150
Harvest Operations Corp.			
6.875%, 10/1/17 ⁽⁸⁾	920		956,800
Holly Corp.			
9.875%, 6/15/17	1,435		1,592,850
Kodiak Oil & Gas Corp.			
8.125%, 12/1/19 ⁽⁸⁾	2,690		2,790,875

Nabors Industries, Inc.		
6.15%, 2/15/18	2,000	2,236,480
Oasis Petroleum, Inc.		
6.50%, 11/1/21	955	952,612
OGX Petroleo E Gas Participacoes SA		
8.50%, 6/1/18 ⁽⁸⁾	3,880	3,841,200
Oil States International, Inc.		
6.50%, 6/1/19 ⁽⁸⁾	3,415	3,508,912
Peabody Energy Corp.		
6.00%, 11/15/18 ⁽⁸⁾	4,770	4,889,250
6.25%, 11/15/21 ⁽⁸⁾	4,090	4,253,600
Petrobras International Finance Co.		
9.125%, 7/2/13	1,300	1,431,625
6.875%, 1/20/40	700	816,320

	Principal Amount*		Value
	(000 s omitted)		
Security			
Petroleum Development Corp., Sr. Notes			
12.00%, 2/15/18	1,870	\$	2,038,300
Petroplus Finance, Ltd., Sr. Notes			
7.00%, 5/1/17 ⁽⁸⁾	880		448,800
9.375%, 9/15/19 ⁽⁸⁾	2,020		1,050,400
Precision Drilling Corp.			
6.625%, 11/15/20 ⁽⁸⁾	1,150		1,181,625
Precision Drilling Corp., Sr. Notes			
6.50%, 12/15/21 ⁽⁸⁾	2,390		2,449,750
Quicksilver Resources, Inc., Sr. Notes			
11.75%, 1/1/16	5,490		6,258,600
Range Resources Corp.			
6.75%, 8/1/20	1,815		2,023,725
Rockies Express Pipeline, LLC, Sr. Notes			
3.90%, 4/15/15 ⁽⁸⁾	600		593,458
6.875%, 4/15/40 ⁽⁸⁾	400		368,486
Rosetta Resources, Inc.			
9.50%, 4/15/18	1,115		1,209,775
Rowan Cos., Inc., Sr. Notes			
7.875%, 8/1/19	600		704,203
SESI, LLC			
6.375%, 5/1/19 ⁽⁸⁾	3,365		3,440,712
SESI, LLC, Sr. Notes			
6.875%, 6/1/14	690		696,900
Shell International Finance BV			
5.50%, 3/25/40	750		938,941
Southwestern Energy Co., Sr. Notes			
7.50%, 2/1/18	4,200		4,861,500
Transocean, Inc., Sr. Notes			
6.80%, 3/15/38	700		706,591
Venoco, Inc.			
11.50%, 10/1/17	545		553,175
Venoco, Inc., Sr. Notes			
8.875%, 2/15/19	1,745		1,579,225
W&T Offshore, Inc., Sr. Notes			
8.50%, 6/15/19 ⁽⁸⁾	2,615		2,719,600
Weatherford International Ltd.			
5.125%, 9/15/20	1,000		1,040,634
WPX Energy, Inc., Sr. Notes			
5.25%, 1/15/17 ⁽⁸⁾	1,635		1,651,350
6.00%, 1/15/22 ⁽⁸⁾	3,405		3,502,894
			\$ 109,760,072

Publishing 1.3%

Laureate Education, Inc.			
10.00%, 8/15/15 ⁽⁸⁾	8,540	\$	8,753,500
10.25%, 8/15/15 ⁽⁴⁾⁽⁸⁾	5,523		5,688,358
11.75%, 8/15/17 ⁽⁸⁾	8,355		8,647,425
Nielsen Finance, LLC			
11.50%, 5/1/16	1,619		1,861,850
Nielsen Finance, LLC, Sr. Notes			
11.625%, 2/1/14	195		224,981
		\$	25,176,114
Radio and Television 0.6%			
Crown Media Holdings, Inc.			
10.50%, 7/15/19	940	\$	994,050
Cumulus Media, Inc., Sr. Notes			
7.75%, 5/1/19 ⁽⁸⁾	1,345		1,200,413
WMG Acquisition Corp.			
11.50%, 10/1/18 ⁽⁸⁾	3,755		3,745,612

	Principal Amount*		Value
	(000 s omitted)		
Security			
WMG Acquisition Corp., Sr. Notes			
9.50%, 6/15/16 ⁽⁸⁾	600	\$	654,000
9.50%, 6/15/16	3,660		3,989,400
		\$	10,583,475
Rail Industries 0.2%			
American Railcar Industry, Sr. Notes			
7.50%, 3/1/14	2,020	\$	2,030,100
Kansas City Southern Mexico, Sr. Notes			
8.00%, 2/1/18	1,000		1,105,000
6.125%, 6/15/21	740		767,750
		\$	3,902,850
Real Estate Investment Trusts (REITs) 0.1%			
Development Diversified Realty Corp., Sr. Notes			
9.625%, 3/15/16	945	\$	1,100,425
DuPont Fabros Technology, LP			
8.50%, 12/15/17	895		962,125
Goodman Funding PTY, Ltd., Sr. Notes			
6.375%, 4/15/21 ⁽⁸⁾	560		570,607
		\$	2,633,157
Retailers (Except Food and Drug) 3.4%			
Academy, Ltd./Academy Finance Corp.			
9.25%, 8/1/19 ⁽⁸⁾	3,000	\$	2,977,500
Amscan Holdings, Inc., Sr. Sub. Notes			
8.75%, 5/1/14	14,383		14,454,915
Burlington Coat Factory Warehouse Corp.			
10.00%, 2/15/19	995		977,588
Express, LLC/Express Finance Corp.			
8.75%, 3/1/18	6,915		7,520,062
Limited Brands, Inc.			
8.50%, 6/15/19	3,325		3,890,250
6.625%, 4/1/21	6,135		6,533,775
Macy's Retail Holdings, Inc.			
8.125%, 7/15/15	740		855,176
6.90%, 4/1/29	400		440,484
Michaels Stores, Inc.			
11.375%, 11/1/16	1,280		1,363,072
7.75%, 11/1/18	625		634,375
Nordstrom, Inc., Sr. Notes			
4.00%, 10/15/21	1,000		1,044,086

PETCO Animal Supplies, Inc.		
9.25%, 12/1/18 ⁽⁸⁾	4,475	4,821,813
Sally Holdings, LLC / Sally Capital, Inc.		
6.875%, 11/15/19 ⁽⁸⁾	1,130	1,186,500
Toys R Us		
10.75%, 7/15/17	11,930	13,108,087
Toys R Us, Sr. Notes		
7.875%, 4/15/13	3,565	3,640,756
7.375%, 9/1/16 ⁽⁸⁾	1,925	1,939,438
		\$ 65,387,877
Steel 0.0%		
RathGibson, Inc., Sr. Notes		
11.25%, 2/15/14 ⁽⁶⁾⁽⁷⁾	4,915	\$ 492
		\$ 492
Surface Transport 0.4%		
CEVA Group PLC, Sr. Notes		
11.625%, 10/1/16 ⁽⁸⁾	1,250	\$ 1,246,875

	Principal Amount*		Value
	(000 s omitted)		
Security			
8.375%, 12/1/17 ⁽⁸⁾	4,695	\$	4,425,038
11.50%, 4/1/18 ⁽⁸⁾	1,330		1,206,975
Hertz Corp.			
7.50%, 10/15/18	25		26,250
		\$	6,905,138
Technology 0.3%			
International Game Technology, Sr. Notes			
7.50%, 6/15/19	1,646	\$	1,898,860
Seagate HDD Cayman			
7.00%, 11/1/21 ⁽⁸⁾	3,340		3,440,200
Western Union Co. (The)			
6.20%, 11/17/36	1,000		1,065,678
		\$	6,404,738
Telecommunications 5.1%			
America Movil SAB de CV			
5.50%, 3/1/14	1,200	\$	1,295,036
AT&T, Inc., Sr. Notes			
5.80%, 2/15/19	1,750		2,067,511
Avaya, Inc., Sr. Notes			
9.75%, 11/1/15	1,225		1,108,625
10.125%, 11/1/15 ⁽⁴⁾	6,715		6,076,871
7.00%, 4/1/19 ⁽⁸⁾	1,130		1,101,750
Cellco Partnership/Verizon Wireless Capital, LLC, Sr. Notes			
8.50%, 11/15/18	1,250		1,688,984
CenturyLink, Inc., Sr. Notes			
6.45%, 6/15/21	5,385		5,402,480
Cisco Systems, Inc., Sr. Notes			
1.625%, 3/14/14	1,300		1,325,221
Digicel Group, Ltd., Sr. Notes			
12.00%, 4/1/14 ⁽⁸⁾	5,100		5,737,500
8.25%, 9/1/17 ⁽⁸⁾	3,655		3,709,825
EH Holding Corp., Sr. Notes			
6.50%, 6/15/19 ⁽⁸⁾	3,235		3,388,662
Equinix, Inc., Sr. Notes			
7.00%, 7/15/21	1,340		1,417,050
GCI, Inc., Sr. Notes			
6.75%, 6/1/21	660		646,800
Intelsat Bermuda, Ltd.			
11.25%, 6/15/16	3,265		3,438,453
Intelsat Luxembourg SA			
11.50%, 2/4/17 ⁽⁴⁾⁽⁸⁾	1,753		1,695,846

11.50%, 2/4/17	4,435	4,290,862
News America, Inc.		
8.00%, 10/17/16	950	1,173,233
Nextel Communications, Inc., Series E		
6.875%, 10/31/13	14,285	14,285,000
SBA Telecommunications, Inc.		
8.00%, 8/15/16	1,475	1,596,688
8.25%, 8/15/19	985	1,076,113
Sprint Nextel Corp.		
9.00%, 11/15/18 ⁽⁸⁾	7,795	8,204,237
Sprint Nextel Corp., Sr. Notes		
6.00%, 12/1/16	1,760	1,469,600
Telefonica Emisiones SAU		
5.877%, 7/15/19	1,350	1,335,766
Telesat Canada/Telesat, LLC, Sr. Notes		
11.00%, 11/1/15	2,465	2,659,119
Telesat Canada/Telesat, LLC, Sr. Sub Notes		
12.50%, 11/1/17	6,830	7,666,675

	Principal Amount*		Value
	(000 s omitted)		
Security			
Wind Acquisition Finance SA, Sr. Notes			
12.25%, 7/15/17 ⁽⁸⁾	10,262	\$	6,988,755
Windstream Corp.			
8.125%, 9/1/18	2,490		2,679,863
7.75%, 10/1/21	675		695,250
7.50%, 6/1/22 ⁽⁸⁾	1,870		1,870,000
		\$	96,091,775
Utilities 1.5%			
AES Corp. (The), Sr. Notes			
7.375%, 7/1/21 ⁽⁸⁾	1,365	\$	1,477,613
Calpine Construction Finance Co., Sr. Notes			
8.00%, 6/1/16 ⁽⁸⁾	4,275		4,638,375
Dolphin Subsidiary II, Inc., Sr. Notes			
6.50%, 10/15/16 ⁽⁸⁾	2,075		2,215,062
7.25%, 10/15/21 ⁽⁸⁾	4,210		4,557,325
Duquesne Light Holdings, Inc., Sr. Notes			
5.90%, 12/1/21 ⁽⁸⁾	2,000		2,067,624
Edison Mission Energy, Sr. Notes			
7.50%, 6/15/13	1,355		1,321,125
Exelon Generation Co., LLC, Sr. Notes			
5.35%, 1/15/14	925		988,609
GenOn Energy, Inc., Sr. Notes			
9.875%, 10/15/20	1,400		1,428,000
NRG Energy, Inc.			
8.25%, 9/1/20	3,910		3,949,100
7.875%, 5/15/21 ⁽⁸⁾	2,015		1,974,700
Reliant Energy, Inc., Sr. Notes			
7.625%, 6/15/14	360		361,800
Southwestern Electric Power Co., Sr. Notes			
6.20%, 3/15/40	565		691,319
Texas Competitive Electric Holdings Co., LLC, Sr. Notes			
11.50%, 10/1/20 ⁽⁸⁾	3,580		3,056,425
		\$	28,727,077
Total Corporate Bonds & Notes			
(identified cost \$938,962,064)		\$	951,159,267
Foreign Government Securities 0.0%			

Security	Principal Amount (000 s omitted)	Value
Government of Bermuda, Sr. Note 5.603%, 7/20/20 ⁽⁸⁾	\$ 200	\$ 224,385
Total Foreign Government Securities (identified cost \$200,000)		\$ 224,385

Mortgage Pass-Throughs 29.6%

Security	Principal Amount (000 s omitted)	Value
Federal Home Loan Mortgage Corp.:		
5.00%, with various maturities to 2023 ⁽¹¹⁾	\$ 24,565	\$ 26,422,967
5.50%, with various maturities to 2032 ⁽¹²⁾	7,718	8,453,624
6.00%, with various maturities to 2031 ⁽¹¹⁾	7,816	8,505,500
6.50%, with various maturities to 2032 ⁽¹¹⁾	40,313	45,723,661
7.00%, with various maturities to 2036 ⁽¹¹⁾	29,768	34,274,267

Security	Principal Amount (000 s omitted)	Value
7.13%, with maturity at 2023	\$ 395	\$ 463,701
7.50%, with various maturities to 2029	16,752	19,828,978
7.65%, with maturity at 2022	604	712,016
7.70%, with maturity at 2022	46	51,588
8.00%, with various maturities to 2030	10,917	12,888,141
8.25%, with maturity at 2020	345	405,466
8.30%, with maturity at 2020	881	1,036,549
8.50%, with various maturities to 2031	8,360	10,193,347
9.00%, with various maturities to 2031	2,606	3,085,891
9.50%, with various maturities to 2025	2,086	2,446,106
10.00%, with maturity at 2020	299	345,896
10.50%, with maturity at 2020	267	313,890
12.00%, with maturity at 2020	241	264,148
13.00%, with maturity at 2015	17	18,475
		\$ 175,434,211
Federal National Mortgage Association:		
2.447%, with maturity at 2022 ⁽¹³⁾	\$ 2,113	\$ 2,164,525
3.012%, with maturity at 2036 ⁽¹³⁾	4,058	4,189,754
4.50%, with maturity at 2018	3,256	3,474,557
5.00%, with various maturities to 2018 ⁽¹¹⁾	19,226	20,684,523
5.50%, with various maturities to 2028	8,190	8,968,574
6.00%, with various maturities to 2033	19,800	22,021,319
6.324%, with maturity at 2032 ⁽¹³⁾	12,209	13,309,348
6.50%, with various maturities to 2036 ⁽¹¹⁾	86,796	99,494,020
6.75%, with maturity at 2023	295	342,703
7.00%, with various maturities to 2036	43,220	50,649,719
7.50%, with various maturities to 2035	18,159	21,758,249
8.00%, with various maturities to 2031	7,232	8,597,289
8.25%, with maturity at 2018	15	17,392
8.284%, with maturity at 2027 ⁽¹⁴⁾	1,733	2,114,909
8.475%, with maturity at 2028 ⁽¹⁴⁾	668	797,861
8.50%, with various maturities to 2030	7,968	9,577,396
8.54%, with maturity at 2029 ⁽¹⁴⁾	482	580,645
8.614%, with maturity at 2024 ⁽¹⁴⁾	84	98,948
8.623%, with maturity at 2027 ⁽¹⁴⁾	616	722,469
9.00%, with various maturities to 2027	10,737	12,986,928
9.368%, with maturity at 2018 ⁽¹⁴⁾	382	432,819
9.50%, with various maturities to 2030	2,901	3,482,140
9.881%, with maturity at 2025 ⁽¹⁴⁾	577	664,798
10.00%, with various maturities to 2020	772	889,352
10.33%, with maturity at 2019 ⁽¹⁴⁾	451	506,444
10.50%, with maturity at 2021	677	785,521
11.50%, with maturity at 2016	145	157,659

\$ 289,469,861**Government National Mortgage Association:**

6.00%, with maturity at 2024	\$	1,986	\$	2,242,876
6.50%, with various maturities to 2032		17,534		20,338,867
7.00%, with various maturities to 2033		10,897		12,982,703
7.50%, with various maturities to 2032		23,418		28,161,109
8.00%, with various maturities to 2034		15,095		18,288,616
8.30%, with maturity at 2020		531		627,801
8.50%, with various maturities to 2022		921		1,100,776
9.00%, with various maturities to 2026		4,482		5,384,192

Security	Principal Amount (000 s omitted)	Value
9.50%, with various maturities to 2026	\$ 6,330	\$ 7,691,330
10.00%, with maturity at 2019	342	397,439
		\$ 97,215,709

**Total Mortgage Pass-Throughs
(identified cost \$525,791,766)** **\$ 562,119,781**

Collateralized Mortgage Obligations 5.9%

Security	Principal Amount (000 s omitted)	Value
Federal Home Loan Mortgage Corp.:		
Series 24, Class J, 6.25%, 11/25/23	\$ 1,227	\$ 1,343,099
Series 1497, Class K, 7.00%, 4/15/23	1,363	1,444,671
Series 1529, Class Z, 7.00%, 6/15/23	2,086	2,209,963
Series 1620, Class Z, 6.00%, 11/15/23	1,800	1,950,249
Series 1677, Class Z, 7.50%, 7/15/23	1,062	1,233,844
Series 1702, Class PZ, 6.50%, 3/15/24	12,641	13,716,838
Series 2113, Class QG, 6.00%, 1/15/29	3,297	3,581,430
Series 2122, Class K, 6.00%, 2/15/29	500	543,365
Series 2130, Class K, 6.00%, 3/15/29	339	372,080
Series 2167, Class BZ, 7.00%, 6/15/29	332	352,882
Series 2182, Class ZB, 8.00%, 9/15/29	2,731	3,028,204
Series 2198, Class ZA, 8.50%, 11/15/29	3,858	4,173,702
Series 2245, Class A, 8.00%, 8/15/27	8,899	10,127,843
Series 2458, Class ZB, 7.00%, 6/15/32	3,218	3,679,928
		\$ 47,758,098

Federal National Mortgage Association:		
Series G92-44, Class Z, 8.00%, 7/25/22	\$ 310	\$ 342,952
Series G92-44, Class ZQ, 8.00%, 7/25/22	504	558,038
Series G92-46, Class Z, 7.00%, 8/25/22	827	937,699
Series G92-60, Class Z, 7.00%, 10/25/22	1,362	1,513,734
Series G93-35, Class ZQ, 6.50%, 11/25/23	15,391	17,304,163
Series G93-40, Class H, 6.40%, 12/25/23	3,428	3,848,095
Series 1988-14, Class I, 9.20%, 6/25/18	220	248,407
Series 1989-1, Class D, 10.30%, 1/25/19	196	218,885
Series 1989-34, Class Y, 9.85%, 7/25/19	375	440,632
Series 1990-17, Class G, 9.00%, 2/25/20	283	328,145

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Series 1990-27, Class Z, 9.00%, 3/25/20	135	156,672
Series 1990-29, Class J, 9.00%, 3/25/20	144	167,302
Series 1990-43, Class Z, 9.50%, 4/25/20	655	770,524
Series 1991-98, Class J, 8.00%, 8/25/21	248	285,853
Series 1992-77, Class ZA, 8.00%, 5/25/22	1,616	1,885,746
Series 1992-103, Class Z, 7.50%, 6/25/22	110	126,983
Series 1992-113, Class Z, 7.50%, 7/25/22	203	234,374
Series 1992-185, Class ZB, 7.00%, 10/25/22	429	488,007
Series 1993-16, Class Z, 7.50%, 2/25/23	1,059	1,225,317
Series 1993-22, Class PM, 7.40%, 2/25/23	812	941,793
Series 1993-25, Class J, 7.50%, 3/25/23	1,300	1,504,850
Series 1993-30, Class PZ, 7.50%, 3/25/23	2,313	2,686,625
Series 1993-42, Class ZQ, 6.75%, 4/25/23	2,811	3,157,776
Series 1993-56, Class PZ, 7.00%, 5/25/23	468	530,699
Series 1993-156, Class ZB, 7.00%, 9/25/23	538	608,518
Series 1994-45, Class Z, 6.50%, 2/25/24	3,826	4,291,942
Series 1994-89, Class ZQ, 8.00%, 7/25/24	2,057	2,434,521
Series 1996-57, Class Z, 7.00%, 12/25/26	2,189	2,516,000
Series 1997-77, Class Z, 7.00%, 11/18/27	1,043	1,192,378
Series 1998-44, Class ZA, 6.50%, 7/20/28	910	1,038,631

Security	Principal Amount (000 s omitted)	Value
Series 1999-45, Class ZG, 6.50%, 9/25/29	\$ 390	\$ 443,820
Series 2000-22, Class PN, 6.00%, 7/25/30	2,889	3,228,657
Series 2001-37, Class GA, 8.00%, 7/25/16	411	446,838
Series 2002-1, Class G, 7.00%, 7/25/23	718	811,160
Series 2002-21, Class PE, 6.50%, 4/25/32	3,178	3,590,712
		\$ 60,506,448
Government National Mortgage Association:		
Series 2002-45, Class PG, 6.00%, 3/17/32	\$ 3,452	\$ 3,745,854
Series 2005-72, Class E, 12.00%, 11/16/15	220	239,401
		\$ 3,985,255
Total Collateralized Mortgage Obligations (identified cost \$105,498,080)		\$ 112,249,801

Commercial Mortgage-Backed Securities 9.3%

Security	Principal Amount (000 s omitted)	Value
BACM, Series 2004-1, Class A4, 4.76%, 11/10/39	\$ 22,300	\$ 23,445,239
BACM, Series 2004-6, Class A5, 4.811%, 12/10/42	625	671,437
BSCMS, Series 2002-TOP8, Class C, 5.22%, 8/15/38 ⁽¹⁴⁾	2,000	2,031,561
BSCMS, Series 2004-PWR3, Class A4, 4.715%, 2/11/41	1,250	1,309,507
BSCMS, Series 2004-PWR4, Class A2, 5.286%, 6/11/41 ⁽¹⁴⁾	3,476	3,608,308
BSCMS, Series 2005-PW10, Class A4, 5.405%, 12/11/40 ⁽¹⁴⁾	3,352	3,704,314
BSCMS, Series 2005-PWR7, Class A3, 5.116%, 2/11/41 ⁽¹⁴⁾	2,361	2,566,146
CGCMT, Series 2004-C1, Class A3, 5.251%, 4/15/40 ⁽¹⁴⁾	1,663	1,718,939
CGCMT, Series 2004-C1, Class A4, 5.364%, 4/15/40 ⁽¹⁴⁾	12,215	13,094,071
COMM, Series 2004-LB2A, Class A4, 4.715%, 3/10/39	22,864	24,075,363
COMM, Series 2005-LP5, Class A2, 4.63%, 5/10/43	1,787	1,790,066
CSFB, Series 2003-C3, Class A5, 3.936%, 5/15/38	2,440	2,496,193
CSFB, Series 2004-C1, Class A4, 4.75%, 1/15/37 ⁽¹⁴⁾	12,397	13,004,639
CSFB, Series 2004-C3, Class A5, 5.113%, 7/15/36 ⁽¹⁴⁾	1,577	1,681,794
CSFB, Series 2005-C4, Class A3, 5.12%, 8/15/38 ⁽¹⁴⁾	4,096	4,125,313
GECMC, Series 2005-C1, Class A3, 4.578%, 6/10/48	1,320	1,343,562
GMACC, Series 2002-C3, Class A2, 4.93%, 7/10/39	1,995	2,031,279
GMACC, Series 2004-C3, Class A5, 4.864%, 12/10/41	750	805,062
GSMSC, Series 2003-C1, Class A3, 4.608%, 1/10/40	7,000	7,169,295
JPMCC, Series 2004-CBX, Class A4, 4.529%, 1/12/37	653	652,662

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JPMCC, Series 2004-CBX, Class A5, 4.654%, 1/12/37	500	508,077
JPMCC, Series 2005-LDP3, Class A3, 4.959%, 8/15/42	10,697	10,978,789
JPMCC, Series 2005-LDP4, Class A4, 4.918%, 10/15/42 ⁽¹⁴⁾	3,000	3,273,762
JPMCC, Series 2005-LDP5, Class A3, 5.235%, 12/15/44 ⁽¹⁴⁾	27,214	28,708,375
JPMCC, Series 2005-LDP5, Class AJ, 5.327%, 12/15/44 ⁽¹⁴⁾	1,000	980,952
JPMCC, Series 2011-C3, Class A2, 3.673%, 2/15/46 ⁽⁸⁾	2,000	2,093,372
LB-UBS, Series 2003-C1, Class A4, 4.394%, 3/15/32	1,350	1,385,408
LB-UBS, Series 2003-C7, Class A4, 4.931%, 9/15/35 ⁽¹⁴⁾	5,000	5,222,492
MLMT, Series 2003-KEY1, Class A4, 5.236%, 11/12/35 ⁽¹⁴⁾	3,775	3,986,691
MSC, Series 2004-IQ7, Class A3, 5.35%, 6/15/38 ⁽¹⁴⁾	5,855	5,908,956
MSC, Series 2004-IQ8, Class A5, 5.11%, 6/15/40 ⁽¹⁴⁾	660	706,395
RBSCF, Series 2010-MB1, Class C, 4.673%, 4/15/24 ⁽⁸⁾⁽¹⁴⁾	500	485,942
WBCMT, Series 2003-C6, Class F, 5.125%, 8/15/35 ⁽⁸⁾⁽¹⁴⁾	965	986,492
WBCMT, Series 2004-C12, Class A4, 5.316%, 7/15/41 ⁽¹⁴⁾	250	269,078

Total Commercial Mortgage-Backed Securities
(identified cost \$172,000,330)

\$ 176,819,531

Asset-Backed Securities 0.4%

Security	Principal Amount (000 s omitted)	Value
Alzette European CLO SA, Series 2004-1A, Class E2, 7.046%, 12/15/20 ⁽¹⁰⁾	\$ 400	\$ 320,432
Avalon Capital Ltd. 3, Series 1A, Class D, 2.456%, 2/24/19 ⁽⁸⁾⁽¹⁰⁾	589	420,586
Babson Ltd., Series 2005-1A, Class C1, 2.353%, 4/15/19 ⁽⁸⁾⁽¹⁰⁾	753	509,398
Carlyle High Yield Partners, Series 2004-6A, Class C, 2.903%, 8/11/16 ⁽⁸⁾⁽¹⁰⁾	1,000	835,238
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 6.038%, 3/8/17 ⁽¹⁰⁾	985	719,510
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.153%, 7/17/19 ⁽¹⁰⁾	500	341,502
Comstock Funding Ltd., Series 2006-1A, Class D, 4.773%, 5/30/20 ⁽⁸⁾⁽¹⁰⁾	1,844	1,214,891
FUEL Trust, Series 2011-1, 4.207%, 10/15/22 ⁽⁸⁾	3,750	3,786,247
Total Asset-Backed Securities (identified cost \$9,340,940)		\$ 8,147,804

U.S. Government Agency Obligations 1.9%

Security	Principal Amount (000 s omitted)	Value
Federal Home Loan Bank:		
4.125%, 12/13/19	\$ 3,975	\$ 4,604,088
4.125%, 3/13/20	4,205	4,832,453
5.25%, 12/9/22	9,000	11,257,560
5.375%, 5/15/19	6,585	8,204,159
5.375%, 8/15/24	5,740	7,283,980
Total U.S. Government Agency Obligations (identified cost \$33,851,837)		\$ 36,182,240

Common Stocks 1.5%

Security	Shares	Value
Automotive 0.1%		
Dayco Products, LLC ⁽¹⁵⁾⁽¹⁶⁾	25,372	\$ 1,033,909
Hayes Lemmerz International, Inc. ⁽¹⁵⁾⁽¹⁶⁾	8,949	485,483
		\$ 1,519,392

Building and Development 0.2%

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Panolam Industries International, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁷⁾	3,677	\$	3,140,305
United Subcontractors, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	1,231		72,024
WCI Communities, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	4,575		480,422
		\$	3,692,751
Containers and Glass Products 0.3%			
Anchor Glass Container Corp. ⁽⁷⁾⁽¹⁵⁾	142,857	\$	4,692,852
		\$	4,692,852
Diversified Manufacturing 0.0%			
MEGA Brands, Inc. ⁽¹⁵⁾	14,906	\$	119,385
		\$	119,385
Ecological Services and Equipment 0.0%			
Environmental Systems Products Holdings, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁷⁾	2,484	\$	105,098
		\$	105,098
Financial Intermediaries 0.0%			
RTS Investor Corp. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	357	\$	94,083
		\$	94,083
Food Service 0.0%			
Buffets, Inc. ⁽⁷⁾⁽¹⁵⁾	30,225	\$	0
		\$	0

	Shares	Value
Security		
Home Furnishings 0.1%		
Oreck Corp. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	9,399	\$ 659,904
Sanitec Europe Oy B Units ⁽¹⁵⁾⁽¹⁶⁾	26,249	89,178
Sanitec Europe Oy E Units ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	25,787	0
		\$ 749,082
Leisure Goods/Activities/Movies 0.1%		
Metro-Goldwyn-Mayer Holdings, Inc. ⁽¹⁵⁾⁽¹⁶⁾	72,419	\$ 1,514,767
		\$ 1,514,767
Lodging and Casinos 0.0%		
Greektown Superholdings, Inc. ⁽¹⁵⁾	828	\$ 55,890
Herbst Gaming, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	46,819	286,066
Tropicana Entertainment, Inc. ⁽¹⁵⁾⁽¹⁶⁾	17,051	233,740
		\$ 575,696
Nonferrous Metals/Minerals 0.0%		
Euramax International, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	1,636	\$ 490,830
		\$ 490,830
Oil and Gas 0.0%		
SemGroup Corp. ⁽¹⁵⁾	15,874	\$ 413,676
		\$ 413,676
Publishing 0.2%		
Ion Media Networks, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	5,187	\$ 4,149,600
MediaNews Group, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	14,016	277,371
Source Interlink Companies, Inc. ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	2,862	17,802
Star Tribune Media Holdings Co. ⁽¹⁵⁾⁽¹⁶⁾	1,315	40,546
SuperMedia, Inc. ⁽¹⁵⁾⁽¹⁶⁾	9,296	24,541
		\$ 4,509,860
Radio and Television 0.1%		
New Young Broadcasting Holding Co., Inc. ⁽¹⁵⁾⁽¹⁶⁾	892	\$ 2,549,633
		\$ 2,549,633
Steel 0.4%		
RathGibson Acquisition Co., LLC ⁽⁷⁾⁽¹⁵⁾⁽¹⁷⁾	218,800	\$ 6,760,920
		\$ 6,760,920

Total Common Stocks
 (identified cost \$11,531,126) **\$ 27,788,025**

Convertible Bonds 0.0%

	Principal Amount (000 s omitted)	Value
Security		
Oil and Gas 0.0%		
Transocean, Inc., 1.50%, 12/15/37	\$ 700	\$ 691,250

Total Convertible Bonds
 (identified cost \$680,022) **\$ 691,250**

Preferred Stocks 0.1%

	Shares	Value
Security		
Ecological Services and Equipment 0.0%		
Environmental Systems Products Holdings, Inc., Series A ⁽⁷⁾⁽¹⁵⁾⁽¹⁷⁾	569	\$ 35,028
		\$ 35,028

	Shares	Value
Security		
Financial Intermediaries 0.1%		
GMAC Capital Trust I, 8.125% ⁽¹⁵⁾	20,465	\$ 395,793
XLIT, Ltd., Series D, 3.526%	1,840	1,281,215
		\$ 1,677,008
Oil, Gas & Consumable Fuels 0.0%		
Chesapeake Energy Corp., 4.50%, Convertible	9,691	\$ 897,483
		\$ 897,483
		\$ 2,609,519
Total Preferred Stocks (identified cost \$3,088,447)		
Warrants 0.0%		
Security		
Chemicals and Plastics 0.0%		
Foamex, Series A, Expires 12/31/13 ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	663	\$ 0
Foamex, Series B, Expires 12/31/15 ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	663	0
		\$ 0
Food Products 0.0%		
ASG Consolidated, LLC/ASG Finance, Inc., Expires 5/15/18 ⁽¹⁵⁾	1,745	\$ 183,225
		\$ 183,225
Oil and Gas 0.0%		
SemGroup Corp., Expires 11/30/14 ⁽¹⁵⁾	16,708	\$ 93,565
		\$ 93,565
Publishing 0.0%		
Reader's Digest Association, Inc. (The), Expires 2/19/14 ⁽¹⁵⁾⁽¹⁶⁾	23,833	\$ 0
Star Tribune Media Holding, Expires 9/28/13 ⁽¹⁵⁾	935	28,829
		\$ 28,829
Radio and Television 0.0%		
New Young Broadcasting Holding Co., Inc., Expires 12/24/24 ⁽¹⁵⁾⁽¹⁶⁾	6	\$ 17,150
		\$ 17,150

Retailers (Except Food and Drug) 0.0%

Oriental Trading Co., Inc., Expires 2/11/16 ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	10,360	\$	0
Oriental Trading Co., Inc., Expires 2/11/16 ⁽⁷⁾⁽¹⁵⁾⁽¹⁶⁾	11,366		0
		\$	0

Total Warrants

(identified cost \$10,478) **\$ 322,769**

Miscellaneous 0.0%**Security****Business Equipment and Services 0.0%**

	Shares		Value
NCS Acquisition Corp., Escrow Certificate ⁽⁷⁾⁽¹⁵⁾	5,250,000	\$	361,987
		\$	361,987

Cable and Satellite Television 0.0%

Adelphia Recovery Trust ⁽¹⁵⁾	2,786,444	\$	16,719
Adelphia, Inc., Escrow Certificate ⁽¹⁵⁾	300,000		1,275
Adelphia, Inc., Escrow Certificate ⁽¹⁵⁾	2,500,000		10,625
		\$	28,619

Security	Shares	Value
Health Care 0.0% US Oncology, Inc., Escrow Certificate ⁽¹⁵⁾	1,815,000	\$ 31,763
		\$ 31,763
Total Miscellaneous (identified cost \$2,777,648)		\$ 422,369
 Short-Term Investments 2.2%		
	Interest/ Principal Amount	Value
Description	(000 s omitted)	
Eaton Vance Cash Reserves Fund, LLC, 0.06% ⁽¹⁸⁾	\$ 37,488	\$ 37,488,048
State Street Bank and Trust Euro Time Deposit, 0.01%, 1/3/12	3,183	3,182,916
Total Short-Term Investments (identified cost \$40,670,964)		\$ 40,670,964
Total Investments 142.1% (identified cost \$2,662,129,839)		\$ 2,699,637,181
Less Unfunded Loan Commitments (0.0%)		\$ (441,795)
Net Investments 142.1% (identified cost \$2,661,688,044)		\$ 2,699,195,386
Other Assets, Less Liabilities (28.1%)		\$ (532,846,949)
Auction Preferred Shares Plus Cumulative Unpaid Dividends (14.0%)		\$ (266,624,254)
Net Assets Applicable to Common Shares 100.0%		\$ 1,899,724,183

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.
FUEL	- Ford Upgrade Exchange Linked Notes
GECCM	- General Electric Commercial Mortgage Corp.
GMACC	- GMAC Commercial Mortgage Securities, Inc.
GSMSC	- Goldman Sachs Mortgage Securities Corp. II
JPMCC	- JPMorgan Chase Commercial Mortgage Securities Corp.
LB-UBS	- LB-UBS Commercial Mortgage Trust
MLMT	- Merrill Lynch Mortgage Trust
MSC	- Morgan Stanley Capital I
RBSCF	- Royal Bank of Scotland Commercial Funding
WBCMT	- Wachovia Bank Commercial Mortgage Trust
EUR	- Euro
GBP	- British Pound Sterling

* In U.S. dollars unless otherwise indicated.

- (1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers 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) Amount is less than 0.05%.
- (3) Unfunded or partially 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.

- (4) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.
- (5) This Senior Loan will settle after December 31, 2011, at which time the interest rate will be determined.
- (6) 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.
- (7) For fair value measurement disclosure purposes, security is categorized as Level 3.
- (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 December 31, 2011, the aggregate value of these securities is \$383,672,625 or 20.2% of the Fund's net assets applicable to common shares.
- (9) Security converts to floating rate after the indicated fixed-rate coupon period.
- (10) Variable rate security. The stated interest rate represents the rate in effect at December 31, 2011.
- (11) Security (or a portion thereof) has been pledged for the benefit of the counterparty for reverse repurchase agreements.
- (12) Security (or a portion thereof) has been pledged to cover margin requirements on open financial futures contracts.
- (13) Adjustable rate mortgage security. Rate shown is the rate at December 31, 2011.
- (14) Weighted average fixed-rate coupon that changes/updates monthly.
- (15) Non-income producing security.
- (16) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (17) Restricted security.
- (18) 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 December 31, 2011. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended December 31, 2011 was \$22,400.

A summary of open financial instruments at December 31, 2011 is as follows:

Forward Foreign Currency Exchange Contracts

Sales

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Appreciation (Depreciation)
1/31/12	British Pound Sterling 4,110,868	United States Dollar 6,615,003	JPMorgan Chase Bank	\$ 232,305
2/29/12	British Pound Sterling 3,511,854	United States Dollar 5,454,928	JPMorgan Chase Bank	3,862
2/29/12	Euro 37,284,925	United States Dollar 49,838,760	Citibank NA	1,561,398
3/30/12	British Pound Sterling 3,106,307	United States Dollar 4,803,437	Goldman Sachs, Inc.	(16,624)
				\$ 1,780,941

Purchases

Settlement Date	In Exchange For	Deliver	Counterparty	Net Unrealized Appreciation (Depreciation)
1/31/12	Euro 4,050,416	United States Dollar 5,751,266	Deutsche Bank	\$ (508,152)
3/30/12	Euro 1,533,406	United States Dollar 1,986,030	HSBC Bank USA	151
				\$ (508,001)

Futures Contracts

Expiration Month/Year	Contracts	Position	Aggregate Cost	Value	Net Unrealized Depreciation
3/12	200 U.S. 2-Year Treasury Note	Short	\$ (44,100,000)	\$ (44,109,375)	\$ (9,375)
3/12	550 U.S. 5-Year Treasury Note	Short	(67,452,344)	(67,791,797)	(339,453)
3/12	650 U.S. 10-Year Treasury Note	Short	(84,251,172)	(85,231,250)	(980,078)
3/12	120 U.S. 30-Year Treasury Bond	Short	(17,153,437)	(17,377,500)	(224,063)
					\$ (1,552,969)

At December 31, 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.

The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at December 31, 2011 was as follows:

Risk	Derivative	Fair Value	
		Asset Derivative	Liability Derivative
Foreign Exchange	Forward Foreign Currency Exchange Contracts	\$ 1,797,716	\$ (524,776)
Interest Rate	Financial Futures Contracts		(1,552,969)*
Total		\$ 1,797,716	\$ (2,077,745)

* Amount represents cumulative unrealized appreciation or (depreciation) on futures contracts in the Futures Contracts table above.

Reverse Repurchase Agreements

Reverse repurchase agreements outstanding as of December 31, 2011 were as follows:

Counterparty	Trade Date	Maturity Date	Interest Rate	Principal Amount	Principal Amount Including Accrued Interest
Bank of America	12/20/11	1/23/12	0.42%	\$64,877,000	\$ 64,885,326

At December 31, 2011, the market value of securities pledged for the benefit of the counterparty for reverse repurchase agreements was \$66,691,570.

The cost and unrealized appreciation (depreciation) of investments of the Fund at December 31, 2011, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 2,684,283,991
Gross unrealized appreciation	\$ 99,345,297
Gross unrealized depreciation	(84,433,902)
Net unrealized appreciation	\$ 14,911,395

Restricted Securities

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At December 31, 2011, the Fund owned the following securities (representing 0.5% 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.

Description	Date of Acquisition	Shares	Cost	Value
Common Stocks				
Environmental Systems Products Holdings, Inc.	10/25/07	2,484	\$ 0 ⁽¹⁾	\$ 105,098
Panolam Industries International, Inc.	12/30/09	3,677	2,020,511	3,140,305
RathGibson Acquisition Co., LLC	6/14/10	218,800	1,161,180	6,760,920
Total Common Stocks			\$ 3,181,691	\$ 10,006,323
Preferred Stocks				
Environmental Systems Products Holdings, Inc., Series A	10/25/07	569	\$ 9,958	\$ 35,028
Total Preferred Stocks			\$ 9,958	\$ 35,028
Total Restricted Securities			\$ 3,191,649	\$ 10,041,351

⁽¹⁾ Less than \$0.50.

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

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 December 31, 2011, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 777,220,821	\$ 2,566,860	\$ 779,787,681
Corporate Bonds & Notes		948,709,226	2,450,041	951,159,267
Foreign Government Securities		224,385		224,385
Mortgage Pass-Throughs		562,119,781		562,119,781
Collateralized Mortgage Obligations		112,249,801		112,249,801
Commercial Mortgage-Backed Securities		176,819,531		176,819,531
Asset-Backed Securities		8,147,804		8,147,804
U.S. Government Agency Obligations		36,182,240		36,182,240
Common Stocks	557,602	6,003,146	21,227,277	27,788,025
Convertible Bonds		691,250		691,250
Preferred Stocks	1,293,276	1,281,215	35,028	2,609,519
Warrants		322,769	0	322,769
Miscellaneous		60,382	361,987	422,369
Short-Term Investments		40,670,964		40,670,964
Total Investments	\$ 1,850,878	\$ 2,670,703,315	\$ 26,641,193	\$ 2,699,195,386
Forward Foreign Currency Exchange Contracts	\$	\$ 1,797,716	\$	\$ 1,797,716
Total	\$ 1,850,878	\$ 2,672,501,031	\$ 26,641,193	\$ 2,700,993,102

Liability Description

Forward Foreign Currency				
Exchange Contracts	\$	\$	(524,776)	\$ (524,776)
Futures Contracts		(1,552,969)		(1,552,969)
Total	\$	(1,552,969)	\$	(524,776)
			\$	(2,077,745)

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

	Investments in Senior Floating-Rate Interests	Investments in Corporate Bonds & Notes	Investments in Common Stocks	Investments in Preferred Stocks, Warrants and Miscellaneous	TALF Loans Payable	Total
Balance as of April 30, 2011	\$ 4,729,112	\$ 6,352,882	\$ 21,825,447	\$ 64,704	\$ (51,042,132)	\$ (18,069,987)
Realized gains (losses)	(1,119,637)	143,861	460,647	(6,493,930)		(7,009,059)
Change in net unrealized appreciation (depreciation)	1,030,362	(52,497)	87,784	6,795,530		7,861,179
Cost of purchases ⁽¹⁾	36,688	6,554				43,242
Proceeds from sales ⁽¹⁾	(2,933,475)	(631,807)	(584,789)	(1,841,959)		(5,992,030)
Accrued discount (premium)	32,101	43,744				75,845
Repayment of TALF Loans Payable					51,042,132	51,042,132
Transfers to Level 3*	806,206	492		1,901,655		2,708,353
Transfers from Level 3*	(14,497)	(3,413,188)	(561,812)	(28,985)		(4,018,482)
Balance as of December 31, 2011	\$ 2,566,860	\$ 2,450,041	\$ 21,227,277	\$ 397,015	\$	\$ 26,641,193
Change in net unrealized appreciation (depreciation) on investments still held as of December 31, 2011	\$ (224,958)	\$ (292,449)	\$ 407,542	\$ 301,665	\$	\$ 191,800

- * 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.
- (1) Cost of purchases may include securities received in corporate actions; proceeds from sales may include securities delivered in corporate actions.

At December 31, 2011, the value of investments transferred between Level 1 and Level 2, if any, during the fiscal year to date then ended was not significant.

For information on the Fund's policy regarding the 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.

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 Limited Duration Income Fund

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

Date: February 23, 2012

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/ Payson F. Swaffield
Payson F. Swaffield
President

Date: February 23, 2012

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

Date: February 23, 2012