

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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form N-Q

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

811-21411

Investment Company Act File Number

## Eaton Vance Senior Floating-Rate Trust

(Exact Name of Registrant as Specified in Charter)

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

(Address of Principal Executive Offices)

**Alan R. Dynner, Esq.**

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

(Name and Address of Agent for Services)

**(617) 482-8260**

(Registrant's Telephone Number, Including Area Code)

**October 31**

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Date of Fiscal Year End

**July 31, 2004**

Date of Reporting Period

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## Item 1. Schedule of Investments

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

as of July 31, 2004

Senior, Floating Rate Interests 138.0%(1)

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

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

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

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

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

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



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

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

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

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

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

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

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

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



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

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

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

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

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

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

**Common Stocks 2.6%**

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

**Corporate Bonds & Notes 16.8%**

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

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

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



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

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

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

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

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

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

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

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



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

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

PIK - Payment In Kind.

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

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

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

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

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

**Item 2. Controls and Procedures**

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

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

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**Signatures**

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

Eaton Vance Senior Floating-Rate Trust

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

Date: September 21, 2004

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

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

Date: September 21, 2004

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

Date: September 21, 2004

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