

Eaton Vance Floating-Rate Income Trust  
Form N-Q  
October 29, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

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)  
Eaton Vance Management, 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 end: November 30

Date of reporting period: August 31, 2004

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**Item 1. Schedule of Investments**

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

as of August 31, 2004

Senior, Floating Rate Interests 76.7% (1)

| Principal Amount                  |           | Borrower/Tranche Description               | Value            |
|-----------------------------------|-----------|--|------------------|
| <b>Advertising 0.4%</b>           |           |  |                  |
|                                   |           | <b>Adams Outdoor Advertising, L.P.</b>     |                  |
|                                   | 2,000,000 | Term Loan, Maturing October 15, 2011 (1)   | 2,024,166        |
|                                   |           | <b>Lamar Media Corp.</b>                   |                  |
|                                   | 1,000,000 | Term Loan, Maturing June 30, 2010          | 1,010,000        |
|                                   |           | \$   | <b>3,034,166</b> |
| <b>Aerospace and Defense 1.2%</b> |           |  |                  |
|                                   |           | <b>ARINC, Inc.</b>                         |                  |
|                                   | 2,992,500 | Term Loan, Maturing March 10, 2010         | 3,037,387        |
|                                   |           | <b>DRS Technologies, Inc.</b>              |                  |
|                                   | 3,844,814 | Term Loan, Maturing November 4, 2010       | 3,880,859        |
|                                   |           | <b>Standard Aero Holdings, Inc.</b>        |                  |
|                                   | 844,848   | Term Loan, Maturing August 24, 2012        | 844,848          |
|                                   |           | <b>Transdigm, Inc.</b>                     |                  |
|                                   | 995,006   | Term Loan, Maturing July 22, 2010          | 1,010,243        |
|                                   |           | \$   | <b>8,773,337</b> |
| <b>Auto Components 7.3%</b>       |           |  |                  |
|                                   |           | <b>Dayco Products, LLC</b>                 |                  |
|                                   | 1,550,000 | Term Loan, Maturing June 23, 2011          | 1,575,673        |
|                                   |           | <b>Exide Technologies</b>                  |                  |
|                                   | 1,000,000 | Term Loan, Maturing May 5, 2010            | 1,004,375        |
|                                   | 1,000,000 | Term Loan, Maturing May 5, 2010            | 1,005,000        |
|                                   |           | <b>Federal-Mogul Corp.</b>                 |                  |
|                                   | 2,852,861 | Revolving Loan, Maturing December 31, 2004 | 2,654,944        |
|                                   | 2,000,000 | Term Loan, Maturing February 24, 2005      | 1,869,376        |
|                                   | 563,750   | Term Loan, Maturing February 24, 2005      | 567,978          |
|                                   | 4,366,382 | Revolving Loan, Maturing February 24, 2005 | 4,355,466        |
|                                   |           | <b>Gleason Corp.</b>                       |                  |
|                                   | 585,000   | Term Loan, Maturing July 27, 2011          | 592,312          |

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|                             |   |               |
|-----------------------------|---|---------------|
| 1,000,000                   | Term Loan, Maturing January 31, 2012      | 1,010,000     |
|                             | <b>HLI Operating Co., Inc.</b>            |               |
| 1,345,781                   | Term Loan, Maturing June 3, 2009          | 1,373,537     |
|                             | <b>Key Automotive Group</b>               |               |
| 3,750,000                   | Term Loan, Maturing June 29, 2010         | 3,796,875     |
|                             | <b>Metaldyne, Inc.</b>                    |               |
| 6,271,519                   | Term Loan, Maturing December 31, 2009     | 6,288,502     |
|                             | <b>Plastech Engineered Products, Inc.</b> |               |
| 1,000,000                   | Term Loan, Maturing March 31, 2010        | 1,015,000     |
|                             | <b>R.J. Tower Corp.</b>                   |               |
| 2,000,000                   | Term Loan, Maturing January 29, 2010      | 2,042,500     |
|                             | <b>The Goodyear Tire &amp; Rubber Co.</b> |               |
| 5,500,000                   | Term Loan, Maturing March 31, 2006        | 5,572,187     |
| 2,000,000                   | Term Loan, Maturing September 30, 2007    | 2,023,750     |
|                             | <b>TI Automotive, Ltd.</b>                |               |
| 9,000,000                   | Term Loan, Maturing June 30, 2011         | 9,030,942     |
|                             | <b>TRW Automotive, Inc.</b>               |               |
| 3,990,000                   | Term Loan, Maturing February 28, 2011     | 4,062,319     |
|                             | <b>United Components, Inc.</b>            |               |
| 1,870,000                   | Term Loan, Maturing June 30, 2010         | 1,896,881     |
|                             |   | \$ 51,737,617 |
| <b>Broadcast Media 2.8%</b> |   |               |
|                             | <b>CanWest Media, Inc.</b>                |               |
| 3,004,375                   | Term Loan, Maturing August 15, 2009       | 3,043,807     |
|                             | <b>Cumulus Media, Inc.</b>                |               |
| 1,100,000                   | Term Loan, Maturing March 28, 2009        | 1,107,562     |
| 3,300,000                   | Term Loan, Maturing March 28, 2010        | 3,327,845     |
|                             | <b>Emmis Operating Co.</b>                |               |
| 2,000,000                   | Term Loan, Maturing November 10, 2011     | 2,016,250     |
|                             | <b>NEP Supershooters, L.P.</b>            |               |
| 1,500,000                   | Term Loan, Maturing August 3, 2011        | 1,507,500     |
|                             | <b>Rainbow National Services, LLC</b>     |               |

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|           |  |                      |
|-----------|--|----------------------|
| 3,600,000 | Term Loan, Maturing March 31, 2012     | 3,646,800            |
|           | <b>Sinclair Television Group, Inc.</b> |                      |
| 1,900,000 | Term Loan, Maturing June 30, 2009      | 1,911,875            |
| 3,100,000 | Term Loan, Maturing December 31, 2009  | 3,135,520            |
|           |  | \$ <b>19,697,159</b> |

**Cable Television 3.6%**

|            |   |                      |
|------------|---|----------------------|
|            | <b>Atlantic Broadband Finance, LLC</b>          |                      |
| 2,000,000  | Term Loan, Maturing February 10, 2011           | 2,027,500            |
|            | <b>Bresnan Communications, LLC</b>              |                      |
| 1,884,762  | Term Loan, Maturing September 30, 2010          | 1,912,446            |
|            | <b>Canadian Cable Acquisition Company, Inc.</b> |                      |
| 1,000,000  | Term Loan, Maturing July 27, 2011               | 1,009,688            |
|            | <b>Charter Communications Operating, LLC</b>    |                      |
| 5,000,000  | Term Loan, Maturing April 27, 2010              | 4,884,260            |
| 10,500,000 | Term Loan, Maturing April 27, 2011              | 10,376,404           |
|            | <b>Insight Midwest Holdings, LLC</b>            |                      |
| 1,880,000  | Term Loan, Maturing December 31, 2008           | 1,881,645            |
| 995,000    | Term Loan, Maturing December 31, 2009           | 1,010,547            |
|            | <b>MCC Iowa, LLC</b>                            |                      |
| 2,500,000  | Term Loan, Maturing March 31, 2010              | 2,495,702            |
|            |   | \$ <b>25,598,192</b> |

**Casinos and Gaming 0.9%**

|           |                                       |                     |
|-----------|---------------------------------------|---------------------|
|           | <b>Alliance Gaming Corp.</b>          |                     |
| 1,819,326 | Term Loan, Maturing September 5, 2009 | 1,843,583           |
|           | <b>Marina District Finance Co.</b>    |                     |
| 769,717   | Term Loan, Maturing December 31, 2007 | 774,207             |
| 3,853,979 | Term Loan, Maturing December 31, 2008 | 3,875,658           |
|           |                                       | \$ <b>6,493,448</b> |

**Chemicals 5.5%**

|           |                                       |           |
|-----------|---------------------------------------|-----------|
|           | <b>Brenntag AG</b>                    |           |
| 2,500,000 | Term Loan, Maturing February 27, 2012 | 2,532,812 |

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|                  |   |    |                   |
|------------------|---|----|-------------------|
|                  | <b>Celanese AG</b>                      |    |                   |
| 3,104,170        | Term Loan, Maturing June 4, 2011        |    | 3,146,368         |
| 2,000,000        | Term Loan, Maturing December 8, 2011    |    | 2,042,084         |
|                  | <b>Hercules, Inc.</b>                   |    |                   |
| 3,000,000        | Term Loan, Maturing October 8, 2010     |    | 3,025,314         |
|                  | <b>Huntsman International, LLC</b>      |    |                   |
| 921,129          | Term Loan, Maturing December 31, 2010   |    | 934,946           |
|                  | <b>Huntsman, LLC</b>                    |    |                   |
| 322,380          | Term Loan, Maturing March 31, 2007      |    | 324,049           |
| 2,032,948        | Term Loan, Maturing March 31, 2007      |    | 2,043,477         |
|                  | <b>Innophos, Inc.</b>                   |    |                   |
| 461,182          | Term Loan, Maturing August 13, 2010     |    | 464,929           |
|                  | <b>Kosa B.V.</b>                        |    |                   |
| 9,000,000        | Term Loan, Maturing April 29, 2010      |    | 9,000,000         |
|                  | <b>Kraton Polymers, LLC</b>             |    |                   |
| 980,834          | Term Loan, Maturing December 5, 2008    |    | 982,060           |
|                  | <b>Nalco Co.</b>                        |    |                   |
| 2,701,282        | Term Loan, Maturing November 4, 2010    |    | 2,745,902         |
|                  | <b>Polymer Group, Inc.</b>              |    |                   |
| 3,914,286        | Term Loan, Maturing April 27, 2010      |    | 3,942,829         |
| 2,500,000        | Term Loan, Maturing April 27, 2011      |    | 2,509,375         |
|                  | <b>Ripplewood Phosphorus, LLC</b>       |    |                   |
| 575,000          | Term Loan, Maturing July 20, 2011       |    | 580,750           |
|                  | <b>Rockwood Specialties Group, Inc.</b> |    |                   |
| 3,590,000        | Term Loan, Maturing July 30, 2012       |    | 3,619,811         |
|                  | <b>VWR International, Inc.</b>          |    |                   |
| 1,246,000        | Term Loan, Maturing April 7, 2011       |    | 1,266,092         |
|                  |   | \$ | <b>39,160,798</b> |
| <b>Coal 0.6%</b> |   |    |                   |
|                  | <b>Foundation Coal Corp.</b>            |    |                   |
| 2,065,000        | Term Loan, Maturing July 30, 2011       |    | 2,087,973         |
|                  | <b>Peabody Energy Corp.</b>             |    |                   |
| 1,975,000        | Term Loan, Maturing March 31, 2010      |    | 1,998,145         |
|                  |   | \$ | <b>4,086,118</b>  |

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|   |             |  |                      |
|---|-------------|--|----------------------|
| <b>Commercial Services</b>              | <b>1.8%</b> |  |                      |
|   |             | <b>Acosta Sales Company, Inc.</b>                    |                      |
|   | 1,150,000   | Term Loan, Maturing August 13, 2010                  | 1,161,500            |
|   |             | <b>Advanstar Communications, Inc.</b>                |                      |
|   | 456,349     | Term Loan, Maturing October 11, 2007                 | 459,296              |
|   |             | <b>Corrections Corp. of America</b>                  |                      |
|   | 2,363,455   | Term Loan, Maturing March 31, 2008                   | 2,404,815            |
|   |             | <b>Environmental Systems Products Holdings, Inc.</b> |                      |
|   | 1,672,784   | Term Loan, Maturing December 12, 2008                | 1,684,285            |
|   |             | <b>Geo Group</b>                                     |                      |
|   | 1,051,169   | Term Loan, Maturing July 9, 2009                     | 1,062,994            |
|   |             | <b>Pike Electric</b>                                 |                      |
|   | 3,747,533   | Term Loan, Maturing July 1, 2012                     | 3,817,020            |
|   |             | <b>United Rentals, Inc.</b>                          |                      |
|   | 334,029     | Term Loan, Maturing February 14, 2011                | 339,179              |
|   | 1,665,971   | Term Loan, Maturing February 14, 2011                | 1,685,338            |
|   |             |  | <b>\$ 12,614,427</b> |
| <b>Communications Equipment</b>         | <b>0.7%</b> |  |                      |
|   |             | <b>Language Line, LLC</b>                            |                      |
|   | 5,000,000   | Term Loan, Maturing June 11, 2011                    | 5,053,125            |
|   |             |  | <b>\$ 5,053,125</b>  |
| <b>Computer Software &amp; Services</b> | <b>1.0%</b> |  |                      |
|   |             | <b>CCC Information Services Group</b>                |                      |
|   | 1,000,000   | Term Loan, Maturing August 20, 2010                  | 1,000,000            |
|   |             | <b>Mitchell International, Inc</b>                   |                      |
|   | 500,000     | Term Loan, Maturing August 13, 2011                  | 503,750              |
|   | 1,250,000   | Term Loan, Maturing August 13, 2012                  | 1,250,000            |
|   |             | <b>UGS Corp.</b>                                     |                      |
|   | 4,000,000   | Term Loan, Maturing May 27, 2011                     | 4,030,000            |
|   |             |  | <b>\$ 6,783,750</b>  |
| <b>Construction Materials</b>           | <b>0.7%</b> |  |                      |
|   |             | <b>Formica Corp.</b>                                 |                      |
|   | 359,910     | Term Loan, Maturing June 10, 2010                    | 365,309              |
|   | 879,711     | Term Loan, Maturing June 10, 2010                    | 892,906              |

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|  |  |                   |
|--|--|-------------------|
| 449,888  | Term Loan, Maturing June 10, 2010            | 456,636           |
| 1,310,491  | Term Loan, Maturing June 10, 2010            | 1,330,149         |
|  | <b>Ply Gem Industries, Inc.</b>              |                   |
| 1,700,000  | Term Loan, Maturing February 12, 2011        | 1,706,907         |
| 300,000  | Term Loan, Maturing February 12, 2011        | 301,219           |
|  | \$   | <b>5,053,126</b>  |
| <b>Containers and Packaging - Metal and Glass 1.8%</b> |  |                   |
|  | <b>BWAY Corp.</b>                            |                   |
| 6,810,000  | Term Loan, Maturing June 30, 2011            | 6,912,150         |
|  | <b>Kranson Industries, Inc.</b>              |                   |
| 860,000  | Term Loan, Maturing July 30, 2011            | 869,137           |
|  | <b>Owens-Illinois, Inc.</b>                  |                   |
| 2,000,000  | Term Loan, Maturing April 1, 2007            | 2,023,542         |
|  | <b>Silgan Holdings, Inc.</b>                 |                   |
| 2,727,506  | Term Loan, Maturing December 31, 2008        | 2,756,060         |
|  | \$   | <b>12,560,889</b> |
| <b>Containers and Packaging - Paper 1.1%</b>           |  |                   |
|  | <b>Graham Packaging Co.</b>                  |                   |
| 1,497,355  | Term Loan, Maturing February 16, 2010        | 1,508,585         |
|  | <b>Graphic Packaging International, Inc.</b> |                   |
| 1,960,101  | Term Loan, Maturing August 8, 2009           | 1,989,502         |
|  | <b>Solo Cup Co.</b>                          |                   |
| 3,989,975  | Term Loan, Maturing February 27, 2011        | 4,035,692         |
|  | \$   | <b>7,533,779</b>  |
| <b>Educational Services 0.4%</b>                       |  |                   |
|  | <b>Jostens, Inc.</b>                         |                   |
| 909,633  | Term Loan, Maturing July 15, 2010            | 923,277           |
|  | <b>Knowledge Learning Corp.</b>              |                   |
| 1,000,000  | Term Loan, Maturing May 15, 2010             | 1,007,500         |
|  | <b>Weekly Reader Corp.</b>                   |                   |
| 1,000,000  | Term Loan, Maturing March 18, 2009           | 1,000,625         |
|  | \$   | <b>2,931,402</b>  |



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|  |  |  |                      |
|--|--|--|----------------------|
| <b>Electronic Equipment &amp; Instruments 1.3%</b> |  |  |                      |
|  |  | <b>Communications &amp; Power Industries, Inc.</b> |                      |
| 1,992,500  |  | Term Loan, Maturing July 23, 2010                  | 2,028,614            |
|  |  | <b>Invensys International Holdings, Ltd.</b>       |                      |
| 3,492,730  |  | Term Loan, Maturing September 5, 2009              | 3,540,755            |
|  |  | <b>SecurityCo, Inc.</b>                            |                      |
| 1,000,000  |  | Term Loan, Maturing June 28, 2010                  | 1,005,000            |
| 3,000,000  |  | Term Loan, Maturing June 28, 2011                  | 3,015,000            |
|  |  |  | <b>\$ 9,589,369</b>  |
| <b>Entertainment 2.8%</b>                          |  |  |                      |
|  |  | <b>Metro-Goldwyn-Mayer Studios, Inc.</b>           |                      |
| 12,000,000   |  | Term Loan, Maturing April 26, 2011                 | 12,058,500           |
|  |  | <b>Six Flags Theme Parks, Inc.</b>                 |                      |
| 4,000,000  |  | Term Loan, Maturing June 30, 2009                  | 4,021,252            |
|  |  | <b>WMG Acquisition Corp.</b>                       |                      |
| 3,989,975  |  | Term Loan, Maturing February 28, 2011              | 4,046,976            |
|  |  |  | <b>\$ 20,126,728</b> |
| <b>Environmental Services 0.6%</b>                 |  |  |                      |
|  |  | <b>Allied Waste Industries, Inc.</b>               |                      |
| 714,286  |  | Term Loan, Maturing January 15, 2009               | 725,179              |
| 1,000,000  |  | Term Loan, Maturing January 5, 2010                | 1,015,625            |
| 2,000,000  |  | Term Loan, Maturing July 15, 2010                  | 2,033,076            |
|  |  | <b>Ionics, Inc.</b>                                |                      |
| 797,144  |  | Term Loan, Maturing February 13, 2011              | 809,599              |
|  |  |  | <b>\$ 4,583,479</b>  |
| <b>Financials 0.6%</b>                             |  |  |                      |
|  |  | <b>Refco Group Ltd., LLC</b>                       |                      |
| 4,000,000  |  | Term Loan, Maturing August 5, 2011                 | 3,992,916            |
|  |  |  | <b>\$ 3,992,916</b>  |
| <b>Food, Beverages and Tobacco 2.2%</b>            |  |  |                      |
|  |  | <b>Constellation Brands, Inc.</b>                  |                      |
| 3,125,000  |  | Term Loan, Maturing November 30, 2008              | 3,140,991            |
|  |  | <b>Dr. Pepper/Seven Up Bottling Group, Inc.</b>    |                      |
| 3,087,754  |  | Term Loan, Maturing December 19, 2010              | 3,122,973            |

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|  |   |               |
|--|---|---------------|
|  | <b>Michael Foods, Inc.</b>                          |               |
| 1,000,000  | Term Loan, Maturing November 20, 2011               | 1,029,375     |
|  | <b>Pierre Merger Corp.</b>                          |               |
| 720,000  | Term Loan, Maturing June 30, 2010                   | 725,850       |
|  | <b>Reddy Ice Group, Inc.</b>                        |               |
| 2,588,750  | Term Loan, Maturing July 31, 2009                   | 2,623,807     |
|  | <b>Seminis Vegetable Seeds, Inc.</b>                |               |
| 1,282,989  | Term Loan, Maturing September 30, 2009              | 1,302,234     |
|  | <b>Southern Wine &amp; Spirits of America, Inc.</b> |               |
| 1,994,839  | Term Loan, Maturing June 28, 2008                   | 2,019,152     |
|  | <b>Sunny Delight</b>                                |               |
| 745,000  | Term Loan, Maturing August 20, 2010                 | 752,450       |
| 600,000  | Term Loan, Maturing August 20, 2010                 | 606,000       |
|  |   | \$ 15,322,832 |
| <b>Funeral Service 0.1%</b>                        |   |               |
|  | <b>Alderwoods Group</b>                             |               |
| 574,496  | Term Loan, Maturing August 19, 2010                 | 581,408       |
|  |   | \$ 581,408    |
| <b>Health Care - Equipment &amp; Supplies 1.1%</b> |   |               |
|  | <b>Hanger Orthopedic Group, Inc.</b>                |               |
| 2,500,000  | Term Loan, Maturing September 30, 2009              | 2,503,125     |
|  | <b>Leiner Health Products, Inc.</b>                 |               |
| 2,000,000  | Term Loan, Maturing May 27, 2011                    | 2,025,000     |
|  | <b>Sola International, Inc.</b>                     |               |
| 2,962,500  | Term Loan, Maturing December 11, 2009               | 3,003,234     |
|  |   | \$ 7,531,359  |
| <b>Health Care - Providers &amp; Services 2.5%</b> |   |               |
|  | <b>Accredo Health, Inc.</b>                         |               |
| 2,300,000  | Term Loan, Maturing April 30, 2011                  | 2,314,375     |
|  | <b>DaVita, Inc.</b>                                 |               |
| 4,973,750  | Term Loan, Maturing March 31, 2009                  | 5,023,931     |
|  | <b>Express Scripts, Inc.</b>                        |               |
| 3,000,000  | Term Loan, Maturing February 13, 2010               | 3,029,376     |

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|   |  |   |               |
|---|--|---|---------------|
|   |  | <b>Fresenius Medical Care Holdings, Inc.</b>  |               |
| 1,496,250   |  | Term Loan, Maturing February 21, 2010         | 1,508,718     |
|   |  | <b>Iasis Healthcare, LLC</b>                  |               |
| 4,000,000   |  | Term Loan, Maturing June 16, 2011             | 4,054,376     |
|   |  | <b>Medcath Holdings Corp.</b>                 |               |
| 1,565,000   |  | Term Loan, Maturing July 2, 2011              | 1,587,497     |
|   |  |   | \$ 17,518,273 |
| <b>Hotels 0.9%</b>                                |  |   |               |
|   |  | <b>Boca Resorts, Inc.</b>                     |               |
| 2,200,000   |  | Term Loan, Maturing July 22, 2009             | 2,200,000     |
|   |  | <b>Wyndham International, Inc.</b>            |               |
| 1,861,771   |  | Term Loan, Maturing December 31, 2004         | 1,824,149     |
| 2,328,197   |  | Term Loan, Maturing June 30, 2006             | 2,281,149     |
|   |  |   | \$ 6,305,298  |
| <b>Household Furnishing &amp; Appliances 1.2%</b> |  |   |               |
|   |  | <b>Home Interiors &amp; Gifts, Inc.</b>       |               |
| 3,000,000   |  | Term Loan, Maturing March 31, 2011            | 2,775,000     |
|   |  | <b>Sealy Mattress Co.</b>                     |               |
| 1,963,303   |  | Term Loan, Maturing April 6, 2012             | 1,985,798     |
|   |  | <b>Simmons Co.</b>                            |               |
| 3,917,038   |  | Term Loan, Maturing December 19, 2011         | 3,953,149     |
|   |  |   | \$ 8,713,947  |
| <b>Household Products 0.5%</b>                    |  |   |               |
|   |  | <b>United Industries Corp.</b>                |               |
| 1,200,000   |  | Term Loan, Maturing April 29, 2011            | 1,215,750     |
| 2,500,000   |  | Term Loan, Maturing October 31, 2011          | 2,542,187     |
|   |  |   | \$ 3,757,937  |
| <b>Insurance 1.8%</b>                             |  |   |               |
|   |  | <b>Conseco, Inc.</b>                          |               |
| 12,500,000  |  | Term Loan, Maturing June 22, 2010             | 12,690,100    |
|   |  |   | \$ 12,690,100 |
| <b>Leisure Equipment &amp; Products 0.6%</b>      |  |   |               |
|   |  | <b>Bombardier Recreational Products, Inc.</b> |               |
| 2,933,000   |  | Term Loan, Maturing December 18, 2010         | 2,979,746     |

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|   |           |                                       |               |
|---|-----------|---------------------------------------|---------------|
|   | 1,257,000 | Term Loan, Maturing December 18, 2010 | 1,277,034     |
|   |           |                                       | \$ 4,256,780  |
| <b>Machinery 0.1%</b>                     |           | <b>Bucyrus International, Inc.</b>    |               |
|   | 750,000   | Term Loan, Maturing July 28, 2010     | 757,031       |
|   |           |                                       | \$ 757,031    |
| <b>Manufacturing 2.6%</b>                 |           | <b>Dresser, Inc.</b>                  |               |
|   | 570,732   | Term Loan, Maturing March 31, 2007    | 579,382       |
|   |           | <b>Enersys Holdings, Inc.</b>         |               |
|   | 1,000,000 | Term Loan, Maturing March 17, 2011    | 1,012,500     |
|   |           | <b>Harbor Freight Tools USA, Inc.</b> |               |
|   | 3,500,000 | Term Loan, Maturing July 15, 2010     | 3,519,687     |
|   |           | <b>IPG (US), Inc.</b>                 |               |
|   | 800,000   | Term Loan, Maturing July 28, 2011     | 809,000       |
|   |           | <b>Mueller Group, Inc.</b>            |               |
|   | 2,834,862 | Term Loan, Maturing April 23, 2011    | 2,849,037     |
|   |           | <b>Polypore, Inc.</b>                 |               |
|   | 500,000   | Term Loan, Maturing November 12, 2011 | 504,063       |
|   |           | <b>St. Marys Cement, Inc.</b>         |               |
|   | 3,984,987 | Term Loan, Maturing December 4, 2010  | 4,019,856     |
|   |           | <b>Synthetic Industries, Inc.</b>     |               |
|   | 4,981,916 | Term Loan, Maturing December 30, 2007 | 4,944,551     |
|   |           |                                       | \$ 18,238,076 |
| <b>Miscellaneous 1.8%</b>                 |           | <b>Coinstar, Inc.</b>                 |               |
|   | 6,075,000 | Term Loan, Maturing July 7, 2011      | 6,177,516     |
|   |           | <b>Laidlaw International, Inc.</b>    |               |
|   | 6,524,929 | Term Loan, Maturing June 19, 2009     | 6,635,037     |
|   |           |                                       | \$ 12,812,553 |
| <b>Office Equipment and Supplies 0.2%</b> |           | <b>Buhrmann US, Inc.</b>              |               |
|   | 1,478,711 | Term Loan, Maturing December 31, 2010 | 1,498,735     |
|   |           |                                       | \$ 1,498,735  |

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|                                       |                                       |                                       |               |
|---------------------------------------|---------------------------------------|---------------------------------------|---------------|
| <b>Oil &amp; Gas 1.4%</b>             |                                       |                                       |               |
|                                       |                                       | <b>Beldon &amp; Blake Corp.</b>       |               |
| 2,520,000                             | Term Loan, Maturing July 21, 2011     |                                       | 2,543,625     |
|                                       |                                       | <b>BPL Acquisition, L.P.</b>          |               |
| 2,000,000                             | Term Loan, Maturing May 4, 2010       |                                       | 2,025,000     |
|                                       |                                       | <b>La Grange Acquisition, L.P.</b>    |               |
| 2,000,000                             | Term Loan, Maturing January 18, 2008  |                                       | 2,030,000     |
|                                       |                                       | <b>Pride Offshore, Inc.</b>           |               |
| 2,630,000                             | Term Loan, Maturing July 7, 2011      |                                       | 2,663,422     |
|                                       |                                       | <b>Williams Production RMT Co.</b>    |               |
| 497,500                               | Term Loan, Maturing May 30, 2007      |                                       | 505,170       |
|                                       |                                       |                                       | \$ 9,767,217  |
| <b>Paper and Forest Products 1.8%</b> |                                       |                                       |               |
|                                       |                                       | <b>Appleton Papers, Inc.</b>          |               |
| 3,900,000                             | Term Loan, Maturing June 11, 2010     |                                       | 3,946,313     |
|                                       |                                       | <b>Buckeye Technologies, Inc.</b>     |               |
| 1,000,000                             | Term Loan, Maturing March 15, 2008    |                                       | 1,013,333     |
|                                       |                                       | <b>Koch Cellulose, LLC</b>            |               |
| 1,088,377                             | Term Loan, Maturing May 7, 2011       |                                       | 1,098,580     |
| 4,404,605                             | Term Loan, Maturing May 7, 2011       |                                       | 4,445,898     |
|                                       |                                       | <b>RLC Industries Co.</b>             |               |
| 2,000,000                             | Term Loan, Maturing February 24, 2010 |                                       | 2,020,000     |
|                                       |                                       |                                       | \$ 12,524,124 |
| <b>Personal Products 0.6%</b>         |                                       |                                       |               |
|                                       |                                       | <b>Prestige Brands, Inc.</b>          |               |
| 1,496,250                             | Term Loan, Maturing April 7, 2011     |                                       | 1,501,237     |
| 2,000,000                             | Term Loan, Maturing April 7, 2011     |                                       | 2,050,834     |
|                                       |                                       | <b>Revlon Consumer Products Corp.</b> |               |
| 625,000                               | Term Loan, Maturing July 9, 2010      |                                       | 635,938       |
|                                       |                                       |                                       | \$ 4,188,009  |
| <b>Publishing &amp; Printing 3.5%</b> |                                       |                                       |               |
|                                       |                                       | <b>CBD Media, LLC</b>                 |               |
| 918,367                               | Term Loan, Maturing December 31, 2009 |                                       | 930,612       |
|                                       |                                       | <b>Dex Media East, LLC</b>            |               |
| 4,873,104                             | Term Loan, Maturing May 8, 2009       |                                       | 4,941,123     |
|                                       |                                       | <b>Dex Media West, LLC</b>            |               |
| 4,569,618                             | Term Loan, Maturing March 9, 2010     |                                       | 4,640,068     |

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|           |  |               |
|-----------|--|---------------|
|           | <b>Freedom Communications Holdings, Inc.</b> |               |
| 3,500,000 | Term Loan, Maturing May 18, 2012             | 3,554,142     |
|           | <b>Herald Media, Inc.</b>                    |               |
| 1,000,000 | Term Loan, Maturing January 22, 2012         | 1,013,750     |
|           | <b>Merrill Communications, LLC</b>           |               |
| 1,550,000 | Term Loan, Maturing February 9, 2009         | 1,565,500     |
|           | <b>Morris Publishing Group, LLC</b>          |               |
| 2,950,000 | Term Loan, Maturing March 31, 2011           | 2,985,031     |
|           | <b>Newspaper Holdings, Inc.</b>              |               |
| 2,400,000 | Term Loan, Maturing August 24, 2011          | 2,392,800     |
|           | <b>R.H. Donnelley, Inc.</b>                  |               |
| 985,259   | Term Loan, Maturing June 30, 2010            | 993,880       |
|           | <b>Transwestern Publishing Co., LLC</b>      |               |
| 1,995,000 | Term Loan, Maturing February 25, 2011        | 2,009,651     |
|           |  | \$ 25,026,557 |

**Restaurants 0.9%**

|           |                                     |              |
|-----------|-------------------------------------|--------------|
|           | <b>Buffets, Inc.</b>                |              |
| 1,000,000 | Term Loan, Maturing June 28, 2009   | 1,011,250    |
| 1,477,881 | Term Loan, Maturing June 28, 2009   | 1,494,507    |
|           | <b>CKE Restaurants, Inc.</b>        |              |
| 2,535,357 | Term Loan, Maturing July 2, 2008    | 2,573,388    |
|           | <b>Jack in the Box, Inc.</b>        |              |
| 997,494   | Term Loan, Maturing January 8, 2011 | 1,011,209    |
|           |                                     | \$ 6,090,354 |

**Retail - Food and Drug 2.0%**

|           |   |           |
|-----------|---|-----------|
|           | <b>Domino's, Inc.</b>                   |           |
| 1,973,232 | Term Loan, Maturing June 25, 2010       | 2,006,838 |
|           | <b>General Nutrition Centers, Inc.</b>  |           |
| 2,985,000 | Term Loan, Maturing December 5, 2009    | 3,019,328 |
|           | <b>Giant Eagle, Inc.</b>                |           |
| 4,626,521 | Term Loan, Maturing August 6, 2009      | 4,681,461 |
|           | <b>Pathmark Stores, Inc.</b>            |           |
| 1,511,021 | Term Loan, Maturing July 15, 2007       | 1,531,167 |
|           | <b>The Jean Coutu Group (PJC), Inc.</b> |           |

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|   |             |  |               |
|---|-------------|--|---------------|
|   | 3,100,000   | Term Loan, Maturing July 30, 2011      | 3,130,296     |
|   |             |  | \$ 14,369,090 |
| <b>Retail - Specialty</b>                   | <b>1.7%</b> |  |               |
|   |             | <b>FTD, Inc.</b>                       |               |
|   | 1,988,753   | Term Loan, Maturing February 28, 2011  | 2,008,641     |
|   |             | <b>Getty Petroleum Marketing, Inc.</b> |               |
|   | 4,500,000   | Term Loan, Maturing May 19, 2010       | 4,574,534     |
|   |             | <b>Oriental Trading Co.</b>            |               |
|   | 2,348,459   | Term Loan, Maturing August 4, 2010     | 2,381,730     |
|   |             | <b>Savers, Inc.</b>                    |               |
|   | 875,000     | Term Loan, Maturing August 4, 2009     | 880,469       |
|   | 1,500,000   | Term Loan, Maturing August 4, 2010     | 1,512,188     |
|   |             | <b>Travelcenters of America, Inc.</b>  |               |
|   | 500,000     | Term Loan, Maturing November 30, 2008  | 506,667       |
|   |             |  | \$ 11,864,229 |
| <b>Road &amp; Rail</b>                      | <b>0.4%</b> |  |               |
|   |             | <b>NFIL Holdings Corp.</b>             |               |
|   | 238,095     | Term Loan, Maturing February 27, 2010  | 241,518       |
|   | 729,762     | Term Loan, Maturing February 27, 2010  | 739,568       |
|   |             | <b>RailAmerica, Inc.</b>               |               |
|   | 209,262     | Term Loan, Maturing May 31, 2009       | 212,375       |
|   | 1,426,233   | Term Loan, Maturing May 31, 2009       | 1,447,448     |
|   |             |  | \$ 2,640,909  |
| <b>Semiconductor Equipment and Products</b> | <b>0.2%</b> |  |               |
|   |             | <b>Memec Group, Ltd.</b>               |               |
|   | 1,500,000   | Term Loan, Maturing June 15, 2009      | 1,490,625     |
|   |             |  | \$ 1,490,625  |
| <b>Services</b>                             | <b>0.1%</b> |  |               |
|   |             | <b>Allied Security Holdings, LLC</b>   |               |
|   | 880,000     | Term Loan, Maturing June 30, 2010      | 888,800       |
|   |             |  | \$ 888,800    |
| <b>Telecommunications - Wireless</b>        | <b>5.5%</b> |  |               |
|   |             | <b>American Tower, L.P.</b>            |               |
|   | 1,500,000   | Term Loan, Maturing August 31, 2011    | 1,522,734     |

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|           |   |                      |
|-----------|---|----------------------|
|           | <b>Cellular South, Inc.</b>                   |                      |
| 500,000   | Term Loan, Maturing May 4, 2011               | 506,250              |
|           | <b>Centennial Cellular Operating Co., LLC</b> |                      |
| 4,987,469 | Term Loan, Maturing February 9, 2011          | 5,005,005            |
|           | <b>Dobson Cellular Systems, Inc.</b>          |                      |
| 5,972,462 | Term Loan, Maturing March 31, 2010            | 5,970,223            |
|           | <b>Nextel Finance Co.</b>                     |                      |
| 9,000,000 | Term Loan, Maturing December 15, 2010         | 9,057,636            |
|           | <b>Nextel Partners Operating Corp.</b>        |                      |
| 6,500,000 | Term Loan, Maturing May 31, 2011              | 6,591,813            |
|           | <b>SBA Senior Finance, Inc.</b>               |                      |
| 2,230,769 | Term Loan, Maturing October 31, 2008          | 2,250,636            |
|           | <b>Western Wireless Corp.</b>                 |                      |
| 8,000,000 | Term Loan, Maturing May 28, 2011              | 8,121,432            |
|           |   | <b>\$ 39,025,729</b> |

**Telecommunications - Wireline 2.1%**

|           |  |                      |
|-----------|--|----------------------|
|           | <b>Consolidated Communications, Inc.</b> |                      |
| 2,000,000 | Term Loan, Maturing April 14, 2012       | 2,027,500            |
|           | <b>NTELOS, Inc.</b>                      |                      |
| 4,721,709 | Term Loan, Maturing July 25, 2008        | 4,674,491            |
|           | <b>Qwest Corp.</b>                       |                      |
| 8,000,000 | Term Loan, Maturing June 30, 2007        | 8,278,000            |
|           |  | <b>\$ 14,979,991</b> |

**Theaters 2.1%**

|           |   |                      |
|-----------|---|----------------------|
|           | <b>Cinemark, Inc.</b>                     |                      |
| 1,992,500 | Term Loan, Maturing March 31, 2011        | 2,007,444            |
|           | <b>Loews Cineplex Entertainment Corp.</b> |                      |
| 4,325,000 | Term Loan, Maturing July 30, 2011         | 4,362,394            |
|           | <b>Regal Cinemas Corp.</b>                |                      |
| 8,704,773 | Term Loan, Maturing November 10, 2010     | 8,813,582            |
|           |   | <b>\$ 15,183,420</b> |

**Transportation 0.4%**

|           |                                  |           |
|-----------|----------------------------------|-----------|
|           | <b>Horizon Lines, LLC</b>        |           |
| 3,025,000 | Term Loan, Maturing July 7, 2011 | 3,076,676 |



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|  |   |    |             |
|--|---|----|-------------|
|  |   | \$ | 3,076,676   |
| <b>Utility</b>                               | <b>3.3%</b>                                   |    |             |
|  | <b>Allegheny Energy Supply Company, LLC</b>   |    |             |
|  | 2,000,000 Term Loan, Maturing March 8, 2011   |    | 2,031,750   |
|  | 1,995,000 Term Loan, Maturing March 8, 2011   |    | 2,029,705   |
|  | <b>CenterPoint Energy, Inc.</b>               |    |             |
|  | 7,486,413 Term Loan, Maturing October 7, 2006 |    | 7,522,909   |
|  | <b>Coletto Creek WLE, L.P.</b>                |    |             |
|  | 1,000,000 Term Loan, Maturing June 30, 2011   |    | 1,015,625   |
|  | 670,000 Term Loan, Maturing June 30, 2012     |    | 680,888     |
|  | <b>Dynegy Holdings, Inc.</b>                  |    |             |
|  | 6,000,000 Term Loan, Maturing May 28, 2010    |    | 6,114,378   |
|  | <b>NRG Energy, Inc.</b>                       |    |             |
|  | 1,483,040 Term Loan, Maturing June 23, 2010   |    | 1,533,093   |
|  | 2,664,419 Term Loan, Maturing June 23, 2010   |    | 2,755,009   |
|  |   | \$ | 23,683,357  |
| <b>Total Senior, Floating Rate Interests</b> | <b>(identified cost \$545,496,693)</b>        | \$ | 544,187,241 |

**Corporate Bonds & Notes 10.5%**

| Principal<br>Amount<br>(000 s omitted) | Security  | Value        |
|--|---|--------------|
| <b>Aerospace and Defense</b>           | <b>0.2%</b>   |              |
|  | <b>Argo Tech Corp., Sr. Notes</b>                   |              |
| 500                                    | 9.25%, 6/1/11 (2)                                   | 530,000      |
|  | <b>Sequa Corp.</b>                                  |              |
| 500                                    | 8.875%, 4/1/08                                      | 541,250      |
|  | <b>Standard Aero Holdings, Inc., Sr. Sub. Notes</b> |              |
| 100                                    | 8.25%, 9/1/14 (2)                                   | 103,250      |
|  |   | \$ 1,174,500 |
| <b>Apparel</b>                         | <b>0.1%</b>   |              |
|  | <b>J Crew Operating Corp., Sr. Sub. Notes</b>       |              |
| 110                                    | 10.375%, 10/15/07                                   | 112,750      |
|  | <b>Levi Strauss &amp; Co.</b>                       |              |
| 530                                    | 7.00%, 11/1/06                                      | 524,700      |
|  |   | \$ 637,450   |

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|                                      |       |   |              |
|--------------------------------------|-------|---|--------------|
| <b>Auto Components 0.2%</b>          |       |   |              |
|                                      |       | <b>Collins and Aikman Prodcets Co., Sr. Sub. Notes</b>      |              |
|                                      | 70    | 12.875%, 8/24/12 (2)  | 70,175       |
|                                      |       | <b>Keystone Automotive Operations, Inc., Sr. Sub. Notes</b> |              |
|                                      | 500   | 9.75%, 11/1/13  | 541,250      |
|                                      |       | <b>Metaldyne Corp., Sr. Notes</b>                           |              |
|                                      | 500   | 10.00%, 11/1/13   | 496,250      |
|                                      |       |   | \$ 1,107,675 |
| <b>Banks and Money Services 0.1%</b> |       |   |              |
|                                      |       | <b>Refco Finance Holdings LLC, Sr. Sub. Notes</b>           |              |
|                                      | 770   | 9.00%, 8/1/12 (2)   | 800,800      |
|                                      |       |   | \$ 800,800   |
| <b>Broadcast Media 0.2%</b>          |       |   |              |
|                                      |       | <b>CCO Holdings LLC / CCO Capital Corp., Senior Notes</b>   |              |
|                                      | 1,000 | 8.75%, 11/15/13   | 990,000      |
|                                      |       | <b>Insight Communications, Sr. Disc. Notes</b>              |              |
|                                      | 20    | 12.25%, 2/15/11   | 18,050       |
|                                      |       | <b>Rainbow National Services LLC, Sr. Notes</b>             |              |
|                                      | 115   | 8.75%, 9/1/12 (2)   | 118,737      |
|                                      |       | <b>Rainbow National Services LLC, Sr. Sub. Notes</b>        |              |
|                                      | 255   | 10.375%, 9/1/14 (2)   | 265,200      |
|                                      |       |   | \$ 1,391,987 |
| <b>Cable Television 0.1%</b>         |       |   |              |
|                                      |       | <b>Cablevision Systems Corp., Sr. Notes</b>                 |              |
|                                      | 70    | 8.00%, 4/15/12 (2)  | 72,100       |
|                                      |       | <b>Kabel Deutschland GMBH</b>                               |              |
|                                      | 870   | 10.625%, 7/1/14 (2)   | 896,100      |
|                                      |       |   | \$ 968,200   |
| <b>Casinos and Gaming 0.3%</b>       |       |   |              |
|                                      |       | <b>Inn of the Mountain Gods, Sr. Notes</b>                  |              |
|                                      | 1,000 | 12.00%, 11/15/10  | 1,135,000    |
|                                      |       | <b>Majestic Star Casino LLC</b>                             |              |
|                                      | 500   | 9.50%, 10/15/10   | 513,750      |

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|  |                     |                     |
|--|---------------------|---------------------|
| <b>Waterford Gaming LLC, Sr. Notes</b>   |                     |                     |
| 423  | 8.625%, 9/15/12 (2) | 452,610             |
|  |                     | <b>\$ 2,101,360</b> |
| <b>Chemicals</b>   | <b>1.0%</b>         |                     |
| <b>BCP Caylux Holdings, Sr. Sub. Notes</b>   |                     |                     |
| 815  | 9.625%, 6/15/14 (2) | 879,182             |
| <b>Borden U.S. Finance/Nova Scotia Finance, Sr. Note</b>                             |                     |                     |
| 1,115  | 9.00%, 7/15/14 (2)  | 1,154,025           |
| <b>Innophos, Inc., Sr. Sub. Notes</b>  |                     |                     |
| 1,070  | 8.875%, 8/15/14 (2) | 1,118,150           |
| <b>Lyondell Chemical Co.</b>   |                     |                     |
| 1,005  | 9.50%, 12/15/08     | 1,079,119           |
| <b>OM Group, Inc.</b>  |                     |                     |
| 1,010  | 9.25%, 12/15/11     | 1,045,350           |
| <b>Polyone Corp.</b>   |                     |                     |
| 750  | 10.625%, 5/15/10    | 819,375             |
| <b>Rhodia SA, Sr. Notes</b>  |                     |                     |
| 780  | 10.25%, 6/1/10      | 799,500             |
| <b>Rockwood Specialties Group, Sr. Sub. Notes</b>                                    |                     |                     |
| 450  | 10.625%, 5/15/11    | 492,750             |
|  |                     | <b>\$ 7,387,451</b> |
| <b>Coal</b>  | <b>0.0%</b>         |                     |
| <b>Alpha Natural Resources, Sr. Notes</b>  |                     |                     |
| 90   | 10.00%, 6/1/12 (2)  | 99,000              |
|  |                     | <b>\$ 99,000</b>    |
| <b>Commercial Services</b>   | <b>0.6%</b>         |                     |
| <b>Advanstar Communications, Inc.</b>  |                     |                     |
| 1,000  | 10.75%, 8/15/10     | 1,107,500           |
| <b>Affinity Group, Inc., Sr. Sub. Notes</b>  |                     |                     |
| 500  | 9.00%, 2/15/12      | 525,000             |
| <b>Amerco, Inc.</b>  |                     |                     |
| 1,000  | 9.00%, 3/15/09      | 1,045,000           |
| <b>Norcross Safety Products LLC/Norcross Capital Corp., Sr. Sub. Notes, Series B</b> |                     |                     |
| 1,000  | 9.875%, 8/15/11     | 1,100,000           |

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|  |  |   |                     |
|--|--|---|---------------------|
|  |  | <b>United Rentals North America, Inc., Sr. Sub. Notes</b> |                     |
| 145  |  | 7.00%, 2/15/14  | 129,050             |
|  |  | <b>Waste Services, Inc., Sr. Sub. Notes</b>               |                     |
| 635  |  | 9.50%, 4/15/14 (2)  | 565,150             |
|  |  |   | <b>\$ 4,471,700</b> |
| <b>Communications Services 0.2%</b>          |  |   |                     |
|  |  | <b>US Oncology, Inc., Sr. Notes</b>                       |                     |
| 390  |  | 9.00%, 8/15/12 (2)  | 410,475             |
|  |  | <b>US Oncology, Inc., Sr. Sub. Notes</b>                  |                     |
| 700  |  | 10.75%, 8/15/14 (2)                                       | 740,250             |
|  |  |   | <b>\$ 1,150,725</b> |
| <b>Computer Software &amp; Services 0.2%</b> |  |   |                     |
|  |  | <b>UGS Corp., Sr. Sub. Notes</b>                          |                     |
| 1,055  |  | 10.00%, 6/1/12 (2)  | 1,155,225           |
|  |  |   | <b>\$ 1,155,225</b> |
| <b>Construction Materials 0.1%</b>           |  |   |                     |
|  |  | <b>Collins &amp; Aikman Floor Cover</b>                   |                     |
| 400  |  | 9.75%, 2/15/10  | 412,000             |
|  |  | <b>Ply Gem Industries, Inc., Sr. Sub. Notes</b>           |                     |
| 115  |  | 9.00%, 2/15/12 (2)  | 116,150             |
|  |  | <b>THL Buildco (Nortek, Inc.), Sr. Sub. Notes</b>         |                     |
| 210  |  | 8.50%, 9/1/14 (2)   | 219,975             |
|  |  |   | <b>\$ 748,125</b>   |
| <b>Consumer Products 0.2%</b>                |  |   |                     |
|  |  | <b>Amscan Holdings, Inc., Sr. Sub. Notes</b>              |                     |
| 1,030  |  | 8.75%, 5/1/14 (2)   | 1,031,287           |
|  |  | <b>Fedders North America, Inc., Sr. Notes</b>             |                     |
| 15   |  | 9.875%, 3/1/14  | 12,075              |
|  |  | <b>Samsonite Corp., Sr. Sub. Notes</b>                    |                     |
| 500  |  | 8.875%, 6/1/11 (2)  | 517,500             |
|  |  |   | <b>\$ 1,560,862</b> |
| <b>Containers and Packaging - Paper 0.2%</b> |  |   |                     |
|  |  | <b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>         |                     |

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|  |             |   |              |
|--|-------------|---|--------------|
|  | 950         | 8.50%, 8/1/14 (2)                                       | 959,500      |
|  |             | <b>Solo Cup Co., Sr. Sub. Notes</b>                     |              |
|  | 120         | 8.50%, 2/15/14  | 117,000      |
|  |             |   | \$ 1,076,500 |
| <b>Containers and Packaging - Plastics</b> | <b>0.2%</b> |   |              |
|  |             | <b>Plastipak Holdings, Inc.</b>                         |              |
|  | 500         | 10.75%, 9/1/11  | 542,500      |
|  |             | <b>Pliant Corp.</b>                                     |              |
|  | 750         | 11.125%, 9/1/09   | 808,125      |
|  |             |   | \$ 1,350,625 |
| <b>Engineering</b>                         | <b>0.0%</b> |   |              |
|  |             | <b>Shaw Group, Inc., Sr. Notes</b>                      |              |
|  | 45          | 10.75%, 3/15/10   | 45,394       |
|  |             |   | \$ 45,394    |
| <b>Entertainment</b>                       | <b>0.2%</b> |   |              |
|  |             | <b>LCE Acquisition Corp., Sr. Sub. Notes</b>            |              |
|  | 790         | 9.00%, 8/1/14 (2)                                       | 805,800      |
|  |             | <b>Marquee Holdings, Inc., Sr. Disc. Notes</b>          |              |
|  | 385         | 0.00%, 8/15/14 (2)                                      | 227,631      |
|  |             | <b>Marquee, Inc., Sr. Notes</b>                         |              |
|  | 215         | 8.625%, 8/15/12 (2)                                     | 225,750      |
|  |             |   | \$ 1,259,181 |
| <b>Financials</b>                          | <b>0.6%</b> |   |              |
|  |             | <b>Paxson Communications Corp.</b>                      |              |
|  | 4,500       | 4.35%, 1/15/10 (2)                                      | 4,500,000    |
|  |             |   | \$ 4,500,000 |
| <b>Food, Beverages and Tobacco</b>         | <b>0.1%</b> |   |              |
|  |             | <b>WH Holdings Ltd. and WH Capital Corp., Sr. Notes</b> |              |
|  | 500         | 9.50%, 4/1/11   | 537,500      |
|  |             |   | \$ 537,500   |
| <b>Funeral Service</b>                     | <b>0.0%</b> |   |              |
|  |             | <b>Alderwoods Group, Inc., Sr. Notes</b>                |              |
|  | 70          | 7.75%, 9/15/12 (2)                                      | 73,150       |
|  |             |   | \$ 73,150    |

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|  |  |                     |
|--|--|---------------------|
| <b>Health Care - Equipment &amp; Supplies 0.1%</b> |  |                     |
|  | <b>Inverness Medical Innovations, Inc., Sr. Sub. Notes</b> |                     |
| 530  | 8.75%, 2/15/12 (2)   | 511,450             |
|  | <b>Medical Device Manufacturing, Inc., Sr. Sub. Notes</b>  |                     |
| 230  | 10.00%, 7/15/12 (2)  | 243,800             |
|  |  | <b>\$ 755,250</b>   |
| <b>Health Care - Providers &amp; Services 0.2%</b> |  |                     |
|  | <b>Healthsouth Corp.</b>                                   |                     |
| 50   | 7.625%, 6/1/12   | 48,125              |
|  | <b>Healthsouth Corp., Sr. Notes</b>                        |                     |
| 1,050  | 8.375%, 10/1/11  | 1,034,250           |
|  | <b>Tenet Healthcare Corp., Sr. Notes</b>                   |                     |
| 490  | 9.875%, 7/1/14 (2)   | 513,275             |
|  |  | <b>\$ 1,595,650</b> |
| <b>Investment Services 0.1%</b>                    |  |                     |
|  | <b>First CLO, Ltd., Sr. Sub. Notes</b>                     |                     |
| 1,000  | Variable Rate, 3.96%, 7/27/16 (2)                          | 1,000,000           |
|  |  | <b>\$ 1,000,000</b> |
| <b>Machinery 0.1%</b>                              |  |                     |
|  | <b>Blount Inc.</b>   |                     |
| 45   | 8.875%, 8/1/12   | 47,250              |
|  | <b>Thermadyne Holdings Corp., Sr. Sub. Notes</b>           |                     |
| 750  | 9.25%, 2/1/14  | 738,750             |
|  |  | <b>\$ 786,000</b>   |
| <b>Manufacturing 0.5%</b>                          |  |                     |
|  | <b>Amsted Industries, Inc., Sr. Notes</b>                  |                     |
| 1,000  | 10.25%, 10/15/11 (2)                                       | 1,085,000           |
|  | <b>MAAX Corp., Sr. Sub. Notes</b>                          |                     |
| 750  | 9.75%, 6/15/12 (2)   | 795,000             |
|  | <b>Mueller Group, Inc., Sr. Sub. Notes</b>                 |                     |
| 600  | 10.00%, 5/1/12 (2)   | 649,500             |
|  | <b>Oxford Industries, Inc., Sr. Notes</b>                  |                     |
| 1,000  | 8.875%, 6/1/11 (2)   | 1,075,000           |
|  |  | <b>\$ 3,604,500</b> |

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|  |        |   |               |
|--|--------|---|---------------|
| <b>Miscellaneous 2.8%</b>                        |        |   |               |
|  |        | <b>Dow Jones CDX HY</b>   |               |
|  | 20,000 | 8.00%, 12/29/09 (2)   | 19,762,500    |
|  |        |   | \$ 19,762,500 |
| <b>Oil &amp; Gas 0.1%</b>                        |        |   |               |
|  |        | <b>Belden &amp; Blake Corp., Sr. Notes</b>                        |               |
|  | 45     | 8.75%, 7/15/12 (2)  | 47,137        |
|  |        | <b>Transmontaigne, Inc., Sr. Sub. Notes</b>                       |               |
|  | 515    | 9.125%, 6/1/10  | 574,225       |
|  |        |   | \$ 621,362    |
| <b>Paper and Forest Products 0.2%</b>            |        |   |               |
|  |        | <b>Caraustar Industries, Inc., Sr. Sub. Notes</b>                 |               |
|  | 855    | 9.875%, 4/1/11  | 908,438       |
|  |        | <b>Newark Group, Inc., Sr. Sub. Notes</b>                         |               |
|  | 500    | 9.75%, 3/15/14 (2)  | 487,500       |
|  |        |   | \$ 1,395,938  |
| <b>Publishing and Printing 0.1%</b>              |        |   |               |
|  |        | <b>Houghton Mifflin Co., Sr. Sub. Notes</b>                       |               |
|  | 500    | 9.875%, 2/1/13  | 524,375       |
|  |        |   | \$ 524,375    |
| <b>Retail - Food and Drug 0.1%</b>               |        |   |               |
|  |        | <b>Jean Coutu Group, Inc., Sr. Sub. Notes</b>                     |               |
|  | 815    | 8.50%, 8/1/14 (2)   | 825,188       |
|  |        |   | \$ 825,188    |
| <b>Retail - Specialty 0.1%</b>                   |        |   |               |
|  |        | <b>Petro Stopping Centers LP/Petro Financial Corp., Sr. Notes</b> |               |
|  | 500    | 9.00%, 2/15/12  | 522,500       |
|  |        |   | \$ 522,500    |
| <b>Semiconductor Equipment and Products 0.0%</b> |        |   |               |
|  |        | <b>Amkor Technologies, Inc.</b>                                   |               |
|  | 315    | 5.75%, 6/1/06   | 293,344       |
|  |        | <b>Freescale Semiconductor, Sr. Notes</b>                         |               |
|  | 35     | 6.875%, 7/15/11 (2)   | 35,831        |
|  |        |   | \$ 329,175    |

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|   |   |              |
|---|---|--------------|
| <b>Services 0.0%</b>                      |   |              |
|   | <b>Allied Security Escrow, Sr. Sub. Notes</b>                                       |              |
| 45  | 11.375%, 7/15/11 (2)  | 47,700       |
|   |   | \$ 47,700    |
| <b>Telecommunications - Wireless 0.6%</b> |   |              |
|   | <b>Alamosa Delaware, Inc.</b>   |              |
| 15  | 0.00%, 7/31/09  | 15,000       |
| 35  | 11.00%, 7/31/10   | 38,500       |
| 1,045                                     | 8.50%, 1/31/12  | 1,045,000    |
|   | <b>Centennial Cellular Operating Co./Centennial Communications Corp., Sr. Notes</b> |              |
| 500                                       | 10.125%, 6/15/13  | 516,250      |
|   | <b>Inmarsat Finance PLC</b>   |              |
| 145                                       | 7.625%, 6/30/12 (2)   | 142,825      |
|   | <b>PanAmSat Corp.</b>   |              |
| 170                                       | 9.00%, 8/15/14 (2)  | 178,075      |
|   | <b>Rural Cellular Corp.</b>   |              |
| 1,000                                     | 5.61%, 3/15/10 (2)  | 1,020,000    |
|   | <b>UbiquiTel Operating Co., Sr. Notes</b>   |              |
| 1,075                                     | 9.875%, 3/1/11  | 1,107,250    |
|   | <b>Western Wireless Corp., Sr. Notes</b>  |              |
| 30  | 9.25%, 7/15/13  | 30,975       |
|   |   | \$ 4,093,875 |
| <b>Telecommunications - Wireline 0.2%</b> |   |              |
|   | <b>Qwest Capital Funding, Inc.</b>  |              |
| 70  | 7.75%, 8/15/06  | 70,350       |
|   | <b>Qwest Services Corp.</b>   |              |
| 1,000                                     | 13.00%, 12/15/07 (2)  | 1,137,500    |
| 170                                       | 14.00%, 12/15/14 (2)  | 202,725      |
|   |   | \$ 1,410,575 |
| <b>Transportation 0.3%</b>                |   |              |
|   | <b>Horizon Lines, LLC</b>   |              |
| 1,150                                     | 9.00%, 11/1/12 (2)  | 1,213,250    |
|   | <b>OMI Corp., Sr. Notes</b>   |              |
| 65  | 7.625%, 12/1/13   | 65,650       |
|   | <b>Quality Distribution LLC/QD Capital Corp.</b>                                    |              |



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|  |             |                                    |    |                   |
|--|-------------|------------------------------------|----|-------------------|
|  | 750         | 9.00%, 11/15/10 (2)                |    | 698,438           |
|  |             |                                    | \$ | <b>1,977,338</b>  |
| <b>Utility</b>                           | <b>0.2%</b> |                                    |    |                   |
|  |             | <b>NRG Energy, Inc., Sr. Notes</b> |    |                   |
|  | 1,250       | 8.00%, 12/15/13 (2)                |    | 1,318,750         |
|  |             |                                    | \$ | <b>1,318,750</b>  |
| <b>Total Corporate Bonds &amp; Notes</b> |             |                                    |    |                   |
| <b>(identified cost \$73,645,435)</b>    |             |                                    | \$ | <b>74,168,086</b> |

**Commercial Paper 6.8%**

| Principal Amount<br>(000 s omitted)   |       | Security                              |    | Value             |
|---------------------------------------|-------|---------------------------------------|----|-------------------|
|                                       |       | <b>CRC Funding, LLC</b>               |    |                   |
| 14,000                                | 1.50% | 9/1/04                                |    | 14,000,000        |
|                                       |       | <b>Kitty Hawk Funding Corp.</b>       |    |                   |
| 10,000                                | 1.52% | 9/22/04                               |    | 9,991,133         |
|                                       |       | <b>Receivables Capital Corp., LLC</b> |    |                   |
| 10,000                                | 1.53% | 9/20/04                               |    | 9,991,925         |
|                                       |       | <b>Yorktown Capital, LLC</b>          |    |                   |
| 14,000                                | 1.52% | 9/2/04                                |    | 13,999,409        |
|                                       |       |                                       | \$ | <b>47,982,467</b> |
| <b>Total Commercial Paper</b>         |       |                                       |    |                   |
| <b>(identified cost \$47,982,467)</b> |       |                                       | \$ | <b>47,982,467</b> |

**Short-Term Investments 3.0%**

| Principal Amount                       | Maturity Date | Borrower                              | Rate  | Amount             |
|--|---------------|---------------------------------------|-------|--------------------|
| 21,492,000                             | 09/01/04      | Investors Bank and Trust Time Deposit | 1.58% | 21,492,000         |
| <b>Total Short-Term Investments</b>    |               |                                       |       |                    |
| <b>(at amortized cost)</b>             |               |                                       | \$    | <b>21,492,000</b>  |
| <b>Total Investments</b>               | <b>97.0%</b>  |                                       |       |                    |
| <b>(identified cost \$688,616,595)</b> |               |                                       | \$    | <b>687,829,794</b> |

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|                                       |               |           |                    |
|---------------------------------------|---------------|-----------|--------------------|
| <b>Other Assets, Less Liabilities</b> | <b>3.0%</b>   | <b>\$</b> | <b>21,539,478</b>  |
| <b>Net Assets</b>                     | <b>100.0%</b> | <b>\$</b> | <b>709,369,272</b> |

Note: The Trust has made commitments to fund specified amounts under certain existing credit arrangements. Pursuant to the terms of these arrangements, the Trust had unfunded loan commitments of \$2,152,221 as of August 31, 2004.

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

(2) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in transactions exempt from registration, normally to qualified institutional buyers. At August 31, 2004, the aggregate value of the securities is \$51,097,616 or 7.2% of the Trust's net assets.

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The Trust did not have any open financial instruments at August 31, 2004.

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

|                                    |           |                    |
|------------------------------------|-----------|--------------------|
| <b>Aggregate cost</b>              | <b>\$</b> | <b>688,631,188</b> |
| Gross unrealized appreciation      | \$        | 1,563,365          |
| Gross unrealized depreciation      |           | (2,364,759)        |
| <b>Net unrealized depreciation</b> | <b>\$</b> | <b>(801,394)</b>   |

**Item 2. Controls and Procedures**

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

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

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### Signatures

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

#### Eaton Vance Floating Rate Income Trust

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President and Principal Executive Officer

Date: October 22, 2004

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

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President and Principal Executive Officer

Date: October 22, 2004

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

Date: October 22, 2004

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