

ING PRIME RATE TRUST  
Form N-30B-2  
August 01, 2008

**Funds**

## Quarterly Report

**May 31, 2008**

ING Prime Rate Trust

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This report is submitted for general information to shareholders of the ING Funds. It is not authorized for distribution to prospective shareholders unless accompanied or preceded by a prospectus which includes details regarding the funds' investment objectives, risks, charges, expenses and other information. This information should be read carefully.

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ING Prime Rate Trust

**QUARTERLY REPORT**

May 31, 2008

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## ING Prime Rate Trust

## PORTFOLIO MANAGERS' REPORT

Dear Shareholders:

ING Prime Rate Trust (the "Trust") is a diversified, closed-end management investment company that seeks to provide investors with as high a level of current income as is consistent with the preservation of capital. The Trust seeks to achieve this objective by investing, under normal circumstances, at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in U.S. dollar denominated floating rate secured senior loans.

**PORTFOLIO CHARACTERISTICS**  
**AS OF MAY 31, 2008**

|  |                  |
|--|------------------|
| Net Assets   | \$ 939,926,503   |
| Total Assets   | \$ 1,558,110,040 |
| Assets Invested in Senior Loans  | \$ 1,515,800,172 |
| Senior Loans Represented   | 549              |
| Average Amount Outstanding per Loan  | \$ 2,761,020     |
| Industries Represented   | 38               |
| Average Loan Amount per Industry   | \$ 39,889,478    |
| Portfolio Turnover Rate (YTD)  | 2%               |
| Weighted Average Days to Interest Rate Reset                                   | 43               |
| Average Loan Final Maturity  | 63               |
| Total Leverage as a Percentage of Total Assets<br>(including preferred shares) | 38.96%           |

**PERFORMANCE SUMMARY**

The Trust declared \$0.12 of dividends during the first fiscal quarter ended May 31, 2008. Based on the average month-end net asset value ("NAV") per share of \$6.21, this resulted in an annualized distribution rate of 7.94%<sup>(1)</sup> for the quarter. The Trust's total net return for the first fiscal quarter ended May 31, 2008, based on NAV, was 8.27% versus a total gross return on the S&P/LSTA Leveraged Loan Index ("LLI")<sup>(2)</sup> of 4.58% for the same quarter. For the year ended May 31, 2008, the Trust's total net return, based on NAV was (8.06)% versus (2.48)% gross return for the LLI. The total market value return (based on full reinvestment of dividends) for the Trust's common shares during the quarter was 8.06% and (15.95)% for the year ended May 31, 2008.

**MARKET REVIEW**

The senior loan market rallied during the Trust's first fiscal quarter, as investors searched for value within a very beaten down asset class. Coming on the heels of the single worst calendar quarter on record (the three-month period ended March 31, 2008), an exceptionally strong April and May brought the year-to-date performance of the Index to a (1.33)%. While still in the red, it is currently estimated that the LLI will produce approximately 3% of interest income through the balance of the year. Should that happen, and should loan prices remain reasonably stable, the LLI would again post a positive annual total return in what may be ultimately recognized as one of the most volatile years in recent capital markets history.

<sup>(1)</sup> The distribution rate is calculated by annualizing dividends declared during the period and dividing the resulting annualized dividend by the Trust's average net asset value (in the case of NAV) or the average month-end NYSE Composite closing price (in the case of Market). The distribution rate is based solely on the actual dividends and distributions, which are made at the discretion of management. The distribution rate may or may not include all investment income and ordinarily will not include capital gains or losses, if any.

<sup>(2)</sup> The LLI is an unmanaged total return index that captures accrued interest, repayments, and market value changes. It represents a broad cross section of leveraged loans syndicated in the United States, including dollar-denominated loans to overseas issuers. Standard & Poor's ("S&P") and the Loan Syndications and Trading Association ("LSTA") conceived the LLI to establish a performance benchmark for the syndicated leveraged loan industry. An investor cannot invest directly in an index.



## ING Prime Rate Trust

## PORTFOLIO MANAGERS' REPORT (continued)

The primary catalyst to higher loan prices has been the ongoing easing of the immense technical imbalance that has prevailed since credit markets seized up last summer. As of this writing, the supply overhang of unsold 2007-vintage loans residing on banks' balance sheets is estimated at approximately \$64 billion, down from \$111 billion at the end of March (and roughly \$237 billion at the peak last summer). We've often stated that diminishing supply, together with stable to growing demand, will likely have a positive impact on secondary loan prices, even as default rates continue to move upward, so long as that move is relatively measured and its composition sufficiently anticipated (see below). Thus far, that has been the case. Supply has clearly come down, and will likely continue to do so as pending transactions are either sold into the market or cancelled. Demand, on the other hand, has held reasonably steady, buoyed in part by traditional and new investors seeking to increase exposure to investment assets backed by collateral. An additional positive influence, the prospect of higher short-term interest rates, has also reignited interest in floating rate loans, as floating rate loans remain one of the very few higher-yielding asset classes to benefit from rising short-term rates. Until very recently, when the U.S. Federal Reserve (the "Fed") publicly shifted its bias to controlling inflation, aggressive rate cuts had played a major role in arresting the demand for loans, even though, in the eyes of many investors, value appeared compelling.

Not surprising, fundamental credit conditions have deteriorated somewhat since the first of the year, prompted by tighter liquidity conditions (i.e., credit availability) and, to a lesser degree, decelerating corporate earnings and soaring fuel and commodity prices. Through the end of May, the lagging twelve-month default rate stood at 2.51% by number of loans, from 1.5% at the end of February (the date of our last report), and from a record-low 0.26% at the end of 2007. Although the May number represents a 56-month high, it's important to note the pace of defaults has tapered off since the end of February as the majority of the activity occurred during the first ten months of the year. Further, the bulk of these fresh defaults reside within the most deeply troubled industry sectors and did not come as a significant surprise to most investors (real estate and automotive accounted for 37% and 16%, respectively, of LLI defaults as of May 31). Fortunately, our rigorous underwriting and monitoring process has, thus far, allowed us to avoid the spate of defaults that have occurred within the LLI since the beginning

**TOP TEN SENIOR LOAN ISSUERS**

AS OF MAY 31, 2008

AS A PERCENTAGE OF:

|  | TOTAL<br>ASSETS | NET<br>ASSETS |
|--|-----------------|---------------|
| Charter Communications<br>Operating, LLC | 3.2%            | 5.2%          |
| CHS/Community Health<br>Systems, Inc.    | 3.0%            | 4.9%          |
| Cequel Communications, LLC               | 2.3%            | 3.9%          |
| Metro-Goldwyn-Mayer, Inc.                | 2.1%            | 3.5%          |
| HCA, Inc.                                | 2.0%            | 3.3%          |
| UPC Financing Partnership                | 1.6%            | 2.6%          |
| Norwood Promotional Products             | 1.6%            | 2.6%          |
| Georgia Pacific Corporation              | 1.6%            | 2.6%          |
| CSC Holdings, Inc.                       | 1.5%            | 2.5%          |
| Univision Communications, Inc.           | 1.4%            | 2.3%          |

**TOP TEN INDUSTRY SECTORS**

AS OF MAY 31, 2008

AS A PERCENTAGE OF:

|  | TOTAL<br>ASSETS | NET<br>ASSETS |
|--|-----------------|---------------|
| Healthcare, Education and<br>Childcare | 11.2%           | 18.6%         |
| North American Cable                   | 9.4%            | 15.7%         |
| Printing & Publishing                  | 6.3%            | 10.4%         |
| Retail Stores                          | 5.3%            | 8.9%          |
| Utilities                              | 5.3%            | 8.7%          |

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|   |      |      |
|---|------|------|
| Data and Internet Services                        | 5.0% | 8.2% |
| Leisure, Amusement,<br>Entertainment              | 4.7% | 7.8% |
| Chemicals, Plastics & Rubber                      | 4.1% | 6.8% |
| Foreign Cable, Foreign TV,<br>Radio and Equipment | 4.0% | 6.7% |
| Radio and TV Broadcasting                         | 3.8% | 6.3% |

## ING Prime Rate Trust

### PORTFOLIO MANAGERS' REPORT (continued)

of the year. While we remain hopeful that the problems will remain contained within these sectors, there are indications that the now oft discussed collection of headwinds facing the domestic economy, i.e., record energy prices, a seemingly endless slide in home values and waning consumer confidence, could cause default activity to pick up more broadly. We continue to monitor the situation closely.

### USE OF LEVERAGE

The Trust utilizes financial leverage to seek to increase the yield to the holders of common shares while maintaining the appropriate credit standards. Using leverage for investment purposes involves borrowing at a floating short-term rate, and investing those proceeds at a higher floating rate. Unlike traditional fixed income asset classes, using leverage in the floating rate senior loan asset class should not expose investors to the same degree of risk from rising short-term interest rates, as the income produced from the Trust's loan investments will adjust in a fashion consistent with the Trust's borrowing costs. The use of leverage can, however, magnify the erosion of the Trust's net asset value in declining markets. As of May 31, 2008, the Trust had \$450 million of "Aaa/AAA<sup>(3)</sup>" rated cumulative auction rate preferred shares outstanding, and \$157 million of borrowings outstanding under \$450 million in available credit facilities. Total leverage, as a percentage of total assets (including preferred shares), was 38.96% at period end.

Since early February 2008, for the first time in the history of its auction rate preferred shares program, the Trust did not receive hold orders and purchase requests for its preferred shares during their weekly auctions that equaled the full amount of such shares. As a result the amount sold by each selling shareholder was reduced *pro rata* or to zero. In addition, the dividend rate on such preferred shares, which is normally set by means of a Dutch Auction procedure, automatically reset to the maximum rate permitted under the preferred shares program. That maximum rate is 150% of the applicable commercial paper base rate on the day of the auction.

As we have stated in the past, it is important for investors in the Trust's common and preferred shares to understand that this is a market liquidity issue and not a credit issue. The preferred shares of ING Prime Rate Trust have the highest rating issued by the rating agencies and are backed by the assets of the Trust. Further, even under current conditions, we believe that the Trust will be able to continue to pay the dividends required under its preferred shares program, whether those dividend rates are set by the Dutch Auction procedure or at the maximum rate.

The Board of Trustees ("Board") and the management of the Trust continue to evaluate options to address the current liquidity concerns with respect to the auction rate preferred securities. In this regard, in a press release issued on June 9, 2008, the Trust announced that management recommended and the Board approved a partial redemption of the auction rate preferred shares outstanding that would be funded by drawing on leverage available under the Trust's credit facilities, the extensions of which were also recommended by management and approved by the Board. The Trust expects to redeem approximately \$225 million of the \$450 million auction rate preferred shares outstanding, approximately 50% by series, subject to satisfying the notice and

<sup>(3)</sup> Obligations rated Aaa by Moody's Investors Service are judged to be of the highest quality, with minimal credit risk. An obligator rated 'AAA' has extremely strong capacity to meet its financial commitments. 'AAA' is the highest Issuer Credit Rating assigned by Standard & Poor's. Credit quality refers to the Trust's underlying investments, not to the stability or safety of this Trust.



ING Prime Rate Trust

PORTFOLIO MANAGERS' REPORT (continued)

other requirements that apply to such redemptions. It is currently anticipated that the redemption of 50% of the auction rate preferred shares outstanding will be completed in July 2008.<sup>(1)</sup>

We continue to evaluate additional options to address the current liquidity concerns with respect to the auction rate preferred shares. There can be no assurance that any additional means for liquidity will be identified, and if they are, it is possible that the Trust's leverage or its benefits from leverage will diminish.

**OUTLOOK**

Looking out, we see loan prices as somewhat range bound until the direction of the U.S. economy becomes clearer. Of course, prices will remain subject to both credit specific and general market risk. In our view, the Fed remains somewhat hamstrung, trying to delicately balance downside growth risk and upside inflation risk. As such, we don't see a significant chance of a meaningful move in either direction in short term rates on the very near-term horizon. Longer term, we believe the Fed will have no choice but to raise rates to combat now visible inflationary pressures. Again, not only would moderately rising short-term interest rates benefit loan investors through higher current yields, but, absent any material credit or liquidity stress, loan values, unlike those of fixed income securities, are relatively immune to moderate changes in rates. We also believe that our strategy of investing primarily in the better quality and most liquid non-investment grade bank loans, combined with rigorous ongoing monitoring, has the potential to continue our favorable default experience. Absent a loss associated with a default, senior bank loans pay off at original face value, which can provide investors the opportunity to, over time, recapture price declines and take advantage of price discounts. Investors looking to capitalize on that favorable total return opportunity must have a reasonable risk tolerance and a sufficiently long investment horizon.

Jeffrey A. Bakalar  
*Senior Vice President*  
*Senior Portfolio Manager*  
*ING Investment Management Co.*

Daniel A. Norman  
*Senior Vice President*  
*Senior Portfolio Manager*  
*ING Investment Management Co.*

ING Prime Rate Trust  
July 3, 2008

<sup>(1)</sup> The redemption of 50% of the auction rate preferred shares was completed in July 2008.

## ING Prime Rate Trust

## PORTFOLIO MANAGERS' REPORT (continued)

|                                    | Average Annual Total Returns for the<br>Years Ended May 31, 2008 |         |         |          |
|------------------------------------|--|---------|---------|----------|
|                                    | 1 Year   | 3 Years | 5 Years | 10 Years |
| Based on Net Asset Value (NAV)     | (8.06)%  | 3.56%   | 5.86%   | 4.16%    |
| Based on Market Value              | (15.95)%   | 2.08%   | 3.61%   | 2.37%    |
| S&P/LSTA Leveraged Loan Index      | (2.48)%  | 3.67%   | 4.58%   | 4.37%    |
| Credit-Suisse Leveraged Loan Index | (3.25)%  | 3.65%   | 4.82%   | 4.43%    |

The table above illustrates the total return of the Trust against the Indices indicated. An index has no cash in its portfolio, imposes no sales charges and incurs no operating expenses. An investor cannot invest directly in an index.

Total returns based on NAV reflect that ING Investments, LLC (the Trust's "Investment Adviser") may have waived or recouped fees and expenses otherwise payable by the Trust.

***Performance data represents past performance and is no guarantee of future results. Investment return and principal value of an investment in the Trust will fluctuate. Shares, when sold, may be worth more or less than their original cost. The Trust's future performance may be lower or higher than the performance data shown. Please log on to [www.ingfunds.com](http://www.ingfunds.com) or call (800) 992-0180 to get performance through the most recent month end.***

Calculation of total return assumes a hypothetical initial investment at the net asset value (in the case of NAV) or the New York Stock Exchange ("NYSE") Composite closing price (in the case of Market Value) on the last business day before the first day of the stated period, with all dividends and distributions reinvested at the actual reinvestment price.

*Senior loans are subject to credit risks and the potential for non-payment of scheduled principal or interest payments, which may result in a reduction of the Trust's NAV.*

*This report contains statements that may be "forward-looking" statements. Actual results could differ materially from those projected in the "forward-looking" statements.*

***The views expressed in this report reflect those of the portfolio managers only through the end of the period of the report as stated on the cover. The portfolio managers' views are subject to change at any time based on market and other conditions.***

## INDEX DESCRIPTIONS

The **LLI** is an unmanaged total return index that captures accrued interest, repayments, and market value changes. It represents a broad cross section of leveraged loans syndicated in the United States, including dollar-denominated loans to overseas issuers. Standard & Poor's and the Loan Syndications & Trading Association ("LSTA") conceived the LLI to establish a performance benchmark for the syndicated leveraged loan industry. An investor cannot invest directly in an index.

The **Credit-Suisse Leveraged Loan Index** is an unmanaged index of below investment grade loans designed to mirror the investable universe of the U.S. dollar-denominated leveraged loan market. An investor cannot invest directly in an index.

## ING Prime Rate Trust

PORTFOLIO MANAGERS' REPORT (continued)

## YIELDS AND DISTRIBUTION RATES

| Quarter Ended        | Prime Rate | NAV 30-day<br>SEC Yield <sup>(A)</sup> | Mkt. 30-Day<br>SEC Yield <sup>(A)</sup> | Annualized Dist.<br>Rate @ NAV <sup>(B)</sup> | Annualized Dist.<br>Rate @ Mkt. <sup>(B)</sup> |
|----------------------|------------|--|---|---|--|
| May 31, 2008         | 5.00%      | 8.18%                                  | 8.89%                                   | 7.58%   | 7.95%  |
| February 29,<br>2008 | 6.00%      | 10.99%                                 | 11.93%                                  | 9.03%   | 9.79%  |
| November 30,<br>2007 | 7.50%      | 10.46%                                 | 11.15%                                  | 7.97%   | 8.67%  |
| August 31,<br>2007   | 8.25%      | 10.92%                                 | 10.18%                                  | 7.53%   | 8.44%  |

<sup>(A)</sup> Yield is calculated by dividing the Trust's net investment income per share for the most recent thirty days by the net asset value (in the case of NAV) or the NYSE Composite closing price (in the case of Market) at quarter-end. Yield calculations do not include any commissions or sales charges, and are compounded for six months and annualized for a twelve-month period to derive the Trust's yield consistent with the U.S. Securities and Exchange Commission ("SEC") standardized yield formula.

<sup>(B)</sup> The distribution rate is calculated by annualizing each monthly dividend, then averaging the annualized dividends declared for each month during the quarter and dividing the resulting average annualized dividend amount by the Trust's average net asset value (in the case of NAV) or the NYSE Composite closing price (in the case of Market) at the end of the period.

*Risk is inherent in all investing. The following are the principal risks associated with investing in the Trust. This is not, and is not intended to be, a description of all risks of investing in the Trust. A more detailed description of the risks of investing in the Trust is contained in the Trust's current prospectus.*

**Credit Risk:** The Trust invests a substantial portion of its assets in below investment grade senior loans and other below investment grade assets. Below investment grade loans involve a greater risk that borrowers may not make timely payment of the interest and principal due on their loans. They also involve a greater risk that the value of such loans could decline significantly. If borrowers do not make timely payments of the interest due on their loans, the yield on the Trust's common shares will decrease. If borrowers do not make timely payment of the principal due on their loans, or if the value of such loans decreases, the value of the Trust's NAV will decrease.

**Interest Rate Risk:** Changes in short-term market interest rates will directly affect the yield on the Trust's common shares. If short-term market interest rates fall, the yield on the Trust's common shares will also fall. To the extent that the interest rate spreads on loans in the Trust experience a general decline, the yield on the Trust will fall and the value of the Trust's assets may decrease, which will cause the Trust's value to decrease. Conversely, when short-term market interest rates rise, because of the lag between changes in such short-term rates and the resetting of the floating rates on assets in the Trust's portfolio, the impact of rising rates will be delayed to the extent of such lag.

**Leverage Risk:** The Trust borrows money for investment purposes. Borrowing increases both investment opportunity and investment risk. In the event of a general market decline in the value of assets such as those in which the Trust invests, the effect of that decline will be magnified in the Trust because of the additional assets purchased with the proceeds of the borrowings.



## ING Prime Rate Trust

STATEMENT OF ASSETS AND LIABILITIES as of May 31, 2008 (Unaudited)

|  |                       |
|--|-----------------------|
| <b>ASSETS:</b>   |                       |
| Investments in securities at value (Cost \$1,649,106,180)  | \$ 1,523,662,528      |
| Foreign currencies at value (Cost \$2,866,317)   | 2,828,377             |
| Receivables:   |                       |
| Investment securities sold   | 15,834,198            |
| Interest   | 15,051,997            |
| Other  | 34,504                |
| Unrealized appreciation on forward foreign currency contracts  | 655,058               |
| Prepaid expenses   | 27,907                |
| Prepaid facility fees on notes payable   | 15,471                |
| Total assets   | 1,558,110,040         |
| <b>LIABILITIES:</b>  |                       |
| Notes payable  | 157,000,000           |
| Payable for investment securities purchased  | 3,752,741             |
| Accrued interest payable   | 635,433               |
| Deferred arrangement fees on revolving credit facilities   | 597,529               |
| Dividends payable - preferred shares   | 120,706               |
| Payable to affiliates  | 1,407,978             |
| Payable to custodian   | 156,748               |
| Accrued trustees fees  | 51,440                |
| Payable to custodian due to bank overdraft   | 1,680,225             |
| Unrealized depreciation on forward foreign currency contracts  | 652,444               |
| Unrealized depreciation on unfunded commitments  | 1,642,429             |
| Other accrued expenses   | 485,864               |
| Total liabilities  | 168,183,537           |
| Preferred shares, \$25,000 stated value per share at liquidation value (18,000 shares outstanding)   | 450,000,000           |
| <b>NET ASSETS</b>  | <b>\$ 939,926,503</b> |
| Net assets value per common share outstanding (net assets divided by 145,094,493 shares of beneficial interest authorized and outstanding, no par value) | \$ 6.48               |
| <b>NET ASSETS WERE COMPRISED OF:</b>   |                       |
| Paid-in capital  | \$ 1,312,128,054      |
| Distributions in excess of net investment income   | (575,451)             |
| Accumulated net realized loss on investments and foreign currency related transactions   | (246,392,911)         |
| Net unrealized depreciation on investments and foreign currency related transactions   | (125,233,189)         |
| <b>NET ASSETS</b>  | <b>\$ 939,926,503</b> |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

STATEMENT OF OPERATIONS for the three months ended May 31, 2008 (Unaudited)

|  |               |
|--|---------------|
| <b>INVESTMENT INCOME:</b>  |               |
| Interest   | \$ 27,316,602 |
| Arrangement fees earned  | 120,241       |
| Other  | 319,705       |
| Total investment income  | 27,756,548    |
| <b>EXPENSES:</b>   |               |
| Investment management fees   | 3,254,853     |
| Administration fees  | 1,017,142     |
| Transfer agent fees  | 29,164        |
| Interest expense   | 2,325,082     |
| Shareholder reporting expense  | 34,300        |
| Custody and accounting expense   | 204,900       |
| Professional fees  | 55,860        |
| Preferred shares dividend disbursing agent fees  | 288,617       |
| ICI fees   | 831           |
| Postage expense  | 65,074        |
| Trustees fees  | 14,720        |
| Miscellaneous expense  | 64,938        |
| Total expenses   | 7,355,481     |
| Net investment income  | 20,401,067    |
| <b>REALIZED AND UNREALIZED GAIN (LOSS) FROM INVESTMENTS, FOREIGN CURRENCY RELATED TRANSACTIONS, AND UNFUNDED COMMITMENTS:</b>        |               |
| Net realized loss on:  |               |
| Investments  | (11,457,571)  |
| Foreign currency related transactions  | (6,838,379)   |
| Net realized loss on investments and foreign currency related transactions   | (18,295,950)  |
| Net change in unrealized appreciation or depreciation on:  |               |
| Investments  | 68,639,722    |
| Foreign currency related transactions  | 3,005,554     |
| Unfunded commitments   | 567,650       |
| Net change in unrealized appreciation or depreciation on investments, foreign currency related transactions and unfunded commitments | 72,212,926    |
| Net realized and unrealized gain on investments, foreign currency related transactions and unfunded commitments                      | 53,916,976    |
| <b>DISTRIBUTIONS TO PREFERRED SHAREHOLDERS:</b>  |               |
| From net investment income   | (4,028,652)   |
| Increase in net assets resulting from operations   | \$ 70,289,391 |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

## STATEMENTS OF CHANGES IN NET ASSETS (Unaudited)

|   | Three Months<br>Ended<br>May 31,<br>2008 | Year<br>Ended<br>February 29,<br>2008 |
|---|--|---------------------------------------|
| <b>FROM OPERATIONS:</b>   |  |                                       |
| Net investment income   | \$ 20,401,067                            | \$ 108,192,188                        |
| Net realized gain (loss) on investments and foreign currency related transactions   | (18,295,950)                             | 5,073,469                             |
| Net change in unrealized appreciation or depreciation on investments, foreign currency related transactions and unfunded commitments                      | 72,212,926                               | (230,998,967)                         |
| Distributions to preferred shareholders from net investment income  | (4,028,652)                              | (23,475,824)                          |
| Increase (decrease) in net assets resulting from operations   | 70,289,391                               | (141,209,134)                         |
| <b>FROM DISTRIBUTIONS TO COMMON SHAREHOLDERS:</b>   |  |                                       |
| From net investment income  | (17,338,792)                             | (81,821,838)                          |
| Decrease in net assets from distributions to common shareholders  | (17,338,792)                             | (81,821,838)                          |
| <b>CAPITAL SHARE TRANSACTIONS:</b>  |  |                                       |
| Reinvestment of distributions from common shares  |  | 450,139                               |
| Proceeds from shares sold   |  | 17,785                                |
| Net increase from capital share transactions  |  | 467,924                               |
| Net increase (decrease) in net assets   | 52,950,599                               | (222,563,048)                         |
| <b>NET ASSETS:</b>  |  |                                       |
| Beginning of period   | 886,975,904                              | 1,109,538,952                         |
| End of period (including distributions in excess of net investment income/undistributed net investment income of \$(575,451) and 390,926, \$respectively) | \$ 939,926,503                           | \$ 886,975,904                        |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

STATEMENT OF CASH FLOWS for the three months ended May 31, 2008 (Unaudited)

| <b>INCREASE (DECREASE) IN CASH</b>  |                |
|---|----------------|
| <b>Cash Flows From Operating Activities:</b>  |                |
| Interest received   | \$ 28,980,816  |
| Facility fees received  | 9,427          |
| Dividend paid to preferred shareholder  | (4,071,060)    |
| Arrangement fee received  | 18,960         |
| Other income received   | 333,946        |
| Interest paid   | (3,049,504)    |
| Other operating expenses paid   | (5,159,938)    |
| Purchases of securities   | (33,898,596)   |
| Proceeds on sale of securities  | 201,804,541    |
| Net cash provided by operating activities   | \$ 184,968,592 |
| <b>Cash Flows From Financing Activities:</b>  |                |
| Dividends paid to common shareholders   | (17,338,792)   |
| Net decrease in notes payable   | (181,000,000)  |
| Payable to custodian due to bank overdraft  | 1,680,225      |
| Net cash flows provided by financing activities   | (196,658,567)  |
| Net decrease  | (11,689,975)   |
| Cash at beginning of period   | 11,689,975     |
| Cash at end of period   | \$             |
| <b>Reconciliation Of Net Increase In Net Assets Resulting From Operations To Net Cash Provided by Operating Activities:</b> |                |
| Net increase in net assets resulting from operations  | \$ 70,289,391  |
| Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by operating activities: |                |
| Change in unrealized depreciation on investments  | (68,639,722)   |
| Change in unrealized depreciation on foreign currencies   | 12,439         |
| Change in unrealized depreciation on forward foreign currency contracts   | (3,011,667)    |
| Change in unrealized appreciation on other assets and liabilities   | (6,326)        |
| Change in unrealized depreciation on unfunded commitments   | (567,650)      |
| Net accretion of discounts on investments   | (1,212,963)    |
| Net amortization of premiums on investments   | 67,112         |
| Net realized gain on sale of investments and forward foreign currency related transactions                                  | 18,295,950     |
| Purchases of securities   | (33,898,596)   |
| Proceeds on sale of securities  | 201,804,541    |
| Decrease in other assets  | 7,915          |
| Decrease in interest receivable   | 2,810,065      |
| Decrease in prepaid facility fees on notes payable  | 9,427          |
| Increase in prepaid expenses  | (7,395)        |
| Decrease in deferred arrangement fees on revolving credit facilities  | (101,281)      |
| Decrease in accrued interest payable  | (724,422)      |
| Decrease in dividends payable - preferred shares  | (42,408)       |
| Increase in payable to affiliates   | 21,323         |
| Increase in accrued trustees fees   | 6,877          |
| Decrease in other accrued expenses  | (144,018)      |



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|   |                |
|---|----------------|
| Total adjustments                         | 114,679,201    |
| Net cash provided by operating activities | \$ 184,968,592 |

See Accompanying Notes to Financial Statements

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ING PRIME RATE TRUST (UNAUDITED) FINANCIAL HIGHLIGHTS

For a common share outstanding throughout the period

|   | Three                      | Years Ended February 28 or February 29, |           |           |           |           |
|---|----------------------------|---|-----------|-----------|-----------|-----------|
|   | Months<br>Ended<br>May 31, | 2008                                    | 2008      | 2007      | 2006      | 2005      |
| <b>Per Share Operating Performance</b>  |                            |   |           |           |           |           |
| Net asset value,<br>beginning of period   | \$ 6.11                    | 7.65                                    | 7.59      | 7.47      | 7.34      | 6.73      |
| Income (loss) from investment operations:   |                            |   |           |           |           |           |
| Net investment income   | \$ 0.14                    | 0.75                                    | 0.71      | 0.57      | 0.45      | 0.46      |
| Net realized and<br>unrealized gain (loss)<br>on investments,<br>foreign currency<br>related transactions and<br>unfunded commitments | \$ 0.38                    | (1.57)                                  | 0.06      | 0.12      | 0.16      | 0.61      |
| Total from investment<br>operations   | \$ 0.52                    | (0.82)                                  | 0.77      | 0.69      | 0.61      | 1.07      |
| Distributions to<br>Common Shareholders<br>from net   |                            |   |           |           |           |           |
| investment income   | \$ (0.12)                  | (0.56)                                  | (0.55)    | (0.46)    | (0.43)    | (0.42)    |
| Distribution to<br>Preferred Shareholders   | \$ (0.03)                  | (0.16)                                  | (0.16)    | (0.11)    | (0.05)    | (0.04)    |
| Net asset value, end of<br>period   | \$ 6.48                    | 6.11                                    | 7.65      | 7.59      | 7.47      | 7.34      |
| Closing market price at<br>end of period  | \$ 5.97                    | 5.64                                    | 7.40      | 7.02      | 7.56      | 7.84      |
| <b>Total Investment Return<sup>(1)</sup></b>  |                            |   |           |           |           |           |
| Total investment return<br>at closing market<br>price <sup>(2)</sup>  |                            |   |           |           |           |           |
|   | % 8.06                     | (17.25)                                 | 13.84     | (0.82)    | 2.04      | 28.77     |
| Total investment return<br>at net asset value <sup>(3)</sup>  |                            |   |           |           |           |           |
|   | % 8.27                     | (13.28)                                 | 8.85      | 8.53      | 7.70      | 15.72     |
| <b>Ratios/Supplemental Data</b>   |                            |   |           |           |           |           |
| Net assets end of<br>period (000's)   | \$ 939,927                 | 886,976                                 | 1,109,539 | 1,100,671 | 1,082,748 | 1,010,325 |
| Preferred<br>Shares-Aggregate<br>amount outstanding<br>(000's)  | \$ 450,000                 | 450,000                                 | 450,000   | 450,000   | 450,000   | 450,000   |
| Liquidation and market<br>value per share of<br>Preferred Shares  | \$ 25,000                  | 25,000                                  | 25,000    | 25,000    | 25,000    | 25,000    |
| Borrowings at end of<br>period (000's)  | \$ 157,000                 | 338,000                                 | 281,000   | 465,000   | 496,000   | 225,000   |
| Asset coverage per<br>\$1,000 of debt <sup>(4)</sup>  | \$ 2,548                   | 2,125                                   | 2,517     | 2,203     | 2,140     | 2,500     |
| Average borrowings<br>(000's)   | \$ 256,946                 | 391,475                                 | 459,982   | 509,178   | 414,889   | 143,194   |
| <b>Ratios to average net assets including Preferred Shares<sup>(5)</sup></b>  |                            |   |           |           |           |           |
| Expenses (before<br>interest and other fees<br>related to revolving<br>credit facility) <sup>(6)</sup>                                |                            |   |           |           |           |           |
|   | % 1.47                     | 1.54                                    | 1.57      | 1.64      | 1.60      | 1.45      |
|   | % 2.15                     | 3.05                                    | 3.27      | 3.02      | 2.21      | 1.65      |

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|   |   |         |         |         |         |         |         |
|---|---|---------|---------|---------|---------|---------|---------|
| Net expenses after expense waiver <sup>(6)</sup>  |   |         |         |         |         |         |         |
| Gross expenses prior to expense waiver <sup>(6)</sup>   | % | 2.15    | 3.05    | 3.27    | 3.02    | 2.22    | 1.65    |
| Net investment income <sup>(6)</sup>  | % | 5.97    | 7.23    | 6.68    | 5.44    | 4.21    | 4.57    |
| <b>Ratios to average net assets plus borrowings</b>   |   |         |         |         |         |         |         |
| Expenses (before interest and other fees related to revolving credit facility) <sup>(6)</sup> | % | 1.71    | 1.60    | 1.56    | 1.58    | 1.63    | 1.84    |
| Net expenses after expense waiver <sup>(6)</sup>  | % | 2.51    | 3.17    | 3.25    | 2.90    | 2.26    | 2.09    |
| Gross expenses prior to expense waiver <sup>(6)</sup>   | % | 2.51    | 3.17    | 3.25    | 2.90    | 2.27    | 2.09    |
| Net investment income <sup>(6)</sup>  | % | 6.96    | 7.53    | 6.63    | 5.24    | 4.32    | 5.82    |
| <b>Ratios to average net assets</b>   |   |         |         |         |         |         |         |
| Expenses (before interest and other fees related to revolving credit facility) <sup>(6)</sup> | % | 2.19    | 2.20    | 2.21    | 2.33    | 2.29    | 2.11    |
| Net expenses after expense waiver <sup>(6)</sup>  | % | 3.22    | 4.36    | 4.62    | 4.27    | 3.17    | 2.40    |
| Gross expenses prior to expense waiver <sup>(6)</sup>   | % | 3.22    | 4.36    | 4.62    | 4.27    | 3.18    | 2.40    |
| Net investment income <sup>(6)</sup>  | % | 8.95    | 10.35   | 9.42    | 7.71    | 6.04    | 6.68    |
| Portfolio turnover rate   | % | 2       | 60      | 60      | 81      | 93      | 87      |
| Common shares outstanding at end of period (000's)  |   | 145,094 | 145,094 | 145,033 | 145,033 | 145,033 | 137,638 |

(1) Total investment return calculations are attributable to common shares.

(2) Total investment return measures the change in the market value of your investment assuming reinvestment of dividends and capital gain distributions, if any, in accordance with the provisions of the Trust's dividend reinvestment plan.

(3) Total investment return at net asset value has been calculated assuming a purchase at net asset value at the beginning of each period and a sale at net asset value at the end of each period and assumes reinvestment of dividends and capital gain distributions in accordance with the provisions of the dividend reinvestment plan.

This calculation differs from total investment return because it excludes the effects of changes in the market values of the Trust's shares.

(4) Asset coverage represents the total assets available for settlement of Preferred Stockholder's interest and notes payables in relation to the Preferred Shareholder interest and notes payable balance outstanding. The Preferred Shares were first offered November 2, 2000.

(5) Ratios do not reflect the effect of dividend payments to Preferred Shareholders; income ratios reflect income earned on assets attributable to the Preferred Shares; ratios do not reflect any add-back for the borrowings.

(6) Annualized for periods less than one year.

See Accompanying Notes to Financial Statements



ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited)

**NOTE 1 ORGANIZATION**

ING Prime Rate Trust (the "Trust"), a Massachusetts business trust, is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a diversified, closed-end, management investment company. The Trust invests primarily in senior loans, which generally are not registered under the Securities Act of 1933, as amended (the "1933 Act"), and which contain certain restrictions on resale and cannot be sold publicly. These loans bear interest (unless otherwise noted) at rates that float periodically at a margin above the London Inter-Bank Offered Rate ("LIBOR") and other short-term rates.

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES**

The following is a summary of the significant accounting policies consistently followed by the Trust in the preparation of its financial statements. The policies are in conformity with U.S. generally accepted accounting principles for investment companies.

A. *Senior Loan and Other Security Valuation.* Senior loans held by the Trust are normally valued at the average of the means of one or more bid and ask quotations obtained from an independent pricing service or other sources determined by the Trust's Board of Trustees ("Board") to be independent and believed to be reliable. Loans for which reliable market value quotations are not readily available may be valued with reference to another loan or a group of loans for which reliable quotations are readily available and whose characteristics are comparable to the loan being valued. Under this approach, the comparable loan or loans serve as a proxy for changes in value of the loan being valued.

The Trust has engaged an independent pricing service to provide market value quotations from dealers in loans and, when such quotations are not readily available, to calculate values under the proxy procedure described above. As of May 31, 2008, 98.20% of total loans were valued based on these procedures. It is expected that most of the loans held by the Trust will continue to be valued with reference to quotations from the independent pricing service or with reference to the proxy procedure described above.

Prices from a pricing source may not be available for all loans and ING Investments, LLC (the "Investment Adviser") or ING Investment Management Co. ("ING IM" or the "Sub-Adviser"), may believe that the price for a loan derived from market quotations or the proxy procedure described above is not reliable or accurate. Among other reasons, this may be the result of information about a particular loan or borrower known to the Investment Adviser or the Sub-Adviser that the Investment Adviser or the Sub-Adviser believes may not be known to the pricing service or reflected in a price quote. In this event, the loan is valued at fair value as determined in good faith under procedures established by the Board and in accordance with the provisions of the 1940 Act. Under these procedures, fair value is determined by the Investment Adviser or Sub-Adviser and monitored by the Board through its Valuation, Brokerage and Proxy Committee.

In fair valuing a loan, consideration is given to several factors, which may include, among others, the following: (i) the characteristics of and fundamental analytical data relating to the loan, including the cost, size, current interest rate, period until the next interest rate reset, maturity and base lending rate of the loan, the terms and conditions of the loan and any related agreements, and the position of the loan in the borrower's debt structure; (ii) the nature, adequacy and value of the collateral, including the Trust's rights, remedies and interests with respect to the collateral; (iii) the creditworthiness of the borrower and the cash flow coverage of outstanding principal and interest, based on an evaluation of its financial condition, financial statements and information about the borrower's business, cash flows, capital structure and future prospects; (iv) information relating to the market for the loan,

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)**

including price quotations for, and trading in, the loan and interests in similar loans; (v) the reputation and financial condition of the agent for the loan and any intermediate participants in the loan; (vi) the borrower's management; and (vii) the general economic and market conditions affecting the fair value of the loan. Securities for which the primary market is a national securities exchange are valued at the last reported sale price. Securities reported by NASDAQ will be valued at the NASDAQ Official Closing Price. Securities traded in the over-the-counter market and listed securities for which no sale was reported on a valuation date are valued at the mean between the last reported bid and ask price on such exchange. Securities, other than senior loans, for which reliable market value quotations are not readily available, and all other assets, will be valued at their respective fair values as determined in good faith by, and under procedures established by, the Board. Investments in securities maturing in 60 days or less from the date of acquisition are valued at amortized cost which approximates market value.

B. *Federal Income Taxes.* It is the Trust's policy to comply with subchapter M of the Internal Revenue Code and related excise tax provisions applicable to regulated investment companies and to distribute substantially all of its net investment income and net realized capital gains to its shareholders. Therefore, no federal income tax provision is required. No capital gain distributions will be made by the Trust until any capital loss carryforwards have been fully utilized or expire.

C. *Security Transactions and Revenue Recognition.* Revolver and delayed draw loans are booked on a settlement date basis. Security transactions and senior loans are accounted for on trade date (date the order to buy or sell is executed). Realized gains or losses are reported on the basis of identified cost of securities sold. Dividend income is recognized on the ex-dividend date. Interest income is recorded on an accrual basis at the then-current interest rate of the loan. The accrual of interest on loans is partially or fully discontinued when, in the opinion of management, there is an indication that the borrower may be unable to meet payments as they become due. If determined to be uncollectable, accrued interest is also written off. Cash collections on non-accrual senior loans are generally applied as a reduction to the recorded investment of the loan. Senior loans are generally returned to accrual status only after all past due amounts have been received and the borrower has demonstrated sustained performance. For all loans, except revolving credit facilities, fees received are treated as discounts and are accreted whereas premiums are amortized. Fees associated with revolving credit facilities are deferred and recognized over the shorter of four years or the actual term of the loan.

D. *Foreign Currency Translation.* The books and records of the Trust are maintained in U.S. dollars. Any foreign currency amounts are translated into U.S. dollars on the following basis:

- (1) Market value of investment securities, other assets and liabilities at the exchange rates prevailing at the end of the day.
- (2) Purchases and sales of investment securities, income and expenses at the rates of exchange prevailing on the respective dates of such transactions.

Although the net assets and the market values are presented at the foreign exchange rates at the end of the day, the Trust does not isolate the portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains or losses from investments. For securities, which are subject to foreign withholding tax upon disposition, liabilities are recorded on the Statement of Assets and Liabilities for the estimated tax withholding based on the securities current market value. Upon disposition, realized gains or losses on such securities are recorded net of foreign withholding tax.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)**

Reported net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Trust's books, and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities other than investments in securities at fiscal year end, resulting from changes in the exchange rate. Foreign security and currency transactions may involve certain considerations and risks not typically associated with investing in U.S. companies and the U.S. government. These risks include, but are not limited to, revaluation of currencies and future adverse political and economic developments which could cause securities and their markets to be less liquid and prices more volatile than those of comparable U.S. companies and U.S. government securities.

E. *Forward Foreign Currency Contracts.* The Trust may enter into forward foreign currency contracts primarily to hedge against foreign currency exchange rate risks on its non-U.S. dollar denominated investment securities. When entering into a forward foreign currency contract, the Trust agrees to receive or deliver a fixed quantity of foreign currency for an agreed-upon price on an agreed future date. These contracts are valued daily and the Trust's net equity therein, representing unrealized gain or loss on the contracts as measured by the difference between the forward foreign exchange rates at the dates of entry into the contracts and the forward rates at the reporting date, is included in the Statement of Assets and Liabilities. Realized and unrealized gains and losses are included in the Statement of Operations. These instruments involve market and/or credit risk in excess of the amount recognized in the Statement of Assets and Liabilities. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from movement in currency and securities values and interest rates. Open forward foreign currency contracts are presented following the Portfolio of Investments.

F. *Distributions to Common Shareholders.* The Trust declares and pays dividends monthly from net investment income. Distributions from capital gains, if any, are declared and paid annually. The Trust may make additional distributions to comply with the distribution requirements of the Internal Revenue Code. The character and amounts of income and gains to be distributed are determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles for investment companies. The Trust records distributions to its shareholders on the ex-dividend date.

G. *Dividend Reinvestments.* Pursuant to the Trust's Shareholder Investment Program (the "Program"), DST Systems, Inc. ("DST"), the Program administrator, purchases, from time to time, shares of beneficial interest of the Trust on the open market to satisfy dividend reinvestments. Such shares are purchased on the open market only when the closing sale or bid price plus commission is less than the NAV per share of the Trust's common shares on the valuation date. If the market price plus commissions is equal to or exceeds NAV, new shares are issued by the Trust at the greater of (i) NAV or (ii) the market price of the shares during the pricing period, minus a discount of 5%.

H. *Use of Estimates.* The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)**

I. *Share Offerings*. The Trust issues shares under various shelf registration statements, whereby the net proceeds received by the Trust from share sales may not be less than the greater of (i) the NAV per share or (ii) 94% of the average daily market price over the relevant pricing period.

**NOTE 3 INVESTMENTS**

For the three months ended May 31, 2008, the cost of purchases and the proceeds from principal repayment and sales of investments, excluding short-term notes, totaled \$34,186,409 and \$224,054,789, respectively. At May 31, 2008, the Trust held senior loans valued at \$1,515,800,172 representing 99.5% of its total investments. The market value of these assets is established as set forth in Note 2.

The senior loans acquired by the Trust typically take the form of a direct lending relationship with the borrower, and are typically acquired through an assignment of another lender's interest in a loan. The lead lender in a typical corporate loan syndicate administers the loan and monitors the collateral securing the loan.

Common and preferred shares, and stock purchase warrants held in the portfolio were acquired in conjunction with loans held by the Trust. Certain of these stocks and warrants are restricted and may not be publicly sold without registration under the 1933 Act, or without an exemption under the 1933 Act. In some cases, these restrictions expire after a designated period of time after issuance of the shares or warrants.



## ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 3 INVESTMENTS (continued)**

Dates of acquisition and cost of assigned basis of restricted securities are as follows:

|   | Date of<br>Acquisition | Cost or<br>Assigned Basis |
|---|------------------------|---------------------------|
| Allied Digital Technologies Corporation<br>(Residual Interest in Bankruptcy Estate)   | 06/05/02               | \$ 100                    |
| Block Vision Holdings Corporation (571 Common Shares)<br>Boston Chicken, Inc. (Residual Interest in Boston<br>Chicken Plan Trust) | 09/17/02<br>12/26/00   | <br>9,793                 |
| Cedar Chemical (Liquidation Interest)<br>Covenant Care, Inc. (Warrants for 19,000 Common Shares,<br>Expires January 13, 2005)     | 12/31/02<br>12/22/95   |                           |
| Covenant Care, Inc. (Warrants for 26,901 Common Shares,<br>Expires March 31, 2013)  | 01/18/02               |                           |
| Decision One Corporation (1,752,103 Common Shares)  | 05/17/05               | 1,116,773                 |
| Enterprise Profit Solutions (Liquidation Interest)  | 10/21/02               |                           |
| EquityCo, LLC (Warrants for 28,752 Common Shares)   | 02/25/05               |                           |
| Euro United Corporation (Residual Interest in<br>Bankruptcy Estate)   | 06/21/02               | 100                       |
| Grand Union Company (Residual Interest in<br>Bankruptcy Estate)   | 07/01/02               | 2,576                     |
| Humphrey's, Inc. (Residual Interest in Bankruptcy Estate)   | 05/15/02               | 50                        |
| IAP Acquisition Corporation (3,524 Common Shares)   | 08/29/03               |                           |
| IAP Acquisition Corporation (1,084 Common Shares)   | 08/29/03               | 3,524,300                 |
| IAP Acquisition Corporation (1,814 Common Shares)   | 08/29/03               |                           |
| IAP Acquisition Corporation (17,348 Common Shares)  | 08/29/03               | 428,603                   |
| Imperial Home Décor Group, Inc. (Liquidation Interest)  | 01/22/04               |                           |
| IT Group, Inc. (Residual Interest in Bankruptcy Estate)   | 09/12/03               | 25                        |
| Kevco Inc. (Residual Interest in Bankruptcy Estate)   | 06/05/02               | 25                        |
| Lincoln Paper & Tissue (Warrants for 291 Common Shares,<br>Expires August 14, 2015)   | 08/25/05               |                           |
| Lincoln Pulp and Eastern Fine (Residual Interest in<br>Bankruptcy Estate)   | 06/08/04               |                           |
| Norwood Promotional Products, Inc. (104,148 Common Shares)  | 08/23/04               | 32,939                    |
| Norwood Promotional Products, Inc. (Contingent Value Rights)  | 12/14/07               | 377,999                   |
| Safelite Realty Corporation (57,804 Common Shares)  | 10/12/00               |                           |
| Transtar Metals (Residual Interest in Bankruptcy Estate)  | 01/09/03               | 40,230                    |
| TSR Wireless, LLC (Residual Interest in Bankruptcy Estate)  | 10/15/02               |                           |
| US Office Products Company (Residual Interest in<br>Bankruptcy Estate)  | 02/11/04               |                           |
| Total Restricted Securities excluding senior loans (market value<br>\$840,481 was 0.09% of net assets at May 31, 2008)            |                        | \$ 5,533,513              |

**NOTE 4 MANAGEMENT AND ADMINISTRATION AGREEMENTS**

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The Trust has entered into an investment management agreement ("Investment Advisory Agreement") with the Investment Adviser, an Arizona limited liability company, to provide advisory and management services. The Investment Advisory Agreement compensates the Investment Adviser with a fee, computed daily and payable monthly, at an annual rate of 0.80% of the Trust's Managed Assets. For purposes of the Investment Advisory Agreement, "Managed Assets" shall mean the Trust's average daily gross asset value, minus the sum of the Trust's accrued and unpaid dividends on any outstanding preferred shares and accrued liabilities (other than liabilities for the principal amount of any borrowings incurred, commercial paper or notes issued by the Trust and the liquidation preference of any outstanding preferred shares).

## ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 4 MANAGEMENT AND ADMINISTRATION AGREEMENTS (continued)**

The Investment Adviser entered into a Sub-Advisory agreement with ING IM, a Connecticut corporation. Subject to such policies as the Board or the Investment Adviser may determine, ING IM manages the Trust's assets in accordance with the Trust's investment objectives, policies, and limitations.

The Trust has also entered into an administration agreement with ING Funds Services, LLC (the "Administrator") to provide administrative services and also to furnish facilities. The Administrator is compensated with a fee, computed daily and payable monthly, at an annual rate of 0.25% plus the proceeds of any outstanding borrowings of the Trust's Managed Assets.

The Investment Adviser, ING IM and the Administrator are indirect, wholly-owned subsidiaries of ING Groep N.V. ("ING Groep"). ING Groep is one of the largest financial services organizations in the world, and offers an array of banking, insurance and asset management services to both individual and institutional investors.

**NOTE 5 TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES**

At May 31, 2008, the Trust had the following amounts recorded in payables to affiliates on the accompanying Statement of Assets and Liabilities:

| Accrued Investment<br>Management Fees | Accrued<br>Administrative Fees | Total        |
|---------------------------------------|--------------------------------|--------------|
| \$ 1,072,745                          | \$ 335,233                     | \$ 1,407,978 |

The Trust has adopted a Retirement Policy ("Policy") covering all independent trustees of the Trust who will have served as an independent trustee for at least five years at the time of retirement. Benefits under this Policy are based on an annual rate as defined in the Policy agreement.

**NOTE 6 COMMITMENTS**

The Trust has entered into both a \$90 million 364-day revolving credit agreement which matures August 20, 2008 and a \$360 million 364-day revolving securitization facility which matures May 29, 2009, collateralized by assets of the Trust. Borrowing rates under these agreements are based on a fixed spread over LIBOR, the federal funds rate, or a commercial paper-based rate. Prepaid arrangement fees for these facilities are amortized over the term of the agreements. The amount of borrowings outstanding at May 31, 2008, was \$157 million. Weighted average interest rate on outstanding borrowings was 3.50%, excluding fees related to the unused portion of the facilities, and other fees. The amount of borrowings represented 10.1% of total assets at May 31, 2008. Average borrowings for the period ended May 31, 2008 were \$256,945,652 and the average annualized interest rate was 3.59% excluding other fees related to the unused portion of the facilities, and other fees.

As of May 31, 2008, the Trust had unfunded loan commitments pursuant to the terms of the following loan agreements:

|                                  |            |
|----------------------------------|------------|
| Advance Food Company             | \$ 116,878 |
| Calpine Corporation              | 871,500    |
| Cannery Casino Resorts, LLC      | 755,906    |
| Cengage Learning, Inc.           | 3,333,333  |
| Centaur Gaming                   | 350,877    |
| Coleto Creek Power               | 3,791,667  |
| Community Health Systems, Inc.   | 2,501,356  |
| Fontainebleau Resorts, LLC       | 966,667    |
| Golden Nugget, Inc.              | \$ 545,455 |
| Hub International Holdings, Inc. | 81,046     |
| Kerasotes Theatres, Inc.         | 996,930    |

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|  |               |
|--|---------------|
| Ply Gem Industries, Inc.                     | 666,667       |
| Sturm Foods, Inc.                            | 500,000       |
| United Surgical Partners International, Inc. | 72,581        |
|  | \$ 15,550,863 |

The unrealized depreciation on these commitments of \$1,642,429 as of May 31, 2008 is reported as such on the Statement of Assets and Liabilities.

## ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 7 RIGHTS AND OTHER OFFERINGS**

As of May 31, 2008, outstanding share offerings pursuant to shelf registrations were as follows:

| Registration Date | Shares Registered | Shares Remaining |
|-------------------|-------------------|------------------|
| 9/15/98           | 25,000,000        | 12,372,589       |
| 3/04/99           | 5,000,000         | 3,241,645        |

On November 2, 2000, the Trust issued 3,600 shares each of Series M, Series W and Series F Auction Rate Cumulative Preferred Shares, \$0.01 Par Value, \$25,000 liquidation preference, for a total issuance of \$270 million. Also, on November 16, 2000, the Trust issued 3,600 shares of Series T and Series Th Auction Rate Cumulative Preferred Shares, \$0.01 Par Value, \$25,000, liquidation preference, for a total issuance of \$180 million. The Trust used the net proceeds of the offering to partially pay down the then existing indebtedness and to purchase additional senior loans. Preferred Shares pay dividends based on a rate set at auctions, normally held every 7 days. In most instances dividends are also payable every 7 days, on the first business day following the end of the rate period. Preferred shares have no stated conversion, redemption or liquidation date, but may be redeemed at the election of the Trust. Such shares may only be redeemed by the Preferred Shareholders if the Trust fails to meet certain credit quality thresholds within its portfolio.

Since early February 2008, for the first time in the history of its auction rate preferred shares program, the Trust did not receive hold orders and purchase requests for its preferred shares during their weekly auctions that equaled the full amount of such shares. As a result the amount sold by each selling shareholder was reduced pro rata or to zero. In addition, the dividend rate on such preferred shares, which is normally set by means of a Dutch Auction procedure, automatically reset to the maximum rate permitted under the preferred shares program. That maximum rate is 150% of the applicable commercial paper base rate on the day of the auction.

**NOTE 8 CUSTODIAL AGREEMENT**

State Street Bank and Trust Company ("SSB") serves as the Trust's custodian and recordkeeper. Custody fees paid to SSB are reduced by earnings credits based on the cash balances held by SSB for the Trust. There were no earnings credits for the three months ended May 31, 2008.

**NOTE 9 SUBORDINATED LOANS AND UNSECURED LOANS**

The Trust may invest in subordinated loans and in unsecured loans. The primary risk arising from investing in subordinated loans or in unsecured loans is the potential loss in the event of default by the issuer of the loans. The Trust may acquire a subordinated loan only if, at the time of acquisition, it acquires or holds a senior loan from the same borrower. The Trust will acquire unsecured loans only where the Investment Adviser believes, at the time of acquisition, that the Trust would have the right to payment upon default that is not subordinate to any other creditor. Subject to the aggregate 20% limit on other investments, the Trust may invest up to 20% of its total assets in unsecured floating rate loans, notes and other debt instruments and 5% of its total assets in floating rate subordinated loans. As of May 31, 2008, the Trust held 0.5% of its total assets in subordinated loans and unsecured loans.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 10 CAPITAL SHARES**

Transactions in capital shares and dollars were as follows:

|  | Prime Rate Trust                      |                                    |
|--|---------------------------------------|------------------------------------|
|  | Three Months<br>Ended May 31,<br>2008 | Year Ended<br>February 29,<br>2008 |
| <b>Number of Shares</b>                          |                                       |                                    |
| Reinvestment of distributions from common shares |                                       | 58,938                             |
| Proceeds from shares sold                        |                                       | 2,320                              |
| Net increase in shares outstanding               |                                       | 61,258                             |
| <b>Dollar Amount (\$)</b>                        |                                       |                                    |
| Reinvestment of distributions from common shares | \$                                    | \$ 450,139                         |
| Proceeds from shares sold                        |                                       | 17,785                             |
| Net increase                                     | \$                                    | \$ 467,924                         |

**NOTE 11 FEDERAL INCOME TAXES**

The amount of distributions from net investment income and net realized capital gains are determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles for investment companies. These book/tax differences may be either temporary or permanent. Permanent differences are reclassified within the capital accounts based on their federal tax-basis treatment; temporary differences are not reclassified. Key differences include the treatment of short-term capital gains, foreign currency transactions, and wash sale deferrals. Distributions in excess of net investment income and/or net realized capital gains for tax purposes are reported as return of capital.

Dividends paid by the Trust from net investment income and distributions of net realized short-term capital gains are, for federal income tax purposes, taxable as ordinary income to shareholders.

The tax composition of dividends and distributions to shareholders was as follows:

| Three months ended May 31, 2008 | Year Ended February 29, 2008 |
|---------------------------------|------------------------------|
| Ordinary Income                 | Ordinary Income              |
| \$ 21,367,444                   | \$ 105,297,662               |

The tax-basis components of distributable earnings and the expiration dates of the capital loss carryforwards which may be used to offset future realized capital gains for federal income tax purposes as of February 29, 2008 were:

| Unrealized<br>Appreciation/<br>(Depreciation) | Post-October<br>Currency<br>Losses<br>Deferred | Post-October<br>Capital<br>Losses<br>Deferred | Capital<br>Loss<br>Carryforwards | Expiration<br>Dates |
|---|--|---|----------------------------------|---------------------|
| \$ (194,491,261)                              | \$ (2,455,013)                                 | \$ (2,086,199)                                | \$ (847,193)                     | 2009                |
|   |  |   | (47,376,376)                     | 2010                |
|   |  |   | (97,064,717)                     | 2011                |
|   |  |   | (57,686,392)                     | 2012                |
|   |  |   | (22,421,058)                     | 2013                |

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(560,828)

2014

\$ (225,956,564)

The Trust's major tax jurisdictions are federal and Arizona. The earliest tax year that remains subject to examination by these jurisdictions is 2003.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 12 OTHER ACCOUNTING PRONOUNCEMENTS**

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes." This standard defines the threshold for recognizing the benefits of tax-return positions in the financial statements as "more-likely-than-not" to be sustained upon challenge by the taxing authority and requires measurement of a tax position meeting the more-likely-than-not criterion, based on the largest benefit that is more than 50 percent likely to be realized. FIN 48 was effective for fiscal years beginning after December 15, 2006, with early application permitted if no interim financial statements had been issued. Acknowledging the unique issues that FIN 48 presents for investment companies that calculate NAVs, the SEC indicated that they would not object if a fund implemented FIN 48 in its NAV calculation as late as its last NAV calculation in the first required financial statement reporting period for its fiscal year beginning after December 15, 2006. At adoption, companies must adjust their financial statements to reflect only those tax positions that are more likely-than-not to be sustained as of the adoption date. Management of the Trust has analyzed the tax positions of the Trust. Upon adoption of FIN 48, management identified no uncertain tax positions that have not met the more likely-than-not standard.

On September 15, 2006, the FASB issued Statement of Financial Accounting Standards No. 157 ("SFAS No. 157"), "Fair Value Measurements." This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ("GAAP"), and expands disclosures about fair value measurements. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). SFAS No. 157 also stipulates that, as a market-based measurement, fair value should be determined based on the assumptions that market participants would use in pricing the asset or liability, and establishes a fair value hierarchy that distinguishes between (a) market participant assumptions developed based on market data obtained from sources independent of the reporting entity (observable inputs) and (b) the reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. SFAS No. 157 will not impact the manner for which the Trust's investments are valued but will result in expanded financial statement disclosure.

On March 19, 2008, the FASB issued Statement of Financial Accounting Standards No. 161 ("SFAS No. 161"), "Disclosure about Derivative Instruments and Hedging Activities." This new accounting statement requires enhanced disclosures about an entity's derivative and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity invests in derivatives, (b) how derivatives are accounted for under SFAS No. 133, and (c) how derivatives affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 also requires enhanced disclosures regarding credit-risk-related contingent features of derivative instruments. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. As of May 31, 2008, management of the Trust is currently assessing the impact of the expanded financial statement disclosures that will result from adopting SFAS No. 161.

On March 19, 2008, the FASB issued Statement of Financial Accounting Standards No. 161 ("SFAS No. 161"), "Disclosure about Derivative Instruments and Hedging Activities." This new accounting statement requires enhanced disclosures about an entity's derivative and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity invests in derivatives, (b) how derivatives are accounted for under Statement 133, and (c) how derivatives affect an entity's financial position, financial performance, and cash flows.



ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 12 OTHER ACCOUNTING PRONOUNCEMENTS (continued)**

SFAS No. 161 also requires enhanced disclosures regarding credit-risk-related contingent features of derivative instruments.

SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. As of May 31, 2008, management of the Trust is currently assessing the impact of the expanded financial statement disclosures that will result from adopting SFAS No. 161.

**NOTE 13 INFORMATION REGARDING TRADING OF ING'S US MUTUAL FUNDS**

As discussed in earlier supplements filed with the SEC, ING Investments, LLC ("Investments"), the adviser to the ING Funds, has reported to the Boards of Directors/Trustees (the "Boards") of the ING Funds that, like many U.S. financial services companies, Investments and certain of its U.S. affiliates have received informal and formal requests for information since September 2003 from various governmental and self-regulatory agencies in connection with investigations related to mutual funds and variable insurance products. Investments has advised the Boards that it and its affiliates have cooperated fully with each request.

In addition to responding to regulatory and governmental requests, Investments reported that management of U.S. affiliates of ING Groep N.V., including Investments (collectively, "ING"), on their own initiative, have conducted, through independent special counsel and a national accounting firm, an extensive internal review of trading in ING insurance, retirement, and mutual fund products. The goal of this review was to identify any instances of inappropriate trading in those products by third parties or by ING investment professionals and other ING personnel. ING's internal review related to mutual fund trading is now substantially completed. ING has reported that, of the millions of customer relationships that ING maintains, the internal review identified several isolated arrangements allowing third parties to engage in frequent trading of mutual funds within ING's variable insurance and mutual fund products, and identified other circumstances where frequent trading occurred, despite measures taken by ING intended to combat market timing. ING further reported that each of these arrangements has been terminated and fully disclosed to regulators. The results of the internal review were also reported to the independent members of the Boards.

Investments has advised the Boards that most of the identified arrangements were initiated prior to ING's acquisition of the businesses in question in the U.S. Investments further reported that the companies in question did not receive special benefits in return for any of these arrangements, which have all been terminated.

Based on the internal review, Investments has advised the Boards that the identified arrangements do not represent a systemic problem in any of the companies that were involved.

Despite the extensive internal review conducted through independent special counsel and a national accounting firm, there can be no assurance that the instances of inappropriate trading reported to the Boards are the only instances of such trading respecting the ING Funds.

Investments reported to the Boards that ING is committed to conducting its business with the highest standards of ethical conduct with zero tolerance for noncompliance. Accordingly, Investments advised the Boards that ING management was disappointed that its voluntary internal review identified these situations. Viewed in the context of the breadth and magnitude of its U.S. business as a whole, ING management does not believe that ING's acquired companies had systemic ethical or compliance issues in these areas. Nonetheless, Investments reported that given ING's refusal to tolerate any lapses, it has taken the steps noted below, and will continue to seek opportunities to further strengthen the internal controls of its affiliates.

## ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 13 INFORMATION REGARDING TRADING OF ING'S US MUTUAL FUNDS (continued)**

ING has agreed with the ING Funds to indemnify and hold harmless the ING Funds from all damages resulting from wrongful conduct by ING or its employees or from ING's internal investigation, any investigations conducted by any governmental or self-regulatory agencies, litigation or other formal proceedings, including any proceedings by the SEC. Investments reported to the Boards that ING management believes that the total amount of any indemnification obligations will not be material to ING or its U.S. business.

ING updated its Code of Conduct for employees reinforcing its employees' obligation to conduct personal trading activity consistent with the law, disclosed limits, and other requirements.

**Other Regulatory Matters**

The New York Attorney General (the "NYAG") and other federal and state regulators are also conducting broad inquiries and investigations involving the insurance industry. These initiatives currently focus on, among other things, compensation and other sales incentives; potential conflicts of interest; potential anti-competitive activity; reinsurance; marketing practices (including suitability); specific product types (including group annuities and indexed annuities); fund selection for investment products and brokerage sales; and disclosure. It is likely that the scope of these industry investigations will further broaden before they conclude. ING has received formal and informal requests in connection with such investigations, and is cooperating fully with each request.

Other federal and state regulators could initiate similar actions in this or other areas of ING's businesses. These regulatory initiatives may result in new legislation and regulation that could significantly affect the financial services industry, including businesses in which ING is engaged. In light of these and other developments, ING continuously reviews whether modifications to its business practices are appropriate. At this time, in light of the current regulatory factors, ING U.S. is actively engaged in reviewing whether any modifications in our practices are appropriate for the future.

There can be no assurance that these matters, or the adverse publicity associated with them, will not result in increased fund redemptions, reduced sale of fund shares, or other adverse consequences to ING Funds.

**NOTE 14 SUBSEQUENT EVENTS**

The Trust announced that the Board of Trustees had approved a partial redemption of the auction rate preferred shares outstanding by drawing on leverage that is available under the Trust's credit facilities. Below is a summary of the redemption of approximately \$225 million of the \$450 million auction rate preferred shares outstanding:

| Preferred Shares | Total Shares Redeemed | Total Liquidation Preference | Redemption Date |
|------------------|-----------------------|------------------------------|-----------------|
| Series M         | 1,800                 | \$ 45,000,000                | 07/15/08        |
| Series T         | 1,800                 | \$ 45,000,000                | 07/16/08        |
| Series W         | 1,800                 | \$ 45,000,000                | 07/17/08        |
| Series Th        | 1,800                 | \$ 45,000,000                | 07/18/08        |
| Series F         | 1,800                 | \$ 45,000,000                | 07/21/08        |
| Totals           | 9,000                 | \$ 225,000,000               |                 |

## ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2008 (Unaudited) (continued)

**NOTE 14 SUBSEQUENT EVENTS (continued)**

Subsequent to May 31, 2008, the Trust paid to Common Shareholders the following dividends from net investment income:

|    | <b>Per Share Amount</b> | <b>Declaration Date</b> | <b>Record Date</b> | <b>Payable Date</b> |
|----|-------------------------|-------------------------|--------------------|---------------------|
| \$ | 0.0340                  | 5/30/08                 | 6/10/08            | 6/23/08             |
| \$ | 0.0320                  | 6/30/08                 | 7/10/08            | 7/22/08             |

Subsequent to May 31, 2008, the Trust paid to Preferred Shareholders the following dividends from net investment income:

| <b>Preferred Shares</b> | <b>Total Per Share Amount</b> | <b>Auction Dates</b> | <b>Record Dates</b> | <b>Payable Dates</b> | <b>Average Rate</b> |
|-------------------------|-------------------------------|----------------------|---------------------|----------------------|---------------------|
| Series M                | \$ 104.64                     | 06/02/08-07/14/08    | 06/09/08-07/21/08   | 06/10/08-07/22/08    | 4.612%              |
| Series T                | \$ 106.74                     | 06/03/08-07/15/08    | 06/10/08-07/22/08   | 06/11/08-07/23/08    | 4.706%              |
| Series W                | \$ 104.99                     | 06/04/08-07/16/08    | 06/11/08-07/23/08   | 06/12/08-07/24/08    | 4.628%              |
| Series Th               | \$ 105.93                     | 06/05/08-07/17/08    | 06/12/08-07/24/08   | 06/13/08-07/25/08    | 4.657%              |
| Series F                | \$ 106.74                     | 06/06/08-07/18/08    | 06/13/08-07/25/08   | 06/16/08-07/28/08    | 4.706%              |



## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited)

| <i>Principal Amount</i>              |           | <i>Borrower/Tranche Description</i>  | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--------------------------------------|-----------|--|--------------------------------------|----------------|---------------------|
|                                      |           |  | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b>Senior Loans*: 161.3%</b>         |           |  |                                      |                |                     |
| <b>Aerospace &amp; Defense: 2.1%</b> |           |  |                                      |                |                     |
|                                      |           | <b>Avio Group</b>  | NR                                   | NR             |                     |
| \$                                   | 556,314   | Term Loan, 6.423%, maturing December 13, 2014                                      |                                      |                | \$ 519,358          |
| EUR                                  | 708,333   | Term Loan, 6.715%, maturing December 13, 2014                                      |                                      |                | 1,047,363           |
| EUR                                  | 708,333   | Term Loan, 7.146%, maturing December 13, 2015                                      |                                      |                | 1,047,363           |
| \$                                   | 590,346   | Term Loan, 7.468%, maturing December 13, 2015                                      |                                      |                | 551,130             |
|                                      |           | <b>Delta Air Lines, Inc.</b>   | Ba2                                  | BB-            |                     |
|                                      | 1,485,000 | Term Loan, 5.006%, maturing April 30, 2012   |                                      |                | 1,270,735           |
|                                      | 4,481,250 | Term Loan, 6.149%, maturing April 30, 2012   | B2                                   | B              | 3,293,719           |
|                                      | 2,158,064 | <b>Dyncorp International, LLC</b><br>Term Loan, 4.625%, maturing February 11, 2011 | Ba2                                  | BB             | 2,087,926           |
|                                      | 992,500   | <b>McKechnie Aerospace DE, Inc.</b><br>Term Loan, 4.709%, maturing May 11, 2014    | Ba3                                  | B+             | 945,356             |
|                                      | 3,000,000 | <b>Transdigm, Inc.</b><br>Term Loan, 4.655%, maturing June 23, 2013                | Ba3                                  | BB-            | 2,915,001           |
|                                      | 2,496,357 | <b>United Airlines, Inc.</b><br>Term Loan, 4.809%, maturing February 01, 2014      | B1                                   | BB-            | 1,927,187           |
|                                      | 4,138,000 | <b>US Airways Group, Inc.</b><br>Term Loan, 4.883%, maturing March 24, 2014        | B2                                   | B+             | 2,853,151           |
|                                      |           | <b>Wesco Aircraft Hardware Corporation</b>   | B1                                   | BB-            |                     |

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|   |  |     |           |
|---|--|-----|-----------|
| 1,458,750                                 | Term Loan, 4.950%,<br>maturing<br>September 29, 2013 |     | 1,433,678 |
| <b>19,891,967</b>                         |  |     |           |
| <b>Automobile: 1.9%</b>                   |  |     |           |
|   | <b>Dollar Thrifty<br/>Automotive Group,<br/>Inc.</b> | B1  | BB        |
| 744,375                                   | Term Loan, 4.381%,<br>maturing June 15,<br>2014      |     | 562,003   |
|   | <b>Ford Motor<br/>Company</b>                        | Ba3 | B+        |
| 6,228,172                                 | Term Loan, 5.800%,<br>maturing<br>December 15, 2013  |     | 5,389,318 |
|   | <b>KAR Holdings, Inc.</b>                            | Ba3 | B+        |
| 4,466,250                                 | Term Loan, 4.950%,<br>maturing<br>October 20, 2013   |     | 4,159,195 |
|   | <b>Oshkosh Truck<br/>Corporation</b>                 | Ba3 | BBB-      |
| 7,775,000                                 | Term Loan, 4.760%,<br>maturing<br>December 06, 2013  |     | 7,453,201 |
| <b>17,563,717</b>                         |  |     |           |
| <b>Beverage, Food &amp; Tobacco: 3.9%</b> |  |     |           |
|   | <b>Advance Food<br/>Company</b>                      | B1  | BB-       |
| 49,965                                    | Term Loan, 1.858%,<br>maturing<br>March 16, 2014     |     | 45,468    |
| 578,544                                   | Term Loan, 4.450%,<br>maturing<br>March 16, 2014     |     | 526,475   |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                                 | <i>Borrower/Tranche Description</i> | <i>Bank Loan Ratings (Unaudited)</i>          |                | <i>Market Value</i> |
|---|-------------------------------------|---|----------------|---------------------|
|   |                                     | <i>Moody's</i>                                | <i>S&amp;P</i> |                     |
| <b><i>Beverage, Food &amp; Tobacco: (continued)</i></b> |                                     |   |                |                     |
|   | <b>ARAMARK Corporation</b>          | Ba3   | BB             |                     |
| \$  | 15,882,231                          | Term Loan, 4.571%, maturing January 26, 2014  |                | \$ 14,947,164       |
|   | 2,962,500                           | Term Loan, 4.571%, maturing January 26, 2014  |                | 2,788,083           |
|   | 1,388,208                           | Term Loan, 5.025%, maturing January 26, 2014  |                | 1,306,477           |
|   |                                     | <b>Birds Eye Foods, Inc.</b>                  | B1             | B+                  |
|   | 856,667                             | Term Loan, 4.450%, maturing March 22, 2013    |                | 818,117             |
|   |                                     | <b>Bumble Bee Foods, LLC</b>                  | B1             | B+                  |
|   | 1,200,000                           | Term Loan, 5.052%, maturing May 02, 2012      |                | 1,140,000           |
|   |                                     | <b>Golden State Foods</b>                     | B1             | B+                  |
|   | 3,840,000                           | Term Loan, 4.649%, maturing February 28, 2011 |                | 3,772,800           |
|   |                                     | <b>Pinnacle Foods Holding Corporation</b>     | B2             | B                   |
|   | 5,657,250                           | Term Loan, 5.473%, maturing April 02, 2014    |                | 5,318,828           |
|   |                                     | <b>Sturm Foods, Inc.</b>                      | B1             | B                   |
|   | 2,970,000                           | Term Loan, 5.438%, maturing January 31, 2014  |                | 2,341,349           |
|   |                                     | <b>United Biscuits</b>                        | NR             | NR                  |
| GBP   | 1,476,692                           | Term Loan, 7.962%, maturing December 14, 2014 |                | 2,683,379           |
|   |                                     | <b>Van Houtte, Inc.</b>                       | B1             | BB-                 |
| \$  | 655,050                             | Term Loan, 5.196%, maturing July 19, 2014     |                | 619,841             |
|   | 89,325                              | Term Loan, 5.196%, maturing July 19, 2014     |                | 78,159              |
|   |                                     |   |                | <b>36,386,140</b>   |
| <b><i>Buildings &amp; Real Estate: 1.5%</i></b>         |                                     |   |                |                     |
|   |                                     | <b>Contech Construction</b>                   | Ba3            | BB                  |

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|     |           |  |     |           |
|-----|-----------|--|-----|-----------|
|     |           | <b>Products, Inc.</b>                            |     |           |
|     |           | Term Loan, 4.649%,<br>maturing                   |     |           |
|     | 1,711,597 | January 31, 2013                                 |     | 1,474,113 |
|     |           | <b>Custom Building<br/>Products, Inc.</b>        | B1  | BB-       |
|     |           | Term Loan, 6.883%,<br>maturing                   |     |           |
|     | 4,116,063 | October 29, 2011                                 |     | 3,580,975 |
|     |           | <b>John Maneely<br/>Company</b>                  | B3  | B+        |
|     |           | Term Loan, 5.975%,<br>maturing                   |     |           |
|     | 4,256,286 | December 08, 2013                                |     | 3,988,494 |
|     |           | <b>KCPC Acquisition,<br/>Inc.</b>                | Ba2 | B         |
|     |           | Term Loan, 4.928%,<br>maturing May 22,<br>2014   |     |           |
|     | 560,170   |  |     | 518,157   |
|     |           | Term Loan, 5.125%,<br>maturing May 22,<br>2014   |     |           |
|     | 189,655   |  |     | 175,431   |
|     |           | <b>Lafarge Roofing</b>                           | NR  | NR        |
|     |           | Term Loan, 4.506%,<br>maturing June 14,<br>2015  |     |           |
|     | 169,425   |  |     | 123,045   |
|     |           | Term Loan, 6.856%,<br>maturing June 14,<br>2015  |     |           |
| EUR | 180,337   |  |     | 203,737   |
|     |           | Term Loan, 6.856%,<br>maturing June 14,<br>2015  |     |           |
| EUR | 441,573   |  |     | 498,869   |
|     |           | Term Loan, 4.756%,<br>maturing March 14,<br>2016 |     |           |
| \$  | 171,654   |  |     | 124,664   |
|     |           | Term Loan, 7.106%,<br>maturing March 14,<br>2016 |     |           |
| EUR | 409,551   |  |     | 462,691   |
|     |           | Term Loan, 7.106%,<br>maturing March 14,<br>2016 |     |           |
| EUR | 210,674   |  |     | 238,010   |

See Accompanying Notes to Financial Statements



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PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                         | <i>Borrower/Tranche Description</i>   | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|---|--------------------------------------|----------------|---------------------|
|   |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b>Buildings &amp; Real Estate: (continued)</b> |   |                                      |                |                     |
| \$ 761,905                                      | <b>Ply Gem Industries, Inc.</b><br>Revolver, 3.558%,<br>maturing<br>February 12, 2009 | B2                                   | BB-            | \$ 666,667          |
| 490,550   | <b>Shea Capital I, LLC</b><br>Term Loan, 4.434%,<br>maturing<br>October 27, 2011      | Ba3                                  | BB-            | 377,723             |
| 1,500,000                                       | <b>Tishman Speyer</b><br>Term Loan, 4.340%,<br>maturing<br>December 27, 2012          | Ba2                                  | BB-            | 1,286,250           |
|   |   |                                      |                | <b>13,718,826</b>   |
| <b>Cargo Transport: 1.9%</b>                    |   |                                      |                |                     |
| 1,980,000                                       | <b>Baker Tanks, Inc.</b><br>Term Loan, 5.086%,<br>maturing May 08,<br>2014            | B1                                   | B              | 1,831,500           |
| 875,000   | <b>Dockwise Transport, N.V.</b><br>Term Loan, 5.071%,<br>maturing<br>January 11, 2015 | NR                                   | NR             | 824,141             |
| 1,094,819                                       | Term Loan, 5.071%,<br>maturing<br>January 11, 2015                                    |                                      |                | 1,031,183           |
| 1,094,819                                       | Term Loan, 5.571%,<br>maturing<br>January 11, 2016                                    |                                      |                | 1,031,183           |
| 875,000   | Term Loan, 5.571%,<br>maturing<br>January 11, 2016                                    |                                      |                | 824,141             |
| 500,000   | Term Loan, 7.196%,<br>maturing July 11,<br>2016                                       |                                      |                | 439,166             |
| 560,000   | Term Loan, 7.196%,<br>maturing<br>October 20, 2016                                    |                                      |                | 491,866             |
| 749,586   | <b>Gainey Corporation</b><br>Term Loan, 9.816%,<br>maturing April 20,<br>2012         | Caa2                                 | CC             | 348,557             |
| 2,212,500                                       | <b>Greatwide Logistics Services, Inc.</b><br>Term Loan, 6.200%,<br>maturing           | B3                                   | B              | 1,752,023           |

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|           |     | December 19, 2013                                     |                   |
|-----------|-----|---|-------------------|
|           |     | <b>Inmar, Inc.</b>                                    | B1 B              |
|           |     | Term Loan, 5.200%,<br>maturing April 29,<br>2013      |                   |
| 540,922   |     |   | 508,467           |
|           |     | <b>Kenan Advantage<br/>Group, Inc.</b>                | B3 B+             |
|           |     | Term Loan, 6.196%,<br>maturing                        |                   |
| 977,512   |     | December 16, 2011                                     | 913,974           |
|           | (2) | <b>Neoplan USA<br/>Corporation</b>                    | NR NR             |
|           |     | Term Loan, 0.000%,<br>maturing June 30,<br>2006       |                   |
| 896,585   | (3) |   | 31,770            |
|           |     | <b>Railamerica<br/>Transportation<br/>Corporation</b> | NR NR             |
|           |     | Term Loan, 4.930%,<br>maturing                        |                   |
| 4,200,000 |     | August 14, 2008                                       | 4,116,000         |
|           |     | <b>TNT Logistics</b>                                  | Ba2 BB-           |
|           |     | Term Loan, 5.381%,<br>maturing                        |                   |
| 1,902,544 |     | November 04, 2013                                     | 1,797,904         |
|           |     | Term Loan, 5.696%,<br>maturing                        |                   |
| 723,070   |     | November 04, 2013                                     | 686,315           |
|           |     | <b>US Shipping<br/>Partners, L.P.</b>                 | Caa2 B            |
|           |     | Term Loan, 6.196%,<br>maturing                        |                   |
| 1,795,275 |     | March 31, 2012  | 1,551,042         |
|           |     |   | <b>18,179,232</b> |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                       | <i>Borrower/Tranche Description</i> | <i>Bank Loan Ratings (Unaudited)</i>          |                | <i>Market Value</i> |
|---|-------------------------------------|---|----------------|---------------------|
|   |                                     | <i>Moody's</i>                                | <i>S&amp;P</i> |                     |
| <b>Cellular: 1.9%</b>                         |                                     |   |                |                     |
|   | <b>Alltel Communications, Inc.</b>  | Ba3   | BB-            |                     |
| \$  | 1,500,000                           | Term Loan, 5.248%, maturing May 16, 2015      |                | \$ 1,389,643        |
|   | 3,730,003                           | Term Loan, 5.248%, maturing May 16, 2015      |                | 3,466,572           |
|   | 1,994,987                           | Term Loan, 5.550%, maturing May 16, 2015      |                | 1,854,091           |
|   |                                     | <b>Centennial Communications Corporation</b>  | Ba2            | BB-                 |
|   | 3,567,436                           | Term Loan, 4.795%, maturing February 09, 2011 |                | 3,497,871           |
|   |                                     | <b>Cricket Communications, Inc.</b>           | Ba2            | B+                  |
|   | 5,895,000                           | Term Loan, 5.696%, maturing June 16, 2013     |                | 5,796,748           |
|   |                                     | <b>NTELOS, Inc.</b>                           | Ba3            | BB-                 |
|   | 2,155,575                           | Term Loan, 5.268%, maturing August 24, 2011   |                | 2,114,485           |
|   |                                     |   |                | <b>18,119,410</b>   |
| <b>Chemicals, Plastics &amp; Rubber: 6.8%</b> |                                     |   |                |                     |
|   |                                     | <b>AZ Chem US, Inc.</b>                       | B1             | BB-                 |
| EUR   | 714,414                             | Term Loan, 6.640%, maturing February 28, 2013 |                | 900,187             |
|   |                                     | <b>AZ Chem US, Inc.</b>                       | Caa1           | CCC+                |
| \$  | 333,333                             | Term Loan, 8.150%, maturing February 28, 2014 |                | 225,000             |
|   |                                     | <b>Borsodchem Nyrt.</b>                       | NR             | NR                  |
| EUR   | 804,394                             | Term Loan, 6.812%, maturing March 26, 2015    |                | 1,109,500           |
| EUR   | 804,394                             | Term Loan, 7.312%, maturing March 26, 2016    |                | 1,112,628           |
|   |                                     | <b>Brenntag Holding GmbH &amp; Co. KG</b>     | B1             | B+                  |
| \$  | 1,178,182                           | Term Loan, 5.794%, maturing January 17, 2014  |                | 1,103,073           |

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|     |           |   |     |     |           |
|-----|-----------|---|-----|-----|-----------|
|     | 3,621,818 | Term Loan, 5.794%,<br>maturing<br>January 17, 2014  |     |     | 3,390,927 |
|     |           | <b>Celanese</b>                                     | Ba2 | BB+ |           |
|     | 3,200,000 | Term Loan, 2.803%,<br>maturing April 02,<br>2014    |     |     | 3,078,666 |
|     |           | <b>Cristal Inorganic<br/>Chemicals, Inc.</b>        | Ba3 | B+  |           |
|     | 2,892,750 | Term Loan, 4.946%,<br>maturing May 15,<br>2014      |     |     | 2,516,692 |
|     |           | <b>Cristal Inorganic<br/>Chemicals, Inc.</b>        | B3  | CCC |           |
|     | 900,000   | Term Loan, 8.446%,<br>maturing<br>November 15, 2014 |     |     | 708,750   |
|     |           | <b>Flint Group</b>                                  | NR  | NR  |           |
|     | 936,821   | Term Loan, 4.880%,<br>maturing<br>December 31, 2012 |     |     | 838,748   |
|     |           | Term Loan, 4.880%,<br>maturing<br>December 31, 2014 |     |     | 316,295   |
|     | 353,279   | Term Loan, 4.880%,<br>maturing May 29,<br>2015      |     |     | 2,089,064 |
| EUR | 666,667   | Term Loan, 6.983%,<br>maturing May 29,<br>2015      |     |     | 915,643   |
| \$  | 1,290,100 | Term Loan, 4.880%,<br>maturing<br>December 31, 2015 |     |     | 1,155,043 |
|     |           | <b>Hawkeye<br/>Renewables, LLC</b>                  | B3  | NR  |           |
|     | 3,626,591 | Term Loan, 6.955%,<br>maturing June 30,<br>2012     |     |     | 2,425,283 |

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                              | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--|---|--------------------------------------|----------------|---------------------|
|  |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b>Chemicals, Plastics &amp; Rubber: (continued)</b> |   |                                      |                |                     |
|  | <b>Hexion Specialty Chemicals, Inc.</b>       | Ba3                                  | B+             |                     |
| \$ 7,826,935   | Term Loan, 4.938%, maturing May 05, 2013      |                                      |                | \$ 7,441,177        |
| 1,176,000  | Term Loan, 4.959%, maturing May 05, 2013      |                                      |                | 1,118,040           |
| 1,698,865  | Term Loan, 5.000%, maturing May 05, 2013      |                                      |                | 1,615,135           |
| 992,500  | Term Loan, 5.000%, maturing May 05, 2013      |                                      |                | 943,584             |
| 2,462,500  | Term Loan, 5.000%, maturing May 05, 2013      |                                      |                | 2,341,133           |
|  | <b>Ineos US Finance, LLC</b>                  | Ba3                                  | BB-            |                     |
| 2,150,615  | Term Loan, 4.885%, maturing December 16, 2012 |                                      |                | 1,987,975           |
| 2,854,474  | Term Loan, 4.885%, maturing December 16, 2013 |                                      |                | 2,624,926           |
| 2,853,691  | Term Loan, 5.385%, maturing December 23, 2014 |                                      |                | 2,624,206           |
|  | <b>ISP Chemco, Inc.</b>                       | Ba3                                  | BB-            |                     |
| 3,473,750  | Term Loan, 4.236%, maturing June 04, 2014     |                                      |                | 3,315,260           |
|  | <b>JohnsonDiversey, Inc.</b>                  | Ba2                                  | BB-            |                     |
| 501,036  | Term Loan, 4.784%, maturing December 16, 2010 |                                      |                | 481,204             |
| 2,582,579  | Term Loan, 4.784%, maturing December 16, 2011 |                                      |                | 2,480,353           |
|  | <b>Kraton Polymers, LLC</b>                   | B1                                   | B-             |                     |
| 1,578,407  | Term Loan, 4.750%, maturing May 12, 2013      |                                      |                | 1,385,052           |
|  | <b>Lucite International US Finco, Ltd.</b>    | Ba3                                  | BB-            |                     |
| 699,375  | Term Loan, 5.150%, maturing July 07, 2013     |                                      |                | 644,299             |
| 1,030,382  |   |                                      |                | 949,239             |

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|  |            |  |     |                   |
|--|------------|--|-----|-------------------|
|  |            | Term Loan,<br>5.150%, maturing<br>July 07, 2013      |     |                   |
|  |            | <b>LyondellBasell<br/>Industries</b>                 | Ba2 | BB                |
|  | 3,250,000  | Term Loan,<br>maturing April 30,<br>2015             |     | 2,954,250         |
|  |            | <b>MacDermid, Inc.</b>                               | B1  | BB-               |
|  | 1,648,421  | Term Loan,<br>4.696%, maturing<br>April 12, 2014     |     | 1,510,366         |
| EUR  | 807,192    | Term Loan,<br>6.981%, maturing<br>April 12, 2014     |     | 1,114,405         |
|  |            | <b>Northeast Biofuels,<br/>LLC</b>                   | B1  | B                 |
| \$   | 1,073,171  | Term Loan,<br>5.946%, maturing<br>June 30, 2013      |     | 965,854           |
|  |            | <b>Polypore, Inc.</b>                                | Ba2 | BB-               |
|  | 3,308,333  | Term Loan,<br>5.110%, maturing<br>July 03, 2014      |     | 3,194,609         |
|  |            | <b>Rockwood<br/>Specialties Group,<br/>Inc.</b>      | Ba2 | BB+               |
|  | 2,862,617  | Term Loan,<br>4.399%, maturing<br>December 13, 2013  |     | 2,747,889         |
|  |            |  |     | <b>64,324,455</b> |
| <i>Containers, Packaging &amp; Glass: 4.8%</i> |            |  |     |                   |
|  |            | <b>Berry Plastics<br/>Corporation</b>                | B1  | BB-               |
|  | 9,916,128  | Term Loan,<br>4.784%, maturing<br>April 03, 2015     |     | 9,214,562         |
|  |            | <b>Graham<br/>Packaging<br/>Company</b>              | B1  | B+                |
|  | 13,068,000 | Term Loan,<br>5.037%, maturing<br>October 07, 2011   |     | 12,510,794        |
|  |            | <b>Graphic<br/>Packaging<br/>International, Inc.</b> | Ba3 | BB-               |
|  | 7,866,343  | Term Loan,<br>4.795%, maturing<br>May 16, 2014       |     | 7,500,117         |
|  |            | <b>Klockner<br/>Pentaplast</b>                       | NR  | NR                |
|  | 2,000,000  | Term Loan,<br>5.210%, maturing<br>January 03, 2016   |     | 1,455,000         |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                               |           | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|-----------|---|--------------------------------------|----------------|---------------------|
|   |           |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Containers, Packaging &amp; Glass: (continued)</i> |           |   |                                      |                |                     |
| EUR   | 480,547   | Term Loan, 7.242%, maturing January 03, 2016  |                                      |                | \$ 545,470          |
| EUR   | 1,019,453 | Term Loan, 7.242%, maturing January 03, 2016  |                                      |                | 1,157,184           |
|   |           | <b>Mauser AG</b>                              | NR                                   | NR             |                     |
| EUR   | 625,000   | Term Loan, 6.762%, maturing June 13, 2013     |                                      |                | 730,808             |
| EUR   | 625,000   | Term Loan, 7.012%, maturing June 13, 2014     |                                      |                | 737,694             |
| \$  | 842,699   | Term Loan, 4.757%, maturing June 13, 2015     |                                      |                | 633,429             |
|   | 842,699   | Term Loan, 5.007%, maturing June 13, 2016     |                                      |                | 639,398             |
|   |           | <b>Owens-Illinois</b>                         | Baa3                                 | BBB-           |                     |
| EUR   | 2,154,375 | Term Loan, 5.884%, maturing June 14, 2013     |                                      |                | 3,094,407           |
|   |           | <b>Pro Mach, Inc.</b>                         | B1                                   | B              |                     |
| \$  | 2,450,000 | Term Loan, 4.950%, maturing December 01, 2011 |                                      |                | 2,290,750           |
|   |           | <b>Smurfit-Stone Container Corporation</b>    | Ba2                                  | BB             |                     |
|   | 99,264    | Term Loan, 5.058%, maturing November 01, 2011 |                                      |                | 96,584              |
|   | 594,668   | Term Loan, 5.067%, maturing November 01, 2011 |                                      |                | 578,612             |
|   |           | <b>Tegant Holding Company</b>                 | B2                                   | B              |                     |
|   | 495,000   | Term Loan, 5.430%, maturing March 08, 2014    |                                      |                | 340,312             |
|   |           | <b>Tegant Holding Company</b>                 | Caa2                                 | CCC-           |                     |
|   | 500,000   | Term Loan, 8.180%, maturing March 08, 2015    |                                      |                | 205,000             |
|   |           | <b>Xerium Technologies, Inc.</b>              | Caa1                                 | CCC+           |                     |
|   | 4,235,415 | Term Loan, 5.446%, maturing May 18, 2012      |                                      |                | 3,578,926           |

45,309,047

**Data and Internet Services: 8.2%**

|     |           |  |     |     |           |
|-----|-----------|--|-----|-----|-----------|
|     |           | <b>Activant Solutions, Inc.</b>                | B1  | B+  |           |
|     | 930,897   | Term Loan, 4.759%, maturing May 02, 2013       |     |     | 827,335   |
|     |           | <b>Axiom Corporation</b>                       | Ba2 | BB+ |           |
|     | 1,703,333 | Term Loan, 4.893%, maturing September 15, 2012 |     |     | 1,639,458 |
|     |           | <b>Amadeus IT Group, S.A.</b>                  | NR  | NR  |           |
| EUR | 768,581   | Term Loan, 6.709%, maturing May 04, 2015       |     |     | 1,105,293 |
| EUR | 768,581   | Term Loan, 7.209%, maturing May 04, 2016       |     |     | 1,105,507 |
|     |           | <b>Audatex</b>                                 | Ba3 | BB- |           |
| \$  | 3,098,073 | Term Loan, 4.875%, maturing May 16, 2014       |     |     | 2,881,208 |
|     |           | <b>Carlson Wagonlit Holdings, B.V.</b>         | Ba2 | BB- |           |
|     | 2,750,000 | Term Loan, 5.149%, maturing August 03, 2012    |     |     | 2,499,062 |
|     |           | <b>First Data Corporation</b>                  | Ba3 | BB- |           |
|     | 5,974,438 | Term Loan, 5.168%, maturing September 24, 2014 |     |     | 5,556,909 |
|     | 2,192,827 | Term Loan, 5.355%, maturing September 24, 2014 |     |     | 2,041,248 |
|     | 248,750   | Term Loan, 5.355%, maturing September 24, 2014 |     |     | 231,422   |

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PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                               | <i>Borrower/Tranche Description</i>            | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|--|--------------------------------------|----------------|---------------------|
|   |  | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Data and Internet Services: (continued)</i>        |  |                                      |                |                     |
|   | <b>Open Text Corporation</b>                   | Ba3                                  | BB             |                     |
| \$ 1,322,614  | Term Loan, 4.631%, maturing October 02, 2013   |                                      |                | \$ 1,279,629        |
|   | <b>Orbitz</b>                                  | B1                                   | BB-            |                     |
| 9,447,500   | Term Loan, 5.673%, maturing July 25, 2014      |                                      |                | 7,983,137           |
|   | <b>Reynolds &amp; Reynolds Company</b>         | Ba2                                  | BB             |                     |
| 9,855,732   | Term Loan, 4.383%, maturing October 26, 2012   |                                      |                | 9,449,183           |
|   | <b>Sabre, Inc.</b>                             | B1                                   | B+             |                     |
| 15,958,689  | Term Loan, 4.691%, maturing September 30, 2014 |                                      |                | 13,678,591          |
|   | <b>Sitel, LLC</b>                              | B2                                   | B+             |                     |
| 3,893,842   | Term Loan, 5.163%, maturing January 30, 2014   |                                      |                | 3,154,012           |
|   | <b>Sungard Data Systems, Inc.</b>              | Ba3                                  | BB             |                     |
| 20,186,112  | Term Loan, 4.508%, maturing February 28, 2014  |                                      |                | 19,091,924          |
|   | <b>Transaction Network Services, Inc.</b>      | B1                                   | BB-            |                     |
| 2,282,110   | Term Loan, 4.621%, maturing March 28, 2014     |                                      |                | 2,110,952           |
|   | <b>Travelport, Inc.</b>                        | Ba3                                  | BB-            |                     |
| 1,445,156   | Term Loan, 4.631%, maturing August 23, 2013    |                                      |                | 1,328,640           |
| 289,971   | Term Loan, 4.946%, maturing August 23, 2013    |                                      |                | 266,593             |
| 992,500   | Term Loan, 4.631%, maturing May 23, 2014       |                                      |                | 909,130             |
|   |  |                                      |                | <b>77,139,233</b>   |
| <i>Diversified / Conglomerate Manufacturing: 3.3%</i> |  |                                      |                |                     |
| 3,225,625   | (5) <b>BOC Edwards</b>                         | B1                                   | BB             | 2,548,244           |
|   | Term Loan, 4.644%, maturing                    |                                      |                |                     |

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|     |           |   |      |           |
|-----|-----------|---|------|-----------|
|     |           | May 31, 2014                                  |      |           |
|     |           | <b>Brand Services, Inc.</b>                   | B1   | B         |
|     |           | Term Loan, 5.014%, maturing February 07, 2014 |      | 2,590,333 |
|     | 2,830,965 |   |      |           |
|     |           | Term Loan, 6.024%, maturing February 07, 2014 |      | 1,176,338 |
|     | 1,238,250 |   |      |           |
|     |           | <b>Brand Services, Inc.</b>                   | Caa1 | CCC+      |
|     |           | Term Loan, 8.838%, maturing February 07, 2015 |      | 1,400,000 |
|     | 1,600,000 |   |      |           |
|     |           | <b>Dresser, Inc.</b>                          | B2   | B+        |
|     |           | Term Loan, 5.211%, maturing May 04, 2014      |      | 4,711,085 |
|     | 4,910,577 |   |      |           |
|     |           | <b>EPD, Inc.</b>                              | B1   | B+        |
|     |           | Term Loan, 4.890%, maturing July 31, 2014     |      | 371,127   |
|     | 436,406   |   |      |           |
|     |           | Term Loan, 5.400%, maturing July 31, 2014     |      | 2,591,380 |
|     | 3,047,188 |   |      |           |
|     |           | <b>Ferretti S.P.A.</b>                        | NR   | NR        |
| EUR | 577,667   | Term Loan, 4.715%, maturing March 31, 2015    |      | 849,194   |
| EUR | 577,667   | Term Loan, 4.715%, maturing March 31, 2016    |      | 849,194   |

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                                      | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--|---|--------------------------------------|----------------|---------------------|
|  |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Diversified / Conglomerate Manufacturing: (continued)</i> |   |                                      |                |                     |
|  | <b>Flextronics International, Ltd.</b>        | Ba1                                  | BB+            |                     |
| \$ 691,719   | Term Loan, 4.947%, maturing October 01, 2014  |                                      |                | \$ 651,946          |
|  |   |                                      |                |                     |
| 197,825  | Term Loan, 4.963%, maturing October 01, 2014  |                                      |                | 184,472             |
|  | <b>Generac Power Systems, Inc.</b>            | B1                                   | B              |                     |
| 4,405,756  | Term Loan, 5.184%, maturing November 09, 2013 |                                      |                | 3,612,720           |
|  | <b>Gentek Holding Corporation</b>             | Ba3                                  | BB-            |                     |
| 381,695  | Term Loan, 4.765%, maturing February 28, 2011 |                                      |                | 358,555             |
| 1,128,890  | Term Loan, 4.765%, maturing February 28, 2011 |                                      |                | 1,060,451           |
|  | <b>Mueller Group, Inc.</b>                    | Ba3                                  | BB+            |                     |
| 1,747,905  | Term Loan, 4.571%, maturing May 24, 2014      |                                      |                | 1,651,770           |
|  | <b>Rexnord Corporation / RBS Global, Inc.</b> | Ba2                                  | BB-            |                     |
| 968,485  | Term Loan, 4.978%, maturing July 19, 2013     |                                      |                | 920,061             |
|  | <b>Sensata Technologies</b>                   | Ba3                                  | BB             |                     |
| 4,126,500  | Term Loan, 4.662%, maturing April 27, 2013    |                                      |                | 3,817,013           |
|  | <b>Sensus Metering Systems, Inc.</b>          | Ba3                                  | BB             |                     |
| 1,408,696  | Term Loan, 5.271%, maturing December 17, 2010 |                                      |                | 1,338,261           |
|  |   |                                      |                |                     |
| 97,174   | Term Loan, 6.878%, maturing December 17, 2010 |                                      |                | 92,315              |
|  | <b>Textron Fastening Systems</b>              | B2                                   | B+             |                     |
| 492,500  | Term Loan, 6.196%, maturing August 11, 2013   |                                      |                | 462,950             |
|  |   |                                      |                | <b>31,237,409</b>   |

*Diversified / Conglomerate Service: 3.9%*

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|           |  |     |           |
|-----------|--|-----|-----------|
|           | <b>Affinion Group</b>                            | Ba2 | BB        |
|           | Term Loan, 5.167%,<br>maturing                   |     |           |
| 3,937,668 | October 17, 2012                                 |     | 3,777,700 |
|           | <b>AlixPartners, LLP</b>                         | B1  | BB-       |
|           | Term Loan, 4.710%,<br>maturing                   |     |           |
| 2,578,769 | October 12, 2013                                 |     | 2,505,705 |
|           | <b>Brickman Group</b>                            | Ba3 | BB-       |
|           | Term Loan, 4.696%,<br>maturing                   |     |           |
| 1,980,000 | January 23, 2014                                 |     | 1,861,200 |
|           | <b>Brock Holdings,<br/>Inc.</b>                  | B1  | B+        |
|           | Term Loan, 4.633%,<br>maturing                   |     |           |
| 1,485,000 | February 26, 2014                                |     | 1,381,050 |
|           | <b>Catalina Marketing<br/>Corporation</b>        | Ba3 | BB-       |
|           | Term Loan, 5.696%,<br>maturing                   |     |           |
| 2,985,000 | October 01, 2014                                 |     | 2,834,505 |
|           | <b>Coach America<br/>Holdings, Inc.</b>          | B2  | B         |
|           | Term Loan, 5.399%,<br>maturing April 20,<br>2014 |     |           |
| 2,126,791 |  |     | 1,403,682 |
|           | Term Loan, 5.446%,<br>maturing April 20,<br>2014 |     |           |
| 442,989   |  |     | 292,373   |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                                | <i>Borrower/Tranche Description</i>                 | <i>Bank Loan Ratings (Unaudited)</i>          |                | <i>Market Value</i> |
|--|---|---|----------------|---------------------|
|  |   | <i>Moody's</i>                                | <i>S&amp;P</i> |                     |
| <i>Diversified / Conglomerate Service: (continued)</i> |   |   |                |                     |
|  | <b>Fleetcor Technologies Operating Company, LLC</b> | Ba3   | B+             |                     |
| \$   | 116,667   | Term Loan, 4.880%, maturing April 30, 2013    |                | \$ 111,417          |
|  | 577,500   | Term Loan, 5.075%, maturing April 30, 2013    |                | 551,513             |
|  | <b>Intergraph Corporation</b>                       | Ba3   | BB-            |                     |
|  | 1,884,107   | Term Loan, 4.646%, maturing May 29, 2014      |                | 1,819,341           |
|  | <b>ISS Global A/S</b>                               | NR  | NR             |                     |
| EUR  | 877,193   | Term Loan, 6.652%, maturing December 31, 2013 |                | 1,276,717           |
| EUR  | 122,807   | Term Loan, 6.652%, maturing December 31, 2013 |                | 178,740             |
|  | <b>ISTA International GmbH</b>                      | NR  | NR             |                     |
| EUR  | 331,478   | Term Loan, 6.769%, maturing May 14, 2015      |                | 448,320             |
| EUR  | 1,668,522   | Term Loan, 6.769%, maturing May 14, 2015      |                | 2,256,656           |
|  | <b>Mitchell International, Inc.</b>                 | Ba3   | B+             |                     |
| \$   | 445,500   | Term Loan, 4.671%, maturing March 28, 2014    |                | 427,958             |
|  | <b>Mitchell International, Inc.</b>                 | Caa1  | B+             |                     |
|  | 250,000   | Term Loan, 7.938%, maturing March 28, 2015    |                | 238,750             |
|  | <b>Valley National Gases, Inc.</b>                  | Ba3   | BB-            |                     |
|  | 1,956,000   | Term Loan, 4.885%, maturing February 28, 2014 |                | 1,770,180           |
|  | <b>Valley National Gases, Inc.</b>                  | B3  | CCC+           |                     |
|  | 250,000   | Term Loan, 8.381%, maturing August 28, 2014   |                | 212,500             |
|  | <b>Valleycrest Companies, LLC</b>                   | B1  | B+             |                     |

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|   |   |      |                   |
|---|---|------|-------------------|
| 1,976,906   | Term Loan, 5.076%,<br>maturing<br>October 04, 2013  |      | 1,769,331         |
|   | <b>Vertafore, Inc.</b>                              | B1   | B                 |
| 3,069,116   | Term Loan, 5.138%,<br>maturing<br>January 31, 2012  |      | 2,877,296         |
|   | <b>West Corporation</b>                             | B1   | BB-               |
| 9,417,803   | Term Loan, 5.155%,<br>maturing<br>October 24, 2013  |      | 8,746,785         |
|   |   |      | <b>36,741,719</b> |
| <i>Diversified Nat'l Rsrccs, Precious Metals &amp; Minerals: 2.6%</i> |   |      |                   |
|   | <b>Georgia Pacific Corporation</b>                  | Ba2  | BB+               |
| 25,608,613  | Term Loan, 4.685%,<br>maturing<br>December 20, 2012 |      | 24,313,508        |
|   |   |      | <b>24,313,508</b> |
| <i>Ecological: 0.1%</i>   |   |      |                   |
|   | <b>Synagro Technologies, Inc.</b>                   | B1   | B+                |
| 893,250   | Term Loan, 4.690%,<br>maturing April 02,<br>2014    |      | 772,661           |
|   | <b>Synagro Technologies, Inc.</b>                   | Caa2 | CCC+              |
| 485,000   | Term Loan, 7.440%,<br>maturing<br>October 02, 2014  |      | 352,838           |
|   |   |      | <b>1,125,499</b>  |

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>  | <i>Borrower/Tranche Description</i>                   | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--------------------------|---|--------------------------------------|----------------|---------------------|
|                          |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b>Electronics: 1.6%</b> |   |                                      |                |                     |
|                          | <b>Decision One</b>                                   | NR                                   | NR             |                     |
| \$                       | Term Loan, 12.000%, maturing April 15, 2010           |                                      |                | \$ 1,522,536        |
|                          | <b>Freescale Semiconductor, Inc.</b>                  | Ba1                                  | BB             |                     |
|                          | Term Loan, 4.578%, maturing December 01, 2013         |                                      |                | 3,690,892           |
|                          | <b>Infor Global Solutions</b>                         | B1                                   | B+             |                     |
|                          | Term Loan, 5.450%, maturing July 28, 2012             |                                      |                | 407,545             |
|                          | Term Loan, 6.450%, maturing July 28, 2012             |                                      |                | 105,800             |
|                          | Term Loan, 6.450%, maturing July 28, 2012             |                                      |                | 202,784             |
| EUR                      | Term Loan, 7.731%, maturing July 28, 2012             |                                      |                | 740,625             |
|                          | <b>Infor Global Solutions</b>                         | Caa2                                 | CCC+           |                     |
| EUR                      | Term Loan, 10.978%, maturing March 02, 2014           |                                      |                | 515,940             |
|                          | <b>Kronos, Inc.</b>                                   | Ba3                                  | B+             |                     |
| \$                       | Term Loan, 4.946%, maturing June 11, 2014             |                                      |                | 2,275,559           |
|                          | <b>NXP, B.V.</b>                                      | Ba3                                  | BB-            |                     |
|                          | Floating Rate Note, 5.463%, maturing October 15, 2013 |                                      |                | 1,750,000           |
|                          | Floating Rate Note, 7.497%, maturing October 15, 2013 |                                      |                | 1,500,000           |
| EUR                      |   |                                      |                | 2,070,892           |
|                          | <b>ON Semiconductor</b>                               | Baa3                                 | BB             |                     |
| \$                       | Term Loan, 4.446%, maturing September 03, 2013        |                                      |                | 1,885,950           |
|                          |   |                                      |                | <b>15,203,942</b>   |
| <b>Finance: 0.7%</b>     |   |                                      |                |                     |
|                          | <b>LPL Holdings, Inc.</b>                             | B1                                   | B              |                     |
|                          | Term Loan, 4.696%, maturing June 28, 2013             |                                      |                | 7,431,203           |
|                          |   |                                      |                | <b>6,985,331</b>    |
|                          |   |                                      |                | <b>6,985,331</b>    |

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*Foreign Cable, Foreign TV, Radio and Equipment: 6.7%*

|     |           |  | <b>Casema</b>                  |           |
|-----|-----------|--|--------------------------------|-----------|
|     |           |  | <b>Bidco/Serpering</b>         |           |
|     |           |  | <b>Investments, B.V.</b>       | NR NR     |
|     |           |  | Term Loan, 6.874%,<br>maturing |           |
| EUR | 113,008   |  | November 14, 2014              | 170,046   |
|     |           |  | Term Loan, 6.874%,<br>maturing |           |
| EUR | 58,702    |  | November 14, 2014              | 88,330    |
|     |           |  | Term Loan, 6.874%,<br>maturing |           |
| EUR | 120,197   |  | November 14, 2014              | 180,863   |
|     |           |  | Term Loan, 7.374%,<br>maturing |           |
| EUR | 171,427   |  | November 14, 2015              | 258,079   |
|     |           |  | Term Loan, 7.374%,<br>maturing |           |
| EUR | 119,999   |  | November 14, 2015              | 180,655   |
|     |           |  | <b>Com Hem</b>                 | NR NR     |
|     |           |  | Term Loan, 7.195%,<br>maturing |           |
| SEK | 8,666,667 |  | January 31, 2014               | 1,312,869 |
|     |           |  | Term Loan, 7.320%,<br>maturing |           |
| SEK | 8,000,000 |  | January 31, 2015               | 1,211,879 |
|     |           |  | <b>Levana Holding 4</b>        |           |
|     |           |  | <b>GmbH</b>                    | NR NR     |
|     |           |  | Term Loan, 6.770%,<br>maturing |           |
| EUR | 1,081,359 |  | March 02, 2015                 | 1,181,194 |

See Accompanying Notes to Financial Statements



## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>  |           | <i>Borrower/Tranche Description</i>                 | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--|-----------|---|--------------------------------------|----------------|---------------------|
|  |           |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Foreign Cable, Foreign TV, Radio and Equipment: (continued)</i> |           |   |                                      |                |                     |
| EUR  | 1,081,359 | Term Loan, 7.284%,<br>maturing<br>March 02, 2016    |                                      |                | \$ 1,181,194        |
|  |           | <b>Numericable/YPSO<br/>France SAS</b>              | NR                                   | NR             |                     |
| EUR  | 1,249,580 | Term Loan, 6.873%,<br>maturing July 28,<br>2016     |                                      |                | 1,680,212           |
| EUR  | 1,984,549 | Term Loan, 6.873%,<br>maturing July 28,<br>2016     |                                      |                | 2,668,467           |
| EUR  | 765,871   | Term Loan, 6.873%,<br>maturing July 28,<br>2016     |                                      |                | 1,029,806           |
| EUR  | 694,875   | Term Loan, 7.123%,<br>maturing July 28,<br>2016     |                                      |                | 936,821             |
| EUR  | 1,305,125 | Term Loan, 7.123%,<br>maturing July 28,<br>2016     |                                      |                | 1,759,552           |
|  |           | <b>ProSiebenSat.1<br/>Media AG</b>                  | NR                                   | NR             |                     |
| EUR  | 64,583    | Term Loan, 6.605%,<br>maturing July 02,<br>2014     |                                      |                | 83,738              |
| EUR  | 1,190,021 | Term Loan, 6.605%,<br>maturing July 02,<br>2014     |                                      |                | 1,542,971           |
| SEK  | 2,269,914 | Term Loan, 6.742%,<br>maturing July 02,<br>2014     |                                      |                | 315,384             |
| EUR  | 122,161   | Term Loan, 6.730%,<br>maturing May 09,<br>2015      |                                      |                | 158,413             |
| EUR  | 2,715,121 | Term Loan, 6.730%,<br>maturing May 09,<br>2015      |                                      |                | 3,520,852           |
|  |           | <b>TDF, S.A.</b>                                    | NR                                   | NR             |                     |
| EUR  | 1,000,000 | Term Loan, 6.386%,<br>maturing<br>January 31, 2015  |                                      |                | 1,359,067           |
| EUR  | 1,000,000 | Term Loan, 6.645%,<br>maturing<br>January 31, 2016  |                                      |                | 1,359,067           |
|  |           | <b>UPC Financing<br/>Partnership</b>                | Ba3                                  | B+             |                     |
| \$   | 5,000,000 | Term Loan, 4.553%,<br>maturing<br>December 31, 2014 |                                      |                | 4,707,815           |
| EUR  | 1,741,434 | Term Loan, 6.391%,<br>maturing<br>December 31, 2014 |                                      |                | 2,473,913           |

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|                     |            |  |     |     |                   |
|---------------------|------------|--|-----|-----|-------------------|
| EUR                 | 12,401,899 | Term Loan, 6.391%,<br>maturing<br>December 31, 2014  |     |     | 17,618,368        |
|                     |            | <b>Virgin Media<br/>Investment<br/>Holdings Ltd.</b>                                       | Ba2 | BB  |                   |
| GBP                 | 3,954,322  | Term Loan, 7.657%,<br>maturing<br>September 03, 2012                                       |     |     | 7,289,537         |
| GBP                 | 3,383,112  | Term Loan, 7.657%,<br>maturing<br>September 03, 2012                                       |     |     | 6,236,549         |
| GBP                 | 423,993    | Term Loan, 7.680%,<br>maturing<br>September 03, 2012                                       |     |     | 781,604           |
| GBP                 | 833,853    | Term Loan, 7.680%,<br>maturing<br>September 03, 2012                                       |     |     | 1,537,154         |
|                     |            |  |     |     | <b>62,824,399</b> |
| <b>Gaming: 4.9%</b> |            |  |     |     |                   |
|                     |            | <b>Cannery Casino<br/>Resorts, LLC</b>   | B2  | BB  |                   |
| \$                  | 590,551    | Term Loan, 3.475%,<br>maturing May 18,<br>2013   |     |     | 570,620           |
|                     | 1,641,142  | Term Loan, 4.945%,<br>maturing May 18,<br>2013   |     |     | 1,585,753         |
|                     | 3,375,375  | <b>CCM Merger, Inc.</b><br>Term Loan, 4.691%,<br>maturing July 13,<br>2012                 | B1  | BB- | 3,185,510         |
|                     | 1,649,123  | <b>Centaur, LLC</b><br>Term Loan, 6.696%,<br>maturing<br>October 30, 2012                  | B1  | BB- | 1,426,491         |
|                     | 1,933,333  | <b>Fontainebleau Las<br/>Vegas, LLC</b><br>Term Loan, 6.258%,<br>maturing June 06,<br>2014 | B1  | B+  | 1,645,750         |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>    | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|----------------------------|---|--------------------------------------|----------------|---------------------|
|                            |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Gaming: (continued)</i> |   |                                      |                |                     |
|                            | <b>Golden Nugget, Inc.</b>                    | B1                                   | BB-            |                     |
| \$ 954,545                 | Term Loan, 4.427%, maturing June 30, 2014     |                                      |                | \$ 874,602          |
|                            | <b>Green Valley Ranch Gaming, LLC</b>         | B1                                   | BB-            |                     |
| 1,430,455                  | Term Loan, 4.654%, maturing February 16, 2014 |                                      |                | 1,207,543           |
|                            | <b>Green Valley Ranch Gaming, LLC</b>         | Caa1                                 | CCC+           |                     |
| 750,000                    | Term Loan, 5.894%, maturing August 16, 2014   |                                      |                | 499,687             |
|                            | <b>Greenwood Racing, Inc.</b>                 | B2                                   | BB-            |                     |
| 1,481,250                  | Term Loan, 4.640%, maturing November 28, 2011 |                                      |                | 1,384,969           |
|                            | <b>Harrahs Operating Company, Inc.</b>        | Ba2                                  | BB             |                     |
| 2,000,000                  | Term Loan, 5.920%, maturing January 28, 2015  |                                      |                | 1,872,812           |
| 1,500,000                  | Term Loan, 5.920%, maturing January 28, 2015  |                                      |                | 1,403,062           |
|                            | <b>Isle Of Capri Casinos, Inc.</b>            | Ba3                                  | BB             |                     |
| 1,321,310                  | Term Loan, 4.446%, maturing July 26, 2014     |                                      |                | 1,195,786           |
| 1,752,916                  | Term Loan, 4.446%, maturing July 26, 2014     |                                      |                | 1,586,389           |
| 4,382,290                  | Term Loan, 4.446%, maturing July 26, 2014     |                                      |                | 3,965,972           |
|                            | <b>Las Vegas Sands, LLC</b>                   | Ba3                                  | BB             |                     |
| 1,600,000                  | Term Loan, 4.170%, maturing May 23, 2014      |                                      |                | 1,476,110           |
| 6,352,000                  | Term Loan, 4.450%, maturing May 23, 2014      |                                      |                | 5,860,158           |
|                            | <b>New World Gaming Partners Ltd.</b>         | Ba3                                  | BB-            |                     |
| 708,333                    |   |                                      |                | 614,479             |

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|                      |  |      |                   |
|----------------------|--|------|-------------------|
|                      | Term Loan, 5.188%,<br>maturing<br>September 30, 2014 |      |                   |
| 3,532,813            | Term Loan, 5.188%,<br>maturing<br>September 30, 2014 |      | 3,064,715         |
|                      | <b>Penn National<br/>Gaming, Inc.</b>                | Ba2  | BBB-              |
| 1,496,164            | Term Loan, 4.579%,<br>maturing<br>October 03, 2012   |      | 1,461,046         |
|                      | <b>Riviera Holdings<br/>Corporation</b>              | B2   | BB-               |
| 500,000              | Term Loan, 4.390%,<br>maturing June 08,<br>2014      |      | 446,250           |
|                      | <b>Seminole Tribe Of<br/>Florida</b>                 | Baa3 | BBB               |
| 16,747               | Term Loan, 4.625%,<br>maturing<br>March 05, 2014     |      | 16,371            |
|                      | <b>Tropicana<br/>Entertainment<br/>Landco</b>        | NR   | D                 |
| 3,750,000            | Term Loan, 6.946%,<br>maturing July 03,<br>2008      |      | 3,597,656         |
|                      | <b>VML US Finance,<br/>LLC</b>                       | B1   | BB-               |
| 1,600,000            | Term Loan, 4.95%,<br>maturing May 25,<br>2012        |      | 1,549,626         |
| 3,200,000            | Term Loan, 4.950%,<br>maturing May 25,<br>2013       |      | 3,099,251         |
| 2,000,000            | Term Loan, 4.950%,<br>maturing May 26,<br>2013       |      | 1,937,032         |
|                      |  |      | <b>45,527,640</b> |
| <b>Grocery: 0.1%</b> |  |      |                   |
|                      | <b>Roundys<br/>Supermarkets, Inc.</b>                | Ba3  | B+                |
| 1,129,112            | Term Loan, 5.280%,<br>maturing<br>November 03, 2011  |      | 1,083,947         |
|                      |  |      | <b>1,083,947</b>  |

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PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                           | <i>Borrower/Tranche Description</i>                 | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|---|--------------------------------------|----------------|---------------------|
|   |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b>Healthcare, Education and Childcare: 18.6%</b> |   |                                      |                |                     |
|   | <b>Accellent, Inc.</b>                              | B2                                   | B+             |                     |
| \$ 1,955,000                                      | Term Loan, 5.138%,<br>maturing<br>November 22, 2012 |                                      |                | \$ 1,710,625        |
|   | <b>AGA Medical Corporation</b>                      | B1                                   | BB-            |                     |
| 1,632,209   | Term Loan, 4.725%,<br>maturing April 28, 2013       |                                      |                | 1,468,988           |
|   | <b>Catalent Pharma Solutions</b>                    | Ba3                                  | BB-            |                     |
| 6,528,444   | Term Loan, 4.946%,<br>maturing April 10, 2014       |                                      |                | 5,838,877           |
|   | <b>CHG Medical Staffing, Inc.</b>                   | Ba3                                  | B+             |                     |
| 400,000   | Term Loan, 2.560%,<br>maturing<br>January 08, 2013  |                                      |                | 372,000             |
| 1,584,000   | Term Loan, 5.151%,<br>maturing<br>January 08, 2013  |                                      |                | 1,473,120           |
|   | <b>CHS/Community Health Systems, Inc.</b>           | Ba3                                  | BB             |                     |
| 48,909,672  | Term Loan, 4.835%,<br>maturing July 25, 2014        |                                      |                | 46,271,387          |
|   | <b>Concentra Operating Corporation</b>              | B1                                   | B+             |                     |
| 1,985,000   | Term Loan, 4.946%,<br>maturing June 25, 2014        |                                      |                | 1,816,275           |
|   | <b>CRC Health Corporation</b>                       | Ba3                                  | BB-            |                     |
| 1,449,636   | Term Loan, 4.921%,<br>maturing<br>February 06, 2013 |                                      |                | 1,362,657           |
| 1,470,113   | Term Loan, 4.921%,<br>maturing<br>February 06, 2013 |                                      |                | 1,381,906           |
|   | <b>Davita, Inc.</b>                                 | Ba1                                  | BB+            |                     |
| 1,999,946   | Term Loan, 4.032%,<br>maturing<br>October 05, 2012  |                                      |                | 1,921,698           |
|   | <b>Education Management Corporation</b>             | B2                                   | B+             |                     |
| 8,213,877   | Term Loan, 4.500%,<br>maturing June 01, 2013        |                                      |                | 7,590,140           |
|   | <b>Emdeon Business Services, LLC</b>                | B1                                   | BB-            |                     |
| 2,367,848   | Term Loan, 4.700%,<br>maturing<br>November 16, 2013 |                                      |                | 2,240,576           |
|   | <b>EMSC, L.P.</b>                                   | Ba1                                  | BB             |                     |

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|     |           |   |     |           |
|-----|-----------|---|-----|-----------|
|     | 3,194,155 | Term Loan, 4.993%,<br>maturing<br>February 10, 2012           |     | 3,076,370 |
|     |           | <b>Gambro</b>   | NR  | NR        |
|     | 646,459   | Term Loan, 5.219%,<br>maturing June 05, 2014                  |     | 586,123   |
| SEK | 2,146,343 | Term Loan, 7.458%,<br>maturing June 05, 2014                  |     | 324,393   |
| SEK | 2,111,070 | Term Loan, 7.458%,<br>maturing June 05, 2014                  |     | 319,062   |
| \$  | 646,459   | Term Loan, 5.719%,<br>maturing June 05, 2015                  |     | 586,123   |
| SEK | 2,111,070 | Term Loan, 7.958%,<br>maturing June 05, 2015                  |     | 319,062   |
| SEK | 2,146,343 | Term Loan, 7.958%,<br>maturing June 05, 2015                  |     | 324,393   |
|     |           | <b>Gentiva Health<br/>Services, Inc.</b>                      | Ba3 | BB-       |
| \$  | 2,513,513 | Term Loan, 4.475%,<br>maturing<br>March 31, 2013              |     | 2,325,000 |
|     |           | <b>Golden Gate National<br/>Senior Care<br/>Holdings, LLC</b> | Ba3 | BB-       |
|     | 1,086,857 | Term Loan, 5.131%,<br>maturing<br>March 14, 2011              |     | 1,021,646 |
|     |           | <b>Harlan Sprague<br/>Dawley, Inc.</b>                        | B2  | BB-       |
|     | 2,501,875 | Term Loan, 5.239%,<br>maturing July 11, 2014                  |     | 2,351,762 |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                                 | <i>Borrower/Tranche Description</i>       | <i>Bank Loan Ratings (Unaudited)</i>                |                | <i>Market Value</i> |
|---|---|---|----------------|---------------------|
|   |   | <i>Moody's</i>                                      | <i>S&amp;P</i> |                     |
| <i>Healthcare, Education and Childcare: (continued)</i> |   |   |                |                     |
|   | <b>Harrington Holdings, Inc.</b>          | B1  | BB-            |                     |
| \$  | 2,442,000                                 | Term Loan, 4.631%,<br>maturing<br>January 11, 2014  |                | \$ 2,258,850        |
|   | <b>HCA, Inc.</b>                          | Ba3   | BB             |                     |
|   | 33,153,103                                | Term Loan, 4.946%,<br>maturing<br>November 17, 2013 |                | 31,264,338          |
|   | <b>Health Management Associates, Inc.</b> | Ba3   | BB-            |                     |
|   | 3,802,727                                 | Term Loan, 4.446%,<br>maturing<br>February 28, 2014 |                | 3,544,686           |
|   | <b>Iasis Healthcare, LLC</b>              | Ba2   | B+             |                     |
|   | 2,971,102                                 | Term Loan, 4.379%,<br>maturing<br>March 15, 2014    |                | 2,823,786           |
|   | 1,025,437                                 | Term Loan, 4.381%,<br>maturing<br>March 15, 2014    |                | 974,593             |
|   | 273,450                                   | Term Loan, 6.631%,<br>maturing<br>March 15, 2014    |                | 259,891             |
|   | <b>IM US Holdings, LLC</b>                | B1  | BB             |                     |
|   | 4,962,500                                 | Term Loan, 4.671%,<br>maturing June 26, 2014        |                | 4,652,344           |
|   | <b>inVentiv Health, Inc.</b>              | Ba3   | BB-            |                     |
|   | 935,786                                   | Term Loan, 4.450%,<br>maturing July 06, 2014        |                | 881,978             |
|   | <b>Multiplan, Inc.</b>                    | B1  | B+             |                     |
|   | 1,287,529                                 | Term Loan, 4.938%,<br>maturing April 12, 2013       |                | 1,218,325           |
|   | <b>National Mentor, Inc.</b>              | B1  | B+             |                     |
|   | 117,736                                   | Term Loan, 4.559%,<br>maturing June 29, 2013        |                | 102,136             |
|   | 1,984,787                                 | Term Loan, 4.700%,<br>maturing June 29, 2013        |                | 1,721,803           |
|   | <b>Nycomed</b>                            | NR  | NR             |                     |
| EUR   | 535,383                                   | Term Loan, 6.978%,<br>maturing<br>December 10, 2014 |                | 716,690             |
| EUR   | 388,312                                   | Term Loan, 6.978%,<br>maturing<br>December 10, 2014 |                | 519,814             |
| EUR   | 54,917                                    | Term Loan, 6.978%,<br>maturing<br>December 10, 2014 |                | 73,515              |
| EUR   | 1,397,300                                 |   |                | 1,870,494           |

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|     |           |   |           |
|-----|-----------|---|-----------|
|     |           | Term Loan, 6.978%,<br>maturing<br>December 10, 2014   |           |
| EUR | 86,211    | Term Loan, 6.978%,<br>maturing<br>December 10, 2014   | 115,407   |
| EUR | 388,312   | Term Loan, 7.728%,<br>maturing<br>December 10, 2014   | 519,814   |
| EUR | 535,383   | Term Loan, 7.728%,<br>maturing<br>December 10, 2014   | 716,690   |
| EUR | 1,397,300 | Term Loan, 7.728%,<br>maturing<br>December 10, 2014   | 1,870,494 |
| EUR | 86,211    | Term Loan, 7.728%,<br>maturing<br>December 10, 2014   | 115,407   |
| EUR | 54,917    | Term Loan, 7.728%,<br>maturing<br>December 10, 2014   | 73,515    |
|     |           | <b>Orthofix<br/>International/Colgate<br/>Medical</b> | B1 BB+    |
| \$  | 1,776,818 | Term Loan, 4.640%,<br>maturing<br>September 22, 2013  | 1,643,557 |

See Accompanying Notes to Financial Statements



## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                                 | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|---|--------------------------------------|----------------|---------------------|
|   |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Healthcare, Education and Childcare: (continued)</i> |   |                                      |                |                     |
|   | <b>Quintiles Transnational Corporation</b>    | B1                                   | BB             |                     |
| \$ 4,978,772  | Term Loan, 4.700%, maturing March 31, 2013    |                                      |                | \$ 4,757,839        |
|   | <b>Renal Advantage, Inc.</b>                  | NR                                   | B+             |                     |
| 3,376,287   | Term Loan, 5.264%, maturing October 06, 2012  |                                      |                | 3,173,710           |
|   | <b>Rural/Metro Operating Company, LLC</b>     | Ba2                                  | BB-            |                     |
| 917,646   | Term Loan, 6.270%, maturing March 04, 2011    |                                      |                | 853,411             |
| 519,127   | Term Loan, 5.690%, maturing March 04, 2011    |                                      |                | 482,788             |
|   | <b>Sterigenics International, Inc.</b>        | B3                                   | BB-            |                     |
| 1,949,310   | Term Loan, 5.050%, maturing November 21, 2013 |                                      |                | 1,783,619           |
|   | <b>Stiefel Laboratories, Inc.</b>             | B1                                   | BB-            |                     |
| 1,538,709   | Term Loan, 4.966%, maturing December 28, 2013 |                                      |                | 1,496,394           |
| 1,176,916   | Term Loan, 4.966%, maturing December 28, 2013 |                                      |                | 1,144,551           |
|   | <b>Sun Healthcare Group, Inc.</b>             | Ba2                                  | B+             |                     |
| 217,241   | Term Loan, 4.696%, maturing April 12, 2014    |                                      |                | 203,121             |
| 847,364   | Term Loan, 4.789%, maturing April 12, 2014    |                                      |                | 792,286             |
| 136,941   | Term Loan, 4.798%, maturing April 12, 2014    |                                      |                | 128,040             |
|   | <b>Surgical Care Affiliates, LLC</b>          | Ba3                                  | B              |                     |
| 2,977,500   | Term Loan, 4.946%, maturing December 29, 2014 |                                      |                | 2,597,869           |
| 2,037,149   | <b>Team Health, Inc.</b>                      | B1                                   | BB-            | 1,869,084           |

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|  |           |   |     |                    |
|--|-----------|---|-----|--------------------|
|  |           | Term Loan, 4.641%,<br>maturing<br>November 23, 2012         |     |                    |
|  |           | <b>United Surgical<br/>Partners<br/>International, Inc.</b> | Ba3 | B                  |
|  | 250,000   | Term Loan, 4.093%,<br>maturing April 19,<br>2014            |     | 228,750            |
|  | 1,660,645 | Term Loan, 5.490%,<br>maturing April 19,<br>2014            |     | 1,519,490          |
|  |           | <b>Vanguard Health<br/>Holdings Company<br/>II, LLC</b>     | Ba3 | B+                 |
|  | 3,410,095 | Term Loan, 5.134%,<br>maturing<br>September 23, 2011        |     | 3,314,895          |
|  |           | <b>Viant Holdings,<br/>Inc.</b>                             | Ba3 | B+                 |
|  | 744,375   | Term Loan, 4.946%,<br>maturing June 25,<br>2014             |     | 655,050            |
|  |           | <b>VWR<br/>International, Inc.</b>                          | B1  | B+                 |
|  | 3,500,000 | Term Loan, 5.196%,<br>maturing June 29,<br>2014             |     | 3,263,750          |
| EUR  | 2,500,000 | Term Loan, 7.231%,<br>maturing June 29,<br>2014             |     | 3,650,797          |
|  |           |   |     | <b>174,535,754</b> |
| <b>Home &amp; Office Furnishings: 1.6%</b> |           |   |     |                    |
|  |           | <b>Global Garden<br/>Products Italy,<br/>S.P.A.</b>         | NR  | NR                 |
| EUR  | 1,250,000 | Term Loan, 7.148%,<br>maturing<br>October 19, 2014          |     | 1,696,576          |
| EUR  | 1,250,000 | Term Loan, 7.648%,<br>maturing<br>October 19, 2015          |     | 1,699,817          |
|  |           | <b>Hilding Anders</b>                                       | NR  | NR                 |
| EUR  | 324,872   | Term Loan, 6.968%,<br>maturing April 25,<br>2015            |     | 443,463            |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                           | <i>Borrower/Tranche Description</i> | <i>Bank Loan Ratings (Unaudited)</i>                 |                | <i>Market Value</i> |
|---|-------------------------------------|--|----------------|---------------------|
|   |                                     | <i>Moody's</i>                                       | <i>S&amp;P</i> |                     |
| <b>Home &amp; Office Furnishings: (continued)</b> |                                     |  |                |                     |
| SEK   | 17,864,613                          | Term Loan, 7.113%,<br>maturing April 25,<br>2015     |                | \$ 2,434,480        |
|   |                                     | <b>National Bedding Company</b>                      | B1             | BB                  |
| \$  | 2,188,547                           | Term Loan, 4.741%,<br>maturing<br>February 28, 2013  |                | 1,769,075           |
|   |                                     | <b>Simmons Company</b>                               | Ba2            | BB-                 |
|   | 6,942,562                           | Term Loan, 5.610%,<br>maturing<br>December 19, 2011  |                | 6,230,950           |
|   |                                     | <b>Springs Window Fashions, LLC</b>                  | B2             | B+                  |
|   | 1,418,066                           | Term Loan, 5.500%,<br>maturing<br>December 31, 2012  |                | 1,006,827           |
|   |                                     |  |                | <b>15,281,188</b>   |
| <b>Insurance: 1.8%</b>                            |                                     |  |                |                     |
|   |                                     | <b>AmWINS Group, Inc.</b>                            | B2             | B-                  |
|   | 1,985,000                           | Term Loan, 5.123%,<br>maturing June 08,<br>2013      |                | 1,597,925           |
|   |                                     | <b>Applied Systems, Inc.</b>                         | B1             | B-                  |
|   | 1,907,273                           | Term Loan, 5.396%,<br>maturing<br>September 26, 2013 |                | 1,773,764           |
|   |                                     | <b>Conseco, Inc.</b>                                 | Ba3            | B+                  |
|   | 6,161,913                           | Term Loan, 4.381%,<br>maturing<br>October 10, 2013   |                | 5,279,989           |
|   |                                     | <b>Crawford &amp; Company</b>                        | B1             | BB-                 |
|   | 2,853,036                           | Term Loan, 5.450%,<br>maturing<br>October 30, 2013   |                | 2,667,588           |
|   |                                     | <b>Hub International, Ltd.</b>                       | B2             | B+                  |
|   | 283,255                             | Term Loan, 4.402%,<br>maturing June 13,<br>2014      |                | 257,408             |
|   | 1,621,732                           | Term Loan, 5.196%,<br>maturing June 13,<br>2014      |                | 1,473,749           |
|   |                                     | <b>Swett &amp; Crawford</b>                          | B2             | B                   |
|   | 2,574,000                           | Term Loan, 4.966%,<br>maturing April 03,<br>2014     |                | 1,981,980           |

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|   |   |     |    |                   |
|---|---|-----|----|-------------------|
|   | <b>USI Holdings Corporation</b>               | B2  | B  |                   |
|   | Term Loan, 5.450%, maturing May 05, 2014      |     |    | 1,656,979         |
| 1,786,500   |   |     |    |                   |
|   |   |     |    | <b>16,689,382</b> |
| <b><i>Leisure, Amusement, Entertainment: 7.8%</i></b> |   |     |    |                   |
|   | <b>24 Hour Fitness Worldwide, Inc.</b>        | Ba3 | B+ |                   |
|   | Term Loan, 5.933%, maturing June 08, 2012     |     |    | 2,993,900         |
| 3,185,000   |   |     |    |                   |
|   | <b>Alpha D2, Ltd.</b>                         | NR  | NR |                   |
|   | Term Loan, 7.093%, maturing December 31, 2013 |     |    | 1,215,459         |
| 1,285,714   |   |     |    |                   |
|   | Term Loan, 7.093%, maturing December 31, 2013 |     |    | 1,620,612         |
| 1,714,286   |   |     |    |                   |
|   | <b>AMF Bowling Worldwide, Inc.</b>            | B1  | B+ |                   |
|   | Term Loan, 5.468%, maturing June 10, 2013     |     |    | 2,465,742         |
| 3,101,563   |   |     |    |                   |
|   | <b>Cedar Fair, L.P.</b>                       | Ba3 | BB |                   |
|   | Term Loan, 4.381%, maturing August 30, 2012   |     |    | 7,495,219         |
| 7,857,538   |   |     |    |                   |
|   | <b>Cinemark USA, Inc.</b>                     | Ba3 | B  |                   |
|   | Term Loan, 4.480%, maturing October 05, 2013  |     |    | 3,515,115         |
| 3,688,682   |   |     |    |                   |

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PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                                      | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--|---|--------------------------------------|----------------|---------------------|
|  |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b><i>Leisure, Amusement, Entertainment: (continued)</i></b> |   |                                      |                |                     |
|  | <b>HIT Entertainment, Inc.</b>                | Ba3                                  | B+             |                     |
| \$ 1,940,892   | Term Loan, 4.790%, maturing March 20, 2012    |                                      |                | \$ 1,763,786        |
|  | <b>Kerasotes Showplace Theater, LLC</b>       | B1                                   | B-             |                     |
| 150,000  | Revolver, 1.178%, maturing October 31, 2010   |                                      |                | 143,250             |
| 281,978  | Term Loan, 4.688%, maturing October 28, 2011  |                                      |                | 269,642             |
|  | <b>Metro-Goldwyn-Mayer, Inc.</b>              | Ba3                                  | B+             |                     |
| 7,813,929  | Term Loan, 5.946%, maturing April 08, 2012    |                                      |                | 6,345,152           |
| 33,241,693   | Term Loan, 5.946%, maturing April 08, 2012    |                                      |                | 26,993,285          |
|  | <b>NEP II, Inc.</b>                           | B1                                   | B              |                     |
| 4,452,497  | Term Loan, 4.946%, maturing February 16, 2014 |                                      |                | 4,048,064           |
|  | <b>Warner Music Group</b>                     | Ba3                                  | BB             |                     |
| 14,886,097   | Term Loan, 4.613%, maturing February 28, 2011 |                                      |                | 14,030,146          |
|  |   |                                      |                | <b>72,899,372</b>   |
| <b><i>Lodging: 1.7%</i></b>                                  |   |                                      |                |                     |
|  | <b>Audio Visual Services Corporation</b>      | Ba3                                  | B+             |                     |
| 995,000  | Term Loan, 4.950%, maturing February 28, 2014 |                                      |                | 855,700             |
|  | <b>Hotel Del Coronado</b>                     | B1                                   | B+             |                     |
| 16,400,000   | Term Loan, 4.466%, maturing January 15, 2009  |                                      |                | 15,328,014          |
|  |   |                                      |                | <b>16,183,714</b>   |
| <b><i>Machinery: 0.8%</i></b>                                |   |                                      |                |                     |
|  | <b>Enersys Capital, Inc.</b>                  | Ba2                                  | BB             |                     |
| 1,236,799  | Term Loan, 4.437%, maturing                   |                                      |                | 1,230,615           |

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|   |           |   |     |                  |
|---|-----------|---|-----|------------------|
|   |           | March 17, 2011  |     |                  |
|   |           | <b>Kion Group</b>   | NR  | NR               |
|   |           | Term Loan, 6.775%,<br>maturing                              |     |                  |
| EUR   | 1,238,909 | December 23, 2014   |     | 1,832,329        |
|   |           | Term Loan, 7.275%,<br>maturing                              |     |                  |
| EUR   | 1,145,833 | December 23, 2015   |     | 1,694,672        |
|   |           | <b>LN Acquisition<br/>Corporation</b>                       | B1  | BB-              |
|   |           | Term Loan, 5.399%,<br>maturing July 11,<br>2014             |     | 342,864          |
| \$  | 360,909   | Term Loan, 5.403%,<br>maturing July 11,<br>2014             |     | 128,574          |
|   | 135,341   |   |     |                  |
|   |           | <b>Maxim Crane<br/>Works, L.P.</b>                          | B1  | BB-              |
|   |           | Term Loan, 4.725%,<br>maturing June 29,<br>2014             |     | 2,464,191        |
|   | 2,481,250 |   |     | <b>7,693,245</b> |
| <b>Mining, Steel, Iron &amp; Nonprecious Metals: 1.0%</b> |           |   |     |                  |
|   |           | <b>Continental Alloys<br/>&amp; Services, Inc.</b>          | B2  | B                |
|   |           | Term Loan, 3.288%,<br>maturing June 15,<br>2012             |     | 464,125          |
|   | 493,750   |   |     |                  |
|   |           | <b>Noranda<br/>Aluminum<br/>Acquisition<br/>Corporation</b> | Ba2 | BB-              |
|   |           | Term Loan, 4.719%,<br>maturing May 18,<br>2014              |     | 666,160          |
|   | 688,538   |   |     |                  |
|   |           | <b>Novelis</b>  | Ba2 | BB               |
|   |           | Term Loan, 4.700%,<br>maturing July 06,<br>2014             |     | 1,194,722        |
|   | 1,240,625 |   |     |                  |
|   |           | Term Loan, 4.700%,<br>maturing July 06,<br>2014             |     | 2,628,388        |
|   | 2,729,375 |   |     |                  |

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PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>  | <i>Borrower/Tranche Description</i>            | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--|--|--------------------------------------|----------------|---------------------|
|  |  | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Mining, Steel, Iron &amp; Nonprecious Metals: (continued)</i> |  |                                      |                |                     |
|  | <b>Oxbow Carbon and Minerals Holdings, LLC</b> | B1                                   | BB-            |                     |
| \$ 259,782   | Term Loan, 4.381%, maturing May 08, 2014       |                                      |                | \$ 243,870          |
| 2,901,823  | Term Loan, 4.440%, maturing May 08, 2014       |                                      |                | 2,724,086           |
|  | <b>Tube City IMS Corporation</b>               | Ba3                                  | BB             |                     |
| 162,162  | Term Loan, 4.946%, maturing January 25, 2013   |                                      |                | 150,811             |
| 1,324,459  | Term Loan, 7.196%, maturing January 25, 2013   |                                      |                | 1,231,747           |
|  |  |                                      |                | <b>9,303,909</b>    |
| <i>North American Cable: 15.7%</i>                               |  |                                      |                |                     |
|  | <b>Atlantic Broadband</b>                      | B1                                   | B              |                     |
| 1,965,154  | Term Loan, 4.950%, maturing August 10, 2012    |                                      |                | 1,881,635           |
|  | <b>Bresnan Communications, LLC</b>             | B2                                   | BB-            |                     |
| 2,750,000  | Term Loan, 4.983%, maturing September 29, 2013 |                                      |                | 2,633,986           |
| 2,246,939  | Term Loan, 5.020%, maturing September 29, 2013 |                                      |                | 2,152,147           |
|  | <b>Cequel Communications, LLC</b>              | B1                                   | BB-            |                     |
| 38,621,921   | Term Loan, 4.727%, maturing November 05, 2013  |                                      |                | 36,077,702          |
|  | <b>Cequel Communications, LLC</b>              | Caa1                                 | B-             |                     |
| 525,000  | Term Loan, 7.373%, maturing May 05, 2014       |                                      |                | 454,781             |
|  | <b>Charter Communications Operating, LLC</b>   | B1                                   | B+             |                     |
| 55,213,672   | Term Loan, 4.900%, maturing March 06, 2014     |                                      |                | 49,240,546          |
|  | <b>CSC Holdings, Inc.</b>                      | Ba1                                  | BBB-           |                     |

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|                            |  |     |     |                    |
|----------------------------|--|-----|-----|--------------------|
| 24,208,569                 | Term Loan, 4.340%,<br>maturing<br>March 29, 2013   |     |     | 23,036,657         |
|                            | <b>Insight Midwest Holdings, LLC</b>               | B1  | B+  |                    |
| 11,002,500                 | Term Loan, 4.690%,<br>maturing April 06,<br>2014   |     |     | 10,545,698         |
|                            | <b>Knology, Inc.</b>                               | B2  | B   |                    |
| 1,985,000                  | Term Loan, 4.934%,<br>maturing June 30,<br>2012    |     |     | 1,836,125          |
|                            | <b>Mediacom Broadband, LLC</b>                     | Ba3 | BB- |                    |
| 10,753,875                 | Term Loan, 4.235%,<br>maturing<br>January 31, 2015 |     |     | 9,907,007          |
|                            | <b>Quebecor Media, Inc.</b>                        | B1  | B   |                    |
| 2,932,500                  | Term Loan, 4.713%,<br>maturing<br>January 17, 2013 |     |     | 2,829,862          |
|                            | <b>San Juan Cable, LLC</b>                         | B1  | BB- |                    |
| 1,712,492                  | Term Loan, 5.020%,<br>maturing<br>October 31, 2012 |     |     | 1,536,962          |
|                            | <b>WideOpenWest Finance, LLC</b>                   | B2  | B-  |                    |
| 5,833,333                  | Term Loan, 5.264%,<br>maturing June 28,<br>2014    |     |     | 5,075,000          |
|                            |  |     |     | <b>147,208,108</b> |
| <b>Oil &amp; Gas: 4.8%</b> |  |     |     |                    |
|                            | <b>Alon USA</b>                                    | B1  | BB  |                    |
| 1,729,620                  | Term Loan, 4.693%,<br>maturing June 22,<br>2013    |     |     | 1,569,630          |
| 216,202                    | Term Loan, 4.899%,<br>maturing June 22,<br>2013    |     |     | 196,204            |

See Accompanying Notes to Financial Statements



## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>           | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|-----------------------------------|---|--------------------------------------|----------------|---------------------|
|                                   |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Oil &amp; Gas: (continued)</i> |   |                                      |                |                     |
|                                   | <b>Calumet Lubricants Company</b>             | B1                                   | BB-            |                     |
| \$                                | Term Loan, 6.534%, maturing January 03, 2015  |                                      |                | \$ 117,613          |
|                                   | 131,779                                       |                                      |                |                     |
|                                   | Term Loan, 6.675%, maturing January 03, 2015  |                                      |                | 903,353             |
|                                   | 1,012,160                                     |                                      |                |                     |
|                                   | <b>Coffeyville Resources, LLC</b>             | B2                                   | BB-            |                     |
|                                   | Term Loan, 5.448%, maturing December 28, 2010 |                                      |                | 1,038,648           |
|                                   | 1,067,105                                     |                                      |                |                     |
|                                   | Term Loan, 5.450%, maturing December 28, 2013 |                                      |                | 1,234,700           |
|                                   | 1,268,528                                     |                                      |                |                     |
|                                   | <b>CR Gas Storage</b>                         | Ba3                                  | BB-            |                     |
|                                   | Term Loan, 4.550%, maturing May 13, 2011      |                                      |                | 77,143              |
|                                   | 79,940  |                                      |                |                     |
|                                   | Term Loan, 4.534%, maturing May 12, 2013      |                                      |                | 1,295,935           |
|                                   | 1,342,938                                     |                                      |                |                     |
|                                   | Term Loan, 4.589%, maturing May 12, 2013      |                                      |                | 217,865             |
|                                   | 225,766                                       |                                      |                |                     |
|                                   | Term Loan, 4.600%, maturing May 12, 2013      |                                      |                | 146,809             |
|                                   | 152,133                                       |                                      |                |                     |
|                                   | <b>Energy Transfer Company, L.P.</b>          | Ba2                                  | NR             |                     |
|                                   | Term Loan, 4.508%, maturing February 08, 2012 |                                      |                | 5,851,074           |
|                                   | 6,000,000                                     |                                      |                |                     |
|                                   | <b>Hercules Offshore, LLC</b>                 | Ba3                                  | BB             |                     |
|                                   | Term Loan, 4.450%, maturing July 11, 2013     |                                      |                | 2,419,219           |
|                                   | 2,481,250                                     |                                      |                |                     |
|                                   | <b>McJunkin Corporation</b>                   | B1                                   | B+             |                     |
|                                   | Term Loan, 6.134%, maturing January 31, 2013  |                                      |                | 2,640,805           |
|                                   | 2,670,852                                     |                                      |                |                     |
|                                   | <b>MEG Energy</b>                             | Ba3                                  | BB             |                     |
|                                   | Term Loan, 4.693%, maturing April 03, 2013    |                                      |                | 2,652,013           |
|                                   | 2,796,500                                     |                                      |                |                     |
|                                   | Term Loan, 4.700%, maturing April 03, 2013    |                                      |                | 2,599,940           |
|                                   | 2,744,000                                     |                                      |                |                     |
|                                   |   | B1                                   | B+             |                     |

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|   |  |      |                   |
|---|--|------|-------------------|
|   | <b>Pine Prairie Energy Center</b>                |      |                   |
|   | Term Loan, 5.400%, maturing December 31, 2013    |      |                   |
| 495,000   |  |      | 477,675           |
|   | <b>Semcrude, L.P.</b>                            | Ba2  | NR                |
|   | Term Loan, 4.899%, maturing March 01, 2011       |      |                   |
| 3,201,514   |  |      | 3,145,488         |
|   | <b>SG Resources Mississippi, LLC</b>             | B1   | BB-               |
|   | Term Loan, 4.599%, maturing April 02, 2014       |      |                   |
| 2,500,000   |  |      | 2,387,500         |
|   | <b>Targa Resources, Inc.</b>                     | Ba3  | B+                |
|   | Term Loan, 4.651%, maturing October 31, 2012     |      |                   |
| 2,888,314   |  |      | 2,833,436         |
|   | Term Loan, 4.696%, maturing October 31, 2012     |      |                   |
| 1,039,832   |  |      | 1,020,075         |
|   | <b>Venoco, Inc.</b>                              | Caa1 | B                 |
|   | Term Loan, 6.688%, maturing September 20, 2011   |      |                   |
| 3,000,000   |  |      | 2,862,501         |
|   | <b>Western Refining, Inc.</b>                    | B1   | BB-               |
|   | Term Loan, 4.649%, maturing May 30, 2014         |      |                   |
| 10,322,000  |  |      | 9,186,580         |
|   |  |      | <b>44,874,206</b> |
| <i>Other Broadcasting and Entertainment: 2.3%</i> |  |      |                   |
|   | <b>Deluxe Entertainment Services Group, Inc.</b> | B1   | B                 |
|   | Term Loan, 4.934%, maturing May 11, 2013         |      |                   |
| 2,397,437   |  |      | 2,097,757         |
|   | Term Loan, 4.946%, maturing May 11, 2013         |      |                   |
| 224,610   |  |      | 196,534           |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>   | <i>Borrower/Tranche Description</i>            | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|--|--------------------------------------|----------------|---------------------|
|   |  | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b><i>Other Broadcasting and Entertainment: (continued)</i></b> |  |                                      |                |                     |
| \$ 118,110  | Term Loan, 4.946%, maturing May 11, 2013       |                                      |                | \$ 103,346          |
|   | <b>VNU</b>                                     | Ba3                                  | B+             |                     |
| 20,781,904  | Term Loan, 4.734%, maturing August 09, 2013    |                                      |                | 19,575,806          |
|   |  |                                      |                | <b>21,973,443</b>   |
| <b><i>Other Telecommunications: 3.6%</i></b>                    |  |                                      |                |                     |
|   | <b>Asurion Corporation</b>                     | B2                                   | B-             |                     |
| 13,250,000  | Term Loan, 5.784%, maturing July 03, 2014      |                                      |                | 12,357,692          |
|   | <b>BCM Ireland Holdings, Ltd.</b>              | Ba3                                  | BB             |                     |
| EUR 2,083,333   | Term Loan, 6.606%, maturing September 30, 2014 |                                      |                | 3,034,518           |
| EUR 2,083,333   | Term Loan, 6.856%, maturing September 30, 2015 |                                      |                | 3,036,410           |
|   | <b>Cavalier Telephone</b>                      | B3                                   | B-             |                     |
| \$ 2,444,211  | Term Loan, 10.500%, maturing December 31, 2012 |                                      |                | 2,025,640           |
|   | <b>Gabriel Communications</b>                  | B2                                   | CCC+           |                     |
| 496,250   | Term Loan, 6.050%, maturing May 31, 2014       |                                      |                | 450,347             |
|   | <b>Hargray Communications Group, Inc.</b>      | B1                                   | B              |                     |
| 454,647   | Term Loan, 4.946%, maturing June 29, 2014      |                                      |                | 416,571             |
|   | <b>Hawaiian Telcom Communications, Inc.</b>    | Ba3                                  | B-             |                     |
| 2,818,023   | Term Loan, 5.196%, maturing June 01, 2014      |                                      |                | 2,280,838           |
|   | <b>Kentucky Data Link, Inc.</b>                | B1                                   | B              |                     |
| 3,956,268   | Term Loan, 4.631%, maturing February 26, 2014  |                                      |                | 3,699,111           |
|   | <b>One Communications</b>                      | B2                                   | B-             |                     |
| 2,843,571   |  |                                      |                | 2,530,779           |

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|  |   |     |                   |
|--|---|-----|-------------------|
|  | Term Loan, 6.813%,<br>maturing June 30,<br>2012       |     |                   |
|  | <b>PAETEC Holding<br/>Corporation</b>                 | B1  | B-                |
| 436,065  | Term Loan, 4.881%,<br>maturing<br>February 28, 2013   |     | 423,528           |
|  | <b>Time Warner<br/>Telecom Holdings,<br/>Inc.</b>     | Ba2 | B                 |
| 3,179,750  | Term Loan, 4.390%,<br>maturing<br>January 07, 2013    |     | 3,039,046         |
|  | <b>U.S. Telepacific<br/>Corporation</b>               | B1  | CCC+              |
| 985,004  | Term Loan, 6.835%,<br>maturing<br>August 04, 2011     |     | 935,754           |
|  |   |     | <b>34,230,234</b> |
| <b>Personal &amp; Nondurable Consumer Products: 5.4%</b> |   |     |                   |
|  | <b>Advantage Sales<br/>And Marketing</b>              | B2  | B-                |
| 3,021,790  | Term Loan, 4.690%,<br>maturing<br>March 29, 2013      |     | 2,850,554         |
|  | <b>Bushnell<br/>Performance<br/>Optics</b>            | Ba3 | BB-               |
| 1,741,250  | Term Loan, 6.446%,<br>maturing<br>August 24, 2013     |     | 1,619,362         |
|  | <b>Fender Musical<br/>Instruments<br/>Corporation</b> | B2  | B+                |
| 1,166,667  | Term Loan, 6.970%,<br>maturing June 09,<br>2014       |     | 1,055,833         |
| 2,315,833  | Term Loan, 7.160%,<br>maturing June 09,<br>2014       |     | 2,095,829         |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>   | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|---|--------------------------------------|----------------|---------------------|
|   |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Personal &amp; Nondurable Consumer Products: (continued)</i> |   |                                      |                |                     |
|   | <b>Gibson Guitar Corporation</b>              | B2                                   | B              |                     |
| \$ 493,750  | Term Loan, 5.196%, maturing December 29, 2013 |                                      |                | \$ 459,188          |
|   | <b>Huish Detergents, Inc.</b>                 | B1                                   | B+             |                     |
| 2,679,750   | Term Loan, 4.450%, maturing April 26, 2014    |                                      |                | 2,392,392           |
|   | <b>Information Resources, Inc.</b>            | B1                                   | B+             |                     |
| 435,159   | Term Loan, 4.415%, maturing May 16, 2014      |                                      |                | 374,237             |
|   | <b>Jarden Corporation</b>                     | Ba3                                  | BB-            |                     |
| 9,170,032   | Term Loan, 4.446%, maturing January 24, 2012  |                                      |                | 8,757,426           |
| 1,181,245   | Term Loan, 4.446%, maturing January 24, 2012  |                                      |                | 1,128,095           |
|   | <b>KIK Custom Products, Inc.</b>              | B1                                   | CCC+           |                     |
| 72,805  | Term Loan, 5.170%, maturing May 31, 2014      |                                      |                | 54,604              |
| 424,695   | Term Loan, 5.170%, maturing May 31, 2014      |                                      |                | 318,521             |
|   | <b>Mega Bloks, Inc.</b>                       | B1                                   | B              |                     |
| 972,500   | Term Loan, 8.250%, maturing July 26, 2012     |                                      |                | 865,525             |
|   | <b>Natural Products Group, LLC</b>            | B1                                   | B+             |                     |
| 684,646   | Term Loan, 4.992%, maturing March 08, 2014    |                                      |                | 406,229             |
|   | <b>Norwood Promotional Products</b>           | NR                                   | NR             |                     |
| 26,595,363  | Term Loan, 6.000%, maturing August 17, 2011   |                                      |                | 24,467,734          |
|   | <b>Spectrum Brands, Inc.</b>                  | B2                                   | B-             |                     |
| 879,524   | Term Loan, 6.670%, maturing March 30, 2013    |                                      |                | 840,312             |
| 44,301  | Term Loan, 6.828%, maturing                   |                                      |                | 42,326              |

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|   |   |     |                   |
|---|---|-----|-------------------|
|   | March 30, 2013                            |     |                   |
|   | <b>Totes Isotoner Corporation</b>         | B1  | B                 |
|   | Term Loan, 5.143%, maturing               |     |                   |
| 411,458   | January 31, 2013                          |     | 339,453           |
|   | <b>Yankee Candle Company, Inc.</b>        | Ba3 | BB-               |
|   | Term Loan, 4.606%, maturing               |     |                   |
| 2,693,077                                       | February 06, 2014                         |     | 2,469,937         |
|   |   |     | <b>50,537,557</b> |
| <i>Personal, Food &amp; Miscellaneous: 2.5%</i> |   |     |                   |
|   | <b>Acosta, Inc.</b>                       | B1  | B                 |
|   | Term Loan, 4.640%, maturing July 28, 2013 |     |                   |
| 2,947,500                                       |   |     | 2,801,967         |
|   | <b>Arbys Restaurant Group, Inc.</b>       | Ba3 | BB                |
|   | Term Loan, 4.859%, maturing July 25, 2012 |     |                   |
| 5,239,389                                       |   |     | 4,970,870         |
|   | <b>Culligan International Company</b>     | B2  | B-                |
|   | Term Loan, 4.813%, maturing               |     |                   |
| 990,000   | November 24, 2012                         |     | 707,850           |
|   | <b>Dennys, Inc.</b>                       | Ba2 | BB                |
|   | Term Loan, 4.700%, maturing               |     |                   |
| 555,000   | March 31, 2012                            |     | 526,556           |
|   | Term Loan, 4.715%, maturing               |     |                   |
| 750,000   | March 31, 2012                            |     | 711,562           |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                                | <i>Borrower/Tranche Description</i>                 | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--|---|--------------------------------------|----------------|---------------------|
|  |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Personal, Food &amp; Miscellaneous: (continued)</i> |   |                                      |                |                     |
|  | <b>MD Beauty, Inc.</b>                              | B1                                   | BB-            |                     |
| \$ 2,327,481   | Term Loan, 4.780%,<br>maturing<br>February 18, 2012 |                                      |                | \$ 2,298,388        |
|  | <b>N.E.W. Customer Services Companies, Inc.</b>     | B1                                   | B              |                     |
| 3,191,953  | Term Loan, 5.277%,<br>maturing May 22,<br>2014      |                                      |                | 2,892,708           |
|  | <b>OSI Restaurant Partners, Inc.</b>                | B1                                   | BB-            |                     |
| 372,420  | Term Loan, 4.920%,<br>maturing June 14,<br>2013     |                                      |                | 322,237             |
| 4,391,539  | Term Loan, 5.000%,<br>maturing June 14,<br>2014     |                                      |                | 3,799,779           |
|  | <b>QCE, LLC (Quiznos)</b>                           | B2                                   | B+             |                     |
| 2,030,500  | Term Loan, 4.985%,<br>maturing May 05,<br>2013      |                                      |                | 1,745,383           |
|  | <b>Reddy Ice Group, Inc.</b>                        | Ba3                                  | BB-            |                     |
| 1,000,000  | Term Loan, 4.460%,<br>maturing<br>August 09, 2012   |                                      |                | 866,250             |
|  | <b>Sbarro, Inc.</b>                                 | Ba3                                  | B+             |                     |
| 495,000  | Term Loan, 4.881%,<br>maturing<br>January 31, 2014  |                                      |                | 415,800             |
|  | <b>Seminole Hard Rock Entertainment</b>             | B1                                   | BB             |                     |
| 750,000  | Term Loan, 5.300%,<br>maturing<br>March 15, 2014    |                                      |                | 633,750             |
|  | <b>U.S. Security Holdings, Inc.</b>                 | B1                                   | B+             |                     |
| 585,671  | Term Loan, 5.179%,<br>maturing May 08,<br>2013      |                                      |                | 562,244             |
|  |   |                                      |                | <b>23,255,344</b>   |
| <i>Printing &amp; Publishing: 10.4%</i>                |   |                                      |                |                     |
|  | <b>American Achievement Corporation</b>             | Ba3                                  | BB-            |                     |
| 488,273  | Term Loan, 4.862%,<br>maturing<br>March 25, 2011    |                                      |                | 482,169             |

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|            |   |     |            |
|------------|---|-----|------------|
|            | <b>Ascend Media Holdings, LLC</b>           | B3  | B          |
|            | Term Loan, 4.625%, maturing                 |     |            |
| 853,249    | January 31, 2012                            |     | 733,794    |
|            | <b>Black Press Ltd.</b>                     | Ba3 | BB-        |
|            | Term Loan, 4.649%, maturing                 |     |            |
| 1,200,082  | August 02, 2013                             |     | 1,096,575  |
|            | <b>Caribe Information Investments, Inc.</b> | B1  | B+         |
|            | Term Loan, 4.785%, maturing                 |     |            |
| 1,704,032  | March 31, 2013                              |     | 1,533,629  |
|            | <b>Cengage Learning, Inc.</b>               | B1  | B+         |
|            | Term Loan, 4.916%, maturing July 05, 2014   |     |            |
| 17,163,750 |   |     | 15,541,776 |
|            | <b>Cenveo Corporation</b>                   | Ba2 | BB+        |
|            | Term Loan, 4.349%, maturing June 21, 2013   |     |            |
| 61,448     |   |     | 58,299     |
|            | Term Loan, 4.349%, maturing June 21, 2013   |     |            |
| 2,836,960  |   |     | 2,691,566  |
|            | <b>Hanley Wood, LLC</b>                     | B2  | B          |
|            | Term Loan, 4.953%, maturing                 |     |            |
| 2,715,688  | March 08, 2014                              |     | 2,104,658  |
|            | <b>Idearc, Inc.</b>                         | Ba3 | BBB-       |
|            | Term Loan, 4.687%, maturing                 |     |            |
| 25,107,312 | November 17, 2014                           |     | 20,952,051 |

See Accompanying Notes to Financial Statements



## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                       | <i>Borrower/Tranche Description</i>                      | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|---|--|--------------------------------------|----------------|---------------------|
|   |  | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Printing &amp; Publishing: (continued)</i> |  |                                      |                |                     |
|   | <b>Intermedia Outdoor, Inc.</b>                          | NR                                   | NR             |                     |
| \$  | Term Loan, 5.696%, maturing January 31, 2013             |                                      |                | \$ 1,384,969        |
|   | <b>Mediannuaire Holding</b>                              | NR                                   | NR             |                     |
| EUR   | Term Loan, 6.607%, maturing April 10, 2016               |                                      |                | 783,597             |
| EUR   | Term Loan, 7.107%, maturing April 10, 2016               |                                      |                | 783,597             |
|   | <b>Medimedia USA, Inc.</b>                               | Ba3                                  | BB-            |                     |
| \$  | Term Loan, 5.744%, maturing October 05, 2013             |                                      |                | 1,141,984           |
|   | <b>Merrill Communications, LLC</b>                       | B1                                   | BB-            |                     |
|   | Term Loan, 4.686%, maturing May 15, 2011                 |                                      |                | 2,488,980           |
|   | <b>Nelson Canada</b>                                     | Ba3                                  | BB-            |                     |
|   | Term Loan, 5.196%, maturing July 05, 2014                |                                      |                | 3,572,050           |
|   | <b>PagesJaunes Groupe, S.A.</b>                          | NR                                   | NR             |                     |
| EUR   | Term Loan, 5.857%, maturing October 24, 2013             |                                      |                | 1,138,938           |
|   | <b>PBL Media</b>   | B1                                   | B              |                     |
| AUD   | Term Loan, 10.228%, maturing February 05, 2013           |                                      |                | 20,041,582          |
|   | <b>Prism Business Media Holdings/ Penton Media, Inc.</b> | B1                                   | BB-            |                     |
| \$  | Term Loan, 5.138%, maturing February 01, 2013            |                                      |                | 1,371,645           |
|   | <b>R.H. Donnelley Corporation</b>                        | Ba1                                  | BB             |                     |
|   | Term Loan, 4.571%, maturing June 30, 2011                |                                      |                | 3,575,823           |
|   | <b>Readers Digest</b>                                    | B1                                   | B              |                     |
|   | Term Loan, 4.947%, maturing                              |                                      |                | 3,776,309           |

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|     |           |   |     |                   |
|-----|-----------|---|-----|-------------------|
|     |           | March 02, 2014                                  |     |                   |
|     |           | Term Loan, 6.374%,<br>maturing                  |     |                   |
| EUR | 749,659   | March 02, 2014                                  |     | 979,582           |
|     |           | <b>Source Media, Inc.</b>                       | B1  | B                 |
|     |           | Term Loan, 4.950%,<br>maturing                  |     |                   |
| \$  | 2,777,571 | November 08, 2011                               |     | 2,458,150         |
|     |           | <b>Thomas Nelson<br/>Publishers</b>             | B1  | B                 |
|     |           | Term Loan, 4.845%,<br>maturing June 12,<br>2012 |     |                   |
|     | 2,292,500 |   |     | 2,040,325         |
|     |           | <b>Tribune Company</b>                          | B2  | B                 |
|     |           | Term Loan, 5.542%,<br>maturing May 19,<br>2014  |     |                   |
|     | 496,250   |   |     | 368,776           |
|     |           | <b>Valassis<br/>Communications,<br/>Inc.</b>    | Ba2 | BB                |
|     |           | Term Loan, 4.450%,<br>maturing                  |     |                   |
|     | 968,200   | March 02, 2014                                  |     | 916,563           |
|     |           | Term Loan, 4.580%,<br>maturing                  |     |                   |
|     | 320,000   | March 02, 2014                                  |     | 302,933           |
|     |           | <b>Yell Group, PLC</b>                          | Ba3 | BB-               |
|     |           | Term Loan, 4.381%,<br>maturing                  |     |                   |
|     | 2,000,000 | February 10, 2013                               |     | 1,820,000         |
|     |           | Term Loan, 6.374%,<br>maturing                  |     |                   |
| EUR | 2,000,000 | February 27, 2013                               |     | 2,816,341         |
|     |           |   |     | <b>97,622,439</b> |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|--|---|--------------------------------------|----------------|---------------------|
|  |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <b>Radio and TV Broadcasting: 6.3%</b> |   |                                      |                |                     |
|  | <b>Block Communications, Inc.</b>             | Ba1                                  | BB+            |                     |
| \$ 977,500                             | Term Loan, 4.696%, maturing December 22, 2012 |                                      |                | \$ 933,513          |
|  | <b>Citadel Broadcasting Corporation</b>       | Ba3                                  | BB-            |                     |
| 9,600,000                              | Term Loan, 4.175%, maturing June 12, 2014     |                                      |                | 8,335,997           |
|  | <b>CMP KC, LLC</b>                            | NR                                   | NR             |                     |
| 1,359,663                              | Term Loan, 6.660%, maturing May 03, 2011      |                                      |                | 815,798             |
|  | <b>CMP Susquehanna Corporation</b>            | B1                                   | B-             |                     |
| 4,923,286                              | Term Loan, 4.483%, maturing May 05, 2013      |                                      |                | 4,129,406           |
|  | <b>Cumulus Media, Inc.</b>                    | Ba3                                  | B              |                     |
| 2,816,326                              | Term Loan, 4.274%, maturing June 11, 2014     |                                      |                | 2,451,964           |
|  | <b>CW Media Holdings, Inc.</b>                | Ba1                                  | B+             |                     |
| 2,736,250                              | Term Loan, 5.946%, maturing February 15, 2015 |                                      |                | 2,708,887           |
|  | <b>Emmis Communication</b>                    | B2                                   | B+             |                     |
| 1,202,188                              | Term Loan, 4.671%, maturing November 01, 2013 |                                      |                | 1,056,724           |
|  | <b>Local TV Finance, LLC</b>                  | Ba3                                  | B+             |                     |
| 2,878,250                              | Term Loan, 4.869%, maturing May 07, 2013      |                                      |                | 2,518,469           |
|  | <b>Nexstar Broadcasting Group</b>             | Ba2                                  | BB-            |                     |
| 2,371,585                              | Term Loan, 4.446%, maturing October 01, 2012  |                                      |                | 2,217,432           |
| 2,245,141                              | Term Loan, 4.649%, maturing October 01, 2012  |                                      |                | 2,099,207           |
|  | <b>Nextmedia Operating, Inc.</b>              | B1                                   | B              |                     |

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|                            |   |     |                   |
|----------------------------|---|-----|-------------------|
|                            | Term Loan, 6.529%,<br>maturing                  |     |                   |
| 641,326                    | November 15, 2012                               |     | 586,813           |
|                            | Term Loan, 6.451%,<br>maturing                  |     |                   |
| 1,442,984                  | November 15, 2012                               |     | 1,320,330         |
|                            | <b>Paxson<br/>Communications</b>                | B1  | CCC+              |
|                            | Term Loan, 5.963%,<br>maturing                  |     |                   |
| 4,500,000                  | January 15, 2012                                |     | 3,645,000         |
|                            | <b>Regent<br/>Communications</b>                | B2  | B+                |
|                            | Term Loan, 4.946%,<br>maturing                  |     |                   |
| 1,434,783                  | November 21, 2013                               |     | 1,284,130         |
|                            | <b>Spanish<br/>Broadcasting<br/>Systems</b>     | B2  | B-                |
|                            | Term Loan, 4.450%,<br>maturing June 11,<br>2012 |     |                   |
| 3,880,000                  |   |     | 3,162,200         |
|                            | <b>Univision<br/>Communications,<br/>Inc.</b>   | Ba3 | B                 |
|                            | Term Loan, 5.118%,<br>maturing                  |     |                   |
| 23,499,786                 | September 29, 2014                              |     | 19,917,549        |
|                            | <b>Univision<br/>Communications,<br/>Inc.</b>   | B3  | CCC               |
|                            | Term Loan, 4.881%,<br>maturing                  |     |                   |
| 1,733,625                  | March 29, 2009                                  |     | 1,671,865         |
|                            |   |     | <b>58,855,284</b> |
| <b>Retail Stores: 8.9%</b> |   |     |                   |
|                            | <b>Amscan Holdings,<br/>Inc.</b>                | B1  | B                 |
|                            | Term Loan, 4.816%,<br>maturing May 25,<br>2013  |     |                   |
| 1,485,000                  |   |     | 1,299,375         |
|                            | <b>Burlington Coat<br/>Factory</b>              | B2  | B-                |
|                            | Term Loan, 4.900%,<br>maturing May 28,<br>2013  |     |                   |
| 3,787,868                  |   |     | 3,222,055         |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>           | <i>Borrower/Tranche Description</i>                               | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|-----------------------------------|---|--------------------------------------|----------------|---------------------|
|                                   |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Retail Stores: (continued)</i> |   |                                      |                |                     |
|                                   | <b>CBR Fashion Holding</b>  | NR                                   | NR             |                     |
| EUR                               | 500,000<br>Term Loan, 6.507%,<br>maturing July 20, 2015           |                                      |                | \$ 667,449          |
| EUR                               | 460,000<br>Term Loan, 6.749%,<br>maturing July 20, 2016           |                                      |                | 614,053             |
|                                   | <b>Claire's Stores, Inc.</b>                                      | B1                                   | B              |                     |
| \$                                | 2,962,500<br>Term Loan, 5.413%,<br>maturing May 29, 2014          |                                      |                | 2,372,314           |
|                                   | <b>Dollar General Corporation</b>                                 | B2                                   | B+             |                     |
|                                   | 12,500,000<br>Term Loan, 5.649%,<br>maturing July 06, 2014        |                                      |                | 11,590,275          |
|                                   | <b>Dollarama Group, L.P.</b>                                      | Ba1                                  | BB-            |                     |
|                                   | 3,387,125<br>Term Loan, 4.649%,<br>maturing<br>November 18, 2011  |                                      |                | 3,251,640           |
|                                   | <b>General Nutrition Centers, Inc.</b>                            | B1                                   | B-             |                     |
|                                   | 3,564,000<br>Term Loan, 4.696%,<br>maturing<br>September 16, 2013 |                                      |                | 3,290,759           |
|                                   | <b>Guitar Center, Inc.</b>  | B2                                   | B-             |                     |
|                                   | 5,000,000<br>Term Loan, 5.900%,<br>maturing<br>October 09, 2014   |                                      |                | 4,475,000           |
|                                   | <b>Harbor Freight Tools USA, Inc.</b>                             | B1                                   | B+             |                     |
|                                   | 6,548,082<br>Term Loan, 4.643%,<br>maturing July 15, 2010         |                                      |                | 5,696,831           |
|                                   | <b>Mapco Express, Inc.</b>  | B2                                   | B+             |                     |
|                                   | 2,056,754<br>Term Loan, 5.290%,<br>maturing April 28, 2011        |                                      |                | 1,953,916           |
|                                   | <b>Mattress Firm</b>  | B1                                   | B+             |                     |
|                                   | 495,009<br>Term Loan, 5.150%,<br>maturing<br>January 18, 2014     |                                      |                | 358,882             |
|                                   | <b>Michaels Stores, Inc.</b>                                      | B2                                   | B              |                     |
|                                   | 8,647,086<br>Term Loan, 5.042%,<br>maturing<br>October 31, 2013   |                                      |                | 7,566,200           |
|                                   | <b>Nebraska Book Company, Inc.</b>                                | Ba2                                  | B              |                     |
|                                   | 2,382,266<br>Term Loan, 5.130%,<br>maturing<br>March 04, 2011     |                                      |                | 2,239,330           |
|                                   | <b>Neiman Marcus Group, Inc.</b>                                  | Ba3                                  | BB+            |                     |
|                                   | 8,299,578<br>Term Loan, 4.758%,<br>maturing April 06, 2013        |                                      |                | 7,965,869           |
|                                   |   | B1                                   | B+             |                     |

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|     |           |  |     |           |
|-----|-----------|--|-----|-----------|
|     |           | <b>Oriental Trading Company, Inc.</b>          |     |           |
|     | 2,395,274 | Term Loan, 4.802%, maturing July 31, 2013      |     | 1,964,125 |
|     |           | <b>Petco Animal Supplies, Inc.</b>             | B1  | BB-       |
|     | 5,060,937 | Term Loan, 5.025%, maturing October 26, 2013   |     | 4,706,672 |
|     |           | <b>Phones 4U Group, Ltd.</b>                   | NR  | NR        |
| GBP | 1,615,726 | Term Loan, 8.136%, maturing September 22, 2014 |     | 2,514,422 |
| GBP | 1,545,301 | Term Loan, 8.886%, maturing September 22, 2015 |     | 2,406,356 |
|     |           | <b>Rite Aid</b>                                | Ba3 | BB-       |
| \$  | 5,000,000 | Term Loan, 4.227%, maturing June 04, 2014      |     | 4,727,500 |
|     |           | <b>Sally Holding, LLC</b>                      | B2  | BB-       |
|     | 2,449,969 | Term Loan, 5.060%, maturing November 16, 2013  |     | 2,347,758 |
|     |           | <b>Sports Authority</b>                        | B2  | B-        |
|     | 982,500   | Term Loan, 4.950%, maturing May 03, 2013       |     | 816,703   |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>                   | <i>Borrower/Tranche Description</i>          | <i>Bank Loan Ratings (Unaudited)</i>                |                | <i>Market Value</i> |
|---|--|---|----------------|---------------------|
|   |  | <i>Moody's</i>                                      | <i>S&amp;P</i> |                     |
| <b>Retail Stores: (continued)</b>         |  |   |                |                     |
|   | <b>Toys "R" Us, Inc.</b>                     | B2  | BB-            |                     |
| \$  | 1,368,159                                    | Term Loan, 6.969%,<br>maturing July 19,<br>2012     |                | \$ 1,337,946        |
|   | <b>Vivarte</b>                               | NR  | NR             |                     |
| EUR                                       | 2,500,000                                    | Term Loan, 6.363%,<br>maturing June 28,<br>2015     |                | 2,984,519           |
| EUR                                       | 2,500,000                                    | Term Loan, 6.863%,<br>maturing June 28,<br>2016     |                | 2,985,666           |
|   |  |   |                | <b>83,355,615</b>   |
| <b>Satellite: 0.4%</b>                    |  |   |                |                     |
|   | <b>Intelsat Corporation</b>                  | B1  | BB-            |                     |
| \$  | 1,394,660                                    | Term Loan, 5.184%,<br>maturing<br>January 03, 2012  |                | 1,327,367           |
|   | 1,395,079                                    | Term Loan, 5.184%,<br>maturing<br>January 03, 2012  |                | 1,327,767           |
|   | 1,394,660                                    | Term Loan, 5.184%,<br>maturing<br>January 03, 2012  |                | 1,327,367           |
|   |  |   |                | <b>3,982,501</b>    |
| <b>Telecommunications Equipment: 1.4%</b> |  |   |                |                     |
|   | <b>CommScope, Inc.</b>                       | Ba3   | BB-            |                     |
|   | 1,250,000                                    | Term Loan, 5.192%,<br>maturing<br>December 27, 2014 |                | 1,200,000           |
|   | <b>Macquarie UK Broadcast Ventures, Ltd.</b> | NR  | NR             |                     |
| GBP                                       | 4,500,000                                    | Term Loan, 7.951%,<br>maturing<br>December 01, 2014 |                | 7,803,990           |
|   | <b>Sorenson Communications, Inc.</b>         | B1  | B              |                     |
| \$  | 4,729,689                                    | Term Loan, 5.196%,<br>maturing April 27,<br>2014    |                | 4,546,413           |
|   |  |   |                | <b>13,550,403</b>   |
| <b>Textiles &amp; Leather: 0.7%</b>       |  |   |                |                     |
|   | <b>Polymer Group, Inc.</b>                   | B1  | BB             |                     |
|   | 4,755,030                                    | Term Loan, 4.921%,<br>maturing<br>November 22, 2012 |                | 4,303,303           |

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|                        |   |    |                  |
|------------------------|---|----|------------------|
|                        | <b>St. John Knits International, Inc.</b> | B1 | BB               |
|                        | Term Loan, 5.381%, maturing               |    |                  |
| 660,186                | March 21, 2012                            |    | 617,274          |
|                        | <b>Targus Group, Inc.</b>                 | B2 | B                |
|                        | Term Loan, 7.063%, maturing               |    |                  |
| 1,335,227              | November 22, 2012                         |    | 1,146,070        |
|                        |   |    | <b>6,066,647</b> |
| <i>Utilities: 8.7%</i> |   |    |                  |
|                        | <b>Boston Generating, LLC</b>             | B1 | B+               |
|                        | Term Loan, 5.071%, maturing               |    |                  |
| 256,593                | December 20, 2013                         |    | 240,602          |
|                        | <b>Calpine Corporation</b>                | B2 | B+               |
|                        | Term Loan, 4.946%, maturing               |    |                  |
| 7,052,868              | December 20, 2013                         |    | 6,613,326        |
|                        | Term Loan, 7.080%, maturing               |    |                  |
| 1,916,404              | December 20, 2013                         |    | 1,796,972        |
|                        | Revolver, 3.462%, maturing March 29, 2014 |    |                  |
| 1,071,000              |   |    | 937,125          |
|                        | Term Loan, 5.575%, maturing               |    |                  |
| 8,512,744              | March 29, 2014                            |    | 8,257,362        |

See Accompanying Notes to Financial Statements



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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>       | <i>Borrower/Tranche Description</i>           | <i>Bank Loan Ratings (Unaudited)</i> |                | <i>Market Value</i> |
|-------------------------------|---|--------------------------------------|----------------|---------------------|
|                               |   | <i>Moody's</i>                       | <i>S&amp;P</i> |                     |
| <i>Utilities: (continued)</i> |   |                                      |                |                     |
|                               | <b>Cellnet Technology, Inc.</b>               | Ba2                                  | NR             |                     |
| \$ 1,296,370                  | Term Loan, 6.000%, maturing July 22, 2011     |                                      |                | \$ 1,168,894        |
|                               | <b>Cellnet Technology, Inc.</b>               | B2                                   | NR             |                     |
| 333,333                       | Term Loan, 5.000%, maturing October 22, 2011  |                                      |                | 292,778             |
|                               | <b>Coletto Creek WLE, L.P.</b>                | B1                                   | BB-            |                     |
| 1,208,333                     | Revolver, 1.723%, maturing June 30, 2011      |                                      |                | 936,458             |
| 764,331                       | Term Loan, 5.446%, maturing June 28, 2013     |                                      |                | 700,637             |
| 5,187,424                     | Term Loan, 5.446%, maturing June 28, 2013     |                                      |                | 4,755,140           |
|                               | <b>FirstLight Power Resources, Inc.</b>       | B1                                   | BB-            |                     |
| 1,834,852                     | Term Loan, 5.040%, maturing November 01, 2013 |                                      |                | 1,741,581           |
|                               | <b>FirstLight Power Resources, Inc.</b>       |                                      |                |                     |
| 792,683                       | Term Loan, 5.250%, maturing November 01, 2013 |                                      |                | 752,388             |
|                               | <b>FirstLight Power Resources, Inc.</b>       | B3                                   | B-             |                     |
| 1,675,000                     | Term Loan, 7.125%, maturing May 01, 2014      |                                      |                | 1,482,375           |
|                               | <b>Infrastrux Group, Inc.</b>                 | B2                                   | B              |                     |
| 4,229,102                     | Term Loan, 6.881%, maturing November 03, 2012 |                                      |                | 3,890,774           |
|                               | <b>Longview Power, LLC</b>                    | Ba3                                  | BB             |                     |
| 266,667                       | Term Loan, 5.000%, maturing February 28, 2014 |                                      |                | 237,333             |
| 933,333                       | Term Loan, 5.005%, maturing February 28, 2014 |                                      |                | 830,667             |
|                               | <b>Longview Power, LLC</b>                    |                                      |                |                     |
| 800,000                       | Term Loan, 5.063%, maturing February 28, 2014 |                                      |                | 712,000             |
|                               | <b>MACH Gen, LLC</b>                          | B2                                   | B+             |                     |
| 453,125                       | Term Loan, 4.446%, maturing February 22, 2013 |                                      |                | 435,566             |
| 4,318,957                     | Term Loan, 4.638%, maturing February 22, 2014 |                                      |                | 4,151,597           |

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|            |   |     |            |
|------------|---|-----|------------|
|            | <b>NRG Energy, Inc.</b>   | Ba1 | BB         |
|            | Term Loan, 4.196%,<br>maturing                                  |     |            |
| 11,557,512 | February 01, 2013   |     | 11,133,501 |
|            | Term Loan, 4.196%,<br>maturing                                  |     |            |
| 4,060,899  | February 01, 2013   |     | 3,911,917  |
|            | <b>NSG Holdings, LLC</b>  | Ba2 | BB         |
|            | Term Loan, 4.350%,<br>maturing June 15, 2014                    |     |            |
| 183,673    |   |     | 170,816    |
|            | Term Loan, 4.350%,<br>maturing June 15, 2014                    |     |            |
| 1,386,610  |   |     | 1,289,547  |
|            | <b>Texas Competitive<br/>Electric Holdings<br/>Company, LLC</b> | Ba3 | B+         |
|            | Term Loan, 6.256%,<br>maturing                                  |     |            |
| 5,970,000  | October 10, 2014  |     | 5,633,507  |
|            | Term Loan, 6.262%,<br>maturing                                  |     |            |
| 2,989,987  | October 10, 2014  |     | 2,818,437  |
|            | Term Loan, 6.301%,<br>maturing                                  |     |            |
| 2,500,000  | October 10, 2014  |     | 2,349,687  |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

| <i>Principal Amount</i>           | <i>Borrower/Tranche Description</i>               | <i>Bank Loan Ratings (Unaudited)</i>              |                | <i>Market Value</i>  |
|-----------------------------------|---|---|----------------|----------------------|
|                                   |   | <i>Moody's</i>                                    | <i>S&amp;P</i> |                      |
| <i>Utilities: (continued)</i>     |   |   |                |                      |
|                                   | <b>TPF Generation Holdings, LLC</b>               | Ba3   | BB-            |                      |
| \$                                | 1,600,000   | Term Loan, 4.696%, maturing December 15, 2013     |                | \$ 1,529,600         |
|                                   | 4,719,017   | Term Loan, 4.696%, maturing December 15, 2013     |                | 4,511,380            |
|                                   | <b>TPF Generation Holdings, LLC</b>               | B3  | B-             |                      |
|                                   | 1,500,000   | Term Loan, 6.946%, maturing December 15, 2014     |                | 1,363,125            |
|                                   | <b>Viridian Group, PLC</b>                        | NR  | NR             |                      |
| EUR                               | 1,072,386   | Term Loan, 8.526%, maturing December 19, 2012     |                | 1,489,567            |
| GBP                               | 1,080,000   | Term Loan, 9.621%, maturing December 19, 2012     |                | 1,906,379            |
|                                   | <b>Wolf Hollow I, L.P.</b>                        | B1  | B+             |                      |
| \$                                | 450,000   | Term Loan, 4.636%, maturing June 22, 2012         |                | 411,750              |
|                                   | 1,800,000   | Term Loan, 4.631%, maturing June 22, 2012         |                | 1,647,000            |
|                                   | 2,105,593   | Term Loan, 4.946%, maturing June 22, 2012         |                | 1,926,618            |
|                                   |   |   |                | <b>82,026,406</b>    |
|                                   | <b>Total Senior Loans (Cost \$1,636,072,667 )</b> |   |                | <b>1,515,800,172</b> |
| <i>Other Corporate Debt: 0.7%</i> |   |   |                |                      |
| <i>Automobile: 0.7%</i>           |   |   |                |                      |
|                                   | <b>Avis Budget Car Rental</b>                     | Ba1   | BB-            |                      |
|                                   | 750,000   | Floating Rate Note, 5.565%, maturing May 15, 2014 |                | 643,125              |
|                                   | <b>Navistar International Corporation</b>         | NR  | BB-            |                      |
|                                   | 4,950,000   | Unsecured Term Loan, 6.234%, maturing January     |                | 4,677,750            |

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|           |   |                  |
|-----------|---|------------------|
|           | 19, 2012  |                  |
|           | Unsecured Term<br>Loan, 6.045%,<br>maturing January<br>19, 2012 | 1,701,000        |
| 1,800,000 |   |                  |
|           | <b>Total Other<br/>Corporate Debt<br/>(Cost \$7,500,000 )</b>   | <b>7,021,875</b> |

*Equities and Other Assets: 0.1%*

| <i>Description</i>  | <i>Market<br/>Value USD</i> |
|---|-----------------------------|
| (1), (@), (R)<br>Allied Digital Technologies Corporation (Residual Interest<br>in Bankruptcy Estate)  | \$                          |
| (@), (R)<br>Block Vision Holdings Corporation (571 Common Shares)<br>Boston Chicken, Inc. (Residual Interest in Boston<br>Chicken Plan Trust) |                             |
| (2), (@), (R)<br>Cedar Chemical (Liquidation Interest)  |                             |
| (@), (R)<br>Covenant Care, Inc.   |                             |

See Accompanying Notes to Financial Statements

## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

|               | <i>Description</i>   | <i>Market<br/>Value USD</i>         |
|---------------|--|-------------------------------------|
| (@), (R)      | Covenant Care, Inc. (Warrants for<br>26,901 Common Shares,<br>Expires March 31, 2013)  | \$                                  |
| (@), (R)      | Decision One Corporation<br>(1,752,103 Common Shares)                                  |                                     |
| (2), (@), (R) | Enterprise Profit Solutions<br>(Liquidation Interest)                                  |                                     |
| (@), (R)      | EquityCo, LLC (Warrants for<br>28,752 Common Shares)                                   |                                     |
| (4), (@), (R) | Euro United Corporation (Residual<br>Interest in<br>Bankruptcy Estate)                 |                                     |
| (2), (@), (R) | Grand Union Company (Residual<br>Interest in<br>Bankruptcy Estate)                     |                                     |
| (@), (R)      | Humphrey's, Inc. (Residual<br>Interest in Bankruptcy Estate)                           |                                     |
| (@), (R)      | IAP Acquisition Corporation<br>(3,524 Common Shares)                                   |                                     |
| (@), (R)      | IAP Acquisition Corporation<br>(1,084 Common Shares)                                   |                                     |
| (@), (R)      | IAP Acquisition Corporation<br>(1,814 Common Shares)                                   |                                     |
| (@), (R)      | IAP Acquisition Corporation<br>(17,348 Common Shares)                                  |                                     |
| (2), (@), (R) | Imperial Home Décor Group, Inc.<br>(Liquidation Interest)                              |                                     |
| (2), (@), (R) | IT Group, Inc. (Residual Interest in<br>Bankruptcy Estate)                             | 25                                  |
| (2), (@), (R) | Kevco Inc. (Residual Interest in<br>Bankruptcy Estate)                                 | 25                                  |
| (2), (@), (R) | Lincoln Paper & Tissue (Warrants<br>for 291 Common Shares,<br>Expires August 14, 2015) |                                     |
| (@), (R)      | Lincoln Pulp and Eastern Fine<br>(Residual Interest in<br>Bankruptcy Estate)           |                                     |
| (@), (R)      | Norwood Promotional Products,<br>Inc.<br>(104,148 Common Shares)                       |                                     |
| (@), (R)      | Norwood Promotional Products,<br>Inc.<br>(Contingent Value Rights)                     | 377,999                             |
| (@), (R)      | Safelite Realty Corporation<br>(57,804 Common Shares)                                  | 462,432                             |
| (1), (@), (R) | Transtar Metals (Residual Interest<br>in Bankruptcy Estate)                            |                                     |
| (1), (@), (R) | TSR Wireless, LLC (Residual<br>Interest in Bankruptcy Estate)                          |                                     |
| (2), (@), (R) | US Office Products Company<br>(Residual Interest in<br>Bankruptcy Estate)              |                                     |
|               | <b>Total for Equities and Other<br/>Assets<br/>(Cost \$5,533,513 )</b>                 | <b>840,481</b>                      |
|               |  | <b>162.1%      \$ 1,523,662,528</b> |

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**Total Investments**

(Cost \$1,649,106,180)\*\*

|                                     |            |               |                       |
|-------------------------------------|------------|---------------|-----------------------|
| <b>Other Assets and Liabilities</b> | <b>Net</b> | <b>(62.1)</b> | <b>(583,736,025)</b>  |
| <b>Net Assets</b>                   |            | <b>100.0%</b> | <b>\$ 939,926,503</b> |

\* Senior loans, while exempt from registration under the Securities Act of 1933, as amended, contain certain restrictions on resale and cannot be sold publicly. These senior loans bear interest (unless otherwise noted) at rates that float periodically at a margin above the London Inter-Bank Offered Rate ("LIBOR") and other short-term rates.

Bank Loans rated below Baa are considered to be below investment grade.

NR Not Rated

- (1) The borrower filed for protection under Chapter 7 of the U.S. Federal Bankruptcy code.
- (2) The borrower filed for protection under Chapter 11 of the U.S. Federal Bankruptcy code.

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## ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

- (3) Loan is on non-accrual basis.
- (4) The borrower filed for protection under the Canadian Bankruptcy and Insolvency Act.
- (5) Trade pending settlement. Contract rates do not take effect until settlement date.
- (@) Non-income producing security.
- (R) Restricted security.

AUD Australian Dollar

GBP British Pound Stirling

EUR Euro

SEK Swedish Kronor

\*\* For Federal Income Tax purposes cost of investments is \$1,649,332,409.

Net unrealized depreciation consists of the following:

|                               |    |               |
|-------------------------------|----|---------------|
| Gross Unrealized Appreciation | \$ | 9,523,478     |
| Gross Unrealized Depreciation |    | (135,193,359) |
| Net Unrealized Depreciation   | \$ | (125,669,881) |

At May 31, 2008 the following forward foreign currency contracts were outstanding for ING Prime Rate Trust :

| Currency               | Sell | In Settlement Date | Exchange For | Unrealized Value | Appreciation/ (Depreciation) |
|------------------------|------|--------------------|--------------|------------------|------------------------------|
| Australian Dollar      |      |                    |              |                  |                              |
| AUD 10,910,000         | Sell | 07/15/08           | \$ 9,996,091 | \$ 10,370,445    | \$ (374,354)                 |
| Australian Dollar      |      |                    |              |                  |                              |
| AUD 6,546,000          | Sell | 08/15/08           | 6,008,770    | 6,195,998        | (187,228)                    |
| Australian Dollar      |      |                    |              |                  |                              |
| AUD 4,364,000          | Sell | 09/15/08           | 4,131,225    | 4,114,045        | 17,180                       |
| Euro                   |      |                    |              |                  |                              |
| EUR 36,600,000         | Sell | 07/15/08           | 57,369,389   | 56,809,181       | 560,208                      |
| Euro                   |      |                    |              |                  |                              |
| EUR 21,960,000         | Sell | 08/15/08           | 34,027,896   | 34,032,005       | (4,109)                      |
| Euro                   |      |                    |              |                  |                              |
| EUR 14,640,000         | Sell | 09/15/08           | 22,638,692   | 22,652,532       | (13,840)                     |
| British Pound Sterling |      |                    |              |                  |                              |
| GBP 8,550,000          | Sell | 07/15/08           | 16,929,043   | 16,874,433       | 54,610                       |
| British Pound Sterling |      |                    |              |                  |                              |
| GBP 5,130,000          | Sell | 08/15/08           | 10,039,290   | 10,099,705       | (60,415)                     |
| British Pound Sterling |      |                    |              |                  |                              |
| GBP 3,420,000          | Sell | 09/15/08           | 6,710,827    | 6,717,007        | (6,180)                      |
| Swedish Kronor         |      |                    |              |                  |                              |
| SEK 19,950,000         | Sell | 07/15/08           | 3,339,354    | 3,317,177        | 22,177                       |
| Swedish Kronor         |      |                    |              |                  |                              |
| SEK 11,970,000         | Sell | 08/15/08           | 1,980,414    | 1,986,732        | (6,318)                      |

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|                |      |          |                |                |    |       |
|----------------|------|----------|----------------|----------------|----|-------|
| Swedish Kronor |      |          |                |                |    |       |
| SEK 7,980,000  | Sell | 09/15/08 | 1,323,054      | 1,322,171      |    | 883   |
|                |      |          | \$ 174,494,045 | \$ 174,491,431 | \$ | 2,614 |

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2008 (Unaudited) (continued)

Fair Value Measurements Effective March 1, 2008, the Trust adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 ("SFAS 157"), "Fair Value Measurements." This new accounting statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ("GAAP"), and expands disclosures about fair value measurements. The three levels of the fair value hierarchy are as follows:

Level 1 quoted prices in active markets for identical investments

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

Level 3 significant unobservable inputs (including the Trust's own assumption in determining the fair value of investments)

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

The following is a summary of the inputs used as of May 31, 2008 in valuing the Trust's investments at fair value:

|   | Investments in Securities | Other Financial Instruments* |
|---|---------------------------|------------------------------|
| Level 1 Quoted Prices                       | \$                        | \$                           |
| Level 2 Other Significant Observable Inputs | 1,496,097,983             | 2,614                        |
| Level 3 Significant Unobservable Inputs     | 27,564,545                |                              |
| Total                                       | \$ 1,523,662,528          | \$ 2,614                     |

\* Other financial instruments may include forward foreign currency contracts, futures, swaps, and written options , which are valued at the unrealized appreciation/depreciation of the instrument.

A roll forward of fair value measurements using significant unobservable inputs (Level 3) as of May 31, 2008, were as follows:

|   | Investments in Securities | Other Financial Instruments* |
|---|---------------------------|------------------------------|
| Balance at 02/29/08                       | \$ 18,607,111             | \$                           |
| Net purchases (sales)                     | 5,615,412                 |                              |
| Total realized and unrealized gain (loss) | 2,535,842                 |                              |
| Amortization of premium/discount          | 806,180                   |                              |
| Transfers in and/or out of Level 3        |                           |                              |
| Balance at 05/31/08                       | \$ 27,564,545             | \$                           |

\* Other financial instruments may include forward foreign currency contracts, futures, swaps, and written options , which are valued at the unrealized appreciation/depreciation of the instrument.

See Accompanying Notes to Financial Statements



ING Prime Rate Trust

ADDITIONAL INFORMATION

**SHAREHOLDER INVESTMENT PROGRAM**

The Trust offers a Shareholder Investment Program (the "Program") which allows holders of the Trust's common shares a simple way to reinvest dividends and capital gains distributions, if any, in additional common shares of the Trust. The Program also offers holders of the Trust's common shares the ability to make optional cash investments in any amount from \$100 to \$100,000 on a monthly basis.

For dividend and capital gains distribution reinvestment purposes, DST will purchase shares of the Trust on the open market when the market price plus estimated fees is less than the NAV on the valuation date. The Trust will issue new shares for dividend and capital gains distribution reinvestment purchases when the market price plus estimated fees is equal to or exceeds the net asset value on the valuation date. New shares may be issued at the greater of (i) NAV or (ii) the market price of the shares during the pricing period, minus a discount of 5%.

For optional cash investments, shares will be purchased on the open market by DST when the market price plus estimated fees is less than the NAV on the valuation date. New shares will be issued by the Trust for optional cash investments when the market price plus estimated fees is equal to or exceeds the net asset value on the valuation date. Such shares will be issued at a discount to market, determined by the Trust, between 0% and 5%.

There is no charge to participate in the Program. Participants may elect to discontinue participation in the Program at any time. Participants will share, on a *pro rata* basis, in the fees or expenses of any shares acquired in the open market.

Participation in the Program is not automatic. If you would like to receive more information about the Program or if you desire to participate, please contact your broker or the Trust's Shareholder Services Department at 1-(800) 992-0180.

**KEY FINANCIAL DATES CALENDAR 2008 DIVIDENDS:**

| DECLARATION DATE   | EX-DIVIDEND DATE  | PAYABLE DATE       |
|--------------------|-------------------|--------------------|
| January 31, 2008   | February 7, 2008  | February 25, 2008  |
| February 29, 2008  | March 6, 2008     | March 25, 2008     |
| March 31, 2008     | April 8, 2008     | April 22, 2008     |
| April 30, 2008     | May 8, 2008       | May 22, 2008       |
| May 30, 2008       | June 6, 2008      | June 23, 2008      |
| June 30, 2008      | July 8, 2008      | July 22, 2008      |
| July 31, 2008      | August 7, 2008    | August 22, 2008    |
| August 29, 2008    | September 8, 2008 | September 22, 2008 |
| September 30, 2008 | October 8, 2008   | October 22, 2008   |
| October 31, 2008   | November 6, 2008  | November 24, 2008  |
| November 28, 2008  | December 8, 2008  | December 22, 2008  |
| December 19, 2008  | December 29, 2008 | January 13, 2009   |

*Record date will be two business days after each Ex-Dividend Date. These dates are subject to change.*



ING Prime Rate Trust

ADDITIONAL INFORMATION (continued)

**STOCK DATA**

The Trust's common shares are traded on the New York Stock Exchange (Symbol: PPR). Effective March 1, 2002, the Trust's name changed to ING Prime Rate Trust and its CUSIP number changed to 44977W106. The Trust's NAV and market price are published daily under the "Closed-End Funds" feature in Barron's, The New York Times, The Wall Street Journal and many other regional and national publications.

**REPURCHASE OF SECURITIES BY CLOSED-END COMPANIES**

In accordance with Section 23(c) of the 1940 Act, and Rule 23c-1 under the 1940 Act the Trust may from time to time purchase shares of beneficial interest of the Trust in the open market, in privately negotiated transactions and/or purchase shares to correct erroneous transactions.

**NUMBER OF SHAREHOLDERS**

The approximate number of record holders of Common Stock as of May 31, 2008 was 4,797 which does not include approximately 45,925 beneficial owners of shares held in the name of brokers of other nominees.

**PROXY VOTING INFORMATION**

A description of the policies and procedures that the Trust uses to determine how to vote proxies related to portfolio securities is available (1) without charge, upon request, by calling Shareholder Services toll-free at 1-800-992-0180; (2) on the Trust's website at [www.ingfunds.com](http://www.ingfunds.com) and (3) on the SEC's website at [www.sec.gov](http://www.sec.gov). Information regarding how the Trust voted proxies related to portfolio securities during the most recent 12-month period ended June 30 is available without charge on the Trust's website at [www.ingfunds.com](http://www.ingfunds.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov).

**QUARTERLY PORTFOLIO HOLDINGS**

The Trust files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Trust's Forms N-Q are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Trust's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC, and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330; and is available upon request from the Trust by calling Shareholder Services toll-free at 1-800-992-0180.

**CERTIFICATIONS**

In accordance with Section 303A.12 (a) of the New York Stock Exchange Listed Company Manual, the Trust submitted the Annual CEO Certification on August 2, 2007 certifying that he was not aware, as of that date, of any violation by the Trust of the NYSE's Corporate governance listing standards. In addition, as required by Section 203 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the Trust's principal executive and financial officers have made quarterly certifications, included in filings with the SEC on Forms N-CSR and N-Q, relating to, among other things, the Trust's disclosure controls and procedures and internal controls over financial reporting.



**Investment Adviser**

ING Investments, LLC

7337 East Doubletree Ranch Road

Scottsdale, Arizona 85258

**Sub-Adviser**

ING Investment Management Co.

230 Park Avenue

New York, NY 10169

**Institutional Investors and Analysts**

Call ING Prime Rate Trust

1-800-336-3436, Extension 2217

**Administrator**

ING Funds Services, LLC

7337 East Doubletree Ranch Road

Scottsdale, Arizona 85258

1-800-992-0180

**Written Requests**

Please mail all account inquiries and other comments to:

ING Prime Rate Trust Account

c/o ING Fund Services, LLC

7337 East Doubletree Ranch Road

Scottsdale, Arizona 85258

**Distributor**

ING Funds Distributor, LLC

7337 East Doubletree Ranch Road

Scottsdale, Arizona 85258

1-800-334-3444

**Transfer Agent**

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DST Systems, Inc.

P.O. Box 219368

Kansas City, Missouri 64141

### **Custodian**

State Street Bank and Trust Company

801 Pennsylvania Avenue

Kansas City, Missouri 64105

### **Legal Counsel**

Dechert LLP

1775 I Street, N.W.

Washington, D.C. 20006

### **Toll-Free Shareholder Information**

Call us from 9:00 a.m. to 7:00 p.m. Eastern time on any business day for account or other information, at (800)-992-0180

**For more complete information, or to obtain a prospectus on any ING fund, please call your Investment Professional or ING Funds Distributor, LLC at (800) 992-0180 or log on to [www.ingfunds.com](http://www.ingfunds.com). The prospectus should be read carefully before investing. Consider the Trust's investment objectives, risks, charges and expenses carefully before investing. The prospectus contains this information and other information about the Trust.**

PRQR-UPRTQ1 (0508-072808)

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