

EATON VANCE LTD DURATION INCOME FUND
Form N-CSRS
January 08, 2007

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 811-21323

Eaton Vance Limited Duration Income Fund
(Exact name of registrant as specified in charter)

The Eaton Vance Building, 255 State Street, Boston, Massachusetts
(Address of principal executive offices)

02109
(Zip code)

Alan R. Dynner

The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109
(Name and address of agent for service)

Registrant's telephone number, including area code: (617) 482-8260

Date of fiscal year April 30
end:

Date of reporting period: October 31, 2006

Item 1. Reports to Stockholders

Semiannual Report October 31, 2006

EATON VANCE
LIMITED
DURATION
INCOME
FUND

**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.

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 househanded, please contact Eaton Vance at 1-800-262-1122, or contact your financial adviser.

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, by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at 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.

Eaton Vance Limited Duration Income Fund as of October 31, 2006

INVESTMENT UPDATE

The Fund

Performance for the Past Six Months

Based on share price, Eaton Vance Limited Duration Income Fund (the Fund) a closed-end fund traded on the American Stock Exchange (AMEX) had a total return of 11.19% for the six months ended October 31, 2006.(1) That return was the result of an increase in share price to \$18.21 on October 31, 2006, from \$17.09 on April 30, 2006, and the reinvestment of \$0.757 in dividends.

Based on net asset value (NAV), the Fund had a total return of 4.01% for the six months ended October 31, 2006.(1) That return was the result of a decrease in NAV per share to \$18.15 on October 31, 2006, from \$18.21 on April 30, 2006, and the reinvestment of \$0.757 in dividends.

Based on its October 31, 2006, monthly dividend of \$0.1261 and a closing share price of \$18.21 on that date, the Fund had a market yield of 8.31%.(2)

Recent Fund Developments

The Fund's managers continued to diversify the Fund's bond and floating-rate loan investments across a wide range of industry sectors. In an uncertain economic environment, the Fund maintained investments in cyclical industries that would respond to an economic uptick, as well as non-economically sensitive companies with a more stable revenue and earnings outlook.

During the first half of the period, the segment of the Fund investing in floating-rate loans benefited from rising short-term interest rates. While loan prices declined slightly during the period, the loan market enjoyed generally stable fundamentals, including a low default rate. Record new issuance from strong merger and acquisition activity met with robust investor demand. As a result, the supply/demand balance was closer to equilibrium than it had been in recent years and credit spreads over the London Inter-Bank Offered Rate (LIBOR) the benchmark over which loan interest rates are typically set stabilized.

During the period, the high-yield market was characterized by narrow spreads, record issuance and strong demand from investors searching for yield. Fund management positioned bond investments defensively through an emphasis on short duration and senior high-yield paper. Automotive company credit bonds were among the Fund's leading performers, as they responded well to the prospect of company reorganizations. Health care, telecommunications and energy bonds were also strong contributors. Health care companies were helped by cost containments and improving margins, while telecommunications providers enjoyed strong free cash flow and energy companies benefited from surging oil prices.

Within the mortgage-backed securities (MBS) segment of the Fund, prepayment rates for MBS continued to edge lower during the period. Spreads on seasoned MBS, the Portfolio's current focus when investing in MBS, remained at historically tight levels. The MBS market continued to be well-supported by strong demand from foreign buyers.

At October 31, 2006, the Fund had leverage in the amount of approximately 35.7% of the Fund's total assets. The Fund is leveraged through the issuance of Auction Preferred Shares and its securities lending program. Use of financial leverage creates an opportunity for increased income, but, at the same time, creates special risks (including the likelihood of greater volatility of net asset value and market price of common shares).

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.

Shares of the Fund 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. Yield will vary.

(1) Performance results reflect the effect of leverage resulting from the Fund's issuance of Auction Preferred Shares and its securities lending program. In the event of a rise in long-term interest rates, the value of the Fund's investment portfolio could decline, which would reduce the asset coverage for its Auction Preferred Shares.

(2) The Fund's market yield is calculated by dividing the most recent dividend per share by the share market price at the end of the period and annualizing the result.

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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. 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 Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

Eaton Vance Limited Duration Income Fund as of October 31, 2006

FUND PERFORMANCE

Performance⁽¹⁾

Average Annual Total Return (by share price, AMEX)

Six Months	11.19%
One Year	18.37
Life of Fund (5/30/03)	7.19

Average Annual Total Return (at net asset value)

Six Months	4.01%
One Year	9.02
Life of Fund (5/30/03)	7.09

(1) Performance results reflect the effect of leverage resulting from the Fund's issuance of Auction Preferred Shares and its securities lending program. In the event of a rise in long-term interest rates, the value of the Fund's investment portfolio could decline, which would reduce the asset coverage for its Auction Preferred Shares.

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. 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 Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

Fund Allocations⁽²⁾

By Total Investments

(2) Fund allocations are shown as a percentage of the Fund's total investments as of 10/31/06. Fund allocations may not be representative of the Fund's current or future investments and are subject to change due to active management.

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating Rate Interests	58.5%	Principal Amount	Borrower/Tranche Description	Value
Aerospace and Defense	1.2%			
Alliant Techsystems, Inc.			Term Loan, 6.46%, Maturing March 31, 2009	\$ 664,105
		\$ 663,000		
CACI International, Inc.			Term Loan, 6.93%, Maturing May 3, 2011	1,344,588
		1,340,625		
Delta Air Lines, Inc.			Term Loan, 8.02%, Maturing March 16, 2008	1,744,413
		1,725,000	Term Loan, 12.77%, Maturing March 16, 2008	2,059,500
		2,000,000		
Dresser Rand Group, Inc.			Term Loan, 7.48%, Maturing October 29, 2011	830,664
		825,813		
DRS Technologies, Inc.			Term Loan, 6.81%, Maturing January 31, 2013	1,223,065
		1,218,875		
Hexcel Corp.			Term Loan, 7.13%, Maturing March 1, 2012	3,290,655
		3,282,449		
IAP Worldwide Services, Inc.			Term Loan, 8.44%, Maturing December 30, 2012	2,235,916
		2,233,125		
K&F Industries, Inc.			Term Loan, 7.32%, Maturing November 18, 2012	2,739,502
		2,726,296		
Spirit Aerosystems, Inc.			Term Loan, 7.57%, Maturing December 31, 2011	1,580,376
		1,566,425		
Standard Aero Holdings, Inc.			Term Loan, 7.61%, Maturing August 24, 2012	1,712,950
		1,709,744		
Transdigm, Inc.			Term Loan, 7.39%, Maturing June 23, 2013	2,115,487
		2,100,000		
Vought Aircraft Industries, Inc.			Term Loan, 7.88%, Maturing December 17, 2011	1,316,951
		1,308,094		
Wesca Aircraft Hardware Corp.			Term Loan, 7.58%, Maturing September 29, 2014	1,522,500
		1,500,000		
Wyle Laboratories, Inc.			Term Loan, 8.22%, Maturing January 28, 2011	300,490
		298,809		
				\$ 24,681,162
Air Transport	0.5%			
Airport Development and Investment			Term Loan, 9.12%, Maturing April 7, 2011	\$ 4,779,583
		GBP 2,500,000		
Northwest Airlines, Inc.				

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	2,800,000	Dip Loan, 7.90%, Maturing August 21, 2008	2,812,250
United Airlines, Inc.			
	239,422	Term Loan, 9.13%, Maturing February 1, 2012	243,612
	1,675,953	Term Loan, 9.25%, Maturing February 1, 2012	1,705,282
			\$ 9,540,727
	Principal Amount	Borrower/Tranche Description	Value
Automotive 2.4%			
Accuride Corp.			
	\$ 2,972,581	Term Loan, 7.44%, Maturing January 31, 2012	\$ 2,981,870
Affina Group, Inc.			
	2,430,692	Term Loan, 8.38%, Maturing November 30, 2011	2,443,606
Axletech International Holding, Inc.			
	1,950,000	Term Loan, 11.87%, Maturing April 21, 2013	1,967,876
Collins & Aikman Products Co.			
	1,232,903	Term Loan, 6.34%, Maturing August 31, 2009 ⁽²⁾	448,468
	148,319	Revolving Loan, 11.75%, Maturing August 31, 2009 ⁽²⁾	54,322
CSA Acquisition Corp.			
	873,722	Term Loan, 7.88%, Maturing December 23, 2011	875,634
	638,213	Term Loan, 7.88%, Maturing December 23, 2011	639,610
	496,250	Term Loan, 7.88%, Maturing December 23, 2012	496,622
Dana Corp.			
	2,400,000	DIP Loan, 7.65%, Maturing April 13, 2008	2,403,600
Dayco Products, LLC			
	2,668,313	Term Loan, 8.02%, Maturing June 21, 2011	2,691,105
Delphi Corp.			
	1,000,000	Term Loan, 8.13%, Maturing October 8, 2007	1,010,000
Exide Technologies, Inc.			
	617,005	Term Loan, 11.75%, Maturing May 5, 2010	647,855
	624,566	Term Loan, 11.75%, Maturing May 5, 2010	655,794
Federal-Mogul Corp.			
	1,950,000	DIP Loan, 7.38%, Maturing December 9, 2006	1,955,179
	5,626,706	Term Loan, 9.07%, Maturing December 9, 2006	5,658,356
Goodyear Tire & Rubber Co.			
	950,000	Term Loan, 5.23%, Maturing April 30, 2010	953,053
	3,185,000	Term Loan, 8.14%, Maturing April 30, 2010	3,214,576
	1,000,000	Term Loan, 8.89%, Maturing March 1, 2011	1,014,583
HLI Operating Co., Inc.			
	2,112,725	Term Loan, 8.96%, Maturing June 3, 2009	2,125,930

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Insurance Auto Auctions, Inc.		Term Loan, 7.90%, Maturing May 19, 2012 ⁽³⁾	
	1,002,717		1,008,984
Key Automotive Group		Term Loan, 8.85%, Maturing June 29, 2010	
	1,082,877		1,095,060
Keystone Automotive Operations, Inc.		Term Loan, 7.86%, Maturing October 30, 2010	
	2,084,250		2,088,158
R.J. Tower Corp.		DIP Revolving Loan, 8.94%, Maturing February 2, 2007	
	1,880,000		1,824,775
Tenneco Automotive, Inc.		Term Loan, 7.40%, Maturing December 12, 2009	
	1,861,375		1,872,136
	817,670	Term Loan, 7.31%, Maturing December 12, 2010	822,397

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Automotive (continued)			
Trimas Corp.			
\$	314,063	Term Loan, 8.13%, Maturing August 2, 2011	\$ 316,418
	1,360,938	Term Loan, 8.25%, Maturing August 2, 2013	1,371,145
TRW Automotive, Inc.			
	1,965,000	Term Loan, 6.75%, Maturing October 31, 2010	1,963,568
	2,285,037	Term Loan, 7.19%, Maturing June 30, 2012	2,282,896
United Components, Inc.			
	2,007,576	Term Loan, 7.70%, Maturing June 30, 2010	2,020,123
			\$ 48,903,699
Beverage and Tobacco 1.1%			
Alliance One International, Inc.			
\$	834,725	Term Loan, 8.82%, Maturing May 13, 2010	\$ 845,159
Constellation Brands, Inc.			
	6,791,667	Term Loan, 6.93%, Maturing June 5, 2013	6,827,275
Culligan International Co.			
	954,999	Term Loan, 7.07%, Maturing September 30, 2011	958,879
Le-Nature's, Inc.			
	1,425,000	Term Loan, 9.39%, Maturing March 1, 2011 ⁽⁴⁾	1,211,250
MafCo Worldwide Corp.			
	1,250,795	Term Loan, 7.39%, Maturing December 8, 2011	1,255,486
National Dairy Holdings, L.P.			
	2,130,673	Term Loan, 7.32%, Maturing March 15, 2012	2,138,663
National Distribution Co.			
	836,000	Term Loan, 11.82%, Maturing June 22, 2010	838,090
Reynolds American, Inc.			
	3,865,313	Term Loan, 7.31%, Maturing May 31, 2012	3,891,585
Southern Wine & Spirits of America, Inc.			
	4,275,881	Term Loan, 6.87%, Maturing May 31, 2012	4,290,582
Sunny Delight Beverages Co.			
	425,782	Term Loan, 11.39%, Maturing August 20, 2010	421,125
			\$ 22,678,094
Building and Development 3.3%			
AP-Newkirk Holdings, LLC			
\$	2,115,553	Term Loan, 7.82%, Maturing December 21, 2007	\$ 2,118,860
Biomed Realty, L.P.			

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	3,690,000	Term Loan, 7.57%, Maturing May 31, 2010	3,680,775
Capital Automotive REIT			
	3,833,885	Term Loan, 7.08%, Maturing December 16, 2010	3,855,600
DMB / CH II, LLC			
	213,333	Term Loan, 7.82%, Maturing September 9, 2009	213,867
Epco / Fantome, LLC			
	1,975,000	Term Loan, 8.37%, Maturing November 23, 2010	1,984,875
	Principal Amount	Borrower/Tranche Description	Value
Building and Development (continued)			
Formica Corp.			
\$	1,343,250	Term Loan, 8.49%, Maturing March 15, 2013	\$ 1,342,831
FT-FIN Acquisition, LLC			
	1,413,217	Term Loan, 7.36%, Maturing November 17, 2007 ⁽³⁾	1,416,750
Gables GP, Inc.			
	119,368	Term Loan, 7.07%, Maturing December 31, 2006	119,605
General Growth Properties, Inc.			
	2,000,000	Term Loan, 6.57%, Maturing February 24, 2011	1,988,462
Hovstone Holdings, LLC			
	1,485,000	Term Loan, 7.37%, Maturing February 28, 2009	1,462,725
Kyle Acquisition Group, LLC			
	802,819	Term Loan, 8.25%, Maturing July 20, 2010	802,819
Landsource Communities, LLC			
	1,002,000	Term Loan, 7.88%, Maturing March 31, 2010	984,673
Lanoga Corp.			
	1,645,875	Term Loan, 7.12%, Maturing June 29, 2013	1,643,131
LNR Property Corp.			
	3,700,000	Term Loan, 8.22%, Maturing July 3, 2011	3,718,115
MAAX Corp.			
	781,682	Term Loan, 8.38%, Maturing June 4, 2011	777,774
Mueller Group, Inc.			
	2,967,080	Term Loan, 7.39%, Maturing October 3, 2012	2,987,170
NCI Building Systems, Inc.			
	1,476,484	Term Loan, 6.84%, Maturing June 18, 2010	1,477,407
Newkirk Master, L.P.			
	2,347,326	Term Loan, 7.07%, Maturing August 11, 2008	2,350,995
	1,833,047	Term Loan, 7.07%, Maturing August 11, 2008	1,835,912
Nortek, Inc.			
	3,993,810	Term Loan, 7.32%, Maturing August 27, 2011	3,988,818
Panolam Industries Holdings, Inc.			
	1,537,947		1,545,636

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		Term Loan, 8.12%, Maturing September 30, 2012	
Ply Gem Industries, Inc.			
	127,484	Term Loan, 8.40%, Maturing August 15, 2011	127,405
	1,912,266	Term Loan, 8.40%, Maturing August 15, 2011	1,911,070
Rubicon GSA II, LLC			
	3,125,000	Term Loan, 8.07%, Maturing July 31, 2008	3,125,000
South Edge, LLC			
	287,500	Term Loan, 7.38%, Maturing October 31, 2009	280,672
Standard Pacific Corp.			
	1,400,000	Term Loan, 6.93%, Maturing May 5, 2013	1,375,500
Stile Acquisition Corp.			
	966,939	Term Loan, 7.38%, Maturing April 6, 2013	946,769
Stile U.S. Acquisition Corp.			
	968,586	Term Loan, 7.38%, Maturing April 6, 2013	948,382

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Building and Development (continued)			
TE/Tousa Senior, LLC			
\$	1,750,000	Term Loan, 8.25%, Maturing August 1, 2008 ⁽³⁾	\$ 1,346,625
Tousa/Kolter, LLC			
	2,330,000	Term Loan, 7.62%, Maturing January 7, 2008	2,332,912
TRU 2005 RE Holding Co.			
	7,325,000	Term Loan, 8.32%, Maturing December 9, 2008	7,347,891
Trustreet Properties, Inc.			
	1,800,000	Term Loan, 7.32%, Maturing April 8, 2010	1,804,500
United Subcontractors, Inc.			
	1,000,000	Term Loan, 12.86%, Maturing June 27, 2013	970,000
WCI Communities, Inc.			
	5,000,000	Term Loan, 7.32%, Maturing December 23, 2010	4,829,690
			\$ 67,643,216
Business Equipment and Services 3.9%			
Acco Brands Corp.			
\$	1,809,457	Term Loan, 7.14%, Maturing August 17, 2012	\$ 1,817,373
Activant Solutions, Inc.			
	995,000	Term Loan, 7.50%, Maturing May 1, 2013	990,025
Affiliated Computer Services			
	1,066,938	Term Loan, 7.39%, Maturing March 20, 2013	1,070,104
	2,817,938	Term Loan, 7.40%, Maturing March 20, 2013	2,826,036
Affinion Group, Inc.			
	3,354,708	Term Loan, 8.17%, Maturing October 17, 2012	3,377,248
Alix Partners LLP			
	1,375,000	Term Loan, 7.88%, Maturing October 12, 2013	1,383,594
Allied Security Holdings, LLC			
	1,692,273	Term Loan, 8.37%, Maturing June 30, 2010	1,707,080
DynCorp International, LLC			
	1,339,600	Term Loan, 7.75%, Maturing February 11, 2011	1,347,972
Info USA, Inc.			
	744,375	Term Loan, 7.07%, Maturing February 14, 2012	743,445
Iron Mountain, Inc.			
	5,527,025	Term Loan, 7.09%, Maturing April 2, 2011	5,543,148
	2,629,029	Term Loan, 7.16%, Maturing April 2, 2011	2,635,602

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Language Line, Inc.			
	2,694,410	Term Loan, 9.63%, Maturing June 11, 2011	2,714,198
Mitchell International, Inc.			
	804,006	Term Loan, 7.37%, Maturing August 15, 2011	807,021
N.E.W. Holdings I, LLC			
	1,015,000	Term Loan, 12.35%, Maturing February 8, 2014	1,035,300
	698,250	Term Loan, 8.11%, Maturing August 8, 2014	702,833
Nielsen Finance, LLC			
	9,125,000	Term Loan, 8.19%, Maturing August 9, 2013	9,168,490
	Principal Amount	Borrower/Tranche Description	Value
Business Equipment and Services (continued)			
Protection One, Inc.			
\$	2,076,432	Term Loan, 7.86%, Maturing March 31, 2012	\$ 2,085,516
Quantum Corp.			
	600,000	Term Loan, 9.44%, Maturing August 22, 2012	600,750
RGIS Holdings, LLC			
	3,130,973	Term Loan, 7.87%, Maturing February 15, 2013	3,129,996
SGS International, Inc.			
	918,063	Term Loan, 8.06%, Maturing December 30, 2011	923,227
SS&C Technologies, Inc.			
	194,384	Term Loan, 8.00%, Maturing November 23, 2012	195,599
	2,286,866	Term Loan, 8.00%, Maturing November 23, 2012	2,301,159
Sungard Data Systems, Inc.			
	14,945,813	Term Loan, 8.00%, Maturing February 11, 2013	15,103,984
TDS Investor Corp.			
EUR	2,000,000	Term Loan, 6.13%, Maturing August 23, 2013	2,560,412
	3,643,112	Term Loan, 8.37%, Maturing August 23, 2013	3,658,726
	356,888	Term Loan, 8.37%, Maturing August 23, 2013	358,418
Transaction Network Services, Inc.			
	948,834	Term Loan, 7.39%, Maturing May 4, 2012	948,834
U.S. Security Holdings, Inc.			
	995,000	Term Loan, 7.77%, Maturing May 8, 2013	999,975
US Investigations Services, Inc.			
	3,259,484	Term Loan, 7.89%, Maturing October 14, 2012	3,277,818
	692,350	Term Loan, 7.89%, Maturing October 14, 2013	695,811
Western Inventory Services			
	975,016	Term Loan, 7.82%, Maturing March 31, 2011	979,891
Williams Scotsman, Inc.			
	2,750,000	Term Loan, 6.82%, Maturing June 27, 2010	2,743,125

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			\$ 78,432,710
Cable and Satellite Television 3.2%			
Atlantic Broadband Finance, LLC			
\$	1,925,325	Term Loan, 8.14%, Maturing February 10, 2011	\$ 1,951,798
Bragg Communications, Inc.			
	2,143,756	Term Loan, 7.08%, Maturing August 31, 2011	2,149,115
Bresnan Broadband Holdings, LLC			
	1,550,000	Term Loan, 9.91%, Maturing March 29, 2014	1,588,104
Charter Communications Operating, LLC			
	16,023,954	Term Loan, 8.01%, Maturing April 28, 2013	16,180,188
CSC Holdings, Inc.			
	3,905,375	Term Loan, 7.15%, Maturing March 29, 2013	3,906,945
Insight Midwest Holdings, LLC			
	1,756,250	Term Loan, 0.00%, Maturing April 6, 2014 ⁽³⁾	1,770,107
	5,268,750	Term Loan, 7.57%, Maturing April 6, 2014	5,310,320

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Cable and Satellite Television (continued)			
Kabel BW GMBH and Co.			
EUR	1,000,000	Term Loan, 5.97%, Maturing June 9, 2013	\$ 1,277,945
EUR	1,000,000	Term Loan, 6.47%, Maturing June 9, 2014	1,284,327
MCC Iowa, LLC			
	3,145,000	Term Loan, 6.50%, Maturing March 31, 2010	3,093,567
Mediacom Broadband Group			
	2,451,512	Term Loan, 6.98%, Maturing January 31, 2015	2,444,619
Mediacom Illinois, LLC			
	4,838,750	Term Loan, 7.22%, Maturing January 31, 2015	4,832,053
NTL Investment Holdings, Ltd.			
	3,266,856	Term Loan, 7.32%, Maturing March 30, 2012	3,287,274
Persona Communications Corp.			
	469,311	Term Loan, 0.00%, Maturing October 12, 2013 ⁽³⁾	472,244
	755,689	Term Loan, 8.12%, Maturing October 12, 2013	760,412
	1,075,000	Term Loan, 11.37%, Maturing April 12, 2014	1,081,719
UGS Corp.			
	4,287,591	Term Loan, 7.13%, Maturing March 31, 2012	4,288,482
UPC Broadband Holding B.V.			
	1,280,000	Term Loan, 7.64%, Maturing March 31, 2013	1,281,542
	1,280,000	Term Loan, 7.64%, Maturing December 31, 2013	1,281,315
Ypso Holding SA			
EUR	2,480,685	Term Loan, 5.84%, Maturing July 28, 2014	3,103,746
EUR	957,340	Term Loan, 5.84%, Maturing July 28, 2014	1,197,790
EUR	1,561,975	Term Loan, 5.84%, Maturing July 28, 2014	1,954,289
			\$ 64,497,901
Chemicals and Plastics 3.3%			
Brenntag Holding GmbH and Co. KG			
\$	490,909	Term Loan, 8.08%, Maturing December 23, 2013	\$ 496,432
	2,009,091	Term Loan, 8.08%, Maturing December 23, 2013	2,029,182
	1,300,000	Term Loan, 12.08%, Maturing December 23, 2015	1,331,890
Celanese Holdings, LLC			
	4,474,373	Term Loan, 7.37%, Maturing June 4, 2011	4,504,736
Gentek, Inc.			

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	1,593,038	Term Loan, 7.37%, Maturing February 25, 2011	1,601,998
	732,407	Term Loan, 9.62%, Maturing February 28, 2012	739,915
Georgia Gulf Corp.			
	1,975,000	Term Loan, 7.32%, Maturing October 3, 2013	1,986,933
Hercules, Inc.			
	1,808,848	Term Loan, 6.87%, Maturing October 8, 2010	1,811,335
Huntsman, LLC			
	8,054,796	Term Loan, 7.07%, Maturing August 16, 2012	8,059,838
Innophos, Inc.			
	396,000	Term Loan, 7.57%, Maturing August 10, 2010	397,856
	Principal Amount	Borrower/Tranche Description	Value
Chemicals and Plastics (continued)			
Invista B.V.			
\$	3,111,528	Term Loan, 6.88%, Maturing April 29, 2011	\$ 3,112,502
	1,649,340	Term Loan, 6.88%, Maturing April 29, 2011	1,649,856
ISP Chemo, Inc.			
	4,925,250	Term Loan, 7.45%, Maturing February 16, 2013	4,947,236
Kranton Polymers, LLC			
	2,643,033	Term Loan, 7.38%, Maturing May 12, 2013	2,654,597
Lucite International Group Holdings			
	279,008	Term Loan, 0.00%, Maturing July 7, 2013 ⁽³⁾	281,365
	794,002	Term Loan, 8.07%, Maturing July 7, 2013	800,712
Lyondell Chemical Co.			
	5,200,000	Term Loan, 7.11%, Maturing August 16, 2013	5,233,041
Mosaic Co.			
	1,536,600	Term Loan, 6.99%, Maturing February 21, 2012	1,537,752
Nalco Co.			
	6,248,617	Term Loan, 7.16%, Maturing November 4, 2010	6,273,468
PQ Corp.			
	1,899,466	Term Loan, 7.38%, Maturing February 10, 2012	1,907,776
Professional Paint, Inc.			
	972,563	Term Loan, 7.63%, Maturing May 31, 2012	974,386
Rockwood Specialties Group, Inc.			
	3,757,775	Term Loan, 7.38%, Maturing December 10, 2012	3,779,852
Solo Cup Co.			
	3,874,427	Term Loan, 8.61%, Maturing February 27, 2011	3,898,945
	725,000	Term Loan, 11.37%, Maturing March 31, 2012	744,031
Solutia, Inc.			
	6,000,000	DIP Loan, 8.96%, Maturing March 31, 2007	6,022,500

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Wellman, Inc.			
	1,250,000	Term Loan, 9.49%, Maturing February 10, 2009	1,256,641
			\$ 68,034,775
Clothing / Textiles 0.4%			
Hanesbrands, Inc.			
\$	2,400,000	Term Loan, 7.68%, Maturing September 5, 2013	\$ 2,423,400
	1,125,000	Term Loan, 9.19%, Maturing March 5, 2014	1,154,733
Propex Fabrics, Inc.			
	1,863,750	Term Loan, 7.63%, Maturing July 31, 2012	1,868,409
St. John Knits International, Inc.			
	1,421,852	Term Loan, 9.32%, Maturing March 23, 2012	1,414,742
The William Carter Co.			
	1,340,026	Term Loan, 6.87%, Maturing July 14, 2012	1,339,398
Warnaco, Inc.			
	995,000	Term Loan, 6.97%, Maturing January 31, 2013	991,269
			\$ 9,191,951

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Conglomerates 1.7%			
Amsted Industries, Inc.			
\$	2,252,159	Term Loan, 7.37%, Maturing October 15, 2010	\$ 2,262,012
Blount, Inc.			
	514,541	Term Loan, 7.10%, Maturing August 9, 2010	516,149
Dundee Holding, Inc.			
	2,761,950	Term Loan, 8.57%, Maturing February 17, 2015	2,782,665
Education Management, LLC			
	2,044,875	Term Loan, 7.88%, Maturing June 1, 2013	2,061,234
Euramax International, Inc.			
	731,363	Term Loan, 8.19%, Maturing June 28, 2012	735,934
	501,316	Term Loan, 12.37%, Maturing June 28, 2013	505,076
	248,684	Term Loan, 12.37%, Maturing June 28, 2013	250,549
Goodman Global Holdings, Inc.			
	1,190,893	Term Loan, 7.25%, Maturing December 23, 2011	1,190,396
Jarden Corp.			
	1,222,767	Term Loan, 7.12%, Maturing January 24, 2012	1,223,072
	3,004,435	Term Loan, 7.37%, Maturing January 24, 2012	3,013,589
Johnson Diversey, Inc.			
	3,403,004	Term Loan, 7.97%, Maturing December 16, 2011	3,434,377
Polymer Group, Inc.			
	4,317,375	Term Loan, 7.61%, Maturing November 22, 2012	4,326,368
PP Acquisition Corp.			
EUR	425,000	Term Loan, 6.37%, Maturing November 12, 2011	544,483
	4,318,041	Term Loan, 8.32%, Maturing November 12, 2011	4,352,227
Rexnord Corp.			
	1,800,000	Term Loan, 7.88%, Maturing July 19, 2013	1,812,375
Sensata Technologies Finance Co.			
	3,815,438	Term Loan, 7.13%, Maturing April 27, 2013	3,796,956
Terex Corp.			
	947,625	Term Loan, 7.12%, Maturing July 13, 2013	951,179
			\$ 33,758,641
Containers and Glass Products 1.7%			
Bluegrass Container Co.			
\$	499,657	Term Loan, 7.60%, Maturing June 30, 2013	\$ 504,888

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	1,669,906	Term Loan, 7.60%, Maturing June 30, 2013	1,687,388
	224,242	Term Loan, 10.32%, Maturing December 30, 2013	227,291
	700,758	Term Loan, 10.32%, Maturing December 30, 2013	710,284
Consolidated Container Holding, LLC			
	1,221,875	Term Loan, 8.63%, Maturing December 15, 2008	1,227,984
Crown Americas, Inc.			
	700,000	Term Loan, 7.07%, Maturing November 15, 2012	701,969
Graham Packaging Holdings Co.			
	472,595	Term Loan, 7.69%, Maturing October 7, 2011	475,380
	Principal Amount	Borrower/Tranche Description	Value
Containers and Glass Products (continued)			
\$	4,421,250	Term Loan, 7.73%, Maturing October 7, 2011	\$ 4,447,304
	2,142,857	Term Loan, 9.69%, Maturing April 7, 2012	2,163,617
Graphic Packaging International, Inc.			
	10,792,061	Term Loan, 7.88%, Maturing August 8, 2010	10,929,854
IPG (US), Inc.			
	1,733,298	Term Loan, 7.64%, Maturing July 28, 2011	1,735,464
Kranson Industries, Inc.			
	1,125,000	Term Loan, 8.17%, Maturing July 31, 2013	1,131,328
Owens-Brockway Glass Container			
	2,125,000	Term Loan, 7.07%, Maturing June 14, 2013	2,130,047
Smurfit-Stone Container Corp.			
	840,428	Term Loan, 4.73%, Maturing November 1, 2011	846,684
	3,972,195	Term Loan, 7.66%, Maturing November 1, 2011	4,001,760
	2,079,259	Term Loan, 7.67%, Maturing November 1, 2011	2,094,735
			\$ 35,015,977
Cosmetics / Toiletries 0.3%			
American Safety Razor Co.			
\$	1,200,000	Term Loan, 11.72%, Maturing July 31, 2014	\$ 1,224,000
Prestige Brands, Inc.			
	3,219,175	Term Loan, 7.71%, Maturing April 7, 2011	3,238,625
Revlon Consumer Products Corp.			
	1,457,560	Term Loan, 11.44%, Maturing July 9, 2010	1,496,429
			\$ 5,959,054
Drugs 0.2%			
Warner Chilcott Corp.			
\$	835,007	Term Loan, 7.87%, Maturing January 18, 2012	\$ 840,375
	54,929	Term Loan, 7.87%, Maturing January 18, 2012	55,162
	10,986	Term Loan, 7.87%, Maturing January 18, 2012	11,032

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	3,041,369	Term Loan, 7.93%, Maturing January 18, 2012	3,060,922
			\$ 3,967,491
Ecological Services and Equipment	0.7%		
Alderwoods Group, Inc.			
\$	530,628	Term Loan, 7.32%, Maturing August 19, 2010	\$ 531,401
Allied Waste Industries, Inc.			
	1,582,106	Term Loan, 5.33%, Maturing January 15, 2012	1,584,826
	3,987,169	Term Loan, 7.15%, Maturing January 15, 2012	3,993,110
Duratek, Inc.			
	778,260	Term Loan, 7.76%, Maturing June 7, 2013	785,313
Energysolutions, LLC			
	81,761	Term Loan, 7.57%, Maturing June 7, 2013	82,502
	1,717,745	Term Loan, 7.76%, Maturing June 7, 2013	1,733,313

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Ecological Services and Equipment (continued)			
Environmental Systems, Inc.			
\$	965,095	Term Loan, 8.88%, Maturing December 12, 2008	\$ 971,127
	1,000,000	Term Loan, 15.37%, Maturing December 12, 2010	1,025,000
IESI Corp.			
	3,464,706	Term Loan, 7.13%, Maturing January 20, 2012	3,470,121
Sensus Metering Systems, Inc.			
	803,355	Term Loan, 7.45%, Maturing December 17, 2010	803,355
	106,709	Term Loan, 7.50%, Maturing December 17, 2010	106,709
			\$ 15,086,777
Electronics / Electrical 1.8%			
Advanced Micro Devices, Inc.			
\$	3,600,000	Term Loan, 7.57%, Maturing December 31, 2013	\$ 3,600,000
AMI Semiconductor, Inc.			
	2,396,107	Term Loan, 6.82%, Maturing April 1, 2012	2,388,619
Aspect Software, Inc.			
	2,650,000	Term Loan, 8.44%, Maturing July 11, 2011	2,660,269
	2,350,000	Term Loan, 12.38%, Maturing July 11, 2013	2,359,792
Communications & Power, Inc.			
	1,465,201	Term Loan, 7.57%, Maturing July 23, 2010	1,471,611
Enersys Capital, Inc.			
	1,539,562	Term Loan, 7.45%, Maturing March 17, 2011	1,547,260
Epicor Software Corp.			
	497,500	Term Loan, 7.83%, Maturing March 30, 2012	499,677
Infor Global Solutions Holdings			
	3,482,857	Term Loan, 9.12%, Maturing July 28, 2012	3,514,057
	1,817,143	Term Loan, 9.12%, Maturing July 28, 2012	1,833,421
Network Solutions, LLC			
	1,166,188	Term Loan, 10.37%, Maturing January 9, 2012	1,180,765
Open Solutions, Inc.			
	944,828	Term Loan, 7.90%, Maturing September 3, 2011	950,142
	1,350,000	Term Loan, 11.90%, Maturing March 3, 2012	1,383,750
Rayovac Corp.			
	3,878,280	Term Loan, 8.39%, Maturing February 7, 2012	3,894,208
Security Co., Inc.			

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	977,527	Term Loan, 8.63%, Maturing June 28, 2010	984,859
	1,500,000	Term Loan, 12.88%, Maturing June 28, 2011	1,518,750
Serena Software, Inc.			
	750,000	Term Loan, 7.62%, Maturing March 10, 2013	751,219
Telcordia Technologies, Inc.			
	4,530,877	Term Loan, 8.15%, Maturing September 15, 2012	4,369,464
Vertafore, Inc.			
	975,000	Term Loan, 11.42%, Maturing January 31, 2013	991,656
			\$ 35,899,519

	Principal Amount	Borrower/Tranche Description	Value
Equipment Leasing 0.7%			
Awac Capital, Inc.			
\$	928,988	Term Loan, 7.19%, Maturing March 22, 2013	\$ 906,924
	3,288,044	Term Loan, 11.44%, Maturing March 22, 2013	3,320,924
Maxim Crane Works, L.P.			
	1,271,376	Term Loan, 7.33%, Maturing January 28, 2010	1,276,143
The Hertz Corp.			
	688,889	Term Loan, 5.39%, Maturing December 21, 2012	694,831
	5,473,319	Term Loan, 7.65%, Maturing December 21, 2012	5,520,527
United Rentals, Inc.			
	565,000	Term Loan, 6.00%, Maturing February 14, 2011	567,531
	1,247,708	Term Loan, 7.32%, Maturing February 14, 2011	1,253,297
			\$ 13,540,177
Farming / Agriculture 0.1%			
Central Garden & Pet Co.			
\$	2,537,250	Term Loan, 6.82%, Maturing February 28, 2014	\$ 2,539,894
			\$ 2,539,894
Financial Intermediaries 1.6%			
AIMCO Properties, L.P.			
\$	7,050,000	Term Loan, 6.91%, Maturing March 23, 2011	\$ 7,067,625
Ameritrade Holding Corp.			
	5,441,506	Term Loan, 6.82%, Maturing December 31, 2012	5,445,473
Citgo III, Ltd.			
	250,000	Term Loan, 8.14%, Maturing August 3, 2013	251,953
	250,000	Term Loan, 8.64%, Maturing August 3, 2014	252,891
Coinstar, Inc.			
	595,897	Term Loan, 7.37%, Maturing July 7, 2011	599,993
Fidelity National Information Solutions, Inc.			
	8,102,085	Term Loan, 7.07%, Maturing March 9, 2013	8,130,215
IPayment, Inc.			

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	1,218,875	Term Loan, 7.36%, Maturing May 10, 2013	1,218,875
LPL Holdings, Inc.			
	4,664,750	Term Loan, 8.30%, Maturing June 30, 2013	4,723,787
Oxford Acquisition III, Ltd.			
EUR	1,000,000	Term Loan, 5.72%, Maturing September 20, 2013	1,293,235
	1,650,000	Term loan, 7.69%, Maturing September 20, 2013	1,664,180
The Macerich Partnership, L.P.			
	1,465,000	Term Loan, 6.88%, Maturing April 25, 2010	1,462,253
			\$ 32,110,480

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Food Products 1.5%			
Acosta, Inc.			
\$	3,017,438	Term Loan, 8.08%, Maturing July 28, 2013	\$ 3,048,240
Advantage Sales & Marketing, Inc.			
	3,631,750	Term Loan, 7.43%, Maturing March 29, 2013	3,621,915
American Seafoods Group, LLC			
	1,407,559	Term Loan, 7.12%, Maturing September 30, 2011	1,407,119
BF Bolthouse HoldCo, LLC			
	2,977,500	Term Loan, 7.63%, Maturing December 16, 2012	2,987,424
	1,475,000	Term Loan, 10.87%, Maturing December 16, 2013	1,489,750
Chiquita Brands, LLC			
	3,785,868	Term Loan, 7.62%, Maturing June 28, 2012	3,786,459
Del Monte Corp.			
	1,796,323	Term Loan, 6.95%, Maturing February 8, 2012	1,801,136
Michael Foods, Inc.			
	1,767,244	Term Loan, 7.54%, Maturing November 21, 2010	1,771,294
Nutro Products, Inc.			
	646,750	Term Loan, 7.37%, Maturing April 26, 2013	648,367
Pinnacle Foods Holdings Corp.			
	5,025,848	Term Loan, 7.37%, Maturing November 25, 2010	5,040,297
QCE Finance, LLC			
	1,225,000	Term Loan, 11.12%, Maturing November 5, 2013	1,245,213
Reddy Ice Group, Inc.			
	3,130,000	Term Loan, 7.12%, Maturing August 9, 2012	3,133,913
			\$ 29,981,127
Food Service 1.1%			
AFC Enterprises, Inc.			
\$	777,117	Term Loan, 7.63%, Maturing May 23, 2009	\$ 781,003
Buffets, Inc.			
	418,182	Term Loan, 4.88%, Maturing June 28, 2009	419,750
	1,901,405	Term Loan, 10.75%, Maturing June 28, 2009	1,908,535
Burger King Corp.			
	2,895,162	Term Loan, 6.88%, Maturing June 30, 2012	2,897,171
Carrols Corp.			
	531,108	Term Loan, 7.88%, Maturing December 31, 2010	533,631

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CBRL Group, Inc.		Term Loan, 6.93%, Maturing April 27, 2013	
	2,610,517		2,606,601
CKE Restaurants, Inc.		Term Loan, 7.38%, Maturing May 1, 2010	
	882,609		885,919
Denny's, Inc.		Term Loan, 8.59%, Maturing September 21, 2009	
	335,306		336,704
Domino's, Inc.		Term Loan, 6.88%, Maturing June 25, 2010	
	8,444,101		8,451,135
	Principal Amount	Borrower/Tranche Description	Value
Food Service (continued)			
Jack in the Box, Inc.		Term Loan, 6.88%, Maturing January 8, 2011	
\$	1,458,750		\$ 1,464,677
Maine Beverage Co., LLC		Term Loan, 7.12%, Maturing June 30, 2010	
	867,187		865,020
NPC International, Inc.		Term Loan, 7.10%, Maturing May 3, 2013	
	520,833		519,531
Sagittarius Restaurants, LLC		Term Loan, 7.62%, Maturing March 29, 2013	
	497,500		499,832
			\$ 22,169,509
Food / Drug Retailers 0.8%			
Cumberland Farms, Inc.		Term Loan, 7.37%, Maturing September 29, 2013	
\$	2,075,000		\$ 2,085,375
General Nutrition Centers, Inc.		Term Loan, 8.11%, Maturing December 5, 2009	
	2,244,345		2,264,685
Giant Eagle, Inc.		Term Loan, 6.90%, Maturing November 7, 2012	
	2,059,437		2,061,691
Roundy's Supermarkets, Inc.		Term Loan, 8.42%, Maturing November 3, 2011	
	3,771,500		3,805,915
Sonic Corp.		Term Loan, 7.32%, Maturing September 22, 2013	
	864,000		867,240
Supervalu, Inc.		Term Loan, 7.19%, Maturing June 1, 2012	
	1,965,125		1,972,372
The Jean Coutu Group (PJC), Inc.		Term Loan, 7.94%, Maturing July 30, 2011	
	2,698,180		2,710,376
The Pantry, Inc.		Term Loan, 7.07%, Maturing January 2, 2012	
	967,688		971,014
			\$ 16,738,668
Forest Products 1.5%			
Appleton Papers, Inc.		Term Loan, 7.65%, Maturing June 11, 2010	
\$	1,998,410		\$ 2,008,402
Boise Cascade Holdings, LLC			

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	6,207,829	Term Loan, 7.11%, Maturing October 29, 2011	6,243,139
Buckeye Technologies, Inc.			
	539,491	Term Loan, 7.38%, Maturing April 15, 2010	539,940
Georgia-Pacific Corp.			
	10,694,187	Term Loan, 7.39%, Maturing December 20, 2012	10,761,764
	3,250,000	Term Loan, 8.39%, Maturing December 23, 2013	3,295,575
NewPage Corp.			
	2,393,698	Term Loan, 8.36%, Maturing May 2, 2011	2,423,619

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Forest Products (continued)			
RLC Industries Co.			
\$	2,014,113	Term Loan, 6.82%, Maturing February 20, 2010	\$ 2,011,596
Xerium Technologies, Inc.			
	4,226,244	Term Loan, 7.62%, Maturing May 18, 2012	4,220,961
			\$ 31,504,996
Healthcare 4.5%			
Accellent, Inc.			
\$	1,439,125	Term Loan, 7.40%, Maturing November 22, 2012	\$ 1,442,723
Alliance Imaging, Inc.			
	2,217,228	Term Loan, 7.94%, Maturing December 29, 2011	2,223,465
American Medical Systems			
	2,250,000	Term Loan, 7.81%, Maturing July 20, 2012	2,252,813
Ameripath, Inc.			
	1,741,250	Term Loan, 7.39%, Maturing October 31, 2012	1,744,080
AMN Healthcare, Inc.			
	508,187	Term Loan, 7.12%, Maturing November 2, 2011	509,935
AMR HoldCo, Inc.			
	1,206,616	Term Loan, 7.28%, Maturing February 10, 2012	1,208,879
Bushnell Performance Optics			
	990,238	Term Loan, 8.37%, Maturing August 19, 2011	996,427
Caremore Holdings, Inc.			
	1,119,375	Term Loan, 8.62%, Maturing February 28, 2013	1,126,022
Community Health Systems, Inc.			
	11,615,956	Term Loan, 7.15%, Maturing August 19, 2011	11,635,656
Concentra Operating Corp.			
	4,874,212	Term Loan, 7.62%, Maturing September 30, 2011	4,902,390
Conmed Corp.			
	1,417,875	Term Loan, 7.32%, Maturing April 13, 2013	1,419,647
CRC Health Corp.			
	597,000	Term Loan, 7.62%, Maturing February 6, 2013	597,746
Davita, Inc.			
	9,235,338	Term Loan, 7.43%, Maturing October 5, 2012	9,291,821
DJ Orthopedics, LLC			
	450,911	Term Loan, 6.88%, Maturing April 7, 2013	450,347
Encore Medical IHC, Inc.			

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	1,432,096	Term Loan, 8.30%, Maturing October 4, 2010	1,435,676
FGX International, Inc.			
	334,000	Term Loan, 13.14%, Maturing December 9, 2013	317,300
FHC Health Systems, Inc.			
	1,857,143	Term Loan, 11.40%, Maturing December 18, 2009	1,926,786
	1,300,000	Term Loan, 13.40%, Maturing December 18, 2009	1,348,750
Fresenius Medical Care Holdings			
	4,900,375	Term Loan, 6.75%, Maturing March 31, 2013	4,876,211
	Principal Amount	Borrower/Tranche Description	Value
Healthcare (continued)			
Hanger Orthopedic Group, Inc.			
	\$ 947,625	Term Loan, 7.87%, Maturing May 30, 2013	\$ 952,166
HealthSouth Corp.			
	2,793,000	Term Loan, 8.62%, Maturing March 10, 2013	2,807,741
Iasis Healthcare, LLC			
	1,984,772	Term Loan, 7.62%, Maturing June 16, 2011	1,997,177
Kinetic Concepts, Inc.			
	2,629,647	Term Loan, 7.12%, Maturing October 3, 2009	2,637,045
La Petite Academy, Inc.			
	925,000	Term Loan, 10.04%, Maturing August 21, 2012	931,359
Leiner Health Products, Inc.			
	1,099,688	Term Loan, 8.88%, Maturing May 27, 2011	1,106,102
Lifecare Holdings, Inc.			
	965,250	Term Loan, 7.57%, Maturing August 11, 2012	891,650
Lifepoint Hospitals, Inc.			
	5,647,698	Term Loan, 6.95%, Maturing April 15, 2012	5,629,343
Magellan Health Services, Inc.			
	277,778	Term Loan, 5.20%, Maturing August 15, 2008	278,472
	243,056	Term Loan, 7.17%, Maturing August 15, 2008	243,663
Matria Healthcare, Inc.			
	600,000	Term Loan, 12.15%, Maturing January 19, 2007	612,000
	1,280,676	Term Loan, 7.63%, Maturing January 19, 2012	1,284,679
Medcath Holdings Corp.			
	200,226	Term Loan, 7.86%, Maturing July 2, 2011	200,414
Multiplan Merger Corp.			
	1,586,324	Term Loan, 7.85%, Maturing April 12, 2013	1,590,289
National Mentor Holdings, Inc.			
	81,200	Term Loan, 5.32%, Maturing June 29, 2013	81,606
	1,365,378	Term Loan, 7.87%, Maturing June 29, 2013	1,372,205

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National Rental Institutes, Inc.		Term Loan, 7.59%, Maturing March 31, 2013	
	2,144,625		2,147,306
PER-SE Technologies, Inc.		Term Loan, 7.57%, Maturing January 6, 2013	
	1,239,080		1,246,438
Quintiles Transnational Corp.		Term Loan, 7.37%, Maturing March 31, 2013	
	1,243,750		1,245,149
	2,225,000	Term Loan, 9.37%, Maturing March 31, 2014	2,265,675
Renal Advantage, Inc.		Term Loan, 7.89%, Maturing October 5, 2012	
	396,123		399,341
Select Medical Holding Corp.		Term Loan, 7.15%, Maturing February 24, 2012	
	2,043,875		2,008,491
Sunrise Medical Holdings, Inc.		Term Loan, 8.89%, Maturing May 13, 2010	
	2,999,773		2,992,273
Talecris Biotherapeutics, Inc.		Term Loan, 8.64%, Maturing March 31, 2010	
	1,177,075		1,182,960
	437,500	Term Loan, 8.89%, Maturing May 31, 2010	437,500

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Healthcare (continued)			
Vanguard Health Holding Co., LLC			
\$	2,242,868	Term Loan, 7.87%, Maturing September 23, 2011	\$ 2,247,775
Ventiv Health, Inc.			
	942,857	Term Loan, 6.87%, Maturing October 5, 2011	939,911
VWR International, Inc.			
	2,307,917	Term Loan, 7.63%, Maturing April 7, 2011	2,314,410
			\$ 91,749,814
Home Furnishings 0.7%			
Grohe Holding GMBH			
EUR	1,000,000	Term Loan, 5.78%, Maturing July 14, 2012	\$ 1,278,282
EUR	1,000,000	Term Loan, 6.06%, Maturing July 14, 2013	1,283,990
Interline Brands, Inc.			
	1,008,342	Term Loan, 7.11%, Maturing June 23, 2013	1,010,233
	1,310,845	Term Loan, 7.12%, Maturing June 23, 2013	1,313,303
Knoll, Inc.			
	1,679,191	Term Loan, 7.12%, Maturing October 3, 2012	1,689,162
National Bedding Co., LLC			
	1,050,000	Term Loan, 10.37%, Maturing August 31, 2012	1,059,844
Oreck Corp.			
	1,825,625	Term Loan, 8.12%, Maturing February 2, 2012	1,827,337
Simmons Co.			
	3,795,769	Term Loan, 7.17%, Maturing December 19, 2011	3,824,830
			\$ 13,286,981
Industrial Equipment 0.6%			
Aearo Technologies, Inc.			
\$	500,000	Term Loan, 11.87%, Maturing September 24, 2013	\$ 507,500
Alliance Laundry Holdings, LLC			
	496,628	Term Loan, 7.57%, Maturing January 27, 2012	500,197
Colfax Corp.			
	2,267,365	Term Loan, 7.38%, Maturing May 30, 2009	2,280,119
Douglas Dynamics Holdings, Inc.			
	1,738,428	Term Loan, 7.12%, Maturing December 16, 2010	1,734,082
Flowserve Corp.			
	2,340,688	Term Loan, 6.88%, Maturing August 10, 2012	2,345,441
Gleason Corp.			

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	850,000	Term Loan, 7.91%, Maturing June 30, 2013	856,375
	400,000	Term Loan, 10.94%, Maturing December 31, 2013	405,000
MTD Products, Inc.			
	977,500	Term Loan, 6.88%, Maturing June 1, 2010	970,169
	Principal Amount	Borrower/Tranche Description	Value
Industrial Equipment (continued)			
Nacco Materials Handling Group, Inc.			
\$	997,500	Term Loan, 7.36%, Maturing March 22, 2013	\$ 996,253
TFS Acquisition Corp.			
	900,000	Term Loan, 8.92%, Maturing August 11, 2013	906,750
			\$ 11,501,886
Insurance 0.8%			
ARG Holding, Inc.			
\$	1,240,625	Term Loan, 8.38%, Maturing November 30, 2011	\$ 1,246,053
	2,625,000	Term Loan, 12.62%, Maturing November 30, 2012	2,657,813
CCC Information Services Group			
	1,350,000	Term Loan, 7.87%, Maturing February 10, 2013	1,357,594
Conseco, Inc.			
	3,675,000	Term Loan, 7.32%, Maturing October 10, 2013	3,688,781
Hilb, Rogal & Hobbs Co.			
	796,000	Term Loan, 6.87%, Maturing April 26, 2013	796,332
U.S.I. Holdings Corp.			
	300,000	Term Loan, 0.00%, Maturing March 24, 2011 ⁽³⁾	301,500
	5,819,331	Term Loan, 7.69%, Maturing March 24, 2011	5,848,427
			\$ 15,896,500
Leisure Goods / Activities / Movies 4.3%			
24 Hour Fitness Worldwide, Inc.			
\$	2,009,900	Term Loan, 7.99%, Maturing June 8, 2012	\$ 2,024,974
Alliance Atlantis Communications, Inc.			
	707,230	Term Loan, 6.87%, Maturing December 31, 2011	707,967
AMC Entertainment, Inc.			
	2,257,938	Term Loan, 7.45%, Maturing January 26, 2013	2,278,695
AMF Bowling Worldwide, Inc.			
	1,067,702	Term Loan, 8.43%, Maturing August 27, 2009	1,076,377
Augustus 2, Ltd.			
GBP	1,600,000	Term Loan, 7.53%, Maturing June 22, 2014	3,059,229
GBP	1,600,000	Term Loan, 8.03%, Maturing June 22, 2015	3,074,487
Butterfly Wendel US, Inc.			
	387,500	Term Loan, 8.15%, Maturing June 22, 2013	392,889
	387,500		390,951

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		Term Loan, 7.90%, Maturing June 22, 2014	
Carmike Cinemas, Inc.			
	2,977,387	Term Loan, 8.65%, Maturing May 19, 2012	3,009,641
Cedar Fair, L.P.			
	498,750	Term Loan, 7.82%, Maturing August 31, 2011	501,555
	4,014,938	Term Loan, 7.87%, Maturing August 30, 2012	4,063,554
Cinemark, Inc.			
	4,825,000	Term Loan, 7.32%, Maturing October 5, 2013	4,860,811

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Leisure Goods / Activities / Movies (continued)			
Dave & Buster's, Inc.			
\$	995,000	Term Loan, 7.88%, Maturing March 8, 2013	\$ 1,002,463
	997,500	Term Loan, 7.94%, Maturing March 8, 2013	1,004,981
Deluxe Entertainment Services			
	1,100,000	Term Loan, 5.27%, Maturing January 28, 2011	1,083,500
Easton-Bell Sports, Inc.			
	1,492,500	Term Loan, 7.12%, Maturing March 16, 2012	1,496,231
Fender Musical Instruments Co.			
	1,330,000	Term Loan, 11.38%, Maturing October 1, 2012	1,343,300
Metro-Goldwyn-Mayer Holdings, Inc.			
	10,820,625	Term Loan, 8.62%, Maturing April 8, 2012	10,699,856
Red Football, Ltd.			
GBP	4,750,000	Term Loan, 7.58%, Maturing August 16, 2014	9,124,557
GBP	4,750,000	Term Loan, 7.83%, Maturing August 16, 2015	9,169,854
Regal Cinemas Corp.			
	5,350,000	Term Loan, 7.12%, Maturing November 10, 2010	5,348,566
Six Flags Theme Parks, Inc.			
	8,150,492	Term Loan, 8.66%, Maturing June 30, 2009	8,250,466
Southwest Sports Group, LLC			
	1,450,000	Term Loan, 7.88%, Maturing December 22, 2010	1,450,454
Universal City Development Partners, Ltd.			
	2,912,921	Term Loan, 7.39%, Maturing June 9, 2011	2,925,665
WMG Acquisition Corp.			
	900,000	Revolving Loan, 0.00%, Maturing February 28, 2010 ⁽³⁾	875,475
	7,052,097	Term Loan, 7.37%, Maturing February 28, 2011	7,086,920
			\$ 86,303,418
Lodging and Casinos 1.7%			
Ameristar Casinos, Inc.			
\$	1,191,000	Term Loan, 6.90%, Maturing November 10, 2012	\$ 1,192,489
Bally Technologies, Inc.			
	5,811,545	Term Loan, 9.33%, Maturing September 5, 2009	5,832,130
Boyd Gaming Corp.			
	2,888,066	Term Loan, 6.87%, Maturing June 30, 2011	2,892,398
CCM Merger, Inc.			

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	2,605,785	Term Loan, 7.38%, Maturing April 25, 2012	2,607,088
Columbia Entertainment Co.			
	1,697,143	Term Loan, 7.82%, Maturing October 24, 2011	1,705,629
Globalcash Access, LLC			
	734,834	Term Loan, 9.00%, Maturing March 10, 2010	734,834
Isle of Capri Casinos, Inc.			
	4,460,748	Term Loan, 7.18%, Maturing February 4, 2012	4,477,476
Penn National Gaming, Inc.			
	7,845,750	Term Loan, 7.13%, Maturing October 3, 2012	7,896,747
	Principal Amount	Borrower/Tranche Description	Value
Lodging and Casinos (continued)			
Pinnacle Entertainment, Inc.			
\$	2,800,000	Term Loan, 7.32%, Maturing December 14, 2011	\$ 2,810,850
Venetian Casino Resort, LLC			
	4,104,268	Term Loan, 7.12%, Maturing June 15, 2011	4,119,019
	846,241	Term Loan, 7.12%, Maturing June 15, 2011	849,283
			\$ 35,117,943
Nonferrous Metals / Minerals 1.1%			
Alpha Natural Resources, LLC			
\$	2,927,875	Term Loan, 7.12%, Maturing October 26, 2012	\$ 2,935,651
Carmeuse Lime, Inc.			
	687,788	Term Loan, 7.19%, Maturing May 2, 2011	687,788
CII Carbon, LLC			
	496,231	Term Loan, 7.44%, Maturing August 23, 2012	497,472
Compass Minerals Group, Inc.			
	1,814,429	Term Loan, 6.88%, Maturing December 22, 2012	1,817,265
Magnequench International, Inc.			
	1,563,500	Term Loan, 8.88%, Maturing August 31, 2009	1,567,409
Magnum Coal Co.			
	245,455	Term Loan, 8.57%, Maturing March 15, 2013	246,375
	2,442,273	Term Loan, 8.62%, Maturing March 15, 2013	2,451,431
Murray Energy Corp.			
	965,300	Term Loan, 8.40%, Maturing January 28, 2010	974,953
Novelis, Inc.			
	1,304,545	Term Loan, 7.72%, Maturing January 6, 2012	1,310,340
	2,267,372	Term Loan, 7.72%, Maturing January 6, 2012	2,277,443
Stillwater Mining Co.			
	4,867,431	Term Loan, 7.63%, Maturing June 30, 2007	4,891,768
Tube City IMS Corp.			
	2,000,000		2,005,000

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Term Loan, 11.37%, Maturing
October 26, 2011

			\$ 21,662,895
Oil and Gas 1.4%			
Citgo Petroleum Corp.		Term Loan, 6.68%, Maturing November 15, 2012	\$ 1,983,191
	\$ 1,980,304		
Coffeyville Resources, LLC		Term Loan, 5.27%, Maturing June 24, 2011	403,555
	400,601		
	593,428	Term Loan, 7.63%, Maturing July 8, 2012	597,803
	850,000	Term Loan, 12.13%, Maturing June 24, 2013	877,094
Concho Resources, Inc.		Term Loan, 9.37%, Maturing July 6, 2011 ⁽⁴⁾	2,834,062
	2,842,875		
Dynegy Holdings, Inc.		Term Loan, 7.15%, Maturing January 31, 2012	1,000,625
	1,000,000		

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Oil and Gas (continued)			
El Paso Corp.			
\$	1,750,000	Term Loan, 5.33%, Maturing July 31, 2011	\$ 1,763,906
Epco Holdings, Inc.			
	1,011,143	Term Loan, 7.13%, Maturing August 18, 2008	1,013,987
	3,796,650	Term Loan, 7.37%, Maturing August 18, 2010	3,822,752
Key Energy Services, Inc.			
	1,000,000	Term Loan, 5.37%, Maturing June 30, 2012	1,004,688
	1,369,650	Term Loan, 9.19%, Maturing June 30, 2012	1,377,997
LB Pacific, L.P.			
	1,573,550	Term Loan, 8.07%, Maturing March 3, 2012	1,577,484
Primary Natural Resources, Inc.			
	1,990,000	Term Loan, 9.35%, Maturing July 28, 2010 ⁽⁴⁾	1,983,831
Targa Resources, Inc.			
	1,885,000	Term Loan, 7.62%, Maturing October 31, 2007	1,887,650
	1,602,972	Term Loan, 7.62%, Maturing October 31, 2012	1,612,990
	3,305,658	Term Loan, 7.63%, Maturing October 31, 2012	3,326,318
W&T Offshore, Inc.			
	1,275,000	Term Loan, 7.65%, Maturing May 26, 2010	1,283,766
			\$ 28,351,699
Publishing 1.9%			
American Media Operations, Inc.			
\$	3,825,000	Term Loan, 8.37%, Maturing January 31, 2013	\$ 3,853,290
CBD Media, LLC			
	1,219,960	Term Loan, 7.70%, Maturing December 31, 2009	1,230,126
Dex Media East, LLC			
	3,998,766	Term Loan, 6.92%, Maturing May 8, 2009	3,991,268
Dex Media West, LLC			
	6,715,638	Term Loan, 6.88%, Maturing March 9, 2010	6,698,466
Gatehouse Media Operating, Inc.			
	2,178,158	Term Loan, 7.57%, Maturing June 6, 2013	2,183,603
Hanley-Wood, LLC			
	165,144	Term Loan, 7.61%, Maturing August 1, 2012	165,247
	1,386,532	Term Loan, 7.69%, Maturing August 1, 2012	1,387,398
MediaNews Group, Inc.			

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	1,271,813	Term Loan, 7.07%, Maturing August 2, 2013	1,274,197
Merrill Communications, LLC			
	1,470,490	Term Loan, 7.59%, Maturing February 9, 2009	1,476,004
Nebraska Book Co., Inc.			
	927,350	Term Loan, 7.88%, Maturing March 4, 2011	931,407
Philadelphia Newspapers, LLC			
	1,097,250	Term Loan, 8.12%, Maturing June 29, 2013	1,093,135
R.H. Donnelley Corp.			
	420,757	Term Loan, 6.62%, Maturing December 31, 2009	417,714
	4,881,659	Term Loan, 6.89%, Maturing June 30, 2010	4,867,761

	Principal Amount	Borrower/Tranche Description	Value
Publishing (continued)			
Source Media, Inc.			
	\$ 2,576,462	Term Loan, 7.61%, Maturing November 8, 2011	\$ 2,590,954
SP Newsprint Co.			
	1,305,204	Term Loan, 5.32%, Maturing January 9, 2010	1,311,730
	152,461	Term Loan, 8.48%, Maturing January 9, 2010	153,224
Sun Media Corp.			
	2,526,039	Term Loan, 7.13%, Maturing February 7, 2009	2,531,829
Yell Group, PLC			
	3,425,000	Term Loan, 7.32%, Maturing February 10, 2013	3,445,444
			\$ 39,602,797
Radio and Television 2.5%			
Adams Outdoor Advertising, L.P.			
	\$ 2,293,390	Term Loan, 7.13%, Maturing October 15, 2011	\$ 2,299,841
ALM Media Holdings, Inc.			
	1,143,701	Term Loan, 7.87%, Maturing March 4, 2010	1,144,773
Block Communications, Inc.			
	2,084,250	Term Loan, 7.37%, Maturing December 22, 2011	2,090,763
Cequel Communications, LLC			
	1,000,000	Term Loan, 7.62%, Maturing November 5, 2013	999,375
	2,175,000	Term Loan, 9.99%, Maturing May 5, 2014	2,168,429
	3,888,842	Term Loan, 11.49%, Maturing May 5, 2014	3,865,346
CMP KC, LLC			
	993,094	Term Loan, 9.31%, Maturing May 5, 2013	994,335
CMP Susquehanna Corp.			
	1,805,732	Term Loan, 7.40%, Maturing May 5, 2013	1,810,812
Cumulus Media, Inc.			
	1,895,250	Term Loan, 7.45%, Maturing June 7, 2013	1,906,504

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DirectTV Holdings, LLC		Term Loan, 6.82%, Maturing April 13, 2013	
	4,188,791		4,194,978
Emmis Operating Co.		Term Loan, 9.00%, Maturing November 10, 2011	
	1,238,889		1,241,764
Entravision Communications Corp.		Term Loan, 6.87%, Maturing September 29, 2013	
	1,822,250		1,823,578
Gray Television, Inc.		Term Loan, 6.88%, Maturing November 22, 2015	
	1,662,438		1,661,696
HEI Acquisition, LLC		Term Loan, 8.38%, Maturing December 31, 2011	
	725,000		725,000
HIT Entertainment, Inc.		Term Loan, 7.62%, Maturing March 20, 2012	
	1,980,000		1,987,425
Intelsat Subsuduary Holding Co.		Term Loan, 7.62%, Maturing July 3, 2013	
	1,300,000		1,309,953
NEP Supershooters, L.P.		Term Loan, 13.37%, Maturing August 3, 2011	
	1,916,927		1,945,681

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Radio and Television (continued)			
Nexstar Broadcasting, Inc.			
\$	2,145,591	Term Loan, 7.12%, Maturing October 1, 2012	\$ 2,140,898
	2,033,513	Term Loan, 7.12%, Maturing October 1, 2012	2,029,066
NextMedia Operating, Inc.			
	308,423	Term Loan, 7.32%, Maturing November 15, 2012	308,076
	137,077	Term Loan, 7.32%, Maturing November 15, 2012	136,923
PanAmSat Corp.			
	3,250,000	Term Loan, 7.87%, Maturing January 3, 2014	3,280,921
Patriot Media and Communications CNJ, LLC			
	600,000	Term Loan, 10.50%, Maturing October 6, 2013	610,313
Paxson Communications Corp.			
	3,250,000	Term Loan, 8.62%, Maturing January 15, 2012	3,308,906
Raycom TV Broadcasting, LLC			
	3,423,130	Term Loan, 6.88%, Maturing August 28, 2013	3,403,875
SFX Entertainment			
	1,811,313	Term Loan, 7.62%, Maturing June 21, 2013	1,812,445
Young Broadcasting, Inc.			
	2,363,837	Term Loan, 8.00%, Maturing November 3, 2012	2,361,991
			\$ 51,563,667
Rail Industries 0.4%			
Kansas City Southern Railway Co.			
\$	3,391,500	Term Loan, 7.11%, Maturing March 30, 2008	\$ 3,398,564
Railamerica, Inc.			
	4,049,727	Term Loan, 7.44%, Maturing September 29, 2011	4,071,244
	478,745	Term Loan, 7.44%, Maturing September 29, 2011	481,289
			\$ 7,951,097
Retailers (Except Food and Drug) 1.4%			
American Achievement Corp.			
\$	1,761,776	Term Loan, 7.68%, Maturing March 25, 2011	\$ 1,774,990
Amscan Holdings, Inc.			
	1,840,750	Term Loan, 8.32%, Maturing December 23, 2012	1,855,706
Coinmach Laundry Corp.			
	4,536,230	Term Loan, 7.91%, Maturing December 19, 2012	4,577,623
FTD, Inc.			
	922,688		926,724

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	Principal Amount	Borrower/Tranche Description	Value
		Term Loan, 7.35%, Maturing July 28, 2013	
Harbor Freight Tools USA, Inc.	2,687,998	Term Loan, 7.22%, Maturing July 15, 2010	2,689,006
Home Interiors & Gifts, Inc.	1,036,768	Term Loan, 10.39%, Maturing March 31, 2011	762,025
Josten's Corp.	2,244,210	Term Loan, 7.37%, Maturing October 4, 2011	2,257,769
Retailers (Except Food and Drug) (continued)			
Mapco Express, Inc.	\$ 2,437,540	Term Loan, 8.07%, Maturing April 28, 2011	\$ 2,460,391
Movie Gallery, Inc.	534,744	Term Loan, 10.62%, Maturing April 27, 2011	501,620
Neiman Marcus Group, Inc.	1,780,063	Term Loan, 7.64%, Maturing April 5, 2013	1,796,196
Oriental Trading Co., Inc.	1,150,000	Term Loan, 11.47%, Maturing January 31, 2013	1,154,792
	2,169,563	Term Loan, 8.18%, Maturing July 31, 2013	2,174,535
Savers, Inc.	456,853	Term Loan, 8.16%, Maturing August 11, 2012	459,994
	543,147	Term Loan, 8.16%, Maturing August 11, 2012	546,881
Travelcenters of America, Inc.	3,682,175	Term Loan, 7.11%, Maturing November 30, 2008	3,687,352
			\$ 27,625,604
Steel 0.1%			
Gibraltar Industries, Inc.	\$ 608,601	Term Loan, 7.13%, Maturing December 8, 2010	\$ 608,220
John Maneely Co.	532,211	Term Loan, 8.37%, Maturing March 24, 2013	537,700
			\$ 1,145,920
Surface Transport 0.4%			
Gainey Corp.	\$ 1,022,438	Term Loan, 8.16%, Maturing April 20, 2012	\$ 1,032,023
Horizon Lines, LLC	962,838	Term Loan, 7.62%, Maturing July 7, 2011	967,351
Laidlaw International, Inc.	399,000	Term Loan, 7.12%, Maturing July 31, 2013	402,574
	1,197,000	Term Loan, 7.12%, Maturing July 31, 2013	1,207,723
Ozburn-Hessey Holding Co., LLC	598,231		598,979

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		Term Loan, 8.78%, Maturing August 9, 2012	
Sirva Worldwide, Inc.			
	1,599,342	Term Loan, 11.61%, Maturing December 1, 2010	1,478,893
Vanguard Car Rental USA			
	1,963,500	Term Loan, 8.35%, Maturing June 14, 2013	1,980,190
			\$ 7,667,733
Telecommunications 2.2%			
Alaska Communications Systems Holdings, Inc.			
	\$ 2,100,000	Term Loan, 7.12%, Maturing February 1, 2012	\$ 2,101,575

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Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount	Borrower/Tranche Description	Value
Telecommunications (continued)			
Asurion Corp.			
\$	1,709,069	Term Loan, 8.32%, Maturing July 13, 2012	\$ 1,718,683
	1,200,000	Term Loan, 11.58%, Maturing January 13, 2013	1,215,750
BCM Luxembourg, Ltd.			
EUR	1,375,000	Term Loan, 5.93%, Maturing September 30, 2014	1,754,641
EUR	1,375,000	Term Loan, 6.31%, Maturing September 30, 2015	1,767,147
Cellular South, Inc.			
	2,227,215	Term Loan, 7.14%, Maturing May 4, 2011	2,229,304
Centennial Cellular Operating Co., LLC			
	3,533,773	Term Loan, 7.62%, Maturing February 9, 2011	3,564,694
Cincinnati Bell, Inc.			
	742,500	Term Loan, 6.93%, Maturing August 31, 2012	742,384
Consolidated Communications, Inc.			
	3,648,439	Term Loan, 7.38%, Maturing July 27, 2015	3,659,841
Crown Castle Operating Co.			
	1,246,875	Term Loan, 7.65%, Maturing June 1, 2014	1,253,109
Fairpoint Communications, Inc.			
	3,200,000	Term Loan, 7.13%, Maturing February 8, 2012	3,198,749
Hawaiian Telcom Communications, Inc.			
	1,100,089	Term Loan, 7.62%, Maturing October 31, 2012	1,103,527
Iowa Telecommunications Services			
	3,208,000	Term Loan, 7.12%, Maturing November 23, 2011	3,215,353
IPC Acquisition Corp.			
	875,000	Term Loan, 7.87%, Maturing September 29, 2013	881,198
	500,000	Term Loan, 11.87%, Maturing September 29, 2014	503,750
Madison River Capital, LLC			
	1,297,831	Term Loan, 7.62%, Maturing July 29, 2012	1,305,740
NTelos, Inc.			
	1,788,192	Term Loan, 7.57%, Maturing August 24, 2011	1,796,239
Stratos Global Corp.			
	1,275,000	Term Loan, 8.11%, Maturing February 13, 2012	1,276,062
Triton PCS, Inc.			
	4,518,300	Term Loan, 8.57%, Maturing November 18, 2009	4,561,599
Westcom Corp.			

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	806,800	Term Loan, 8.29%, Maturing December 17, 2010	808,312
	1,000,000	Term Loan, 12.54%, Maturing May 17, 2011	1,006,875
Windstream Corp.			
	5,525,000	Term Loan, 7.12%, Maturing July 17, 2013	5,560,520
			\$ 45,225,052
Utilities 1.5%			
Astoria Generating Co.			
\$	185,068	Term Loan, 7.32%, Maturing February 23, 2012	\$ 186,528
	1,101,427	Term Loan, 7.39%, Maturing February 23, 2013	1,110,118
	1,250,000	Term Loan, 9.14%, Maturing August 23, 2013	1,270,573
	Principal Amount	Borrower/Tranche Description	Value
Utilities (continued)			
BRSP, LLC			
\$	2,500,000	Term Loan, 8.58%, Maturing July 13, 2009	\$ 2,512,500
Cellnet Technology, Inc.			
	675,982	Term Loan, 8.37%, Maturing April 26, 2012	681,897
Cogentrix Delaware Holdings, Inc.			
	781,055	Term Loan, 6.87%, Maturing April 14, 2012	782,926
Covanta Energy Corp.			
	1,188,943	Term Loan, 5.37%, Maturing June 24, 2012	1,200,337
	849,868	Term Loan, 7.62%, Maturing May 27, 2013	858,013
	568,750	Term Loan, 10.87%, Maturing June 24, 2013	580,125
La Paloma Generating Co., LLC			
	189,321	Term Loan, 7.07%, Maturing August 16, 2012	188,848
	1,086,457	Term Loan, 7.12%, Maturing August 16, 2012	1,083,741
	85,640	Term Loan, 7.12%, Maturing August 16, 2012	85,426
LSP General Finance Co., LLC			
	138,127	Term Loan, 7.12%, Maturing April 14, 2013	138,156
	3,247,721	Term Loan, 7.12%, Maturing April 14, 2013	3,248,396
Mirant North America, LLC.			
	1,389,500	Term Loan, 7.07%, Maturing January 3, 2013	1,389,996
NRG Energy, Inc.			
	2,225,000	Term Loan, 7.37%, Maturing February 1, 2013	2,238,148
	9,576,875	Term Loan, 7.37%, Maturing February 1, 2013	9,638,722
Pike Electric, Inc.			
	803,500	Term Loan, 6.88%, Maturing July 1, 2012	803,667
	605,349	Term Loan, 6.88%, Maturing December 10, 2012	605,475
Vulcan Energy Corp.			

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	1,969,609	Term Loan, 6.90%, Maturing July 23, 2010	1,973,302
			\$ 30,576,894
Total Senior Floating Rate Interests (identified cost \$1,185,483,994)			
			\$ 1,187,106,445
Mortgage Pass-Throughs 45.3%			
	Principal Amount (000's omitted)	Security	Value
		Federal Home Loan Mortgage Corp.:	
\$	1,352	5.134%, with maturity at 2025 ⁽⁵⁾	\$ 1,346,965
	1,278	6.00%, with maturity at 2026	1,301,666
	42,982	6.50%, with various maturities to 2025	44,452,098
	117,394	7.00%, with various maturities to 2031 ⁽⁶⁾	121,675,983
	917	7.13%, with maturity at 2023	967,627
	55,715	7.50%, with various maturities to 2029	59,187,759
	1,313	7.65%, with maturity at 2022	1,403,887
	233	7.70%, with maturity at 2022	250,253

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount (000's omitted)	Security	Value
\$	24,849	8.00%, with various maturities to 2030	\$ 26,871,585
	1,072	8.25%, with maturity at 2020	1,162,932
	2,173	8.30%, with maturity at 2020	2,361,965
	23,083	8.50%, with various maturities to 2031	25,256,894
	133	8.75%, with maturity at 2010	136,568
	8,727	9.00%, with various maturities to 2031	9,589,211
	6,795	9.50%, with various maturities to 2025	7,583,368
	1,139	10.00%, with maturity at 2020	1,270,381
	1,128	10.50%, with maturity at 2020	1,267,486
	1,578	12.00%, with maturity at 2020	1,775,491
	79	13.00%, with maturity at 2015	92,167
			\$ 307,954,286
		Federal National Mortgage Assn.:	
\$	8,677	5.358%, with maturity at 2036 ⁽⁵⁾	\$ 8,675,515
	17,988	5.50%, with maturity at 2014 ⁽⁶⁾	18,064,367
	4,072	6.00%, with various maturities to 2026	4,109,244
	25,516	6.322%, with maturity at 2032 ⁽⁵⁾⁽⁶⁾	25,985,369
	84,234	6.50%, with various maturities to 2031	86,630,533
	964	6.75%, with maturity at 2023	1,001,772
	6,310	6.838%, with maturity at 2022 ⁽⁵⁾	6,440,078
	94,822	7.00%, with various maturities to 2029	98,670,279
	20,008	7.50%, with various maturities to 2031	21,290,469
	17,572	8.00%, with various maturities to 2029	18,908,428
	94	8.25%, with maturity at 2018	101,354
	4,357	8.431%, with maturity at 2027 ⁽⁵⁾	4,777,606
	18,807	8.50%, with various maturities to 2028	20,576,164
	2,190	8.656%, with maturity at 2028	2,394,716
	1,304	8.779%, with maturity at 2029 ⁽⁵⁾	1,442,166
	1,947	8.785%, with maturity at 2027 ⁽⁵⁾	2,136,484
	20,343	9.00%, with various maturities to 2027	22,444,894
	871	9.358%, with maturity at 2024 ⁽⁵⁾	945,932
	12,675	9.50%, with various maturities to 2030	14,166,657
	1,420	9.568%, with maturity at 2018 ⁽⁵⁾	1,586,367
	2,257	10.00%, with various maturities to 2020	2,530,870
	2,366	10.216%, with maturity at 2025 ⁽⁵⁾	2,645,832
	2,731	10.339%, with maturity at 2019 ⁽⁵⁾	3,014,512
	2,213	10.50%, with maturity at 2021	2,481,994

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	936		1,052,549
	56		61,675
			\$ 372,135,826
		Government National Mortgage Assn.:	
\$	6,114	6.00%, with maturity at 2024	\$ 6,231,789
	11,538	7.00%, with various maturities to 2025	12,127,873
	10,709	7.50%, with various maturities to 2028	11,467,796
	37,410	8.00%, with various maturities to 2027	40,380,563
	1,253	8.30%, with maturity at 2020	1,360,698
	Principal Amount (000's omitted)	Security	Value
\$	2,660	8.50%, with various maturities to 2022	\$ 2,919,388
	12,032	9.00%, with various maturities to 2026	13,378,971
	17,362	9.50%, with various maturities to 2026	19,506,884
	1,187	10.00%, with maturity at 2019	1,338,182
			\$ 108,712,144
		Collateralized Mortgage Obligations:	
\$	3,754	Federal Home Loan Mortgage Corp., Series 1497, Class K, 7.00%, 4/15/23	\$ 3,848,241
	6,115	Federal Home Loan Mortgage Corp., Series 1529, Class Z, 7.00%, 6/15/23	6,282,159
	5,149	Federal Home Loan Mortgage Corp., Series 1620, Class Z, 6.00%, 11/15/23	5,240,315
	724	Federal Home Loan Mortgage Corp., Series 1720, Class PJ, 7.25%, 1/15/24	733,207
	834	Federal Home Loan Mortgage Corp., Series 2167, Class BZ, 7.00%, 6/15/29	865,515
	6,633	Federal Home Loan Mortgage Corp., Series 2182, Class ZB, 8.00%, 9/15/29	7,029,214
	3,485	Federal Home Loan Mortgage Corp., Series 2198, Class ZA, 8.50%, 11/15/29	3,808,605
	20,946	Federal Home Loan Mortgage Corp., Series 2245, Class A, 8.00%, 8/15/27 ⁽⁶⁾	22,219,634
	3,081	Federal Home Loan Mortgage Corp., Series 24, Class J, 6.25%, 11/25/23	3,124,169
	667	Federal National Mortgage Assn., Series 1988-14, Class I, 9.20%, 6/25/18	721,792
	652	Federal National Mortgage Assn., Series 1989-1, Class D, 10.30%, 1/25/19	716,605
	1,318	Federal National Mortgage Assn., Series 1989-34, Class Y, 9.85%, 7/25/19	1,468,751

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871	Federal National Mortgage Assn., Series 1990-17, Class G, 9.00%, 2/25/20	949,199
375	Federal National Mortgage Assn., Series 1990-27, Class Z, 9.00%, 3/25/20	410,082
353	Federal National Mortgage Assn., Series 1990-29, Class J, 9.00%, 3/25/20	387,151
1,631	Federal National Mortgage Assn., Series 1990-43, Class Z, 9.50%, 4/25/20	1,810,005
563	Federal National Mortgage Assn., Series 1991-98, Class J, 8.00%, 8/25/21	604,318
332	Federal National Mortgage Assn., Series 1992-103, Class Z, 7.50%, 6/25/22	350,607
612	Federal National Mortgage Assn., Series 1992-113, Class Z, 7.50%, 7/25/22	641,400
1,162	Federal National Mortgage Assn., Series 1992-185, Class ZB, 7.00%, 10/25/22	1,210,081
4,549	Federal National Mortgage Assn., Series 1992-77, Class ZA, 8.00%, 5/25/22	4,837,124
2,985	Federal National Mortgage Assn., Series 1993-16, Class Z, 7.50%, 2/25/23	3,140,055

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount (000's omitted)	Security	Value
\$	2,271	Federal National Mortgage Assn., Series 1993-22, Class PM, 7.40%, 2/25/23	\$ 2,377,369
	3,483	Federal National Mortgage Assn., Series 1993-25, Class J, 7.50%, 3/25/23	3,680,015
	6,872	Federal National Mortgage Assn., Series 1993-30, Class PZ, 7.50%, 3/25/23	7,214,990
	1,064	Federal National Mortgage Assn., Series 1993-56, Class PZ, 7.00%, 5/25/23	1,106,520
	10,261	Federal National Mortgage Assn., Series 1994-45, Class Z, 6.50%, 2/25/24	10,520,635
	5,139	Federal National Mortgage Assn., Series 1994-89, Class ZQ, 8.00%, 7/25/24	5,530,162
	5,199	Federal National Mortgage Assn., Series 1996-57, Class Z, 7.00%, 12/25/26	5,421,502
	2,968	Federal National Mortgage Assn., Series 1997-77, Class Z, 7.00%, 11/18/27	3,092,515
	2,742	Federal National Mortgage Assn., Series 2001-37, Class GA, 8.00%, 7/25/16	2,865,565
	1,997	Federal National Mortgage Assn., Series 2002-1, Class G, 7.00%, 7/25/23	2,081,940
	1,012	Federal National Mortgage Assn., Series G92-44, Class Z, 8.00%, 7/25/22	1,072,431
	1,647	Federal National Mortgage Assn., Series G92-44, Class ZQ, 8.00%, 7/25/22	1,742,900
	4,137	Federal National Mortgage Assn., Series G92-60, Class Z, 7.00%, 10/25/22	4,275,822
	9,000	Government National Mortgage Assn., Series 2002-45, Class PG, 6.00%, 3/17/32	9,083,577
	1,054	Government National Mortgage Assn., Series 2005-72, Class E, 12.00%, 11/16/15	1,216,559
			\$ 131,680,731.00
Total Mortgage Pass-Throughs (identified cost \$929,488,639)			\$ 920,482,987
Corporate Bonds & Notes	48.0%		
	Principal Amount (000's omitted)	Security	Value
Aerospace and Defense	0.3%		

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Argo Tech Corp., Sr. Notes	\$	2,230	9.25%, 6/1/11	\$	2,324,775
Armor Holdings, Inc., Sr. Sub. Notes		1,895	8.25%, 8/15/13		1,970,800
DRS Technologies, Inc., Sr. Sub. Notes		875	7.625%, 2/1/18		899,062
				\$	5,194,637

	Principal Amount (000's omitted)		Security		Value
Automotive 3.7%					
Altra Industrial Motion, Inc.	\$	2,460	9.00%, 12/1/11	\$	2,521,500
Commercial Vehicle Group, Inc., Sr. Notes		1,100	8.00%, 7/1/13		1,072,500
Ford Motor Credit Co.		2,120	6.625%, 6/16/08		2,080,759
		9,165	7.375%, 10/28/09		8,926,802
		4,355	7.875%, 6/15/10		4,252,945
Ford Motor Credit Co., Sr. Notes		8,055	9.875%, 8/10/11		8,331,214
Ford Motor Credit Co., Variable Rate		10,995	8.466%, 11/2/07		11,150,425
General Motors Acceptance Corp.		2,160	5.125%, 5/9/08		2,122,155
		1,075	5.85%, 1/14/09		1,060,444
		435	7.00%, 2/1/12		438,429
		9,665	8.00%, 11/1/31		10,384,762
Tenneco Automotive, Global Shares, Series B		11,805	10.25%, 7/15/13		12,985,500
Tenneco Automotive, Inc., Sr. Sub. Notes		2,680	8.625%, 11/15/14		2,713,500
TRW Automotive, Inc., Sr. Notes		2,230	9.375%, 2/15/13		2,400,037
TRW Automotive, Inc., Sr. Sub. Notes		3,900	11.00%, 2/15/13		4,299,750
United Components, Inc., Sr. Sub. Notes		990	9.375%, 6/15/13		1,004,850
				\$	75,745,572
Brokers / Dealers / Investment Houses 0.3%					
Residential Capital Corp., Sub. Notes, Variable Rate	\$	5,390	7.204%, 4/17/09 ⁽⁷⁾	\$	5,402,785
				\$	5,402,785
Building and Development 1.5%					
Dayton Superior Corp., Sr. Notes	\$	2,975	10.75%, 9/15/08	\$	3,094,000
General Cable Corp., Sr. Notes		2,520	9.50%, 11/15/10		2,696,400
Mueller Group, Inc., Sr. Sub. Notes		1,707	10.00%, 5/1/12		1,869,165

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Mueller Holdings, Inc., Disc. Notes, (0.00% until 2009)

991

14.75%, 4/15/14

877,035

See notes to financial statements

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Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount (000's omitted)	Security	Value
Building and Development (continued)			
Nortek, Inc., Sr. Sub. Notes			
\$	9,670	8.50%, 9/1/14	\$ 9,283,200
Panolam Industries International, Sr. Sub. Notes			
	3,420	10.75%, 10/1/13 ⁽⁷⁾	3,505,500
RMCC Acquisition Co., Sr. Sub. Notes			
	8,170	9.50%, 11/1/12 ⁽⁷⁾	8,496,800
Stanley-Martin Co.			
	870	9.75%, 8/15/15	693,825
			\$ 30,515,925
Business Equipment and Services 1.7%			
Activant Solutions, Inc., Sr. Sub. Notes			
\$	1,070	9.50%, 5/1/16 ⁽⁷⁾	\$ 1,000,450
Affinion Group, Inc.			
	1,065	10.125%, 10/15/13 ⁽⁷⁾	1,134,225
	1,490	11.50%, 10/15/15 ⁽⁷⁾	1,560,775
Hydrochem Industrial Services, Inc., Sr. Sub Notes			
	2,620	9.25%, 2/15/13 ⁽⁷⁾	2,613,450
Knowledge Learning Center, Sr. Sub. Notes			
	2,200	7.75%, 2/1/15 ⁽⁷⁾	2,095,500
Muzak, LLC/Muzak Finance, Sr. Notes			
	5,250	10.00%, 2/15/09	4,757,812
Norcross Safety Products, LLC/ Norcross Capital Corp., Sr. Sub. Notes, Series B			
	5,100	9.875%, 8/15/11	5,431,500
Safety Products Holdings, Inc., Sr. Notes (PIK)			
	6,500	11.75%, 1/1/12	6,795,319
Sungard Data Systems, Inc.			
	3,060	9.125%, 8/15/13	3,190,050
	596	10.25%, 8/15/15	627,290
Sungard Data Systems, Inc., Variable Rate			
	1,100	9.973%, 8/15/13	1,149,500
Xerox Corp., Sr. Notes			
	1,855	7.125%, 6/15/10	1,931,519
	1,485	7.625%, 6/15/13	1,559,250
			\$ 33,846,640
Cable and Satellite Television 2.7%			
Adelphia Communications Corp.			
\$	2,500	10.25%, 6/15/11 ⁽²⁾	\$ 2,031,250
Cablevision Systems Corp., Sr. Notes, Series B, Variable Rate			
	4,545	9.87%, 4/1/09	4,783,612
CCH I, LLC/CCH I Capital Co.			
	1,020	11.00%, 10/1/15	988,125

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	Principal Amount (000's omitted)	Security	Value
Cable and Satellite Television (continued)			
CCO Holdings, LLC/CCO Capital Corp., Sr. Notes			
\$	10,295	8.75%, 11/15/13	\$ 10,526,637
CSC Holdings, Inc., Series B			
	4,545	8.125%, 8/15/09	4,709,756
CSC Holdings, Inc., Sr. Notes			
	2,970	7.875%, 12/15/07	3,018,262
	2,105	8.125%, 7/15/09	2,181,306
CSC Holdings, Inc., Sr. Notes, Series B			
	380	7.625%, 4/1/11	385,225
Insight Communications, Sr. Disc. Notes			
	16,450	12.25%, 2/15/11	17,395,875
Kabel Deutschland GMBH			
	1,955	10.625%, 7/1/14 ⁽⁷⁾	2,123,619
Mediacom Broadband Corp., LLC, Sr. Notes			
	2,665	8.50%, 10/15/15 ⁽⁷⁾	2,674,994
National Cable, PLC			
	1,480	9.125%, 4/15/14	1,563,250
UGS Corp.			
	3,130	10.00%, 6/1/12	3,396,050
			\$ 55,777,961
Chemicals and Plastics 3.1%			
BPC Crystal Holdings Corp., Sr. Sub. Notes			
\$	3,172	9.625%, 6/15/14	\$ 3,497,130
Crystal US Holdings/US Holdings 3, LLC, Sr. Disc. Notes, Series B, (0.00% until 2009)			
	3,357	10.50%, 10/1/14	2,836,665
Equistar Chemical, Sr. Notes			
	8,235	10.625%, 5/1/11	8,852,625
Hexion U.S. Finance/Nova Scotia Finance			
	1,550	9.00%, 7/15/14	1,751,500
Huntsman International			
	3,691	9.875%, 3/1/09	3,843,254
Huntsman, LLC			
	4,426	11.625%, 10/15/10	4,901,795
IMC Global, Inc.			
	6,775	11.25%, 6/1/11	7,189,969
Ineos Group Holdings PLC			
	5,975	8.50%, 2/15/16 ⁽⁷⁾	5,780,812
Koppers, Inc.			
	1,252	9.875%, 10/15/13	1,358,420
Lyondell Chemical Co.			
	995	11.125%, 7/15/12	1,082,062
Lyondell Chemical Co., Sr. Notes			
	1,892	10.50%, 6/1/13	2,090,660

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount (000's omitted)	Security	Value
Chemicals and Plastics (continued)			
Nova Chemicals Corp., Sr. Notes, Variable Rate			
\$	2,145	8.405%, 11/15/13	\$ 2,193,262
OM Group, Inc.			
	11,180	9.25%, 12/15/11	11,711,050
Polyone Corp., Sr. Notes			
	3,185	10.625%, 5/15/10	3,431,837
	685	8.875%, 5/1/12	698,700
Reichhold Industries, Inc., Sr. Notes			
	1,460	9.00%, 8/15/14 ⁽⁷⁾	1,460,000
Rockwood Specialties Group, Sr. Sub. Notes			
	991	10.625%, 5/15/11	1,067,802
			\$ 63,747,543
Clothing / Textiles 2.1%			
Levi Strauss & Co., Sr. Notes			
\$	8,860	12.25%, 12/15/12	\$ 9,923,200
	1,055	9.75%, 1/15/15	1,123,575
	4,165	8.875%, 4/1/16	4,300,362
Levi Strauss & Co., Sr. Notes, Variable Rate			
	4,735	10.122%, 4/1/12	4,906,644
Oxford Industries, Inc., Sr. Notes			
	12,565	8.875%, 6/1/11	12,957,656
Perry Ellis International, Inc., Sr. Sub. Notes			
	6,170	8.875%, 9/15/13	6,216,275
Phillips Van-Heusen, Sr. Notes			
	1,700	7.25%, 2/15/11	1,721,250
	2,500	8.125%, 5/1/13	2,618,750
			\$ 43,767,712
Conglomerates 0.9%			
Amsted Industries, Inc., Sr. Notes			
\$	7,150	10.25%, 10/15/11 ⁽⁷⁾	\$ 7,722,000
Education Management, LLC, Sr. Notes			
	3,045	8.75%, 6/1/14 ⁽⁷⁾	3,136,350
Education Management, LLC, Sr. Sub. Notes			
	4,240	10.25%, 6/1/16 ⁽⁷⁾	4,420,200
Goodman Global Holdings, Inc., Sr. Notes, Variable Rate			
	3,398	8.329%, 6/15/12	3,457,465
			\$ 18,736,015
Containers and Glass Products 0.5%			
Berry Plastics Holding Corp.			
\$	1,645	8.875%, 9/15/14 ⁽⁷⁾	\$ 1,669,675

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	Principal Amount (000's omitted)	Security	Value
Containers and Glass Products (continued)			
Berry Plastics Holding Corp., Variable Rate			
\$	1,230	9.265%, 9/15/14 ⁽⁷⁾	\$ 1,249,987
Intertape Polymer US, Inc., Sr. Sub. Notes			
	3,220	8.50%, 8/1/14	2,914,100
Pliant Corp. (PIK)			
	4,769	11.625%, 6/15/09	5,203,673
			\$ 11,037,435
Cosmetics / Toiletries 0.1%			
Samsonite Corp., Sr. Sub. Notes			
\$	1,075	8.875%, 6/1/11	\$ 1,131,437
			\$ 1,131,437
Ecological Services and Equipment 0.2%			
Waste Services, Inc., Sr. Sub. Notes			
\$	4,085	9.50%, 4/15/14 ⁽⁷⁾	\$ 4,207,550
			\$ 4,207,550
Electronics / Electrical 0.4%			
Avago Technologies Finance, Sr. Notes			
\$	1,485	10.125%, 12/1/13 ⁽⁷⁾	\$ 1,581,525
CPI Holdco, Inc., Sr. Notes, Variable Rate			
	1,320	11.298%, 2/1/15	1,379,400
NXP BV/NXP Funding, LLC			
	1,025	8.118%, 10/15/13 ⁽⁷⁾	1,039,094
NXP BV/NXP Funding, LLC, Sr. Notes			
	5,120	9.50%, 10/15/15 ⁽⁷⁾	5,190,400
			\$ 9,190,419
Equipment Leasing 0.5%			
The Hertz Corp., Sr. Sub. Notes			
\$	5,835	8.875%, 1/1/14 ⁽⁷⁾	\$ 6,126,750
United Rentals North America, Inc.			
	4,115	6.50%, 2/15/12	4,032,700
			\$ 10,159,450
Financial Intermediaries 0.4%			
Alzette, Variable Rate			
\$	750	8.636%, 12/15/20 ⁽⁷⁾	\$ 771,562
Avalon Capital Ltd. 3, Series 1A, Class D, Variable Rate			
	760	7.35%, 2/24/19 ⁽⁷⁾	764,595
Babson Ltd., 2005-1A, Class C1, Variable Rate			
	1,000	7.324%, 4/15/19 ⁽⁷⁾	1,016,007

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount (000's omitted)	Security	Value
Financial Intermediaries (continued)			
Bryant Park CDO Ltd., Series 2005-1A, Class C, Variable Rate			
\$	1,000	7.424%, 1/15/19 ⁽⁷⁾	\$ 1,018,505
Carlyle High Yield Partners, Series 2004-6A, Class C, Variable Rate			
	974	7.854%, 8/11/16 ⁽⁷⁾	989,904
Centurion CDO 8 Ltd., Series 2005-8A, Class D, Variable Rate			
	1,000	10.89%, 3/8/17	1,055,867
Centurion CDO 9 Ltd., Series 2005-9A			
	500	9.35%, 7/17/19	518,497
Dryden Leveraged Loan, Series 2004-6A, Class C1, Variable Rate			
	1,500	7.926%, 7/30/16 ⁽⁷⁾	1,540,872
Sonata Securities S.A., Series 2006-5			
	750	8.999%, 6/27/07	755,325
Sonata Securities S.A., Series 2006-6			
	750	8.999%, 6/27/07	755,182
			\$ 9,186,316
Food Products 0.7%			
ASG Consolidated, LLC/ASG			
Finance, Inc., Sr. Disc. Notes, (0.00% until 2008)			
\$	5,315	11.50%, 11/1/11	\$ 4,663,912
Nutro Products, Inc., Sr. Notes, Variable Rate			
	865	9.40%, 10/15/13 ⁽⁷⁾	893,112
Pierre Foods, Inc., Sr. Sub. Notes			
	3,225	9.875%, 7/15/12	3,305,625
Pinnacle Foods Holdings Corp., Sr. Sub. Notes			
	4,705	8.25%, 12/1/13	4,740,287
			\$ 13,602,936
Food Service 0.5%			
Buffets, Inc.			
\$	2,445	12.50%, 11/1/14 ⁽⁷⁾	\$ 2,469,450
EPL Finance Corp., Sr. Notes			
	2,835	11.75%, 11/15/13 ⁽⁷⁾	3,033,450
NPC International, Inc., Sr. Sub. Notes			
	3,820	9.50%, 5/1/14 ⁽⁷⁾	3,886,850
			\$ 9,389,750
Food / Drug Retailers 0.8%			
General Nutrition Centers, Inc.			
\$	1,085	8.625%, 1/15/11	\$ 1,125,687
Rite Aid Corp.			
	3,350	7.125%, 1/15/07	3,370,937
	9,707	6.125%, 12/15/08 ⁽⁷⁾	9,512,860
	3,190	8.125%, 5/1/10	3,237,850
			\$ 17,247,334

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	Principal Amount (000's omitted)	Security	Value
Forest Products 2.4%			
Domtar, Inc.			
\$	3,705	7.125%, 8/1/15	\$ 3,556,800
Georgia-Pacific Corp.			
	15,225	9.50%, 12/1/11	16,633,312
JSG Funding PLC, Sr. Notes			
	17,860	9.625%, 10/1/12	18,998,575
NewPage Corp.			
	4,565	10.00%, 5/1/12 ⁽⁷⁾	4,804,662
NewPage Corp., Variable Rate			
	1,545	11.739%, 5/1/12	1,676,325
Stone Container Corp.			
	2,570	7.375%, 7/15/14	2,374,037
			\$ 48,043,711
Healthcare 2.8%			
Accellent, Inc.			
\$	4,795	10.50%, 12/1/13	\$ 5,034,750
AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes			
	4,270	10.00%, 2/15/15	4,600,925
CDRV Investors, Inc., Sr. Disc. Notes, (0.00% until 2010)			
	3,690	9.625%, 1/1/15	2,878,200
Concentra Operating Corp., Sr. Notes			
	7,000	9.50%, 8/15/10	7,350,000
Encore Medical IHC, Inc.			
	3,030	9.75%, 10/1/12	3,416,325
HCA, Inc.			
	465	8.75%, 9/1/10	470,812
Inverness Medical Innovations, Inc., Sr. Sub. Notes			
	3,175	8.75%, 2/15/12	3,143,250
Multiplan, Inc., Sr. Sub. Notes			
	3,110	10.375%, 4/15/16 ⁽⁷⁾	3,125,550
National Mentor Holdings, Inc., Sr. Sub. Notes			
	2,130	11.25%, 7/1/14 ⁽⁷⁾	2,247,150
Res-Care, Inc., Sr. Notes			
	2,160	7.75%, 10/15/13	2,160,000
Service Corp. International, Sr. Notes			
	1,110	8.00%, 6/15/17 ⁽⁷⁾	1,076,700
	1,970	7.625%, 10/1/18 ⁽⁷⁾	2,034,025
Triad Hospitals, Inc., Sr. Notes			
	2,120	7.00%, 5/15/12	2,114,700
Triad Hospitals, Inc., Sr. Sub. Notes			
	2,530	7.00%, 11/15/13	2,473,075

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount (000's omitted)	Security	Value
Healthcare (continued)			
US Oncology, Inc.			
\$	2,205	9.00%, 8/15/12	\$ 2,295,956
	5,350	10.75%, 8/15/14	5,911,750
VWR International, Inc., Sr. Sub. Notes			
	5,540	8.00%, 4/15/14	5,720,050
			\$ 56,053,218
Home Furnishings 0.2%			
Interline Brands, Inc., Sr. Sub. Notes			
\$	1,475	8.125%, 6/15/14	\$ 1,515,562
Steinway Musical Instruments, Sr. Notes			
	1,745	7.00%, 3/1/14 ⁽⁷⁾	1,718,825
			\$ 3,234,387
Industrial Equipment 1.7%			
Case New Holland, Inc., Sr. Notes			
\$	9,430	9.25%, 8/1/11	\$ 10,054,737
	6,485	7.125%, 3/1/14	6,566,062
Chart Industries, Inc., Sr. Sub. Notes			
	2,170	9.125%, 10/15/15 ⁽⁷⁾	2,278,500
Dresser, Inc.			
	13,145	9.375%, 4/15/11	13,703,663
Manitowoc Co., Inc. (The)			
	975	10.50%, 8/1/12	1,057,875
			\$ 33,660,837
Leisure Goods / Activities / Movies 2.2%			
AMC Entertainment, Inc., Sr. Sub. Notes			
\$	4,450	9.875%, 2/1/12	\$ 4,622,438
AMC Entertainment, Inc., Variable Rate			
	650	9.655%, 8/15/10	674,375
HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.			
	2,170	12.50%, 4/1/13 ⁽⁷⁾	2,175,425
HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate			
	3,975	10.12%, 4/1/12 ⁽⁷⁾	3,984,938
Marquee Holdings, Inc., Sr. Disc. Notes, (0.00% until 2009)			
	5,965	12.00%, 8/15/14 ⁽⁷⁾	4,697,438
Six Flags Theme Parks, Inc., Sr. Notes			
	3,080	9.625%, 6/1/14	2,833,600
Universal City Development Partners, Sr. Notes			
	16,215	11.75%, 4/1/10	17,552,738
Universal City Florida Holding, Sr. Notes, Variable Rate			
	8,605	10.239%, 5/1/10	8,895,419
			\$ 45,436,371

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	Principal Amount (000's omitted)	Security	Value
Lodging and Casinos 3.4%			
CCM Merger, Inc.			
\$	2,620	8.00%, 8/1/13 ⁽⁷⁾	\$ 2,538,125
Chukchansi EDA, Sr. Notes, Variable Rate			
	3,080	8.78%, 11/15/12 ⁽⁷⁾	3,203,200
Galaxy Entertainment Finance			
	1,600	9.875%, 12/15/12 ⁽⁷⁾	1,700,000
Greektown Holdings, LLC, Sr. Notes			
	2,215	10.75%, 12/1/13 ⁽⁷⁾	2,353,438
Host Hotels & Resorts L.P., Sr. Notes			
	2,030	6.875%, 11/1/14 ⁽⁷⁾	2,047,763
Inn of the Mountain Gods, Sr. Notes			
	4,840	12.00%, 11/15/10	5,203,000
Las Vegas Sands Corp.			
	3,165	6.375%, 2/15/15	2,990,925
Majestic HoldCo, LLC, (0.00% until 2008)			
	1,540	12.50%, 10/15/11 ⁽⁷⁾	1,001,000
Majestic Star Casino, LLC			
	2,545	9.50%, 10/15/10	2,583,175
	2,380	9.75%, 1/15/11 ⁽⁷⁾	2,189,600
Mohegan Tribal Gaming Authority, Sr. Sub. Notes			
	1,335	8.00%, 4/1/12	1,398,413
OED Corp./Diamond Jo, LLC			
	5,115	8.75%, 4/15/12	5,134,181
San Pasqual Casino			
	3,405	8.00%, 9/15/13 ⁽⁷⁾	3,490,125
Station Casinos, Inc.			
	560	7.75%, 8/15/16	578,200
Station Casinos, Inc., Sr. Notes			
	1,050	6.00%, 4/1/12	1,006,688
Trump Entertainment Resorts, Inc.			
	16,880	8.50%, 6/1/15	16,605,700
Tunica-Biloxi Gaming Authority, Sr. Notes			
	3,405	9.00%, 11/15/15 ⁽⁷⁾	3,532,688
Turning Stone Resort Casinos, Sr. Notes			
	830	9.125%, 9/15/14 ⁽⁷⁾	848,675
Waterford Gaming, LLC, Sr. Notes			
	8,357	8.625%, 9/15/12 ⁽⁷⁾	8,900,205
Wynn Las Vegas, LLC			
	1,210	6.625%, 12/1/14	1,191,850
			\$ 68,496,951

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of October 31, 2006

PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

	Principal Amount (000's omitted)	Security	Value
Nonferrous Metals / Minerals	0.4%		
Alpha Natural Resources, Sr. Notes			
\$	1,370	10.00%, 6/1/12	\$ 1,479,600
FMG Finance PTY, Ltd.			
	2,105	10.625%, 9/1/16 ⁽⁷⁾	2,083,950
Novelis, Inc., Sr. Notes			
	4,445	8.00%, 2/15/15 ⁽⁷⁾	4,267,200
			\$ 7,830,750
Oil and Gas	3.0%		
Allis-Chalmers Energy, Inc., Sr. Notes			
\$	4,935	9.00%, 1/15/14 ⁽⁷⁾	\$ 4,947,338
Clayton Williams Energy, Inc.			
	1,325	7.75%, 8/1/13 ⁽⁷⁾	1,228,938
Copano Energy, LLC, Sr. Notes			
	760	8.125%, 3/1/16	777,100
Dynegy Holdings, Inc.			
	2,165	8.375%, 5/1/16 ⁽⁷⁾	2,235,363
El Paso Corp., Sr. Notes			
	2,305	9.625%, 5/15/12 ⁽⁷⁾	2,570,075
El Paso Production Holding Co.			
	500	7.75%, 6/1/13	515,000
Encore Acquisition Co., Sr. Sub. Notes			
	1,730	7.25%, 12/1/17	1,673,775
Giant Industries			
	850	8.00%, 5/15/14	924,375
Inergy L.P./Finance, Sr. Notes			
	3,980	6.875%, 12/15/14 ⁽⁷⁾	3,870,550
Kinder Morgan Finance Co.			
	3,135	5.35%, 1/5/11	3,064,654
Ocean Rig Norway AS, Sr. Notes			
	2,155	8.375%, 7/1/13 ⁽⁷⁾	2,281,606
Parker Drilling Co., Sr. Notes			
	1,930	9.625%, 10/1/13	2,108,525
Petrohawk Energy Corp., Sr. Notes			
	8,800	9.125%, 7/15/13 ⁽⁷⁾	9,020,000
Quicksilver Resoures, Inc.			
	2,295	7.125%, 4/1/16	2,180,250
Semgroup L.P., Sr. Notes			