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Eaton Vance Floating-Rate Income Trust  
Form N-CSRS  
January 27, 2009

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

**Investment Company Act File Number: 811-21574**

**Eaton Vance Floating-Rate Income Trust**

(Exact Name of registrant as Specified in Charter)

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

(Address of Principal Executive Offices)

Maureen A. Gemma

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

(Name and Address of Agent for Services)

(617) 482-8260

(registrant's Telephone Number)

May 31

Date of Fiscal Year End

November 30, 2008

Date of Reporting Period

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**Item 1. Reports to Stockholders**

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**IMPORTANT NOTICES REGARDING PRIVACY,  
DELIVERY OF SHAREHOLDER DOCUMENTS,  
PORTFOLIO HOLDINGS AND PROXY VOTING**

**Privacy.** The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy ( Privacy Policy ) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker/dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Policy periodically for changes by accessing the link on our homepage: [www.eatonvance.com](http://www.eatonvance.com).

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Boston Management and Research, and Eaton Vance Distributors, Inc.

In addition, our Privacy Policy only applies to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial adviser/broker-dealer, it is likely that only such adviser's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures.

For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

**Delivery of Shareholder Documents.** The Securities and Exchange Commission (the SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called householding and it helps eliminate duplicate mailings to shareholders.

**Eaton Vance, or your financial adviser, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial adviser, otherwise.**

If you would prefer that your Eaton Vance documents not be householded, please contact Eaton Vance at 1-800-262-1122, or contact your financial adviser.

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Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial adviser.

**Portfolio Holdings.** Each Eaton Vance Fund and its underlying Portfolio (if applicable) will file a schedule of its portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website [www.eatonvance.com](http://www.eatonvance.com), by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at [www.sec.gov](http://www.sec.gov). Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

**Proxy Voting.** From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12 month period ended June 30, without charge, upon request, by calling 1-800-262-1122. This description is also available on the SEC's website at [www.sec.gov](http://www.sec.gov).

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

**INVESTMENT UPDATE**

Economic and Market Conditions

During the six months ended November 30, 2008, credit markets experienced unprecedented volatility, and the bank loan market and high-yield bond market were no exception. The subprime crisis of 2007 expanded in 2008 to include nearly all credit instruments, which in turn, caused the world economy to slip into recession. The period was a roller-coaster for the credit markets and for the Trust. The total return for the S&P/LSTA Leveraged Loan Index (the Index) through the first three months of the period was -0.64%, disappointing, but, given the environment, not especially bad compared to other markets. However, September 2008 brought a series of events that rattled the markets more deeply: the bailouts of Fannie Mae and Freddie Mac, the bankruptcy of Lehman Brothers, the rescue of American International Group, Inc. and a litany of unprecedented steps by the U.S. Treasury and the Federal Reserve to stabilize the credit markets. In the Trust's second fiscal quarter, the Index declined -25.52%, by far its worst quarterly showing ever. The average loan price in the Trust was 65.2% of par at November 30, 2008. Although statistics vary with respect to the recovery rates of loans in default, the historical rate has been approximately 70% of par. As such, bank loan prices at year-end were approaching levels that implied near universal default. At year-end, 1.2% of the loan investments of the Trust were in default versus 2.0% for the Index.

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or share price (as applicable) with all distributions reinvested. The Trust's performance at share price will differ from its results at NAV. Although share price performance generally reflects investment results over time, during shorter periods, returns at share price can also be affected by factors such as changing perceptions about the Trust, market conditions, fluctuations in supply and demand for the Trust's shares, or changes in Trust distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Trust's current performance may be lower or higher than the quoted return. Absent an expense waiver by the investment adviser, returns would be lower. For performance as of the most recent month end, please refer to [www.eatonvance.com](http://www.eatonvance.com).*

**Trust shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.**

While there is little doubt that a recession would bring higher default rates, it is difficult to reconcile recent trading levels with market fundamentals. A range of credit statistics and criteria used to monitor creditworthiness suggested that overall credit quality appeared to be in line with historical patterns. Despite this, bank loans traded below historical recovery levels, thus implying a near 100% default rate. The most compelling, albeit obvious, explanation for the market's depressed trading level was that there were more sellers of bank loans than buyers, especially during the Trust's second quarter. Some selling was forced, especially by hedge funds and structured investment vehicles unable to meet margin requirements. Some selling was voluntary, as redemptions from mutual funds were significant throughout the year. In addition, many hard-pressed banks and investment banks that typically make markets in bank loans were hesitant to own loans and bonds, making trading more volatile. Later in the period, there were signs that many institutional investors were attracted to the asset class by record low loan prices. However, selling clearly outweighed buying, pushing prices lower.

Management Discussion

The Trust is a closed-end fund and trades on the New York Stock Exchange under the symbol EFT. The Trust's investment objective is to provide a high level of current income. As a secondary objective, it may also seek preservation of capital to the extent



**Eaton Vance Floating-Rate Income Trust**  
**Total Return Performance 5/31/08 11/30/08**

| <b>NYSE Symbol</b>                         | <b>EFT</b> |
|--|------------|
| At Net Asset Value (NAV) <sup>1</sup>      | -43.24%    |
| At Share Price <sup>1</sup>                | -44.76%    |
| S&P/LSTA Leveraged Loan Index <sup>2</sup> | -25.96%    |
| Premium/Discount to NAV as of 11/30/08     | -9.57%     |
| Total Distributions per common share       | \$ 0.582   |
| Distribution Rate <sup>3</sup>             |            |
| <i>At NAV</i>                              | 13.12%     |
| <i>At Share Price</i>                      | 14.51%     |

*Please refer to page 3 for additional performance information.*

<sup>1</sup> *Performance results reflect the effects of leverage.*

<sup>2</sup> *It is not possible to invest directly in an Index. The Index's total return reflects changes in value of the loans constituting the Index and accrual of interest and does not reflect the commissions or expenses that would have been incurred if an investor individually purchased or sold the loans represented in the Index. Unlike the Trust, the Index's return does not reflect the effect of leverage.*

<sup>3</sup>

*The Distribution Rate is based on the Trust's most recent monthly distribution per share (annualized) divided by the Trust's NAV or share price at the end of the period. The Trust's monthly distributions may be comprised of ordinary income, net realized capital gains and return of capital.*

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

**INVESTMENT UPDATE**

consistent with its primary goal of high current income. Under normal market conditions, the Trust invests at least 80% of its total assets in senior, secured floating-rate loans ( senior loans ). In managing the Trust, the investment adviser seeks to invest in a portfolio of senior loans that it believes will be less volatile over time than the general loan market. The Trust may also invest in second lien loans and high yield bonds, and, as discussed below, may employ leverage, which may increase risk.

The Trust's performance for the six months ended November 30, 2008 was negatively affected by the issues that influenced the broader market. The effect of leverage was the primary factor contributing to the Trust's underperformance relative to the Index. In addition, the Trust had approximately 9% of its assets invested in European loans, and loan prices in Europe have underperformed relative to their U.S. counterparts.

At November 30, 2008, the Trust's investments included senior loans to 411 borrowers spanning 38 industries, with an average loan size of 0.24% of total investments, and no industry constituting more than 10% of total investments. Healthcare, business equipment and services, publishing, leisure goods/activities/ movies and cable and satellite television were the top industry weightings.

The Trust continues to have less than 1% exposure to home builders. The Trust did not have any exposure to subprime or prime mortgage lenders during the six months ended November 30, 2008.

As of November 30, 2008, the Trust had outstanding leverage of approximately 48.9% of its total net assets.<sup>1</sup> The Trust's leverage consists of auction preferred shares issued by the Trust ( APS ) and borrowings under a revolving credit and security agreement with conduit lenders and a bank. Pursuant to applicable law and provisions of the Trust's governing documents relating to the use of leverage, the Trust may not declare dividends or other distributions on common shares if it does not maintain asset coverage in certain prescribed amounts. As a result of the sharp declines in the value of the Trust's investments in recent months, the Trust sold investments to reduce outstanding leverage and maintain the required asset coverage. During the six months ended November 30, 2008, the Trust's outstanding borrowings were reduced by \$121.5 million for this reason. If credit markets remain volatile, additional actions may be required to maintain the Trust's asset coverage, including additional sales of investments and possibly a reduction in dividend payment rates. In the event of an improvement in asset coverage, the Trust has the ability to increase borrowings under the revolving credit and security agreement.

*The views expressed throughout this report are those of the portfolio managers and are current only through the end of the period of the report as stated on the cover. These views are subject to change at any time based upon market or other conditions, and the investment adviser disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a fund are based on many factors, may not be relied on as an indication of trading intent on behalf of any Eaton Vance fund. Portfolio information provided in the report may not be representative of the Trust's current or future investments and may change due to active management.*

<sup>1</sup> *In the event of a rise in long-term interest rates or a decline in bank loan prices due to market conditions, the value of the*

*Trust's  
investment  
portfolio could  
decline, which  
would reduce  
the asset  
coverage for its  
Auction  
Preferred  
Shares and  
borrowings.*

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

**TRUST PERFORMANCE**

Portfolio Composition

**Top Ten Holdings<sup>1</sup>**

By total investments

|  |      |
|--|------|
| SunGard Data Systems, Inc.             | 1.1% |
| HCA, Inc.                              | 1.0  |
| NRG Energy, Inc.                       | 0.9  |
| Health Management Association, Inc.    | 0.9  |
| UPC Broadband Holding B.V.             | 0.9  |
| Georgia-Pacific Corp.                  | 0.8  |
| Community Health Systems, Inc.         | 0.8  |
| Rite Aid Corp.                         | 0.8  |
| Centennial Cellular Operating Co., LLC | 0.7  |
| Alltel Communications                  | 0.7  |

<sup>1</sup> Reflects the Trust's investments as of 11/30/08. Holdings are shown as a percentage of the Trust's total investments.

**Top Five Industries<sup>2</sup>**

By total investments

|                                 |      |
|---------------------------------|------|
| Healthcare                      | 9.9% |
| Business Equipment and Services | 7.3  |
| Publishing                      | 6.4  |
| Leisure Goods/Activities/Movies | 6.1  |
| Cable and Satellite Television  | 6.0  |

<sup>2</sup> Reflects the Trust's investments as of 11/30/08. Industries are shown as a percentage of the Trust's total investments.

**Credit Quality Ratings for Total Loan Investments<sup>3</sup>**

By total loan investments

|     |      |
|-----|------|
| Baa | 1.3% |
| Ba  | 46.4 |

|                        |      |
|------------------------|------|
| B                      | 36.0 |
| Caa                    | 4.3  |
| Non-Rated <sup>4</sup> | 12.0 |

<sup>3</sup> Credit Quality Ratings are those provided by Moody's Investor Services, Inc., a nationally recognized bond rating service. Reflects the Trust's total loan investments as of 11/30/08. Although the investment adviser considers ratings when making investment decisions, it performs its own credit and investment analysis and does not rely primarily on the ratings assigned by the rating services. Credit quality can change from time to time, and recently issued credit ratings may not fully reflect the actual risks posed by a particular security or the issuer's current financial condition.

<sup>4</sup> Certain loans in which the Trust

invests are not rated by a rating agency. In management's opinion, such securities are comparable to securities rated by a rating agency in the categories listed above.

**Trust Performance**<sup>5</sup>

New York Stock Exchange Symbol

|  |         |
|--|---------|
| Average Annual Total Return (by share price, NYSE) | EFT     |
| Six Months   | -44.76% |
| One Year   | -44.10  |
| Life of Trust (6/29/04)                            | -11.16  |

Average Annual Total Return (at net asset value)

|                         |         |
|-------------------------|---------|
| Six Months              | -43.24% |
| One Year                | -44.54  |
| Life of Trust (6/29/04) | -9.12   |

<sup>5</sup> Performance results reflect the effects of leverage.

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating-Rate Interests 171.2%

**Principal****Amount\*****Borrower/Tranche Description****Value**

Aerospace and Defense 3.7%

**CACI International, Inc.**

2,113,556 Term Loan, 3.54%, Maturing May 3, 2011 \$ 1,907,484

**Colt Defense, LLC**

981,420 Term Loan, 6.10%, Maturing July 9, 2014 780,229

**DAE Aviation Holdings, Inc.**

459,575 Term Loan, 6.28%, Maturing July 31, 2014 273,447

454,194 Term Loan, 7.17%, Maturing July 31, 2014 270,245

**Evergreen International Aviation**

1,468,273 Term Loan, 9.00%, Maturing October 31, 2011 954,377

**Hawker Beechcraft Acquisition**

208,002 Term Loan, 5.76%, Maturing March 26, 2014 112,767

3,551,294 Term Loan, 5.76%, Maturing March 26, 2014 1,925,309

**Hexcel Corp.**

371,124 Term Loan, 5.39%, Maturing March 1, 2012 324,733

**IAP Worldwide Services, Inc.**

970,694 Term Loan, 9.06%, Maturing December 30, 2012 611,537

**Spirit AeroSystems, Inc.**

1,275,772 Term Loan, 6.50%, Maturing December 31, 2011 1,078,027

**TransDigm, Inc.**

1,800,000 Term Loan, 5.21%, Maturing June 23, 2013 1,395,000

**Vought Aircraft Industries, Inc.**

1,273,412 Term Loan, 3.94%, Maturing December 17, 2011 993,261

748,238 Term Loan, 7.50%, Maturing December 22, 2011 594,849

**Wesco Aircraft Hardware Corp.**

1,264,250 Term Loan, 3.69%, Maturing September 29, 2013 992,436

**\$ 12,213,701**

Air Transport 0.7%

**Delta Air Lines, Inc.**

1,333,125 Term Loan Second Lien, 5.83%, Maturing April 30, 2014 \$ 683,893

**Northwest Airlines, Inc.**



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|   |  |                     |
|---|--|---------------------|
| 2,100,786                                   | DIP Loan, 3.54%, Maturing August 21, 2009              | 1,560,884           |
|   |  | <b>\$ 2,244,777</b> |
| Automotive 7.3%                             |  |                     |
| <b>Accuride Corp.</b>                       |  |                     |
| 1,797,212                                   | Term Loan, 5.56%, Maturing January 31, 2012            | \$ 1,217,611        |
| <b>Adesa, Inc.</b>                          |  |                     |
| 4,402,722                                   | Term Loan, 6.02%, Maturing October 18, 2013            | 2,689,328           |
| <b>Affina Group, Inc.</b>                   |  |                     |
| 1,210,323                                   | Term Loan, 6.42%, Maturing November 30, 2011           | 756,452             |
| <b>Allison Transmission, Inc.</b>           |  |                     |
| 4,236,339                                   | Term Loan, 5.00%, Maturing September 30, 2014          | 2,590,220           |
| <b>AxleTech International Holding, Inc.</b> |  |                     |
| 1,950,000                                   | Term Loan Second Lien, 10.39%, Maturing April 21, 2013 | 1,530,750           |
| <b>Chrysler Financial</b>                   |  |                     |
| 3,184,449                                   | Term Loan, 6.82%, Maturing August 1, 2014              | 1,740,833           |
| <b>CSA Acquisition Corp.</b>                |  |                     |
| 259,203                                     | Term Loan, 6.31%, Maturing December 23, 2011           | 120,530             |
| 647,643                                     | Term Loan, 6.31%, Maturing December 23, 2011           | 301,154             |
| 486,250                                     | Term Loan, 6.31%, Maturing December 23, 2012           | 218,812             |
| <b>Dayco Products, LLC</b>                  |  |                     |
| 1,920,501                                   | Term Loan, 8.00%, Maturing June 21, 2011               | 585,753             |
| <b>Delphi Corp.</b>                         |  |                     |
| 138,644                                     | DIP Loan, 8.50%, Maturing December 31, 2008            | 37,665              |
| 1,361,357                                   | DIP Loan, 8.50%, Maturing December 31, 2008            | 369,836             |
| <b>Federal-Mogul Corp.</b>                  |  |                     |
| 1,668,411                                   | Term Loan, 3.91%, Maturing December 27, 2014           | 870,355             |
| 2,286,664                                   | Term Loan, 3.66%, Maturing December 27, 2015           | 1,192,877           |
| <b>Ford Motor Co.</b>                       |  |                     |
| 1,940,438                                   | Term Loan, 4.43%, Maturing December 15, 2013           | 793,154             |
| <b>General Motors Corp.</b>                 |  |                     |
| 5,561,361                                   | Term Loan, 5.80%, Maturing November 29, 2013           | 2,219,912           |
| <b>Goodyear Tire &amp; Rubber Co.</b>       |  |                     |
| 2,675,000                                   | Term Loan Second Lien, 3.15%, Maturing April 30, 2010  | 1,722,031           |
| <b>HLI Operating Co., Inc.</b>              |  |                     |
| EUR 87,273                                  | Term Loan, 4.32%, Maturing May 30, 2014                | 74,750              |
| EUR 1,490,036                               | Term Loan, 6.42%, Maturing May 30, 2014                | 1,139,151           |
| <b>Keystone Automotive Operations, Inc.</b> |  |                     |
| 1,432,388                                   | Term Loan, 5.35%, Maturing January 12, 2012            | 787,813             |
| <b>LKQ Corp.</b>                            |  |                     |
| 1,136,733                                   | Term Loan, 3.66%, Maturing October 12, 2014            | 858,234             |
| <b>TriMas Corp.</b>                         |  |                     |
| 262,500                                     | Term Loan, 4.88%, Maturing August 2, 2011              | 165,375             |
| 2,109,674                                   | Term Loan, 5.01%, Maturing August 2, 2013              | 1,329,095           |
| <b>United Components, Inc.</b>              |  |                     |
| 1,180,271                                   | Term Loan, 4.39%, Maturing June 30, 2010               | 861,598             |

\$ 24,173,289

Beverage and Tobacco 0.4%

**Culligan International Co.**

EUR 1,075,000 Term Loan Second Lien, 9.49%, Maturing May 31, 2013 \$ 272,813

**Southern Wine & Spirits of America, Inc.**

239,191 Term Loan, 5.26%, Maturing May 31, 2012 206,103

See notes to financial statements

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal<br/>Amount*</b>                | <b>Borrower/Tranche Description</b>                             | <b>Value</b>        |
|---|---|---------------------|
| Beverage and Tobacco (continued)            |   |                     |
| <b>Van Houtte, Inc.</b>                     |   |                     |
| 871,183                                     | Term Loan, 6.26%, Maturing July 11, 2014                        | 607,650             |
| 118,798                                     | Term Loan, 6.26%, Maturing July 11, 2014                        | 82,861              |
|   |   | <b>\$ 1,169,427</b> |
| Building and Development 4.6%               |   |                     |
| <b>Beacon Sales Acquisition, Inc.</b>       |   |                     |
| 1,249,500                                   | Term Loan, 6.02%, Maturing September 30, 2013                   | \$ 812,175          |
| <b>Brickman Group Holdings, Inc.</b>        |   |                     |
| 780,557                                     | Term Loan, 3.44%, Maturing January 23, 2014                     | 480,042             |
| <b>Capital Automotive (REIT)</b>            |   |                     |
| 1,372,138                                   | Term Loan, 4.60%, Maturing December 16, 2010                    | 628,439             |
| <b>Epco/Fantome, LLC</b>                    |   |                     |
| 1,564,000                                   | Term Loan, 4.06%, Maturing November 23, 2010                    | 1,470,160           |
| <b>Forestar USA Real Estate Group, Inc.</b> |   |                     |
| 1,700,000                                   | Revolving Loan, 5.42%, Maturing December 1, 2010 <sup>(2)</sup> | 1,504,500           |
| 1,700,000                                   | Term Loan, 5.42%, Maturing December 1, 2010                     | 1,504,500           |
| <b>Hovstone Holdings, LLC</b>               |   |                     |
| 961,912                                     | Term Loan, 6.09%, Maturing February 28, 2009                    | 580,514             |
| <b>LNR Property Corp.</b>                   |   |                     |
| 1,430,000                                   | Term Loan, 6.69%, Maturing July 3, 2011                         | 718,575             |
| <b>Metroflag BP, LLC</b>                    |   |                     |
| 500,000                                     | Term Loan Second Lien, 12.00%, Maturing January 2, 2009         | 75,000              |
| <b>Mueller Water Products, Inc.</b>         |   |                     |
| 1,421,690                                   | Term Loan, 4.95%, Maturing May 24, 2014                         | 1,037,834           |
| <b>NCI Building Systems, Inc.</b>           |   |                     |
| 373,123                                     | Term Loan, 4.12%, Maturing June 18, 2010                        | 317,154             |
| <b>November 2005 Land Investors</b>         |   |                     |
| 304,148                                     | Term Loan, 5.44%, Maturing May 9, 2011                          | 190,093             |
| <b>Panoram Industries Holdings, Inc.</b>    |   |                     |
| 1,039,225                                   | Term Loan, 6.51%, Maturing September 30, 2012                   | 831,380             |

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|                                       |  |                      |
|---------------------------------------|--|----------------------|
| <b>Re/Max International, Inc.</b>     |  |                      |
| 785,111                               | Term Loan, 6.76%, Maturing December 17, 2012                         | 553,503              |
| 492,679                               | Term Loan, 10.76%, Maturing December 17, 2012                        | 347,338              |
| <b>South Edge, LLC</b>                |  |                      |
| 843,750                               | Term Loan, 6.25%, Maturing October 31, 2009 <sup>(4)</sup>           | 126,562              |
| <b>TRU 2005 RE Holding Co.</b>        |  |                      |
| 5,075,000                             | Term Loan, 5.85%, Maturing December 9, 2008                          | 3,057,687            |
| <b>United Subcontractors, Inc.</b>    |  |                      |
| 930,451                               | Term Loan Second Lien, 12.42%, Maturing June 27, 2013 <sup>(3)</sup> | 353,571              |
| <b>Wintergames Acquisition ULC</b>    |  |                      |
| 971,182                               | Term Loan, 8.94%, Maturing April 24, 2009                            | 636,124              |
|                                       |  | <b>\$ 15,225,151</b> |
| <br>                                  |  |                      |
| Business Equipment and Services 13.1% |  |                      |
| <br>                                  |  |                      |
| <b>ACCO Brands Corp.</b>              |  |                      |
| 1,063,950                             | Term Loan, 5.00%, Maturing August 17, 2012                           | \$ 641,030           |
| <b>Activant Solutions, Inc.</b>       |  |                      |
| 1,729,835                             | Term Loan, 6.07%, Maturing May 1, 2013                               | 1,089,796            |
| 955,890                               | Term Loan, 6.88%, Maturing May 1, 2013                               | 602,211              |
| <b>Axiom Corp.</b>                    |  |                      |
| 1,357,125                             | Term Loan, 4.94%, Maturing September 15, 2012                        | 922,845              |
| <b>Affiliated Computer Services</b>   |  |                      |
| 899,562                               | Term Loan, 3.44%, Maturing March 20, 2013                            | 749,207              |
| <b>Affinion Group, Inc.</b>           |  |                      |
| 2,619,470                             | Term Loan, 4.64%, Maturing October 17, 2012                          | 1,920,944            |
| <b>Allied Barton Security Service</b> |  |                      |
| 1,100,000                             | Term Loan, 7.50%, Maturing February 21, 2015                         | 973,500              |
| <b>Education Management, LLC</b>      |  |                      |
| 3,851,494                             | Term Loan, 5.56%, Maturing June 1, 2013                              | 2,592,537            |
| <b>Info USA, Inc.</b>                 |  |                      |
| 656,556                               | Term Loan, 5.77%, Maturing February 14, 2012                         | 508,831              |
| <b>Intergraph Corp.</b>               |  |                      |
| 1,000,000                             | Term Loan Second Lien, 8.20%, Maturing November 29, 2014             | 782,500              |
| <b>iPayment, Inc.</b>                 |  |                      |
| 2,735,460                             | Term Loan, 5.12%, Maturing May 10, 2013                              | 1,983,208            |
| <b>ista International GmbH</b>        |  |                      |
| EUR 1,188,822                         | Term Loan, 7.12%, Maturing May 14, 2015                              | 897,555              |
| EUR 236,178                           | Term Loan, 7.12%, Maturing May 14, 2015                              | 178,313              |
| <b>Kronos, Inc.</b>                   |  |                      |
| 1,225,446                             | Term Loan, 6.01%, Maturing June 11, 2014                             | 821,049              |
| <b>Language Line, Inc.</b>            |  |                      |
| 3,376,443                             | Term Loan, 7.02%, Maturing June 11, 2011                             | 2,886,859            |
| <b>Mitchell International, Inc.</b>   |  |                      |
| 992,443                               | Term Loan, 5.81%, Maturing March 28, 2014                            | 791,474              |
| 1,000,000                             | Term Loan Second Lien, 9.06%, Maturing March 28, 2015                | 600,000              |

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|                                      |           |   |           |
|--------------------------------------|-----------|---|-----------|
| <b>N.E.W. Holdings I, LLC</b>        |           |   |           |
|                                      | 2,586,654 | Term Loan, 5.70%, Maturing May 22, 2014               | 1,849,458 |
| <b>Protection One, Inc.</b>          |           |   |           |
|                                      | 2,217,826 | Term Loan, 3.69%, Maturing March 31, 2012             | 1,685,548 |
| <b>Quantum Corp.</b>                 |           |   |           |
|                                      | 296,875   | Term Loan, 7.26%, Maturing July 12, 2014              | 237,500   |
| <b>Quintiles Transnational Corp.</b> |           |   |           |
|                                      | 1,875,000 | Term Loan Second Lien, 7.77%, Maturing March 31, 2014 | 1,218,750 |
| <b>Sabre, Inc.</b>                   |           |   |           |
|                                      | 7,377,363 | Term Loan, 5.25%, Maturing September 30, 2014         | 3,016,522 |
| <b>Serena Software, Inc.</b>         |           |   |           |
|                                      | 1,003,768 | Term Loan, 5.00%, Maturing March 10, 2013             | 677,543   |
| <b>Sitel (Client Logic)</b>          |           |   |           |
|                                      | 1,957,921 | Term Loan, 6.36%, Maturing January 29, 2014           | 1,174,753 |

See notes to financial statements

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal<br/>Amount*</b>                | <b>Borrower/Tranche Description</b>                   | <b>Value</b>         |
|---|---|----------------------|
| Business Equipment and Services (continued) |   |                      |
| <b>Solera Holdings, LLC</b>                 |   |                      |
| EUR 837,061                                 | Term Loan, 6.70%, Maturing May 15, 2014               | \$ 796,610           |
| <b>SunGard Data Systems, Inc.</b>           |   |                      |
| 8,629,333                                   | Term Loan, 4.00%, Maturing February 11, 2013          | 6,122,779            |
| <b>TDS Investor Corp.</b>                   |   |                      |
| 994,962                                     | Term Loan, 3.69%, Maturing August 23, 2013            | 513,649              |
| 1,500,739                                   | Term Loan, 6.01%, Maturing August 23, 2013            | 724,642              |
| 301,124                                     | Term Loan, 6.01%, Maturing August 23, 2013            | 145,400              |
| EUR 1,054,228                               | Term Loan, 7.39%, Maturing August 23, 2013            | 827,708              |
| <b>Valassis Communications, Inc.</b>        |   |                      |
| 340,774                                     | Term Loan, 5.52%, Maturing March 2, 2014              | 201,909              |
| 1,475,829                                   | Term Loan, 5.52%, Maturing March 2, 2014              | 874,429              |
| <b>VWR International, Inc.</b>              |   |                      |
| 1,825,000                                   | Term Loan, 3.94%, Maturing June 28, 2013              | 1,209,062            |
| <b>WAM Acquisition, S.A.</b>                |   |                      |
| EUR 276,689                                 | Term Loan, 6.48%, Maturing May 4, 2014                | 168,451              |
| EUR 167,556                                 | Term Loan, 6.48%, Maturing May 4, 2014                | 102,010              |
| EUR 276,689                                 | Term Loan, 6.98%, Maturing May 4, 2015                | 168,451              |
| EUR 167,556                                 | Term Loan, 6.98%, Maturing May 4, 2015                | 102,010              |
| <b>West Corp.</b>                           |   |                      |
| 3,224,911                                   | Term Loan, 4.21%, Maturing October 24, 2013           | 2,044,797            |
|   |   | <b>\$ 42,803,840</b> |
| Cable and Satellite Television 10.8%        |   |                      |
| <b>Atlantic Broadband Finance, LLC</b>      |   |                      |
| 3,910,458                                   | Term Loan, 6.02%, Maturing February 10, 2011          | \$ 3,558,516         |
| <b>Bragg Communications, Inc.</b>           |   |                      |
| 2,098,788                                   | Term Loan, 5.31%, Maturing August 31, 2014            | 1,825,945            |
| <b>Bresnan Broadband Holdings, LLC</b>      |   |                      |
| 550,000                                     | Term Loan, 6.06%, Maturing March 29, 2014             | 419,833              |
| 1,325,000                                   | Term Loan Second Lien, 7.60%, Maturing March 29, 2014 | 993,750              |
| <b>Cequel Communications, LLC</b>           |   |                      |

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|   |           |  |                      |
|---|-----------|--|----------------------|
|   | 1,491,171 | Term Loan, 6.16%, Maturing November 5, 2013              | 1,007,783            |
| <b>Charter Communications Operating, Inc.</b> |           |  |                      |
|   | 2,197,501 | Term Loan, 5.06%, Maturing April 28, 2013                | 1,492,011            |
| <b>CSC Holdings, Inc.</b>                     |           |  |                      |
|   | 3,856,133 | Term Loan, 4.57%, Maturing March 29, 2013                | 3,220,943            |
| <b>CW Media Holdings, Inc.</b>                |           |  |                      |
|   | 693,000   | Term Loan, 7.01%, Maturing February 15, 2015             | 519,750              |
| <b>Foxco Acquisition Sub., LLC</b>            |           |  |                      |
|   | 725,000   | Term Loan, 7.25%, Maturing July 2, 2015                  | 482,125              |
| <b>Insight Midwest Holdings, LLC</b>          |           |  |                      |
|   | 3,999,375 | Term Loan, 4.85%, Maturing April 6, 2014                 | 3,156,651            |
| <b>Kabel BW GmbH and Co.</b>                  |           |  |                      |
| EUR   | 500,000   | Term Loan, 6.45%, Maturing June 9, 2013                  | 406,048              |
| EUR   | 500,000   | Term Loan, 6.95%, Maturing June 9, 2014                  | 406,048              |
| <b>MCC Iowa, LLC</b>                          |           |  |                      |
|   | 1,012,500 | Term Loan, 2.59%, Maturing March 31, 2010                | 888,469              |
| <b>Mediacom Broadband Group</b>               |           |  |                      |
|   | 3,891,077 | Term Loan, 2.84%, Maturing January 31, 2015              | 2,789,902            |
| <b>Mediacom Illinois, LLC</b>                 |           |  |                      |
|   | 4,026,408 | Term Loan, 2.59%, Maturing January 31, 2015              | 2,805,065            |
| <b>NTL Investment Holdings, Ltd.</b>          |           |  |                      |
| GBP   | 1,800,000 | Term Loan, Maturing March 30, 2012 <sup>(8)</sup>        | 2,092,223            |
| GBP   | 515,211   | Term Loan, 9.63%, Maturing March 30, 2012                | 598,853              |
| GBP   | 261,972   | Term Loan, 9.63%, Maturing March 30, 2012                | 304,502              |
| <b>Orion Cable GmbH</b>                       |           |  |                      |
| EUR   | 706,774   | Term Loan, 7.69%, Maturing October 31, 2014              | 549,866              |
| EUR   | 706,774   | Term Loan, 8.41%, Maturing October 31, 2015              | 549,866              |
| <b>ProSiebenSat.1 Media AG</b>                |           |  |                      |
| EUR   | 409,546   | Term Loan, 7.53%, Maturing March 2, 2015                 | 62,794               |
| EUR   | 11,076    | Term Loan, 5.95%, Maturing June 26, 2015                 | 6,857                |
| EUR   | 272,924   | Term Loan, 5.95%, Maturing June 26, 2015                 | 168,951              |
| EUR   | 409,546   | Term Loan, 7.78%, Maturing March 2, 2016                 | 62,794               |
| EUR   | 565,165   | Term Loan Second Lien, 8.90%, Maturing September 2, 2016 | 50,200               |
| EUR   | 398,985   | Term Loan, 12.15%, Maturing March 2, 2017                | 35,439               |
| <b>UPC Broadband Holding B.V.</b>             |           |  |                      |
| EUR   | 4,500,000 | Term Loan, 6.48%, Maturing October 16, 2011              | 3,871,534            |
|   | 2,175,000 | Term Loan, 4.60%, Maturing December 31, 2014             | 1,568,175            |
| <b>YPSO Holding SA</b>                        |           |  |                      |
| EUR   | 541,621   | Term Loan, 5.89%, Maturing July 28, 2014                 | 369,932              |
| EUR   | 209,021   | Term Loan, 5.89%, Maturing July 28, 2014                 | 142,763              |
| EUR   | 249,358   | Term Loan, 5.89%, Maturing July 28, 2014                 | 170,314              |
| EUR   | 1,000,000 | Term Loan, 6.14%, Maturing July 28, 2015                 | 689,330              |
|   |           |  | <b>\$ 35,267,232</b> |

Chemicals and Plastics 9.7%

**Arizona Chemical, Inc.**

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|   |           |           |  |    |           |
|---|-----------|-----------|--|----|-----------|
|   | 500,000   | Term Loan | Second Lien, 6.94%, Maturing February 28, 2014 | \$ | 281,250   |
| <b>Brenntag Holding GmbH and Co. KG</b> |           |           |  |    |           |
|   | 432,000   | Term Loan | 5.07%, Maturing December 23, 2013              |    | 313,200   |
|   | 1,768,000 | Term Loan | 5.07%, Maturing December 23, 2013              |    | 1,281,800 |
|   | 1,600,000 | Term Loan | Second Lien, 7.79%, Maturing December 23, 2015 |    | 1,024,000 |
| <b>Celanese Holdings, LLC</b>           |           |           |  |    |           |
|   | 4,629,500 | Term Loan | 5.55%, Maturing April 2, 2014                  |    | 3,564,715 |
| <b>Cognis GmbH</b>                      |           |           |  |    |           |
| EUR                                     | 823,361   | Term Loan | 6.96%, Maturing September 15, 2013             |    | 680,140   |
| EUR                                     | 201,639   | Term Loan | 6.96%, Maturing September 15, 2013             |    | 166,565   |
| <b>First Chemical Holding</b>           |           |           |  |    |           |
| EUR                                     | 965,273   | Term Loan | 8.16%, Maturing December 18, 2014              |    | 812,473   |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b>                   | <b>Borrower/Tranche Description</b>                        | <b>Value</b> |
|--|--|--------------|
| Chemicals and Plastics (continued)         |  |              |
| <b>Foamex, L.P.</b>                        |  |              |
| 1,528,766                                  | Term Loan, 7.72%, Maturing February 12, 2013               | 550,356      |
| <b>Georgia Gulf Corp.</b>                  |  |              |
| 735,421                                    | Term Loan, 6.03%, Maturing October 3, 2013                 | 554,936      |
| <b>Hexion Specialty Chemicals, Inc.</b>    |  |              |
| 493,750                                    | Term Loan, 6.06%, Maturing May 5, 2012                     | 237,000      |
| 1,051,915                                  | Term Loan, 6.06%, Maturing May 5, 2013                     | 573,294      |
| 4,842,435                                  | Term Loan, 6.19%, Maturing May 5, 2013                     | 2,639,127    |
| <b>INEOS Group</b>                         |  |              |
| EUR 750,000                                | Term Loan Second Lien, 8.46%, Maturing December 14, 2012   | 256,952      |
| 2,519,053                                  | Term Loan, 5.95%, Maturing December 14, 2013               | 1,245,357    |
| 2,423,038                                  | Term Loan, 6.45%, Maturing December 14, 2014               | 1,223,634    |
| <b>Innophos, Inc.</b>                      |  |              |
| 1,829,955                                  | Term Loan, 6.76%, Maturing August 10, 2010                 | 1,573,761    |
| <b>ISP Chemco, Inc.</b>                    |  |              |
| 2,962,500                                  | Term Loan, 3.41%, Maturing June 4, 2014                    | 2,226,813    |
| <b>Kleopatra</b>                           |  |              |
| 900,000                                    | Term Loan, 6.82%, Maturing January 3, 2016                 | 472,500      |
| EUR 625,000                                | Term Loan, 7.88%, Maturing January 3, 2016                 | 395,871      |
| <b>Kranton Polymers, LLC</b>               |  |              |
| 2,413,257                                  | Term Loan, 5.31%, Maturing May 12, 2013                    | 1,488,176    |
| <b>Lucite International Group Holdings</b> |  |              |
| 651,418                                    | Term Loan, 3.69%, Maturing July 7, 2013                    | 559,405      |
| 230,668                                    | Term Loan, 3.69%, Maturing July 7, 2013                    | 200,681      |
| <b>MacDermid, Inc.</b>                     |  |              |
| 601,927                                    | Term Loan, 5.76%, Maturing April 12, 2014                  | 389,748      |
| EUR 801,817                                | Term Loan, 7.39%, Maturing April 12, 2014                  | 643,522      |
| <b>Millenium Inorganic Chemicals</b>       |  |              |
| 397,000                                    | Term Loan, 6.01%, Maturing April 30, 2014                  | 244,155      |
| 1,075,000                                  | Term Loan Second Lien, 9.51%, Maturing October 31, 2014    | 483,750      |
| <b>Momentive Performance Material</b>      |  |              |
| 1,807,374                                  | Term Loan, 3.69%, Maturing December 4, 2013                | 1,245,582    |
| <b>Propex Fabrics, Inc.</b>                |  |              |
| 983,333                                    | Term Loan, 4.13%, Maturing January 23, 2009 <sup>(2)</sup> | 796,500      |
| 881,154                                    | Term Loan, 8.00%, Maturing July 31, 2012                   | 242,317      |
| <b>Rockwood Specialties Group, Inc.</b>    |  |              |

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|   |           |  |    |                   |
|---|-----------|--|----|-------------------|
|   | 4,248,375 | Term Loan, 3.55%, Maturing December 10, 2012                   |    | 3,448,266         |
| <b>Schoeller Arca Systems Holding</b>     |           |  |    |                   |
| EUR                                       | 221,709   | Term Loan, 8.40%, Maturing November 16, 2015                   |    | 184,269           |
| EUR                                       | 206,030   | Term Loan, 8.40%, Maturing November 16, 2015                   |    | 171,238           |
| EUR                                       | 72,261    | Term Loan, 8.40%, Maturing November 16, 2015                   |    | 60,059            |
| <b>Solo Cup Co.</b>                       |           |  |    |                   |
|   | 1,695,742 | Term Loan, 5.98%, Maturing February 27, 2011                   |    | 1,403,934         |
| <b>Wellman, Inc.</b>                      |           |  |    |                   |
|   | 728,333   | Term Loan, 6.74%, Maturing February 10, 2009 <sup>(3)(4)</sup> | \$ | 345,230           |
|   |           |  | \$ | <b>31,980,576</b> |
|   |           |  |    |                   |
| Clothing/Textiles                         | 1.0%      |  |    |                   |
| <b>Hanesbrands, Inc.</b>                  |           |  |    |                   |
|   | 1,394,643 | Term Loan, 5.26%, Maturing September 5, 2013                   | \$ | 1,124,867         |
|   | 950,000   | Term Loan Second Lien, 7.27%, Maturing March 5, 2014           |    | 737,834           |
| <b>St. John Knits International, Inc.</b> |           |  |    |                   |
|   | 594,167   | Term Loan, 4.40%, Maturing March 23, 2012                      |    | 430,771           |
| <b>The William Carter Co.</b>             |           |  |    |                   |
|   | 1,059,633 | Term Loan, 3.85%, Maturing July 14, 2012                       |    | 895,390           |
|   |           |  | \$ | <b>3,188,862</b>  |
|   |           |  |    |                   |
| Conglomerates                             | 5.1%      |  |    |                   |
| <b>Amsted Industries, Inc.</b>            |           |  |    |                   |
|   | 1,886,629 | Term Loan, 6.56%, Maturing October 15, 2010                    | \$ | 1,273,474         |
| <b>Blount, Inc.</b>                       |           |  |    |                   |
|   | 276,658   | Term Loan, 3.37%, Maturing August 9, 2010                      |    | 239,309           |
| <b>Doncasters (Dunde HoldCo 4 Ltd.)</b>   |           |  |    |                   |
|   | 473,032   | Term Loan, 3.95%, Maturing July 13, 2015                       |    | 335,064           |
|   | 473,032   | Term Loan, 4.45%, Maturing July 13, 2015                       |    | 335,064           |
| GBP                                       | 550,000   | Term Loan Second Lien, 8.01%, Maturing January 13, 2016        |    | 443,072           |
| <b>GenTek, Inc.</b>                       |           |  |    |                   |
|   | 559,130   | Term Loan, 6.30%, Maturing February 25, 2011                   |    | 493,432           |
| <b>Jarden Corp.</b>                       |           |  |    |                   |
|   | 2,386,077 | Term Loan, 5.51%, Maturing January 24, 2012                    |    | 1,887,387         |
|   | 941,686   | Term Loan, 5.51%, Maturing January 24, 2012                    |    | 744,874           |
|   | 992,464   | Term Loan, 6.26%, Maturing January 24, 2012                    |    | 799,429           |
| <b>Johnson Diversey, Inc.</b>             |           |  |    |                   |
|   | 1,814,531 | Term Loan, 5.19%, Maturing December 16, 2011                   |    | 1,442,553         |
| <b>Polymer Group, Inc.</b>                |           |  |    |                   |
|   | 2,575,053 | Term Loan, 5.73%, Maturing November 22, 2012                   |    | 1,969,916         |
| <b>RBS Global, Inc.</b>                   |           |  |    |                   |

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|   |           |  |                      |
|---|-----------|--|----------------------|
|   | 343,875   | Term Loan, 5.76%, Maturing July 19, 2013     | 268,222              |
|   | 2,425,000 | Term Loan, 6.02%, Maturing July 19, 2013     | 1,940,000            |
| <b>RGIS Holdings, LLC</b>               |           |  |                      |
|   | 148,184   | Term Loan, 3.94%, Maturing April 30, 2014    | 89,898               |
|   | 2,963,679 | Term Loan, 4.24%, Maturing April 30, 2014    | 1,797,966            |
| <b>The Manitowoc Company, Inc.</b>      |           |  |                      |
|   | 1,400,000 | Term Loan, 6.50%, Maturing August 21, 2014   | 1,010,800            |
| <b>US Investigations Services, Inc.</b> |           |  |                      |
|   | 1,573,596 | Term Loan, 5.95%, Maturing February 21, 2015 | 1,073,979            |
| <b>Vertrue, Inc.</b>                    |           |  |                      |
|   | 940,500   | Term Loan, 6.77%, Maturing August 16, 2014   | 705,375              |
|   |           |  | <b>\$ 16,849,814</b> |
| <br>                                    |           |  |                      |
| Containers and Glass Products           | 4.9%      |  |                      |
| <b>Berry Plastics Corp.</b>             |           |  |                      |
|   | 1,909,899 | Term Loan, 4.18%, Maturing April 3, 2015     | \$ 1,281,223         |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal<br/>Amount*</b>                 | <b>Borrower/Tranche Description</b>                       | <b>Value</b>         |
|--|---|----------------------|
| Containers and Glass Products (continued)    |   |                      |
| <b>Consolidated Container Co.</b>            |   |                      |
| 1,000,000                                    | Term Loan Second Lien, 7.48%, Maturing September 28, 2014 | 225,000              |
| <b>Crown Americas, Inc.</b>                  |   |                      |
| 679,000                                      | Term Loan, 3.16%, Maturing November 15, 2012              | 585,637              |
| <b>Graham Packaging Holdings Co.</b>         |   |                      |
| 5,146,568                                    | Term Loan, 5.51%, Maturing October 7, 2011                | 3,957,346            |
| <b>Graphic Packaging International, Inc.</b> |   |                      |
| 2,568,225                                    | Term Loan, 5.30%, Maturing May 16, 2014                   | 1,924,564            |
| 1,478,179                                    | Term Loan, 6.78%, Maturing May 16, 2014                   | 1,155,444            |
| <b>JSG Acquisitions</b>                      |   |                      |
| 2,055,000                                    | Term Loan, 6.16%, Maturing December 31, 2013              | 1,318,626            |
| 2,055,000                                    | Term Loan, 6.41%, Maturing December 13, 2014              | 1,318,626            |
| <b>Owens-Brockway Glass Container</b>        |   |                      |
| 1,723,500                                    | Term Loan, 2.91%, Maturing June 14, 2013                  | 1,393,881            |
| <b>Smurfit-Stone Container Corp.</b>         |   |                      |
| 717,807                                      | Term Loan, 3.83%, Maturing November 1, 2011               | 543,141              |
| 1,566,747                                    | Term Loan, 4.88%, Maturing November 1, 2011               | 1,181,915            |
| 804,789                                      | Term Loan, 4.90%, Maturing November 1, 2011               | 608,957              |
| 690,806                                      | Term Loan, 5.13%, Maturing November 1, 2011               | 521,127              |
|  |   | <b>\$ 16,015,487</b> |
| Cosmetics/Toiletries 0.9%                    |   |                      |
| <b>American Safety Razor Co.</b>             |   |                      |
| 491,806                                      | Term Loan, 5.65%, Maturing July 31, 2013                  | \$ 390,986           |
| 1,050,000                                    | Term Loan Second Lien, 7.69%, Maturing July 31, 2014      | 761,250              |
| <b>KIK Custom Products, Inc.</b>             |   |                      |
| 1,075,000                                    | Term Loan Second Lien, 8.54%, Maturing November 30, 2014  | 302,792              |
| <b>Prestige Brands, Inc.</b>                 |   |                      |
| 1,829,198                                    | Term Loan, 5.26%, Maturing April 7, 2011                  | 1,481,650            |

\$ 2,936,678

Drugs 1.5%

**Graceway Pharmaceuticals, LLC**

|           |   |    |         |
|-----------|---|----|---------|
| 937,783   | Term Loan, 6.51%, Maturing May 3, 2012              | \$ | 618,937 |
| 1,000,000 | Term Loan Second Lien, 10.26%, Maturing May 3, 2013 |    | 370,000 |
| 275,000   | Term Loan, 12.01%, Maturing November 3, 2013        |    | 68,750  |

**Pharmaceutical Holdings Corp.**

|         |   |  |         |
|---------|---|--|---------|
| 438,099 | Term Loan, 4.69%, Maturing January 30, 2012 |  | 361,432 |
|---------|---|--|---------|

**Stiefel Laboratories, Inc.**

|         |  |  |         |
|---------|--|--|---------|
| 713,546 | Term Loan, 7.00%, Maturing December 28, 2013 |  | 556,566 |
| 932,896 | Term Loan, 7.00%, Maturing December 28, 2013 |  | 727,659 |

**Warner Chilcott Corp.**

|           |   |  |           |
|-----------|---|--|-----------|
| 701,921   | Term Loan, 5.76%, Maturing January 18, 2012 |  | 598,388   |
| 1,870,743 | Term Loan, 5.76%, Maturing January 18, 2012 |  | 1,594,809 |

\$ 4,896,541

Ecological Services and Equipment 1.6%

**Allied Waste Industries, Inc.**

|         |   |    |         |
|---------|---|----|---------|
| 872,180 | Term Loan, 2.61%, Maturing January 15, 2012 | \$ | 845,703 |
| 623,389 | Term Loan, 3.14%, Maturing January 15, 2012 |    | 604,465 |

**Blue Waste B.V. (AVR Acquisition)**

|               |  |  |         |
|---------------|--|--|---------|
| EUR 1,000,000 | Term Loan, 6.89%, Maturing April 1, 2015 |  | 988,156 |
|---------------|--|--|---------|

**Cory Environmental Holdings**

|             |   |  |         |
|-------------|---|--|---------|
| GBP 500,000 | Term Loan Second Lien, 9.88%, Maturing September 30, 2014 |  | 514,041 |
|-------------|---|--|---------|

**Kemble Water Structure, Ltd.**

|               |  |  |           |
|---------------|--|--|-----------|
| GBP 1,500,000 | Term Loan, 10.16%, Maturing October 13, 2013 |  | 1,559,385 |
|---------------|--|--|-----------|

**Sensus Metering Systems, Inc.**

|         |  |  |         |
|---------|--|--|---------|
| 718,723 | Term Loan, 4.36%, Maturing December 17, 2010 |  | 628,882 |
|---------|--|--|---------|

\$ 5,140,632

Electronics/Electrical 4.8%

**Aspect Software, Inc.**

|           |  |    |           |
|-----------|--|----|-----------|
| 1,255,000 | Term Loan, 6.25%, Maturing July 11, 2011             | \$ | 953,800   |
| 2,000,000 | Term Loan Second Lien, 9.19%, Maturing July 11, 2013 |    | 1,100,000 |

**FCI International S.A.S.**

|         |   |  |         |
|---------|---|--|---------|
| 241,266 | Term Loan, 4.33%, Maturing November 1, 2013 |  | 188,791 |
| 232,273 | Term Loan, 4.33%, Maturing November 1, 2013 |  | 181,753 |

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|  |   |           |
|--|---|-----------|
| 232,273                                    | Term Loan, 4.33%, Maturing November 1, 2013           | 181,753   |
| 241,266                                    | Term Loan, 4.33%, Maturing November 1, 2013           | 188,791   |
| <b>Freescale Semiconductor, Inc.</b>       |   |           |
| 940,750                                    | Term Loan, 4.60%, Maturing December 1, 2013           | 549,457   |
| <b>Infor Enterprise Solutions Holdings</b> |   |           |
| 1,492,443                                  | Term Loan, 6.52%, Maturing July 28, 2012              | 828,306   |
| 3,206,332                                  | Term Loan, 7.52%, Maturing July 28, 2012              | 1,787,530 |
| 1,672,870                                  | Term Loan, 7.52%, Maturing July 28, 2012              | 932,625   |
| 500,000                                    | Term Loan Second Lien, 9.26%, Maturing March 2, 2014  | 90,625    |
| 183,333                                    | Term Loan Second Lien, 10.01%, Maturing March 2, 2014 | 33,229    |
| 316,667                                    | Term Loan Second Lien, 10.01%, Maturing March 2, 2014 | 62,937    |
| <b>Network Solutions, LLC</b>              |   |           |
| 758,727                                    | Term Loan, 5.11%, Maturing March 7, 2014              | 398,332   |
| <b>Open Solutions, Inc.</b>                |   |           |
| 2,934,479                                  | Term Loan, 5.96%, Maturing January 23, 2014           | 1,027,068 |
| <b>Sensata Technologies Finance Co.</b>    |   |           |
| 3,825,021                                  | Term Loan, 5.26%, Maturing April 27, 2013             | 2,258,675 |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal<br/>Amount*</b>        | <b>Borrower/Tranche Description</b>                     | <b>Value</b>         |
|-------------------------------------|---|----------------------|
| Electronics/Electrical (continued)  |   |                      |
| <b>Spectrum Brands, Inc.</b>        |   |                      |
| 64,767                              | Term Loan, 2.70%, Maturing March 30, 2013               | 39,249               |
| 1,767,616                           | Term Loan, 6.39%, Maturing March 30, 2013               | 1,071,175            |
| <b>SS&amp;C Technologies, Inc.</b>  |   |                      |
| 772,840                             | Term Loan, 5.63%, Maturing November 23, 2012            | 575,766              |
| <b>VeriFone, Inc.</b>               |   |                      |
| 786,250                             | Term Loan, 4.20%, Maturing October 31, 2013             | 668,312              |
| <b>Vertafore, Inc.</b>              |   |                      |
| 2,957,132                           | Term Loan, 4.66%, Maturing January 31, 2012             | 2,232,635            |
| 950,000                             | Term Loan Second Lien, 8.16%, Maturing January 31, 2013 | 513,000              |
|                                     |   | <b>\$ 15,863,809</b> |
| Equipment Leasing 0.9%              |   |                      |
| <b>AWAS Capital, Inc.</b>           |   |                      |
| 2,020,230                           | Term Loan Second Lien, 9.25%, Maturing March 22, 2013   | \$ 939,407           |
| <b>The Hertz Corp.</b>              |   |                      |
| 444,444                             | Term Loan, 3.20%, Maturing December 21, 2012            | 296,543              |
| 2,445,659                           | Term Loan, 3.35%, Maturing December 21, 2012            | 1,631,797            |
|                                     |   | <b>\$ 2,867,747</b>  |
| Farming/Agriculture 0.3%            |   |                      |
| <b>Central Garden &amp; Pet Co.</b> |   |                      |
| 1,274,509                           | Term Loan, 2.92%, Maturing February 28, 2014            | \$ 857,107           |
|                                     |   | <b>\$ 857,107</b>    |

Financial Intermediaries 3.0%

**Citco III, Ltd.**

3,190,118 Term Loan, 5.13%, Maturing June 30, 2014 \$ 2,193,206

**Grosvenor Capital Management**

1,496,683 Term Loan, 4.70%, Maturing December 5, 2013 898,010

**INVESTools, Inc.**

426,667 Term Loan, 4.79%, Maturing August 13, 2012 358,400

**Jupiter Asset Management Group**

GBP 462,299 Term Loan, 5.86%, Maturing June 30, 2015 414,098

**LPL Holdings, Inc.**

4,421,275 Term Loan, 5.51%, Maturing December 18, 2014 3,404,382

**Nuveen Investments, Inc.**

1,741,250 Term Loan, 5.24%, Maturing November 2, 2014 824,605

**Oxford Acquisition III, Ltd.**

902,907 Term Loan, 5.58%, Maturing May 24, 2014 487,570

**RJO Holdings Corp. (RJ O Brien)**1,017,237 Term Loan, 4.96%, Maturing July 31, 2014<sup>(3)</sup> 732,411**Travelex America Holdings, Inc.**

375,000 Term Loan, 5.93%, Maturing October 31, 2013 241,250

375,000 Term Loan, 6.43%, Maturing October 31, 2014 241,250

\$ **9,795,182**

Food Products 5.6%

**Acosta, Inc.**

3,276,462 Term Loan, 5.37%, Maturing July 28, 2013 \$ 2,268,950

**Advantage Sales & Marketing, Inc.**

2,363,961 Term Loan, 4.89%, Maturing March 29, 2013 1,572,034

**Black Lion Beverages III B.V.**

EUR 147,059 Term Loan, 5.85%, Maturing December 31, 2013 125,770

EUR 852,941 Term Loan, 6.44%, Maturing December 31, 2014 729,468

**Dean Foods Co.**

4,784,693 Term Loan, 5.24%, Maturing April 2, 2014 3,877,310

**Dole Food Company, Inc.**

321,508 Term Loan, 3.67%, Maturing April 12, 2013 230,682

181,395 Term Loan, 4.69%, Maturing April 12, 2013 130,151

1,197,844 Term Loan, 5.17%, Maturing April 12, 2013 859,453

**Michael Foods, Inc.**

474,778 Term Loan, 3.99%, Maturing November 21, 2010 422,552

**Pinnacle Foods Finance, LLC**

5,115,275 Term Loan, 6.42%, Maturing April 2, 2014 3,512,490

**Provimi Group SA**

270,433 Term Loan, 3.68%, Maturing June 28, 2015 207,557



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|                              |           |   |           |
|------------------------------|-----------|---|-----------|
|                              | 219,753   | Term Loan, 3.68%, Maturing June 28, 2015                                | 168,660   |
| EUR                          | 489,842   | Term Loan, 5.64%, Maturing June 28, 2015                                | 477,047   |
| EUR                          | 284,233   | Term Loan, 5.64%, Maturing June 28, 2015                                | 276,810   |
| EUR                          | 470,091   | Term Loan, 5.64%, Maturing June 28, 2015                                | 457,813   |
| EUR                          | 640,786   | Term Loan, 5.64%, Maturing June 28, 2015                                | 624,050   |
| EUR                          | 29,018    | Term Loan Second Lien, 7.64%, Maturing June 28, 2015                    | 24,854    |
|                              | 338,551   | Term Loan Second Lien, 2.99%, Maturing December 28, 2016 <sup>(2)</sup> | 228,522   |
| EUR                          | 836,935   | Term Loan Second Lien, 3.63%, Maturing December 28, 2016 <sup>(2)</sup> | 716,841   |
| <b>Reddy Ice Group, Inc.</b> |           |   |           |
|                              | 2,190,000 | Term Loan, 6.50%, Maturing August 9, 2012                               | 1,374,225 |

**\$ 18,285,239**

Food Service 2.8%

**AFC Enterprises, Inc.**

|  |         |   |            |
|--|---------|---|------------|
|  | 546,817 | Term Loan, 6.06%, Maturing May 23, 2009 | \$ 426,517 |
|--|---------|---|------------|

**Aramark Corp.**

|     |           |   |           |
|-----|-----------|---|-----------|
|     | 58,703    | Term Loan, 4.49%, Maturing January 26, 2014 | 47,021    |
|     | 920,440   | Term Loan, 5.64%, Maturing January 26, 2014 | 737,273   |
| GBP | 1,228,125 | Term Loan, 8.38%, Maturing January 27, 2014 | 1,540,576 |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b>               | <b>Borrower/Tranche Description</b>                      | <b>Value</b>        |
|--|--|---------------------|
| Food Service (continued)               |  |                     |
| <b>Buffets, Inc.</b>                   |  |                     |
| 1,108,550                              | DIP Loan, 12.25%, Maturing January 22, 2009              | 1,080,837           |
| 503,308                                | Term Loan, 8.69%, Maturing January 22, 2009              | 156,026             |
| 50,144                                 | Term Loan, 8.69%, Maturing January 22, 2009              | 15,545              |
| 155,610                                | Term Loan, 3.66%, Maturing May 1, 2013                   | 49,536              |
| 1,046,925                              | Term Loan, 8.69%, Maturing November 1, 2013              | 333,271             |
| <b>CBRL Group, Inc.</b>                |  |                     |
| 1,938,556                              | Term Loan, 4.70%, Maturing April 27, 2013                | 1,360,221           |
| <b>Denny s, Inc.</b>                   |  |                     |
| 135,667                                | Term Loan, 3.70%, Maturing March 31, 2012                | 101,072             |
| 501,058                                | Term Loan, 4.40%, Maturing March 31, 2012                | 373,288             |
| <b>NPC International, Inc.</b>         |  |                     |
| 412,656                                | Term Loan, 4.92%, Maturing May 3, 2013                   | 284,733             |
| <b>OSI Restaurant Partners, LLC</b>    |  |                     |
| 154,525                                | Term Loan, 2.64%, Maturing May 9, 2013                   | 70,000              |
| 1,881,599                              | Term Loan, 3.75%, Maturing May 9, 2014                   | 852,364             |
| <b>QCE Finance, LLC</b>                |  |                     |
| 1,225,559                              | Term Loan, 6.06%, Maturing May 5, 2013                   | 697,343             |
| 1,050,000                              | Term Loan Second Lien, 9.51%, Maturing November 5, 2013  | 517,125             |
| <b>Sagittarius Restaurants, LLC</b>    |  |                     |
| 381,335                                | Term Loan, 9.50%, Maturing March 29, 2013                | 138,234             |
| <b>Selecta</b>                         |  |                     |
| EUR 741,246                            | Term Loan Second Lien, 9.12%, Maturing December 28, 2015 | 505,555             |
|  |  | <b>\$ 9,286,537</b> |
| Food/Drug Retailers 3.5%               |  |                     |
| <b>General Nutrition Centers, Inc.</b> |  |                     |
| 2,755,930                              | Term Loan, 6.14%, Maturing September 16, 2013            | \$ 1,860,252        |
| <b>Iceland Foods Group, Ltd.</b>       |  |                     |
| GBP 1,625,000                          | Term Loan, 5.12%, Maturing May 2, 2014                   | 2,067,096           |
| GBP 1,625,000                          | Term Loan, 6.12%, Maturing May 2, 2015                   | 2,067,096           |

**Pantry, Inc. (The)**

|         |   |         |
|---------|---|---------|
| 874,360 | Term Loan, 3.19%, Maturing May 15, 2014 | 598,937 |
| 251,715 | Term Loan, 3.19%, Maturing May 15, 2014 | 172,424 |

**Rite Aid Corp.**

|           |   |           |
|-----------|---|-----------|
| 5,273,500 | Term Loan, 5.01%, Maturing June 1, 2014 | 3,625,531 |
| 1,200,000 | Term Loan, 6.00%, Maturing June 4, 2014 | 834,000   |

**Roundy's Supermarkets, Inc.**

|         |   |            |
|---------|---|------------|
| 334,191 | Term Loan, 5.44%, Maturing November 3, 2011 | \$ 247,719 |
|---------|---|------------|

**\$ 11,473,055**

Forest Products 2.6%

**Appleton Papers, Inc.**

|           |   |              |
|-----------|---|--------------|
| 1,481,250 | Term Loan, 5.28%, Maturing June 5, 2014 | \$ 1,114,641 |
|-----------|---|--------------|

**Georgia-Pacific Corp.**

|           |  |           |
|-----------|--|-----------|
| 6,711,149 | Term Loan, 4.18%, Maturing December 20, 2012 | 5,198,342 |
|-----------|--|-----------|

**Newpage Corp.**

|           |   |           |
|-----------|---|-----------|
| 1,662,438 | Term Loan, 7.00%, Maturing December 5, 2014 | 1,241,633 |
|-----------|---|-----------|

**Xerium Technologies, Inc.**

|           |   |         |
|-----------|---|---------|
| 1,323,101 | Term Loan, 9.26%, Maturing May 18, 2012 | 959,248 |
|-----------|---|---------|

**\$ 8,513,864**

Healthcare 17.0%

**Accellent, Inc.**

|           |  |              |
|-----------|--|--------------|
| 2,336,683 | Term Loan, 4.69%, Maturing November 22, 2012 | \$ 1,565,578 |
|-----------|--|--------------|

**Advanced Medical Optics, Inc.**

|           |  |           |
|-----------|--|-----------|
| 1,485,232 | Term Loan, 4.76%, Maturing April 2, 2014 | 1,006,245 |
|-----------|--|-----------|

**Alliance Imaging, Inc.**

|         |  |         |
|---------|--|---------|
| 456,772 | Term Loan, 5.56%, Maturing December 29, 2011 | 381,404 |
|---------|--|---------|

**American Medical Systems**

|           |  |         |
|-----------|--|---------|
| 1,194,148 | Term Loan, 3.69%, Maturing July 20, 2012 | 988,157 |
|-----------|--|---------|

**AMN Healthcare, Inc.**

|         |   |         |
|---------|---|---------|
| 310,112 | Term Loan, 5.51%, Maturing November 2, 2011 | 266,697 |
|---------|---|---------|

**Biomet, Inc.**

|           |  |           |
|-----------|--|-----------|
| 1,970,000 | Term Loan, 6.76%, Maturing December 26, 2014 | 1,615,707 |
|-----------|--|-----------|

**Bright Horizons Family Solutions, Inc.**

|           |   |         |
|-----------|---|---------|
| 1,072,313 | Term Loan, 7.50%, Maturing May 15, 2015 | 786,362 |
|-----------|---|---------|

**Capio AB**

|             |   |         |
|-------------|---|---------|
| EUR 169,803 | Term Loan, 7.16%, Maturing April 24, 2015 | 163,662 |
| EUR 204,134 | Term Loan, 7.16%, Maturing April 24, 2015 | 196,752 |
| EUR 169,803 | Term Loan, 7.29%, Maturing April 16, 2016 | 163,662 |

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|                                       |           |   |           |
|---------------------------------------|-----------|---|-----------|
| EUR                                   | 152,245   | Term Loan, 7.29%, Maturing April 24, 2016               | 146,739   |
| <b>Cardinal Health 409, Inc.</b>      |           |   |           |
|                                       | 2,419,375 | Term Loan, 6.01%, Maturing April 10, 2014               | 1,506,061 |
| <b>Carestream Health, Inc.</b>        |           |   |           |
|                                       | 3,517,376 | Term Loan, 5.43%, Maturing April 30, 2013               | 2,324,985 |
|                                       | 500,000   | Term Loan Second Lien, 7.97%, Maturing October 30, 2013 | 188,125   |
| <b>Carl Zeiss Vision Holding GmbH</b> |           |   |           |
|                                       | 1,300,000 | Term Loan, 3.94%, Maturing March 23, 2015               | 743,167   |
| <b>Community Health Systems, Inc.</b> |           |   |           |
|                                       | 330,764   | Term Loan, 0.00%, Maturing July 25, 2014 <sup>(2)</sup> | 244,249   |
|                                       | 6,464,605 | Term Loan, 4.39%, Maturing July 25, 2014                | 4,773,710 |
| <b>Concentra, Inc.</b>                |           |   |           |
|                                       | 700,000   | Term Loan Second Lien, 9.27%, Maturing June 25, 2015    | 262,500   |
| <b>ConMed Corp.</b>                   |           |   |           |
|                                       | 515,333   | Term Loan, 4.67%, Maturing April 13, 2013               | 391,653   |
| <b>Convatec Cidron Healthcare B</b>   |           |   |           |
| EUR                                   | 750,000   | Term Loan, 9.39%, Maturing July 30, 2016                | 881,886   |
| <b>CRC Health Corp.</b>               |           |   |           |
|                                       | 539,000   | Term Loan, 6.01%, Maturing February 6, 2013             | 338,222   |
|                                       | 536,305   | Term Loan, 6.01%, Maturing February 6, 2013             | 336,531   |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b>                   | <b>Borrower/Tranche Description</b>                       | <b>Value</b> |
|--|---|--------------|
| Healthcare (continued)                     |   |              |
| <b>Dako EQT Project Delphi</b>             |   |              |
| 500,000                                    | Term Loan Second Lien, 7.63%, Maturing December 12, 2016  | 175,000      |
| <b>DaVita, Inc.</b>                        |   |              |
| 622,425                                    | Term Loan, 4.63%, Maturing October 5, 2012                | 532,173      |
| <b>DJO Finance, LLC</b>                    |   |              |
| 893,250                                    | Term Loan, 5.49%, Maturing May 15, 2014                   | 685,569      |
| <b>Fenwal, Inc.</b>                        |   |              |
| 500,000                                    | Term Loan Second Lien, 7.45%, Maturing August 28, 2014    | 225,000      |
| <b>Fresenius Medical Care Holdings</b>     |   |              |
| 2,873,814                                  | Term Loan, 4.91%, Maturing March 31, 2013                 | 2,397,839    |
| <b>Hanger Orthopedic Group, Inc.</b>       |   |              |
| 800,128                                    | Term Loan, 3.44%, Maturing May 30, 2013                   | 642,103      |
| <b>HCA, Inc.</b>                           |   |              |
| 6,868,750                                  | Term Loan, 6.01%, Maturing November 18, 2013              | 5,166,591    |
| <b>Health Management Association, Inc.</b> |   |              |
| 8,429,055                                  | Term Loan, 5.51%, Maturing February 28, 2014              | 5,731,757    |
| <b>HealthSouth Corp.</b>                   |   |              |
| 2,967,235                                  | Term Loan, 4.27%, Maturing March 10, 2013                 | 2,357,302    |
| <b>Iasis Healthcare, LLC</b>               |   |              |
| 154,022                                    | Term Loan, 3.90%, Maturing March 14, 2014                 | 116,768      |
| 576,139                                    | Term Loan, 5.12%, Maturing March 14, 2014                 | 436,786      |
| 1,665,038                                  | Term Loan, 5.12%, Maturing March 14, 2014                 | 1,262,307    |
| <b>Ikaria Acquisition, Inc.</b>            |   |              |
| 592,495                                    | Term Loan, 5.67%, Maturing March 28, 2013                 | 444,372      |
| <b>IM U.S. Holdings, LLC</b>               |   |              |
| 992,462                                    | Term Loan, 4.80%, Maturing June 26, 2014                  | 709,611      |
| 700,000                                    | Term Loan Second Lien, 7.25%, Maturing June 26, 2015      | 476,000      |
| <b>Invacare Corp.</b>                      |   |              |
| 724,500                                    | Term Loan, 5.23%, Maturing February 12, 2013              | 619,447      |
| <b>inVentiv Health, Inc.</b>               |   |              |
| 933,271                                    | Term Loan, 5.52%, Maturing July 6, 2014                   | 739,617      |
| <b>Leiner Health Products, Inc.</b>        |   |              |
| 86,243                                     | Term Loan, 8.75%, Maturing May 27, 2011 <sup>(3)(4)</sup> | 81,931       |
| <b>LifePoint Hospitals, Inc.</b>           |   |              |
| 2,296,933                                  | Term Loan, 3.82%, Maturing April 15, 2012                 | 1,920,236    |
| <b>MultiPlan Merger Corp.</b>              |   |              |

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|   |           |   |                      |
|---|-----------|---|----------------------|
|   | 1,609,966 | Term Loan, 4.00%, Maturing April 12, 2013                 | 1,191,375            |
|   | 1,145,509 | Term Loan, 4.00%, Maturing April 12, 2013                 | 847,677              |
| <b>Mylan, Inc.</b>                      |           |   |                      |
|   | 645,125   | Term Loan, 6.90%, Maturing October 2, 2014                | 522,282              |
| <b>National Mentor Holdings, Inc.</b>   |           |   |                      |
|   | 68,600    | Term Loan, 2.44%, Maturing June 29, 2013                  | 57,967               |
|   | 1,130,381 | Term Loan, 5.77%, Maturing June 29, 2013                  | 955,172              |
| <b>National Rental Institutes, Inc.</b> |           |   |                      |
|   | 906,199   | Term Loan, 6.06%, Maturing March 31, 2013                 | 566,374              |
| <b>Nyco Holdings</b>                    |           |   |                      |
| EUR                                     | 484,850   | Term Loan, 7.42%, Maturing December 29, 2014              | 356,318              |
| EUR                                     | 484,850   | Term Loan, 8.17%, Maturing December 29, 2015              | 356,318              |
| <b>Physiotherapy Associates, Inc.</b>   |           |   |                      |
|   | 843,129   | Term Loan, 8.50%, Maturing June 27, 2013                  | 495,338              |
| <b>RadNet Management, Inc.</b>          |           |   |                      |
|   | 614,066   | Term Loan, 7.06%, Maturing November 15, 2012              | 475,901              |
|   | 650,000   | Term Loan Second Lien, 11.81%, Maturing November 15, 2013 | 406,250              |
| <b>ReAble Therapeutics Finance, LLC</b> |           |   |                      |
|   | 2,758,060 | Term Loan, 5.76%, Maturing November 16, 2013              | 1,999,594            |
| <b>Renal Advantage, Inc.</b>            |           |   |                      |
|   | 934       | Term Loan, 5.32%, Maturing October 5, 2012                | 654                  |
| <b>Select Medical Holdings Corp.</b>    |           |   |                      |
|   | 2,281,037 | Term Loan, 4.15%, Maturing February 24, 2012              | 1,714,580            |
| <b>Sunrise Medical Holdings, Inc.</b>   |           |   |                      |
|   | 429,058   | Term Loan, 5.76%, Maturing May 13, 2010                   | 307,806              |
| <b>Vanguard Health Holding Co., LLC</b> |           |   |                      |
|   | 1,324,305 | Term Loan, 5.04%, Maturing September 23, 2011             | 1,095,863            |
| <b>Viant Holdings, Inc.</b>             |           |   |                      |
|   | 592,500   | Term Loan, 6.02%, Maturing June 25, 2014                  | 322,912              |
|   |           |   | <b>\$ 55,664,844</b> |
| <b>Home Furnishings</b>                 | 1.6%      |   |                      |
| <b>Hunter Fan Co.</b>                   |           |   |                      |
|   | 484,111   | Term Loan, 4.74%, Maturing April 16, 2014                 | \$ 271,102           |
| <b>Interline Brands, Inc.</b>           |           |   |                      |
|   | 1,091,188 | Term Loan, 2.90%, Maturing June 23, 2013                  | 717,456              |
|   | 755,652   | Term Loan, 2.90%, Maturing June 23, 2013                  | 496,841              |
| <b>National Bedding Co., LLC</b>        |           |   |                      |
|   | 1,483,674 | Term Loan, 4.93%, Maturing August 31, 2011                | 870,423              |
|   | 2,050,000 | Term Loan Second Lien, 8.00%, Maturing August 31, 2012    | 927,625              |
| <b>Simmons Co.</b>                      |           |   |                      |
|   | 3,107,786 | Term Loan, 5.50%, Maturing December 19, 2011              | \$ 2,004,522         |

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|           |  |                     |
|-----------|--|---------------------|
| 1,000,000 | Term Loan, 8.35%, Maturing February 15, 2012 | 40,000              |
|           |  | <b>\$ 5,327,969</b> |

Industrial Equipment 4.2%

**Brand Energy and Infrastructure Services, Inc.**

|         |   |            |
|---------|---|------------|
| 891,000 | Term Loan, 6.96%, Maturing February 7, 2014 | \$ 686,070 |
|---------|---|------------|

**CEVA Group PLC U.S.**

|           |  |         |
|-----------|--|---------|
| 1,170,707 | Term Loan, 5.03%, Maturing January 4, 2014 | 747,301 |
|-----------|--|---------|

|           |  |           |
|-----------|--|-----------|
| 2,258,500 | Term Loan, 5.05%, Maturing January 4, 2014 | 1,441,675 |
|-----------|--|-----------|

|         |  |         |
|---------|--|---------|
| 846,843 | Term Loan, 6.76%, Maturing January 4, 2014 | 540,568 |
|---------|--|---------|

**EPD Holdings (Goodyear Engineering Products)**

|         |  |        |
|---------|--|--------|
| 151,977 | Term Loan, 4.46%, Maturing July 13, 2014 | 94,985 |
|---------|--|--------|

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b>          | <b>Borrower/Tranche Description</b>                   | <b>Value</b>         |
|-----------------------------------|---|----------------------|
| Industrial Equipment (continued)  |   |                      |
| 1,061,156                         | Term Loan, 4.46%, Maturing July 13, 2014              | 663,223              |
| 850,000                           | Term Loan Second Lien, 8.75%, Maturing July 13, 2015  | 417,563              |
| <b>FR Brand Acquisition Corp.</b> |   |                      |
| 738,750                           | Term Loan, 5.96%, Maturing February 7, 2014           | 513,431              |
| <b>Generac Acquisition Corp.</b>  |   |                      |
| 1,909,161                         | Term Loan, 6.65%, Maturing November 7, 2013           | 1,172,225            |
| 500,000                           | Term Loan Second Lien, 10.15%, Maturing April 7, 2014 | 175,000              |
| <b>Gleason Corp.</b>              |   |                      |
| 145,941                           | Term Loan, 5.09%, Maturing June 30, 2013              | 113,105              |
| 633,988                           | Term Loan, 5.09%, Maturing June 30, 2013              | 491,341              |
| <b>Jason, Inc.</b>                |   |                      |
| 485,294                           | Term Loan, 5.50%, Maturing April 30, 2010             | 376,103              |
| <b>John Maneely Co.</b>           |   |                      |
| 3,014,317                         | Term Loan, 7.63%, Maturing December 8, 2013           | 1,956,292            |
| <b>KION Group GmbH</b>            |   |                      |
| 250,000                           | Term Loan, 3.43%, Maturing December 23, 2014          | 139,250              |
| 250,000                           | Term Loan, 3.93%, Maturing December 23, 2015          | 139,250              |
| <b>Polypore, Inc.</b>             |   |                      |
| 3,838,229                         | Term Loan, 5.14%, Maturing July 3, 2014               | 2,590,805            |
| <b>Sequa Corp.</b>                |   |                      |
| 795,043                           | Term Loan, 6.35%, Maturing November 30, 2014          | 556,530              |
| <b>TFS Acquisition Corp.</b>      |   |                      |
| 1,960,000                         | Term Loan, 7.26%, Maturing August 11, 2013            | 1,029,000            |
|                                   |   | <b>\$ 13,843,717</b> |

Insurance 3.7%



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|   |   |           |                   |
|---|---|-----------|-------------------|
| <b>Alliant Holdings I, Inc.</b>             |   |           |                   |
| 846,250                                     | Term Loan, 6.76%, Maturing August 21, 2014              | \$        | 550,063           |
| <b>AmWINS Group, Inc.</b>                   |   |           |                   |
| 994,962                                     | Term Loan, 4.36%, Maturing June 8, 2013                 | \$        | 646,725           |
| 500,000                                     | Term Loan Second Lien, 6.93%, Maturing June 8, 2014     |           | 275,000           |
| <b>Applied Systems, Inc.</b>                |   |           |                   |
| 1,422,955                                   | Term Loan, 6.23%, Maturing September 26, 2013           |           | 1,173,938         |
| <b>CCC Information Services Group, Inc.</b> |   |           |                   |
| 1,640,954                                   | Term Loan, 6.02%, Maturing February 10, 2013            |           | 1,271,739         |
| <b>Conseco, Inc.</b>                        |   |           |                   |
| 3,852,694                                   | Term Loan, 3.77%, Maturing October 10, 2013             |           | 2,533,147         |
| <b>Crawford &amp; Company</b>               |   |           |                   |
| 1,352,929                                   | Term Loan, 6.52%, Maturing October 31, 2013             |           | 1,149,989         |
| <b>Crump Group, Inc.</b>                    |   |           |                   |
| 1,092,425                                   | Term Loan, 4.44%, Maturing August 4, 2014               |           | 764,697           |
| <b>Getty Images, Inc.</b>                   |   |           |                   |
| 1,300,000                                   | Term Loan, 8.05%, Maturing July 2, 2015                 |           | 1,122,875         |
| <b>Hub International Holdings, Inc.</b>     |   |           |                   |
| 439,482                                     | Term Loan, 6.26%, Maturing June 13, 2014                |           | 273,577           |
| 1,955,832                                   | Term Loan, 6.26%, Maturing June 13, 2014                |           | 1,217,505         |
| <b>U.S.I. Holdings Corp.</b>                |   |           |                   |
| 1,900,937                                   | Term Loan, 6.52%, Maturing May 4, 2014                  |           | 1,083,534         |
|   |   | <b>\$</b> | <b>12,062,789</b> |
|   |   |           |                   |
| Leisure Goods/Activities/Movies             | 10.9%   |           |                   |
| <b>24 Hour Fitness Worldwide, Inc.</b>      |   |           |                   |
| 826,009                                     | Term Loan, 5.36%, Maturing June 8, 2012                 | \$        | 541,036           |
| <b>AMC Entertainment, Inc.</b>              |   |           |                   |
| 3,037,135                                   | Term Loan, 3.16%, Maturing January 26, 2013             |           | 2,349,224         |
| <b>AMF Bowling Worldwide, Inc.</b>          |   |           |                   |
| 1,200,000                                   | Term Loan Second Lien, 9.07%, Maturing December 8, 2013 |           | 240,000           |
| <b>Bombardier Recreational Products</b>     |   |           |                   |
| 2,027,848                                   | Term Loan, 6.08%, Maturing June 28, 2013                |           | 1,333,310         |
| <b>Butterfly Wendel US, Inc.</b>            |   |           |                   |
| 311,780                                     | Term Loan, 5.63%, Maturing June 22, 2013                |           | 227,599           |
| 311,880                                     | Term Loan, 5.38%, Maturing June 22, 2014                |           | 227,673           |
| <b>Carmike Cinemas, Inc.</b>                |   |           |                   |
| 1,581,902                                   | Term Loan, 6.47%, Maturing May 19, 2012                 |           | 1,182,472         |
| <b>Cedar Fair, L.P.</b>                     |   |           |                   |
| 2,305,912                                   | Term Loan, 3.44%, Maturing August 30, 2012              |           | 1,600,303         |
| <b>Cinemark, Inc.</b>                       |   |           |                   |
| 3,993,500                                   | Term Loan, 3.66%, Maturing October 5, 2013              |           | 3,063,586         |

|  |   |            |
|--|---|------------|
| <b>Deluxe Entertainment Services</b>                                   |   |            |
| 62,008   | Term Loan, 6.01%, Maturing January 28, 2011                   | 37,205     |
| 1,187,655  | Term Loan, 5.34%, Maturing January 28, 2011                   | 712,593    |
| 114,510  | Term Loan, 6.01%, Maturing January 28, 2011                   | 68,706     |
| <b>Easton-Bell Sports, Inc.</b>  |   |            |
| 1,346,151  | Term Loan, 5.29%, Maturing March 16, 2012                     | \$ 969,229 |
| <b>Fender Musical Instruments Corp.</b>                                |   |            |
| 660,535  | Term Loan, 5.17%, Maturing June 9, 2014                       | 412,834    |
| 333,612  | Term Loan, 6.02%, Maturing June 9, 2014                       | 208,508    |
| <b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.</b> |   |            |
| 10,000   | DIP Loan, 18.50%, Maturing October 31, 2008 <sup>(2)(3)</sup> | 10,000     |
| <b>Mega Blocks, Inc.</b>   |   |            |
| 1,765,687  | Term Loan, 8.75%, Maturing July 26, 2012                      | 534,120    |
| <b>Metro-Goldwyn-Mayer Holdings, Inc.</b>                              |   |            |
| 8,736,540  | Term Loan, 7.01%, Maturing April 8, 2012                      | 4,046,888  |
| <b>National CineMedia, LLC</b>   |   |            |
| 2,850,000  | Term Loan, 4.57%, Maturing February 13, 2015                  | 1,860,642  |
| <b>Regal Cinemas Corp.</b>   |   |            |
| 5,404,924  | Term Loan, 5.51%, Maturing November 10, 2010                  | 4,098,732  |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal<br/>Amount*</b>                     | <b>Borrower/Tranche Description</b>          | <b>Value</b>         |
|--|--|----------------------|
| Leisure Goods/Activities/Movies (continued)      |  |                      |
| <b>Revolution Studios Distribution Co., LLC</b>  |  |                      |
| 1,165,186  | Term Loan, 5.19%, Maturing December 21, 2014 | 803,978              |
| 900,000  | Term Loan, 8.44%, Maturing June 21, 2015     | 292,500              |
| <b>Six Flags Theme Parks, Inc.</b>               |  |                      |
| 2,456,250  | Term Loan, 4.34%, Maturing April 30, 2015    | 1,532,086            |
| <b>Southwest Sports Group, LLC</b>               |  |                      |
| 2,000,000  | Term Loan, 6.31%, Maturing December 22, 2010 | 1,550,000            |
| <b>Ticketmaster</b>                              |  |                      |
| 1,950,000  | Term Loan, 6.64%, Maturing July 22, 2014     | 1,560,000            |
| <b>Universal City Development Partners, Ltd.</b> |  |                      |
| 1,924,945  | Term Loan, 6.45%, Maturing June 9, 2011      | 1,645,828            |
| <b>WMG Acquisition Corp.</b>                     |  |                      |
| 5,226,360  | Term Loan, 4.39%, Maturing February 28, 2011 | 4,146,244            |
| <b>Zuffa, LLC</b>                                |  |                      |
| 987,500  | Term Loan, 3.44%, Maturing June 20, 2016     | 622,125              |
|  |  | <b>\$ 35,877,421</b> |
| Lodging and Casinos 3.6%                         |  |                      |
| <b>Ameristar Casinos, Inc.</b>                   |  |                      |
| 1,191,313  | Term Loan, 5.77%, Maturing November 10, 2012 | \$ 762,440           |
| <b>Harrah s Operating Co.</b>                    |  |                      |
| 995,000  | Term Loan, 5.85%, Maturing January 28, 2015  | 586,740              |
| <b>Isle of Capri Casinos, Inc.</b>               |  |                      |
| 1,466,728  | Term Loan, 5.51%, Maturing November 30, 2013 | 932,594              |
| 442,246  | Term Loan, 5.51%, Maturing November 30, 2013 | 281,195              |
| 586,692  | Term Loan, 5.51%, Maturing November 30, 2013 | 373,038              |
| <b>LodgeNet Entertainment Corp.</b>              |  |                      |
| 2,853,861  | Term Loan, 5.77%, Maturing April 4, 2014     | 1,526,815            |

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**New World Gaming Partners, Ltd.**

1,116,563 Term Loan, 6.26%, Maturing June 30, 2014 523,389

225,000 Term Loan, 6.55%, Maturing June 30, 2014 105,469

**Penn National Gaming, Inc.**

4,056,750 Term Loan, 4.04%, Maturing October 3, 2012 \$ 3,350,624

**Venetian Casino Resort/Las Vegas Sands, Inc.**

957,600 Term Loan, 5.52%, Maturing May 14, 2014 477,736

3,792,000 Term Loan, 5.52%, Maturing May 23, 2014 1,891,787

**VML US Finance, LLC**

225,402 Term Loan, 6.02%, Maturing May 25, 2012 129,913

524,598 Term Loan, 6.02%, Maturing May 25, 2013 302,360

**Wimar OpCo, LLC**

1,954,381 Term Loan, 7.25%, Maturing January 3, 2012 568,725

**\$ 11,812,825**

Nonferrous Metals/Minerals 1.9%

**Alpha Natural Resources, LLC**

909,188 Term Loan, 5.56%, Maturing October 26, 2012 \$ 768,263

**Euramax International, Inc.**

649,548 Term Loan, 7.50%, Maturing June 28, 2012 316,655

501,316 Term Loan Second Lien, 11.75%, Maturing June 28, 2013 187,993

248,684 Term Loan Second Lien, 11.75%, Maturing June 28, 2013 93,257

**Murray Energy Corp.**

943,250 Term Loan, 6.94%, Maturing January 28, 2010 820,628

**Noranda Aluminum Acquisition**

1,341,618 Term Loan, 4.24%, Maturing May 18, 2014 811,679

**Novelis, Inc.**

702,051 Term Loan, 5.77%, Maturing June 28, 2014 445,802

1,544,512 Term Loan, 5.77%, Maturing June 28, 2014 980,765

**Oxbow Carbon and Mineral Holdings**

226,753 Term Loan, 5.76%, Maturing May 8, 2014 159,105

2,532,830 Term Loan, 5.76%, Maturing May 8, 2014 1,777,203

**\$ 6,361,350**

Oil and Gas 2.8%

**Atlas Pipeline Partners, L.P.**

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|                                     |           |  |    |                  |
|-------------------------------------|-----------|--|----|------------------|
|                                     | 1,700,000 | Term Loan, 3.94%, Maturing July 20, 2014           | \$ | 1,334,500        |
| <b>Big West Oil, LLC</b>            | 453,750   | Term Loan, 5.25%, Maturing May 1, 2014             |    | 272,250          |
|                                     | 360,938   | Term Loan, 5.25%, Maturing May 1, 2014             |    | 216,563          |
| <b>Dresser, Inc.</b>                | 1,577,187 | Term Loan, 4.45%, Maturing May 4, 2014             |    | 1,094,174        |
|                                     | 1,000,000 | Term Loan Second Lien, 7.99%, Maturing May 4, 2015 |    | 593,750          |
| <b>Dynegy Holdings, Inc.</b>        | 2,310,134 | Term Loan, 2.94%, Maturing April 2, 2013           |    | 1,727,788        |
|                                     | 188,344   | Term Loan, 2.94%, Maturing April 2, 2013           | \$ | 140,866          |
| <b>Enterprise GP Holdings, L.P.</b> | 1,325,000 | Term Loan, 5.64%, Maturing October 31, 2014        |    | 1,096,438        |
| <b>Niska Gas Storage</b>            | 58,471    | Term Loan, 4.84%, Maturing May 13, 2011            |    | 46,338           |
|                                     | 82,341    | Term Loan, 4.84%, Maturing May 13, 2011            |    | 65,255           |
|                                     | 121,556   | Term Loan, 4.85%, Maturing May 13, 2011            |    | 96,333           |
|                                     | 752,710   | Term Loan, 4.85%, Maturing May 12, 2013            |    | 596,523          |
| <b>Targa Resources, Inc.</b>        | 1,410,000 | Term Loan, 5.76%, Maturing October 31, 2012        |    | 1,028,125        |
|                                     | 1,065,308 | Term Loan, 5.97%, Maturing October 31, 2012        |    | 776,788          |
|                                     |           |  | \$ | <b>9,085,691</b> |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b>                    | <b>Borrower/Tranche Description</b>           | <b>Value</b> |
|---|---|--------------|
| Publishing 11.5%                            |   |              |
| <b>American Media Operations, Inc.</b>      |   |              |
| 1,953,871                                   | Term Loan, 7.56%, Maturing January 31, 2013   | \$ 1,162,553 |
| <b>Aster Zweite Beteiligungs GmbH</b>       |   |              |
| 850,000                                     | Term Loan, 6.13%, Maturing September 27, 2013 | 401,625      |
| <b>CanWest MediaWorks, Ltd.</b>             |   |              |
| 886,500                                     | Term Loan, 4.20%, Maturing July 10, 2014      | 523,035      |
| <b>Dex Media West, LLC</b>                  |   |              |
| 2,490,000                                   | Term Loan, 7.54%, Maturing October 24, 2014   | 1,269,900    |
| <b>GateHouse Media Operating, Inc.</b>      |   |              |
| 1,525,000                                   | Term Loan, 4.20%, Maturing August 28, 2014    | 388,875      |
| 650,000                                     | Term Loan, 4.94%, Maturing August 28, 2014    | 165,750      |
| 750,000                                     | Term Loan, 5.07%, Maturing August 28, 2014    | 191,250      |
| <b>Idearc, Inc.</b>                         |   |              |
| 11,036,285                                  | Term Loan, 5.67%, Maturing November 17, 2014  | 3,712,926    |
| <b>Laureate Education, Inc.</b>             |   |              |
| 505,875                                     | Term Loan, 4.65%, Maturing August 17, 2014    | 326,289      |
| 3,380,510                                   | Term Loan, 4.65%, Maturing August 17, 2014    | 2,180,429    |
| <b>Local Insight Regatta Holdings, Inc.</b> |   |              |
| 1,870,313                                   | Term Loan, 7.77%, Maturing April 23, 2015     | 1,424,555    |
| <b>MediaNews Group, Inc.</b>                |   |              |
| 1,136,802                                   | Term Loan, 5.82%, Maturing August 25, 2010    | 554,191      |
| 777,090                                     | Term Loan, 7.07%, Maturing August 2, 2013     | 365,232      |
| <b>Mediannuaire Holding</b>                 |   |              |
| EUR 500,000                                 | Term Loan, 5.45%, Maturing October 24, 2013   | 369,567      |
| EUR 704,593                                 | Term Loan, 6.20%, Maturing October 10, 2014   | 366,564      |
| EUR 704,593                                 | Term Loan, 6.70%, Maturing October 10, 2015   | 366,564      |
| <b>Merrill Communications, LLC</b>          |   |              |
| 5,331,173                                   | Term Loan, 4.72%, Maturing February 9, 2009   | 3,411,951    |
| <b>Nebraska Book Co., Inc.</b>              |   |              |
| 1,414,770                                   | Term Loan, 6.38%, Maturing March 4, 2011      | 848,862      |

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|  |   |   |                   |
|--|---|---|-------------------|
| <b>Nelson Education, Ltd.</b>                  |   |   |                   |
| 495,000  | Term Loan, 6.26%, Maturing July 5, 2014       | \$  | 358,875           |
| <b>Nielsen Finance, LLC</b>                    |   |   |                   |
| 5,520,990                                      | Term Loan, 4.23%, Maturing August 9, 2013     |   | 3,707,693         |
| <b>Philadelphia Newspapers, LLC</b>            |   |   |                   |
| 778,884  | Term Loan, 6.75%, Maturing June 29, 2013      |   | 218,088           |
| <b>R.H. Donnelley Corp.</b>                    |   |   |                   |
| 6,672,158                                      | Term Loan, 6.86%, Maturing June 30, 2010      |   | 4,092,255         |
| <b>Reader s Digest Association, Inc. (The)</b> |   |   |                   |
| 4,580,250                                      | Term Loan, 4.47%, Maturing March 2, 2014      |   | 1,717,594         |
| <b>SGS International, Inc.</b>                 |   |   |                   |
| 701,455  | Term Loan, 6.27%, Maturing December 30, 2011  |   | 487,511           |
| <b>Source Interlink Companies, Inc.</b>        |   |   |                   |
| 1,989,924                                      | Term Loan, 5.45%, Maturing August 1, 2014     |   | 1,283,501         |
| <b>Source Media, Inc.</b>                      |   |   |                   |
| 1,195,304                                      | Term Loan, 8.77%, Maturing November 8, 2011   |   | 657,417           |
| <b>Trader Media Corp.</b>                      |   |   |                   |
| GBP  | 2,528,500                                     | Term Loan, 8.26%, Maturing March 23, 2015 | 1,447,672         |
| <b>Tribune Co.</b>                             |   |   |                   |
| 2,479,203                                      | Term Loan, 7.08%, Maturing May 17, 2009       |   | 1,038,166         |
| 1,989,950                                      | Term Loan, 6.00%, Maturing May 17, 2014       |   | 419,879           |
| 2,256,326                                      | Term Loan, 6.00%, Maturing May 17, 2014       |   | 656,214           |
| <b>Xsys, Inc.</b>                              |   |   |                   |
| 1,988,834                                      | Term Loan, 6.13%, Maturing September 27, 2013 |   | 939,724           |
| 2,031,126                                      | Term Loan, 6.13%, Maturing September 27, 2014 |   | 959,707           |
| <b>Yell Group, PLC</b>                         |   |   |                   |
| 2,900,000                                      | Term Loan, 4.43%, Maturing February 10, 2013  |   | 1,660,250         |
|  |   | \$  | <b>37,674,664</b> |

Radio and Television 7.2%

|                                   |  |    |           |
|-----------------------------------|--|----|-----------|
| <b>Block Communications, Inc.</b> |  |    |           |
| 923,875                           | Term Loan, 5.27%, Maturing December 22, 2011       | \$ | 706,764   |
| <b>Cequel Communications, LLC</b> |  |    |           |
| 1,800,000                         | Term Loan Second Lien, 7.69%, Maturing May 5, 2014 |    | 1,017,000 |
| 4,190,328                         | Term Loan Second Lien, 9.13%, Maturing May 5, 2014 |    | 2,309,918 |
| <b>Citadel Broadcasting Corp.</b> |  |    |           |
| 1,000,000                         | Term Loan, 5.02%, Maturing June 12, 2014           |    | 390,000   |
| <b>CMP KC, LLC</b>                |  |    |           |
| 966,188                           | Term Loan, 7.34%, Maturing May 5, 2013             |    | 556,621   |
| <b>CMP Susquehanna Corp.</b>      |  |    |           |
| 2,475,412                         | Term Loan, 3.64%, Maturing May 5, 2013             |    | 798,320   |
| <b>Emmis Operating Co.</b>        |  |    |           |

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|                                   |           |  |            |
|-----------------------------------|-----------|--|------------|
| <b>Gray Television, Inc.</b>      | 858,748   | Term Loan, 4.90%, Maturing November 2, 2013  | 429,374    |
| <b>HIT Entertainment, Inc.</b>    | 1,251,291 | Term Loan, 4.78%, Maturing January 19, 2015  | 553,696    |
| <b>NEP II, Inc.</b>               | 969,945   | Term Loan, 4.71%, Maturing March 20, 2012    | \$ 504,371 |
| <b>Nexstar Broadcasting, Inc.</b> | 689,494   | Term Loan, 6.01%, Maturing February 16, 2014 | 482,645    |
|                                   | 1,981,915 | Term Loan, 5.51%, Maturing October 1, 2012   | 1,189,149  |
| <b>NextMedia Operating, Inc.</b>  | 1,875,519 | Term Loan, 5.51%, Maturing October 1, 2012   | 1,125,311  |
|                                   | 162,260   | Term Loan, 5.44%, Maturing November 15, 2012 | 94,516     |
| <b>PanAmSat Corp.</b>             | 72,114    | Term Loan, 5.45%, Maturing November 15, 2012 | 42,007     |
|                                   | 1,561,091 | Term Loan, 6.65%, Maturing January 3, 2014   | 1,211,797  |
|                                   | 1,560,619 | Term Loan, 6.65%, Maturing January 3, 2014   | 1,211,431  |
|                                   | 1,560,619 | Term Loan, 6.65%, Maturing January 3, 2014   | 1,211,431  |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal<br/>Amount*</b>             | <b>Borrower/Tranche Description</b>                   | <b>Value</b>         |
|--|---|----------------------|
| Radio and Television (continued)         |   |                      |
| <b>Paxson Communications Corp.</b>       |   |                      |
| 2,775,000                                | Term Loan, 8.00%, Maturing January 15, 2012           | 1,248,750            |
| <b>Raycom TV Broadcasting, LLC</b>       |   |                      |
| 1,125,000                                | Term Loan, 3.88%, Maturing June 25, 2014              | 928,125              |
| <b>SFX Entertainment</b>                 |   |                      |
| 1,195,067                                | Term Loan, 7.02%, Maturing June 21, 2013              | 962,029              |
| <b>Sirius Satellite Radio, Inc.</b>      |   |                      |
| 495,000                                  | Term Loan, 5.43%, Maturing December 19, 2012          | 304,425              |
| <b>Spanish Broadcasting System, Inc.</b> |   |                      |
| 972,292                                  | Term Loan, 5.52%, Maturing June 10, 2012              | 371,902              |
| <b>Tyrol Acquisition 2 SAS</b>           |   |                      |
| EUR 875,000                              | Term Loan, 5.39%, Maturing January 19, 2015           | 673,859              |
| EUR 875,000                              | Term Loan, 7.40%, Maturing January 19, 2016           | 673,859              |
| <b>Univision Communications, Inc.</b>    |   |                      |
| 4,332,413                                | Term Loan Second Lien, 3.94%, Maturing March 29, 2009 | 3,574,240            |
| <b>Young Broadcasting, Inc.</b>          |   |                      |
| 975,000                                  | Term Loan, 5.26%, Maturing November 3, 2012           | 546,975              |
| 788,513                                  | Term Loan, 5.25%, Maturing November 3, 2012           | 442,356              |
|  |   | <b>\$ 23,560,871</b> |
| Rail Industries 1.0%                     |   |                      |
| <b>Kansas City Southern Railway Co.</b>  |   |                      |
| 2,199,375                                | Term Loan, 4.95%, Maturing April 26, 2013             | \$ 1,821,815         |
| <b>Rail America, Inc.</b>                |   |                      |
| 104,880                                  | Term Loan, 7.88%, Maturing August 14, 2009            | 87,575               |
| 1,620,120                                | Term Loan, 7.88%, Maturing August 13, 2010            | 1,352,800            |
|  |   | <b>\$ 3,262,190</b>  |

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Retailers (Except Food and Drug) 4.6%

**American Achievement Corp.**

1,126,602 Term Loan, 5.07%, Maturing March 25, 2011 \$ 1,002,675

**Amscan Holdings, Inc.**

566,375 Term Loan, 4.81%, Maturing May 25, 2013 417,702

**Claire's Stores, Inc.**

395,000 Term Loan, 4.89%, Maturing May 24, 2014 167,505

**Cumberland Farms, Inc.**

1,706,889 Term Loan, 5.18%, Maturing September 29, 2013 1,425,252

**Educate, Inc.**

500,000 Term Loan - Second Lien, 6.01%, Maturing June 14, 2014 262,500

**FTD, Inc.**

1,625,000 Term Loan, 7.52%, Maturing July 31, 2014 1,446,250

**Harbor Freight Tools USA, Inc.**

1,807,309 Term Loan, 9.75%, Maturing July 15, 2010 1,084,386

**Jostens Corp.**

2,102,724 Term Loan, 5.17%, Maturing October 4, 2011 1,634,868

**Mapco Express, Inc.**

538,436 Term Loan, 3.94%, Maturing April 28, 2011 282,679

**Orbitz Worldwide, Inc.**

2,296,825 Term Loan, 5.74%, Maturing July 25, 2014 1,025,916

**Oriental Trading Co., Inc.**

1,225,000 Term Loan - Second Lien, 7.44%, Maturing January 31, 2013 500,208

1,763,253 Term Loan, 4.67%, Maturing July 31, 2013 1,010,931

**Rent-A-Center, Inc.**

751,732 Term Loan, 3.78%, Maturing November 15, 2012 575,075

**Rover Acquisition Corp.**

2,407,125 Term Loan, 5.53%, Maturing October 26, 2013 1,641,659

**Savers, Inc.**

380,558 Term Loan, 5.75%, Maturing August 11, 2012 304,447

416,328 Term Loan, 5.75%, Maturing August 11, 2012 333,062

**The Yankee Candle Company, Inc.**

2,269,495 Term Loan, 5.73%, Maturing February 6, 2014 1,242,549

**Vivarte**

EUR 750,000 Term Loan, 6.25%, Maturing May 29, 2015 407,390

EUR 750,000 Term Loan, 6.75%, Maturing May 29, 2016 407,390

\$ 15,172,444

Steel 0.4%

**Algoma Acquisition Corp.**

1,078,789 Term Loan, 5.35%, Maturing June 20, 2013 \$ 809,092

**Niagara Corp.**

1,135,625 Term Loan, 6.40%, Maturing June 29, 2014 624,594

**\$ 1,433,686**

Surface Transport 0.7%

**Gainey Corp.**

1,288,011 Term Loan, 7.00%, Maturing April 20, 2012<sup>(4)</sup> \$ 161,001

**Oshkosh Truck Corp.**

1,913,500 Term Loan, 4.20%, Maturing December 6, 2013 1,224,640

**Ozburn-Hessey Holding Co., LLC**

484,666 Term Loan, 6.61%, Maturing August 9, 2012 375,616

**Swift Transportation Co., Inc.**

1,115,116 Term Loan, 6.36%, Maturing May 10, 2014 505,519

**\$ 2,266,776**

Telecommunications 7.1%

**Alaska Communications Systems Holdings, Inc.**

1,099,807 Term Loan, 5.51%, Maturing February 1, 2012 \$ 868,298

See notes to financial statements

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b>                      | <b>Borrower/Tranche Description</b>                     | <b>Value</b>         |
|---|---|----------------------|
| Telecommunications (continued)                |   |                      |
| <b>Alltell Communication</b>                  |   |                      |
| 1,488,722                                     | Term Loan, 5.32%, Maturing May 16, 2014                 | 1,417,801            |
| 3,227,450                                     | Term Loan, 4.12%, Maturing May 16, 2015                 | 3,093,310            |
| <b>Asurion Corp.</b>                          |   |                      |
| 3,175,000                                     | Term Loan, 5.31%, Maturing July 13, 2012                | 2,166,938            |
| 1,000,000                                     | Term Loan Second Lien, 8.06%, Maturing January 13, 2013 | 627,500              |
| <b>Centennial Cellular Operating Co., LLC</b> |   |                      |
| 4,594,820                                     | Term Loan, 5.39%, Maturing February 9, 2011             | 4,358,513            |
| <b>CommScope, Inc.</b>                        |   |                      |
| 3,270,954                                     | Term Loan, 5.88%, Maturing November 19, 2014            | 2,436,861            |
| <b>FairPoint Communications, Inc.</b>         |   |                      |
| 2,725,000                                     | Term Loan, 5.75%, Maturing March 31, 2015               | 1,741,275            |
| <b>Intelsat Subsidiary Holding Co.</b>        |   |                      |
| 1,078,000                                     | Term Loan, 6.65%, Maturing July 3, 2013                 | 894,740              |
| <b>IPC Systems, Inc.</b>                      |   |                      |
| 1,111,967                                     | Term Loan, 6.01%, Maturing May 31, 2014                 | 569,883              |
| 500,000                                       | Term Loan Second Lien, 9.01%, Maturing May 31, 2015     | 150,000              |
| <b>Macquarie UK Broadcast Ventures, Ltd.</b>  |   |                      |
| GBP 827,948                                   | Term Loan, 5.27%, Maturing December 26, 2014            | 989,359              |
| <b>NTelos, Inc.</b>                           |   |                      |
| 1,291,458                                     | Term Loan, 3.69%, Maturing August 24, 2011              | 1,102,583            |
| <b>Palm, Inc.</b>                             |   |                      |
| 915,750                                       | Term Loan, 7.27%, Maturing April 24, 2014               | 473,901              |
| <b>Stratos Global Corp.</b>                   |   |                      |
| 1,104,500                                     | Term Loan, 6.26%, Maturing February 13, 2012            | 900,168              |
| <b>Trilogy International Partners</b>         |   |                      |
| 950,000                                       | Term Loan, 7.26%, Maturing June 29, 2012                | 403,750              |
| <b>Windstream Corp.</b>                       |   |                      |
| 1,394,326                                     | Term Loan, 6.05%, Maturing July 17, 2013                | 1,167,748            |
|   |   | <b>\$ 23,362,628</b> |

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Utilities 4.2%

**AEI Finance Holding, LLC**

301,657 Revolving Loan, 6.76%, Maturing March 30, 2012 \$ 193,061

2,175,381 Term Loan, 6.76%, Maturing March 30, 2014 1,261,721

**Astoria Generating Co.**

1,000,000 Term Loan Second Lien, 6.96%, Maturing August 23, 2013 711,667

**BRSP, LLC**

1,902,915 Term Loan, 5.86%, Maturing July 13, 2009 1,234,992

**Covanta Energy Corp.**

626,804 Term Loan, 3.95%, Maturing February 9, 2014 512,935

1,254,098 Term Loan, 4.41%, Maturing February 9, 2014 1,026,270

**Electricinvest Holding Co.**

EUR 476,616 Term Loan, 7.93%, Maturing October 24, 2012 471,727

GBP 480,000 Term Loan, 7.69%, Maturing October 24, 2012 575,112

**NRG Energy, Inc.**

2,118,560 Term Loan, 5.26%, Maturing June 1, 2014 1,774,294

4,296,134 Term Loan, 5.26%, Maturing June 1, 2014 3,598,012

**Pike Electric, Inc.**

1,136,438 Term Loan, 2.94%, Maturing July 1, 2012 1,034,159

308,512 Term Loan, 3.00%, Maturing December 10, 2012 280,746

**TXU Texas Competitive Electric Holdings Co., LLC**

479,975 Term Loan, 5.28%, Maturing October 10, 2014 326,683

1,373,462 Term Loan, 5.55%, Maturing October 10, 2014 936,530

**\$ 13,937,909**

Total Senior Floating-Rate Interests

(identified cost \$856,643,703)

**\$ 561,756,321**

Corporate Bonds & Notes 12.1%

**Principal**

**Amount\***

**(000 s omitted)**

**Security**

**Value**

Aerospace and Defense 0.1%

**Alion Science and Technologies Corp.**

155 10.25%, 2/1/15 \$ 86,025

**Bombardier, Inc.**

145 8.00%, 11/15/14<sup>(5)</sup> 122,525

**DRS Technologies, Inc., Sr. Sub. Notes**

90 7.625%, 2/1/18 89,775

**Hawker Beechcraft Acquisition**

165 9.75%, 4/1/17 54,450

**Vought Aircraft Industries, Inc., Sr. Notes**

95 8.00%, 7/15/11 \$ 66,025

**\$ 418,800**

Automotive 0.3%

**Allison Transmission, Inc.**

130 11.00%, 11/1/15<sup>(5)</sup> \$ 64,350

**Altra Industrial Motion, Inc.**

375 9.00%, 12/1/11 339,375

**American Axle & Manufacturing, Inc.**

150 7.875%, 3/1/17 38,250

**Commercial Vehicle Group, Inc., Sr. Notes**

110 8.00%, 7/1/13 69,850

**Ford Motor Credit Co., Sr. Notes**

495 5.70%, 1/15/10 287,096

**General Motors Corp., Sr. Notes**

85 7.20%, 1/15/11 23,162

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b><br><b>(000 s omitted)</b>      | <b>Security</b>                 | <b>Value</b>      |
|---|---------------------------------|-------------------|
| Automotive (continued)                                  |                                 |                   |
| <b>Tenneco, Inc., Sr. Notes</b>                         |                                 |                   |
| 50  | 8.125%, 11/15/15                | 21,750            |
|   |                                 | <b>\$ 843,833</b> |
| Broadcast Radio and Television 0.0%                     |                                 |                   |
| <b>Warner Music Group, Sr. Sub. Notes</b>               |                                 |                   |
| 90  | 7.375%, 4/15/14                 | \$ 54,450         |
| <b>XM Satellite Radio Holdings, Inc., Sr. Notes</b>     |                                 |                   |
| 235   | 13.00%, 8/1/13 <sup>(5)</sup>   | 61,100            |
|   |                                 | <b>\$ 115,550</b> |
| Brokers/Dealers/Investment Houses 0.0%                  |                                 |                   |
| <b>Nuveen Investments, Inc., Sr. Notes</b>              |                                 |                   |
| 135   | 10.50%, 11/15/15 <sup>(5)</sup> | \$ 42,019         |
|   |                                 | <b>\$ 42,019</b>  |
| Building and Development 0.5%                           |                                 |                   |
| <b>Grohe Holding GmbH, Variable Rate</b>                |                                 |                   |
| EUR 2,000   | 8.193%, 1/15/14                 | \$ 1,256,211      |
| <b>Panoram Industries International, Sr. Sub. Notes</b> |                                 |                   |
| 470   | 10.75%, 10/1/13                 | 213,850           |

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|   |     |                                  |                     |
|---|-----|----------------------------------|---------------------|
| <b>Ply Gem Industries, Inc., Sr. Notes</b>            |     |                                  |                     |
|   | 275 | 11.75%, 6/15/13 <sup>(5)</sup>   | 164,312             |
| <b>Texas Industries Inc., Sr. Notes</b>               |     |                                  |                     |
|   | 135 | 7.25%, 7/15/13 <sup>(5)</sup>    | 103,275             |
|   |     |                                  | <b>\$ 1,737,648</b> |
|   |     |                                  |                     |
| Business Equipment and Services                       |     | 0.7%                             |                     |
|   |     |                                  |                     |
| <b>Affinion Group, Inc.</b>                           |     |                                  |                     |
|   | 110 | 10.125%, 10/15/13                | \$ 75,900           |
|   | 235 | 11.50%, 10/15/15                 | 138,650             |
| <b>Ceridian Corp., Sr. Notes</b>                      |     |                                  |                     |
|   | 305 | 11.25%, 11/15/15 <sup>(5)</sup>  | \$ 160,887          |
| <b>Education Management, LLC, Sr. Notes</b>           |     |                                  |                     |
|   | 475 | 8.75%, 6/1/14                    | 346,750             |
| <b>Education Management, LLC, Sr. Sub. Notes</b>      |     |                                  |                     |
|   | 655 | 10.25%, 6/1/16                   | 458,500             |
| <b>Hertz Corp.</b>                                    |     |                                  |                     |
|   | 25  | 8.875%, 1/1/14                   | 13,031              |
|   | 425 | 10.50%, 1/1/16                   | 172,125             |
| <b>MediMedia USA, Inc., Sr. Sub. Notes</b>            |     |                                  |                     |
|   | 180 | 11.375%, 11/15/14 <sup>(5)</sup> | 141,300             |
| <b>Rental Service Corp.</b>                           |     |                                  |                     |
|   | 475 | 9.50%, 12/1/14                   | 235,125             |
| <b>Ticketmaster, Sr. Notes</b>                        |     |                                  |                     |
|   | 220 | 10.75%, 8/1/16 <sup>(5)</sup>    | 111,100             |
| <b>Travelport, LLC</b>                                |     |                                  |                     |
|   | 420 | 9.875%, 9/1/14                   | 149,100             |
|   | 34  | 11.875%, 9/1/16                  | 8,330               |
| <b>West Corp.</b>                                     |     |                                  |                     |
|   | 425 | 9.50%, 10/15/14                  | 227,375             |
|   |     |                                  | <b>\$ 2,238,173</b> |
|   |     |                                  |                     |
| Cable and Satellite Television                        |     | 0.5%                             |                     |
|   |     |                                  |                     |
| <b>Cablevision Systems Corp., Sr. Notes, Series B</b> |     |                                  |                     |
|   | 160 | 8.00%, 4/15/12                   | \$ 132,000          |
| <b>CCH II Holdings, LLC, Sr. Notes</b>                |     |                                  |                     |
|   | 75  | 10.25%, 10/1/13                  | 34,500              |





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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b><br><b>(000 s omitted)</b>          | <b>Security</b>  | <b>Value</b>        |
|---|------------------|---------------------|
| Clothing/Textiles (continued)                               |                  |                     |
| <b>Oxford Industries, Inc., Sr. Notes</b>                   |                  |                     |
| 1,355   | 8.875%, 6/1/11   | 968,825             |
| <b>Perry Ellis International, Inc., Sr. Sub. Notes</b>      |                  |                     |
| 400   | 8.875%, 9/15/13  | 230,000             |
|   |                  | <b>\$ 1,618,925</b> |
| Conglomerates 0.1%  |                  |                     |
| <b>RBS Global &amp; Rexnord Corp.</b>                       |                  |                     |
| 195   | 9.50%, 8/1/14    | \$ 137,475          |
| 175   | 11.75%, 8/1/16   | 102,375             |
|   |                  | <b>\$ 239,850</b>   |
| Containers and Glass Products 0.5%                          |                  |                     |
| <b>Berry Plastics Corp., Sr. Notes, Variable Rate</b>       |                  |                     |
| 1,000   | 9.503%, 2/15/15  | \$ 745,000          |
| <b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>           |                  |                     |
| 865   | 8.50%, 8/1/14    | 661,725             |
| <b>Pliant Corp. (PIK)</b>                                   |                  |                     |
| 271   | 11.625%, 6/15/09 | 107,078             |
| <b>Smurfit-Stone Container Enterprises, Inc., Sr. Notes</b> |                  |                     |
| 375   | 8.00%, 3/15/17   | 101,250             |
| <b>Solo Cup Co.</b>   |                  |                     |
| 25  | 8.50%, 2/15/14   | 15,625              |
| <b>Stone Container Corp., Sr. Notes</b>                     |                  |                     |
| 45  | 8.375%, 7/1/12   | 12,825              |

|   |     |                                 |                     |
|---|-----|---------------------------------|---------------------|
|   |     | \$                              | <b>1,643,503</b>    |
| Ecological Services and Equipment 0.1%                |     |                                 |                     |
| <b>Waste Services, Inc., Sr. Sub. Notes</b>           |     |                                 |                     |
|   | 570 | 9.50%, 4/15/14                  | \$ 436,050          |
|   |     |                                 | <b>\$ 436,050</b>   |
| Electronic/Electric 0.5%                              |     |                                 |                     |
| <b>Advanced Micro Devices, Inc., Sr. Notes</b>        |     |                                 |                     |
|   | 230 | 7.75%, 11/1/12                  | \$ 143,175          |
| <b>Amkor Technologies, Inc., Sr. Notes</b>            |     |                                 |                     |
|   | 50  | 7.125%, 3/15/11                 | 36,437              |
|   | 50  | 7.75%, 5/15/13                  | 30,187              |
|   | 225 | 9.25%, 6/1/16                   | 132,750             |
| <b>Avago Technologies Finance</b>                     |     |                                 |                     |
|   | 195 | 10.125%, 12/1/13                | 159,169             |
|   | 240 | 11.875%, 12/1/15                | 186,300             |
| <b>First Data Corp.</b>                               |     |                                 |                     |
|   | 15  | 9.875%, 9/24/15                 | 8,700               |
| <b>NXP BV/NXP Funding, LLC, Variable Rate</b>         |     |                                 |                     |
|   | 875 | 7.503%, 10/15/13                | 219,844             |
| <b>SunGard Data Systems, Inc., Sr. Notes</b>          |     |                                 |                     |
|   | 880 | 10.625%, 5/15/15 <sup>(5)</sup> | 682,000             |
|   |     |                                 | <b>\$ 1,598,562</b> |
| Financial Intermediaries 0.2%                         |     |                                 |                     |
| <b>Ford Motor Credit Co.</b>                          |     |                                 |                     |
|   | 380 | 7.375%, 10/28/09                | \$ 232,052          |
| <b>Ford Motor Credit Co., Sr. Notes</b>               |     |                                 |                     |
|   | 465 | 7.875%, 6/15/10                 | 237,093             |
|   | 20  | 9.875%, 8/10/11                 | 9,405               |
| <b>General Motors Acceptance Corp., Variable Rate</b> |     |                                 |                     |
|   | 125 | 3.399%, 5/15/09                 | 81,406              |

|   |     |                  |                     |
|---|-----|------------------|---------------------|
|   |     | \$               | <b>559,956</b>      |
| Food Products 0.2%  |     |                  |                     |
| <b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Disc. Notes</b> |     |                  |                     |
|   | 580 | 11.50%, 11/1/11  | \$ 498,800          |
|   |     |                  | <b>\$ 498,800</b>   |
| Food Service 0.2%   |     |                  |                     |
| <b>Aramark Services, Inc.</b>                                   |     |                  |                     |
|   | 160 | 8.50%, 2/1/15    | \$ 133,600          |
| <b>El Pollo Loco, Inc.</b>                                      |     |                  |                     |
|   | 410 | 11.75%, 11/15/13 | 305,450             |
| <b>NPC International, Inc., Sr. Sub. Notes</b>                  |     |                  |                     |
|   | 385 | 9.50%, 5/1/14    | 263,725             |
|   |     |                  | <b>\$ 702,775</b>   |
| Food/Drug Retailers 0.3%  |     |                  |                     |
| <b>General Nutrition Center, Sr. Notes, Variable Rate (PIK)</b> |     |                  |                     |
|   | 755 | 7.584%, 3/15/14  | \$ 437,900          |
| <b>General Nutrition Center, Sr. Sub. Notes</b>                 |     |                  |                     |
|   | 430 | 10.75%, 3/15/15  | 249,400             |
| <b>Rite Aid Corp.</b>   |     |                  |                     |
|   | 30  | 10.375%, 7/15/16 | 20,250              |
|   | 515 | 7.50%, 3/1/17    | 296,125             |
|   |     |                  | <b>\$ 1,003,675</b> |
| Forest Products 0.2%  |     |                  |                     |
| <b>Jefferson Smurfit Corp., Sr. Notes</b>                       |     |                  |                     |
|   | 105 | 8.25%, 10/1/12   | \$ 29,925           |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b><br><b>(000 s omitted)</b>          | <b>Security</b>       | <b>Value</b>      |
|---|-----------------------|-------------------|
| Forest Products (continued)                                 |                       |                   |
|   | 85 7.50%, 6/1/13      | 25,075            |
| <b>NewPage Corp.</b>  | 610 10.00%, 5/1/12    | 332,450           |
|   | 385 12.00%, 5/1/13    | 134,750           |
| <b>NewPage Corp., Variable Rate</b>                         | 155 9.443%, 5/1/12    | 82,150            |
| <b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b>          | 305 11.375%, 8/1/16   | 114,375           |
|   |                       | <b>\$ 718,725</b> |
| Healthcare 1.6%   |                       |                   |
| <b>Accellent, Inc.</b>                                      | 320 10.50%, 12/1/13   | \$ 225,600        |
| <b>Advanced Medical Optics, Inc., Sr. Sub. Notes</b>        | 80 7.50%, 5/1/17      | 44,400            |
| <b>AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes</b> | 355 10.00%, 2/15/15   | 331,925           |
| <b>Biomet, Inc.</b>   | 760 11.625%, 10/15/17 | 573,800           |
| <b>Community Health Systems, Inc.</b>                       | 180 8.875%, 7/15/15   | 145,350           |
| <b>DJO Finance, LLC/DJO Finance Corp.</b>                   | 220 10.875%, 11/15/14 | 161,700           |
| <b>HCA, Inc.</b>  | 291 8.75%, 9/1/10     | 270,630           |
|   | 34 7.875%, 2/1/11     | 29,410            |
|   | 150 9.125%, 11/15/14  | 122,250           |

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|  |       |                                 |    |                  |
|--|-------|---------------------------------|----|------------------|
|  | 465   | 9.25%, 11/15/16                 |    | 378,975          |
| <b>MultiPlan Inc., Sr. Sub. Notes</b>                  |       |                                 |    |                  |
|  | 540   | 10.375%, 4/15/16 <sup>(5)</sup> |    | 450,900          |
| <b>National Mentor Holdings, Inc.</b>                  |       |                                 |    |                  |
|  | 355   | 11.25%, 7/1/14                  |    | 296,425          |
| <b>Res-Care, Inc., Sr. Notes</b>                       |       |                                 |    |                  |
|  | 220   | 7.75%, 10/15/13                 | \$ | 199,100          |
| <b>US Oncology, Inc.</b>                               |       |                                 |    |                  |
|  | 440   | 9.00%, 8/15/12                  |    | 368,500          |
|  | 1,940 | 10.75%, 8/15/14                 |    | 1,464,700        |
|  |       |                                 | \$ | <b>5,063,665</b> |
|  |       |                                 |    |                  |
| Home Furnishings                                       |       | 0.0%                            |    |                  |
| <b>Interline Brands, Inc., Sr. Sub. Notes</b>          |       |                                 |    |                  |
|  | 125   | 8.125%, 6/15/14                 | \$ | 94,375           |
|  |       |                                 | \$ | <b>94,375</b>    |
|  |       |                                 |    |                  |
| Industrial Equipment                                   |       | 0.1%                            |    |                  |
| <b>Chart Industries, Inc., Sr. Sub. Notes</b>          |       |                                 |    |                  |
|  | 215   | 9.125%, 10/15/15                | \$ | 156,950          |
| <b>ESCO Corp., Sr. Notes</b>                           |       |                                 |    |                  |
|  | 160   | 8.625%, 12/15/13 <sup>(5)</sup> |    | 124,000          |
| <b>ESCO Corp., Sr. Notes, Variable Rate</b>            |       |                                 |    |                  |
|  | 160   | 6.694%, 12/15/13 <sup>(5)</sup> |    | 104,800          |
|  |       |                                 | \$ | <b>385,750</b>   |
|  |       |                                 |    |                  |
| Insurance  |       | 0.1%                            |    |                  |
| <b>Alliant Holdings I, Inc.</b>                        |       |                                 |    |                  |
|  | 115   | 11.00%, 5/1/15 <sup>(5)</sup>   | \$ | 82,513           |
| <b>Hub International Holdings, Inc.</b>                |       |                                 |    |                  |
|  | 140   | 9.00%, 12/15/14 <sup>(5)</sup>  |    | 93,275           |
| <b>U.S.I. Holdings Corp., Sr. Notes, Variable Rate</b> |       |                                 |    |                  |
|  | 115   | 6.024%, 11/15/14 <sup>(5)</sup> |    | 47,869           |

|   |                                  |    |                  |
|---|----------------------------------|----|------------------|
|   |                                  | \$ | 223,657          |
| Leisure Goods/Activities/Movies 0.4%  |                                  |    |                  |
| <b>AMC Entertainment, Inc.</b>  |                                  |    |                  |
| 760   | 11.00%, 2/1/16                   | \$ | 543,400          |
| <b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.</b>                |                                  |    |                  |
| 220   | 12.50%, 4/1/13 <sup>(4)(5)</sup> |    | 42,900           |
| <b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate</b> |                                  |    |                  |
| 405   | 0.00%, 4/1/12 <sup>(4)(5)</sup>  |    | 180,225          |
| <b>Marquee Holdings, Inc., Sr. Disc. Notes</b>  |                                  |    |                  |
| 515   | 9.505%, 8/15/14                  |    | 293,550          |
| <b>Royal Caribbean Cruises, Sr. Notes</b>   |                                  |    |                  |
| 105   | 7.00%, 6/15/13                   |    | 63,525           |
| 40  | 6.875%, 12/1/13                  |    | 24,200           |
| 25  | 7.25%, 6/15/16                   |    | 14,375           |
| 50  | 7.25%, 3/15/18                   |    | 28,750           |
| <b>Universal City Development Partners, Sr. Notes</b>                                 |                                  |    |                  |
| 280   | 11.75%, 4/1/10                   | \$ | 182,700          |
|   |                                  | \$ | <b>1,373,625</b> |
| Lodging and Casinos 1.0%  |                                  |    |                  |
| <b>Buffalo Thunder Development Authority</b>  |                                  |    |                  |
| 535   | 9.375%, 12/15/14 <sup>(5)</sup>  | \$ | 173,875          |
| <b>CCM Merger, Inc.</b>   |                                  |    |                  |
| 370   | 8.00%, 8/1/13 <sup>(5)</sup>     |    | 209,050          |
| <b>Chukchansi EDA, Sr. Notes, Variable Rate</b>                                       |                                  |    |                  |
| 310   | 6.095%, 11/15/12 <sup>(5)</sup>  |    | 144,150          |
| <b>Fontainebleau Las Vegas Casino, LLC</b>  |                                  |    |                  |
| 525   | 10.25%, 6/15/15 <sup>(5)</sup>   |    | 70,875           |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b><br><b>(000 s omitted)</b>            | <b>Security</b>                   | <b>Value</b> |
|---|-----------------------------------|--------------|
| Lodging and Casinos (continued)                               |                                   |              |
| <b>Galaxy Entertainment Finance</b>                           |                                   |              |
| 320   | 9.875%, 12/15/12 <sup>(5)</sup>   | 120,000      |
| <b>Greektown Holdings, LLC, Sr. Notes</b>                     |                                   |              |
| 110   | 10.75%, 12/1/13 <sup>(4)(5)</sup> | 23,100       |
| <b>Host Hotels and Resorts, LP, Sr. Notes</b>                 |                                   |              |
| 280   | 6.75%, 6/1/16                     | 187,600      |
| <b>Indianapolis Downs, LLC &amp; Capital Corp., Sr. Notes</b> |                                   |              |
| 150   | 11.00%, 11/1/12 <sup>(5)</sup>    | 72,000       |
| <b>Inn of the Mountain Gods, Sr. Notes</b>                    |                                   |              |
| 565   | 12.00%, 11/15/10                  | 189,275      |
| <b>Majestic HoldCo, LLC</b>                                   |                                   |              |
| 150   | 12.50%, 10/15/11 <sup>(5)</sup>   | 938          |
| <b>MGM Mirage, Inc.</b>                                       |                                   |              |
| 20  | 7.50%, 6/1/16                     | 10,400       |
| <b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b>        |                                   |              |
| 165   | 8.00%, 4/1/12                     | 104,775      |
| 240   | 7.125%, 8/15/14                   | 136,800      |
| 260   | 6.875%, 2/15/15                   | 140,400      |
| <b>OED Corp./Diamond Jo, LLC</b>                              |                                   |              |
| 125   | 8.75%, 4/15/12                    | 86,875       |
| <b>Park Place Entertainment</b>                               |                                   |              |
| 805   | 7.875%, 3/15/10                   | 422,625      |
| <b>Pinnacle Entertainment, Inc., Sr. Sub. Notes</b>           |                                   |              |
| 25  | 8.25%, 3/15/12                    | 18,375       |
| 155   | 7.50%, 6/15/15                    | 86,025       |
| <b>Pokagon Gaming Authority, Sr. Notes</b>                    |                                   |              |
| 112   | 10.375%, 6/15/14 <sup>(5)</sup>   | 95,200       |
| <b>San Pasqual Casino</b>                                     |                                   |              |
| 125   | 8.00%, 9/15/13 <sup>(5)</sup>     | 93,125       |
| <b>Scientific Games Corp.</b>                                 |                                   |              |
| 65  | 7.875%, 6/15/16 <sup>(5)</sup>    | 47,125       |
| <b>Seminole Hard Rock Entertainment, Variable Rate</b>        |                                   |              |
| 195   | 5.319%, 3/15/14 <sup>(5)</sup>    | 104,325      |
| <b>Trump Entertainment Resorts, Inc.</b>                      |                                   |              |

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|  |                                |    |                  |
|--|--------------------------------|----|------------------|
| 55   | 8.50%, 6/1/15 <sup>(4)</sup>   | \$ | 8,250            |
| <b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>   |                                |    |                  |
| 345  | 9.00%, 11/15/15 <sup>(5)</sup> |    | 293,250          |
| <b>Waterford Gaming, LLC, Sr. Notes</b>            |                                |    |                  |
| 347  | 8.625%, 9/15/14 <sup>(5)</sup> |    | 237,176          |
| <b>Wynn Las Vegas, LLC</b>                         |                                |    |                  |
| 435  | 6.625%, 12/1/14                |    | 309,938          |
|  |                                | \$ | <b>3,385,527</b> |
| Nonferrous Metals/Minerals 0.2%                    |                                |    |                  |
| <b>Aleris International, Inc., Sr. Notes (PIK)</b> |                                |    |                  |
| 560  | 9.00%, 12/15/14                | \$ | 36,400           |
| <b>FMG Finance PTY, Ltd.</b>                       |                                |    |                  |
| 785  | 10.625%, 9/1/16 <sup>(5)</sup> |    | 447,450          |
| <b>Freeport-McMoran C and G, Sr. Notes</b>         |                                |    |                  |
| 220  | 8.375%, 4/1/17                 |    | 156,408          |
|  |                                | \$ | <b>640,258</b>   |
| Oil and Gas 1.1%                                   |                                |    |                  |
| <b>Allis-Chalmers Energy, Inc., Sr. Notes</b>      |                                |    |                  |
| 445  | 9.00%, 1/15/14                 | \$ | 262,550          |
| <b>Cimarex Energy Co., Sr. Notes</b>               |                                |    |                  |
| 135  | 7.125%, 5/1/17                 |    | 105,975          |
| <b>Clayton Williams Energy, Inc.</b>               |                                |    |                  |
| 205  | 7.75%, 8/1/13                  |    | 124,025          |
| <b>Compton Pet Finance Corp.</b>                   |                                |    |                  |
| 410  | 7.625%, 12/1/13                |    | 170,150          |
| <b>Denbury Resources, Inc., Sr. Sub. Notes</b>     |                                |    |                  |
| 55   | 7.50%, 12/15/15                |    | 37,950           |
| <b>El Paso Corp., Sr. Notes</b>                    |                                |    |                  |
| 245  | 9.625%, 5/15/12                |    | 215,458          |
| <b>Encore Acquisition Co., Sr. Sub. Notes</b>      |                                |    |                  |
| 175  | 7.25%, 12/1/17                 |    | 114,625          |
| <b>Forbes Energy Services, Sr. Notes</b>           |                                |    |                  |
| 350  | 11.00%, 2/15/15                |    | 229,250          |
| <b>OPTI Canada, Inc., Sr. Notes</b>                |                                |    |                  |
| 110  | 7.875%, 12/15/14               |    | 42,350           |
| 200  | 8.25%, 12/15/14                |    | 79,000           |
| <b>Parker Drilling Co., Sr. Notes</b>              |                                |    |                  |
| 110  | 9.625%, 10/1/13                |    | 91,300           |

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|  |                                   |    |         |
|--|-----------------------------------|----|---------|
| <b>Petrohawk Energy Corp., Sr. Notes</b>       |                                   |    |         |
| 890  | 9.125%, 7/15/13                   |    | 685,300 |
| 140  | 7.875%, 6/1/15 <sup>(5)</sup>     |    | 99,400  |
| <b>Petroleum Development Corp., Sr. Notes</b>  |                                   |    |         |
| 135  | 12.00%, 2/15/18                   |    | 93,150  |
| <b>Petroplus Finance, Ltd.</b>                 |                                   |    |         |
| 510  | 7.00%, 5/1/17 <sup>(5)</sup>      | \$ | 318,750 |
| <b>Plains Exploration &amp; Production Co.</b> |                                   |    |         |
| 195  | 7.00%, 3/15/17                    |    | 131,625 |
| <b>Quicksilver Resources, Inc.</b>             |                                   |    |         |
| 25   | 8.25%, 8/1/15                     |    | 16,250  |
| 320  | 7.125%, 4/1/16                    |    | 185,600 |
| <b>Sandridge Energy, Inc., Sr. Notes</b>       |                                   |    |         |
| 335  | 8.00%, 6/1/18 <sup>(5)</sup>      |    | 216,075 |
| <b>SemGroup L.P., Sr. Notes</b>                |                                   |    |         |
| 605  | 8.75%, 11/15/15 <sup>(4)(5)</sup> |    | 15,125  |
| <b>SESI, LLC, Sr. Notes</b>                    |                                   |    |         |
| 65   | 6.875%, 6/1/14                    |    | 45,825  |

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Eaton Vance Floating-Rate Income Trust as of November 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited) CONT D

| <b>Principal Amount*</b><br><b>(000 s omitted)</b>             | <b>Security</b>                   | <b>Value</b>        |
|--|-----------------------------------|---------------------|
| Oil and Gas (continued)  |                                   |                     |
| <b>Stewart &amp; Stevenson, LLC, Sr. Notes</b>                 |                                   |                     |
| 465  | 10.00%, 7/15/14                   | 290,625             |
| <b>VeraSun Energy Corp.</b>                                    |                                   |                     |
| 115  | 9.875%, 12/15/12                  | 66,700              |
|  |                                   | <b>\$ 3,637,058</b> |
| Publishing 0.4%  |                                   |                     |
| <b>Dex Media West/Finance, Series B</b>                        |                                   |                     |
| 90   | 9.875%, 8/15/13                   | \$ 20,025           |
| <b>Harland Clarke Holdings</b>                                 |                                   |                     |
| 40   | 9.50%, 5/15/15                    | 17,800              |
| <b>Laureate Education, Inc.</b>                                |                                   |                     |
| 100  | 10.00%, 8/15/15 <sup>(5)</sup>    | 65,500              |
| <b>Laureate Education, Inc. (PIK)</b>                          |                                   |                     |
| 1,059  | 10.25%, 8/15/15 <sup>(5)</sup>    | 574,281             |
| <b>Local Insight Regatta Holdings, Inc.</b>                    |                                   |                     |
| 100  | 11.00%, 12/1/17                   | 47,500              |
| <b>Nielsen Finance, LLC</b>                                    |                                   |                     |
| 705  | 10.00%, 8/1/14                    | 511,125             |
| 165  | 12.50%, (0% until 8/1/11), 8/1/16 | 61,875              |
| <b>Reader s Digest Association, Inc. (The), Sr. Sub. Notes</b> |                                   |                     |
| 505  | 9.00%, 2/15/17                    | 119,306             |
|  |                                   | <b>\$ 1,417,412</b> |

Radio and Television 0.1%

**Rainbow National Services, LLC, Sr. Sub. Debs.**

|    |     |                                |    |                |
|----|-----|--------------------------------|----|----------------|
| \$ | 335 | 10.375%, 9/1/14 <sup>(5)</sup> | \$ | 291,450        |
|    |     |                                | \$ | <b>291,450</b> |