ING PRIME RATE TRUST
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Funds

Third Quarter Report

November 30, 2012

ING Prime Rate Trust

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ING Prime Rate Trust

THIRD QUARTER REPORT

November 30, 2012

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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.

PERFORMANCE SUMMARY

The Trust declared $0.11 of dividends during the third fiscal quarter and $0.31 during the nine months ended November 30, 2012. Based on the average month-end net asset value ("NAV") per share of $5.93 for the third fiscal quarter and $5.85 for the nine-month period, this resulted in an annualized distribution rate(1) of 7.35% for the third fiscal quarter and 7.05% for the nine-month period. The Trust's total return for the third fiscal quarter, based on NAV, was 2.52% versus a total gross return on the S&P/LSTA Leveraged Loan Index (the "Index")(2) of 1.74% for the same quarter. For the nine months ended November 30, 2012, the Trust's total return, based on NAV(3), was 8.19%, versus a total gross return on the Index of 5.66%. The total market value return(3) for the Trust's common shares during the third fiscal quarter was 6.60% and for the nine months ended November 30, 2012 was 19.63%.

MARKET UPDATE

The three-month period ended November 30, 2012 in the global loan market was characterized by one consistent and dominant theme: the ongoing search for reasonably priced income in a yield-starved environment. Despite a short-lived pullback in mid-November (a function of a surge in new issue supply and a collective fiscal reality check on the heels of the presidential election), Index returns during the period were enhanced by a continuing strong bid from investors of various stripes, including mutual and pension funds, insurance company accounts and, perhaps most noteworthy, the stream of new collateralized loan obligation ("CLO") vehicles brought to market since the first of the year. Generally stable fundamental credit conditions and a relatively quiet macro backdrop also provided a constructive environment for these demand-driven

(1) The distribution rate is calculated by annualizing dividends and distributions declared during the period using the 30/360 convention 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.

(2) The **Index** 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 Index to establish a performance benchmark for the syndicated leveraged loan industry. The Index is not subject to any fees or expenses. An investor cannot invest directly in an index.

(3) The total return is based on full reinvestment of dividends.

PORTFOLIO CHARACTERISTICS
AS OF NOVEMBER 30, 2012

Net Assets	$ 874,623,296
Total Assets	$1,313,080,127
Assets Invested in Senior Loans	$1,220,478,539
Senior Loans Represented	304
Average Amount Outstanding per Loan	$ 4,014,732
Industries Represented	35
Average Loan Amount per Industry	$ 34,870,815
Portfolio Turnover Rate (YTD)	73%
Weighted Average Days to Interest Rate Reset	36
Average Loan Final Maturity	61 months
Total Leverage as a Percentage of Total Assets	27.14%

PORTFOLIO MANAGERS' REPORT (continued)

technical drivers to flourish. Taken together, these elements conspired to push average loan prices higher (96.31% of par at November 30, from 95.50% at August 31). While major capital markets were experiencing spikes in volatility during the period, senior loans were relatively stable due to the protection provided by their rising prices.

PORTFOLIO SPECIFICS

The Trust outperformed the Index for the fiscal quarter, attributable primarily to favorable credit selection and the continued strong emphasis on attractive relative value within the secured loan category. The use of leverage for investment purposes also had a positive impact on NAV returns during the period. Continuing a repositioning exercise commenced several quarters back, the lower yielding portion of the portfolio has now been largely replaced with newer-vintage loans that offer wider credit spreads and, in most cases, LIBOR floors (i.e., a minimum LIBOR paid by the issuer pursuant to the underlying loan agreements). Seeking to take advantage of the strong technical environment in place during most of this fiscal quarter, the Trust selectively increased its holdings of certain, older bellwether issuers within the Index trading at a discount to par, in an effort to capture potential capital gains. Additionally, the Trust has been adding incremental second lien positions where the risk/return profile is considered attractive. As a result of these positioning exercises, the weighted average coupon of the Trust's loan assets, while off slightly from the current top reached during this reporting period due to a recent wave of repricing activity, remains quite healthy at 5.70%. Fundamental credit performance continued to be positive as the Trust did not own the two Index constituents that defaulted during the fiscal quarter.

Sector weightings remained fairly constant during the period, with the only notable movement coming in healthcare and electronics. The decrease in both of these sectors was a byproduct of active relative value trading designed to increase risk-adjusted yields. The Trust's top industry exposures at the end of the reporting period were retail, business equipment/services, healthcare and electronics; all were accretive to relative returns during the period.

TOP TEN SENIOR LOAN ISSUERS AS OF NOVEMBER 30, 2012 AS A PERCENTAGE OF:

	TOTAL ASSETS	**NET ASSETS**
BJs Wholesale Club	1.9%	2.8%
Univision Communications, Inc.	1.8%	2.7%
Caesars Entertainment Operating Company, Inc.	1.8%	2.7%
Reynolds Group Holdings Inc	1.6%	2.5%
Delta Airlines, Inc.	1.4%	2.0%
Texas Competitive Electric Holdings Company LLC	1.4%	2.0%
Asurion, LLC	1.3%	2.0%
Univar Inc.	1.3%	2.0%
ADS Waste Holdings, Inc.	1.2%	1.8%
Lawson Software, Inc.	1.1%	1.7%

**TOP TEN INDUSTRY SECTORS
AS OF NOVEMBER 30, 2012
AS A PERCENTAGE OF:**

	TOTAL ASSETS	NET ASSETS
Retailers (Except Food & Drug)	10.4%	15.7%
Business Equipment & Services	9.7%	14.5%
Health Care	7.3%	11.0%
Electronics/Electrical	5.9%	8.8%
Chemicals & Plastics	4.4%	6.5%
Lodging & Casinos	4.3%	6.5%
Telecommunications	4.2%	6.4%
Radio & Television	4.0%	6.0%
Automotive	3.6%	5.3%
Utilities	3.4%	5.2%

(1) LIBOR stands for London Interbank Offered Rate, an average interest rate that leading commercial banks pay to borrow from other banks. LIBOR is a primary benchmark for short-term interest rates around the world.

ING Prime Rate Trust

PORTFOLIO MANAGERS' REPORT (continued)

The Trust continues to be well diversified with 241 individual issuers, representing 35 different industry sectors. The average issuer exposure at November 30 stood at 0.41% of AUM, while the average industry exposure closed the fiscal quarter at 2.8% of AUM. Both measures were relatively unchanged from the prior reporting period.

Ratings Distribution as of November 30, 2012

Ba	35.16%
B	53.29%
Caa and below	8.76%
Not rated*	2.79%

Ratings distribution shows the percentage of the Trust's loan commitments (excluding cash and foreign cash) that are rated in each ratings category, based upon the categories provided by Moody's Investors Service, Inc. Ratings distribution is based on Moody's senior secured facility ratings. Moody's ratings classification methodology: Aaa rating denotes the least credit risk; C rating denotes the greatest credit risk. Loans rated below Baa by Moody's are considered to be below investment grade. Ratings can change from time to time, and current ratings may not fully reflect the actual credit condition or risks posed by a loan.

* Not rated includes loans to non-U.S. borrowers (which are typically unrated) and loans for which the rating has been withdrawn.

OUTLOOK AND CURRENT STRATEGY

As we turn the page on 2012, the investment landscape is still replete with challenges and potential market-moving issues, be they political, geopolitical or good old fashioned economic in flavor. Laying those unknowns aside for just a moment, looking exclusively at the current investment thesis for loans, we see a relatively constructive picture. Should the U.S. and/or global economy slide back into recession, we take comfort in the secured nature of the loan asset class, which historically has delivered significantly higher recovery rates upon default than virtually all other unsecured credit classes. Conversely, should we see the resumption of meaningful and sustainable economic growth, central bankers across the world, including those inhabiting the U.S. Federal Reserve, will be hard-pressed to maintain the unprecedented low/no interest rate regime that has been in place now for several years. When short-term interest rates eventually are lifted, we would expect the floating rate loan asset class to perform well, as it has historically during such periods.

Jeffrey A. Bakalar
Senior Vice President
Managing Director
ING Investment Management Co. LLC

Daniel A. Norman
Senior Vice President
Managing Director
ING Investment Management Co. LLC

ING Prime Rate Trust
December 21, 2012

PORTFOLIO MANAGERS' REPORT (continued)

	Average Annual Total Returns for the Years Ended November 30, 2012			
	1 Year	**3 Years**	**5 Years**	**10 Years**
Based on Net Asset Value (NAV)	13.70%	9.31%	3.76%	5.82%
Based on Market Value	30.34%	13.30%	6.13%	7.67%
S&P/LSTA Leveraged Loan Index	9.36%	7.79%	5.58%	5.77%
Credit-Suisse Leveraged Loan Index	9.19%	7.69%	4.71%	5.62%

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.inginvestment.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 **S&P/LSTA Leveraged Loan Index** 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 Index 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.

PORTFOLIO MANAGERS' REPORT (continued)

YIELDS AND DISTRIBUTION RATES

	Prime Rate	NAV 30-day SEC Yield(A)	Mkt. 30-Day SEC Yield(A)	Annualized Dist. Rate @ NAV(B)	Annualized Dist. Rate @ Mkt.(B)
November 30, 2012	3.25%	7.92%	7.53%	7.47%	7.10%
August 31, 2012	3.25%	7.55%	7.46%	7.12%	7.04%
May 31, 2012	3.25%	7.60%	7.95%	6.86%	7.17%
February 29, 2012	3.25%	7.11%	7.48%	6.22%	6.53%

(A) 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.

(B) The distribution rate is calculated by annualizing dividends and distributions 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.

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 credit 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. The Trust also faces the risk that it might have to sell assets at relatively less advantageous times if it were forced to de-leverage if a source of leverage becomes unavailable.

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STATEMENT OF ASSETS AND LIABILITIES as of November 30, 2012 (Unaudited)

ASSETS:	
Investments in securities at value (Cost $1,234,413,222)	$1,234,898,619
Cash	4,802,667
Foreign currencies at value (Cost $39,929)	40,384
Receivables:	
Investment securities sold	65,948,130
Interest	7,354,282
Other	395
Unrealized appreciation on unfunded commitments	2,062
Prepaid arrangement fees on notes payable	25,644
Prepaid expenses	7,944
Total assets	1,313,080,127
LIABILITIES:	
Notes payable	356,400,000
Payable for investment securities purchased	80,049,367
Accrued interest payable	166,916
Payable for investment management fees	798,128
Payable for administrative fees	249,415
Payable to custodian	107,579
Accrued trustees fees	7,527
Unrealized depreciation on foreign currency contracts	228,971
Other accrued expenses	448,928
Total liabilities	438,456,831
NET ASSETS	$ 874,623,296
Net assets value per common share outstanding (net assets divided by 147,270,129 shares of beneficial interest authorized and outstanding, no par value)	$ 5.94
NET ASSETS WERE COMPRISED OF:	
Paid-in capital	$1,118,930,655
Undistributed net investment income	5,314,198
Accumulated net realized loss	(249,839,580)
Net unrealized appreciation	218,023