

EATON VANCE LTD DURATION INCOME FUND  
Form N-CSR  
May 29, 2014

**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)**

**Two International Place, Boston, Massachusetts 02110**  
**(Address of Principal Executive Offices)**

**Maureen A. Gemma**

**Two International Place, Boston, Massachusetts 02110**

**(Name and Address of Agent for Services)**

**(617) 482-8260**

**(Registrant's Telephone Number)**

**March 31**

**Date of Fiscal Year End**

**March 31, 2014**

**Date of Reporting Period**

**Item 1. Reports to Stockholders**

Eaton Vance

Limited Duration Income

Fund (EVV)

Annual Report

March 31, 2014

**Commodity Futures Trading Commission Registration.** Effective December 31, 2012, the Commodity Futures Trading Commission ( CFTC ) adopted certain regulatory changes that subject registered investment companies and advisers to regulation by the CFTC if a fund invests more than a prescribed level of its assets in certain CFTC-regulated instruments (including futures, certain options and swap agreements) or markets itself as providing investment exposure to such instruments. The Fund has claimed an exclusion from the definition of the term commodity pool operator under the Commodity Exchange Act. Accordingly, neither the Fund nor the adviser with respect to the operation of the Fund is subject to CFTC regulation. Because of its management of other strategies, the Fund's adviser is registered with the CFTC as a commodity pool operator and a commodity trading advisor.

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

**Annual Report** March 31, 2014

# Eaton Vance

## Limited Duration Income Fund

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## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Management's Discussion of Fund Performance

##### Economic and Market Conditions

As the fiscal year began on April 1, 2013, interest rates remained near historic lows. Highly accommodative monetary policies instituted by central banks around the world continued to put downward pressure on long-term bond yields, driving investors to look for other sources of income. One beneficiary was the municipal market, which continued to perform well into the first month of the period in response to strong investor demand.

In late May 2013, however, then-U.S. Federal Reserve (the Fed) Chairman Ben Bernanke surprised the markets by indicating that the Fed's \$85 billion in monthly asset purchases, known collectively as quantitative easing (QE), could be tapered sooner than most investors had expected. The negative effect on the bond market was swift and dramatic. Investors rushed to sell fixed-income assets in anticipation of rising rates, causing nearly every fixed-income asset class to decline in value.

The Fed subsequently tried to temper its comments and calm the markets, which moderated the outflows in most fixed-income asset classes. Bonds rallied in September 2013 after the Fed surprised the markets again by postponing the tapering of QE that many investors had thought was imminent. The announcement of a \$10 billion tapering came at the Fed meeting on December 18, 2013. To the surprise of many, there was little market reaction to the announcement, as investors took comfort in the Fed's pledge to keep the federal funds rate near zero well past the time the unemployment rate falls below 6.5%.

In contrast with the interest-rate volatility experienced during the 12-month period, economic factors affecting U.S. bond markets were generally positive throughout the period: unemployment declined, corporate profits remained strong and the housing market appeared to have finally turned the corner toward recovery. Against this backdrop, the Barclays U.S. Aggregate Bond Index<sup>2</sup>, a broad measure of the U.S. investment-grade bond market, returned -0.10% for the 12-month period. However, performance varied widely among various fixed-income sectors. In general, longer-maturity issues, being more sensitive to rising interest rates, performed worse than shorter-maturity issues. And amid a modest recovery and strong corporate profits that seemed to encourage investors to take on more risk, lower credit quality bonds generally outperformed higher-quality issues.

##### Fund Performance

For the 12-month period ended March 31, 2014, Eaton Vance Limited Duration Income Fund (the Fund) had total returns of 6.50% at net asset value (NAV) and -3.53% at market price. The leading driver of the Fund's return during the period was its investment in high-yield bonds. Overall, the Fund received a benefit from its use of leverage<sup>6</sup> during the 12-month period. Use of leverage creates an opportunity for increased income but, at the same time, creates special risks (including the likelihood of greater volatility of NAV and market price).

The Fund's high-yield bond investments outperformed the broader market during the period, as measured by BofA Merrill Lynch U.S. High Yield Index (High Yield Index). Credit selection was the main driver, particularly within the health care, gaming and telecommunications sectors of the market. Detracting from performance was the Fund's security selection in BBB-rated<sup>8</sup> holdings and building materials, as well an underweight position in banks & thrifts and an overweight position in shorter-duration<sup>9</sup>, zero- to two-year paper.

The Fund's investments in seasoned mortgage-backed securities (MBS) outperformed the Treasury market, as measured by the BofA Merrill Lynch 1-10 Year U.S. Treasury Index (Treasury Index). The Fund's MBS investments benefited from a lower duration relative to the Treasury Index in a rising rate environment. As mortgage rates rose during the period, the Fund's MBS investments also benefited from a slowdown in prepayment rates, as the securities provided additional income advantages over Treasuries.

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The Fund's floating-rate loan investments outperformed the loan market, as measured by the S&P/LSTA Leveraged Loan Index. Defaulted loans remained below 1% of Fund bank loan assets, lower than the market overall. Also, Fund bank loan performance was enhanced by market overweights in food and drug retailers, electronics and electrical, and financial intermediaries, slightly offset by a market underweight in utilities, a sector that outperformed the market.

*See Endnotes and Additional Disclosures in this report.*

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and includes management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to [eatonvance.com](http://eatonvance.com).*



Eaton Vance

Limited Duration Income Fund

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Performance<sup>3</sup>

**Portfolio Managers** Scott H. Page, CFA, Payson F. Swaffield, CFA, Michael W. Weilheimer, CFA, Catherine McDermott, Andrew Szczerowski, CFA, and Eric A. Stein, CFA

<b>% Average Annual Total Returns</b>	<b>Inception Date</b>	<b>One Year</b>	<b>Five Years</b>	<b>Ten Years</b>
Fund at NAV	05/30/2003	6.50%	16.16%	7.57%
Fund at Market Price		3.53	17.02	6.59

<b>% Premium/Discount to NAV<sup>4</sup></b>	8.13%
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**Distributions<sup>5</sup>**

Total Distributions per share for the period	\$ 1.220
Distribution Rate at NAV	7.35%
Distribution Rate at Market Price	8.00%

**% Total Leverage<sup>6</sup>**

Auction Preferred Shares (APS)	8.43%
Borrowings	29.90

Fund Profile

Asset Allocation (% of total investments)<sup>7</sup>

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## Eaton Vance

### Limited Duration Income Fund

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#### Endnotes and Additional Disclosures

- <sup>1</sup> The views expressed in this report are those of the portfolio manager(s) and are current only through the date stated at the top of this page. These views are subject to change at any time based upon market or other conditions, and Eaton Vance and the Fund(s) disclaim any responsibility to update such views. These views may not be relied upon as investment advice and, because investment decisions are based on many factors, may not be relied upon as an indication of trading intent on behalf of any Eaton Vance fund. This commentary may contain statements that are not historical facts, referred to as forward looking statements. The Fund's actual future results may differ significantly from those stated in any forward looking statement, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and purchases of Fund shares, the continuation of investment advisory, administrative and service contracts, and other risks discussed from time to time in the Fund's filings with the Securities and Exchange Commission.
- <sup>2</sup> Barclays U.S. Aggregate Bond Index is an unmanaged index of domestic investment-grade bonds, including corporate, government and mortgage-backed securities. BofA Merrill Lynch U. S. High Yield Index is an unmanaged index of below-investment grade U.S. corporate bonds. BofA Merrill Lynch 1-10 Year U. S. Treasury Index is an unmanaged index of Treasury securities with maturities ranging from 1 to 10 years. BofA Merrill Lynch® indices not for redistribution or other uses; provided **as is**, **without warranties, and with no liability**. Eaton Vance has prepared this report, BofAML does not endorse it, or guarantee, review, or endorse Eaton Vance's products. S&P/LSTA Leveraged Loan Index is an unmanaged index of the institutional leveraged loan market. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index.
- <sup>3</sup> Performance results reflect the effects of leverage.
- <sup>4</sup> The shares of the Fund often trade at a discount or premium from their net asset value. The discount or premium of the Fund may vary over time and may be higher or lower than what is quoted in this report. For up-to-date premium/discount information, please refer to <http://eatonvance.com/closedend>.
- <sup>5</sup> The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be comprised of amounts characterized for federal income tax purposes as qualified and non-qualified ordinary dividends, capital gains and nondividend distributions, also known as return of capital. The Fund will determine the federal income tax character of distributions paid to a shareholder after the end of the calendar year. This is reported on the IRS form 1099-DIV and provided to the shareholder shortly after each year-end. For information about the tax character of distributions made in prior calendar years, please refer to Performance-Tax Character of Distributions on the Fund's webpage available at [eatonvance.com](http://eatonvance.com). The Fund's distributions are determined by the investment adviser based on its current assessment of the Fund's long-term return potential. As portfolio and market conditions change, the rate of distributions paid by the Fund could change.
- <sup>6</sup> Leverage represents the liquidation value of the Fund's APS and borrowings outstanding as a percentage of Fund net assets applicable to common shares plus APS and borrowings outstanding. Use of leverage creates an opportunity for income, but creates risks including greater price volatility. The cost of leverage rises and falls with changes in short-term interest rates. The Fund may be required to maintain prescribed asset coverage for its leverage and may be required to reduce its leverage at an inopportune time.
- <sup>7</sup> Asset allocation as a percentage of the Fund's net assets amounted to 161.0%.

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<sup>8</sup> Ratings are based on Moody's, S&P or Fitch, as applicable. If securities are rated differently by the rating agencies, the higher rating is applied. Ratings, which are subject to change, apply to the creditworthiness of the issuers of the underlying securities and not to the Fund or its shares. Credit ratings measure the quality of a bond based on the issuer's creditworthiness, with ratings ranging from AAA, being the highest, to D, being the lowest based on S&P's measures. Ratings of BBB or higher by S&P or Fitch (Baa or higher by Moody's) are considered to be investment grade quality. Credit ratings are based largely on the rating agency's analysis at the time of rating. The rating assigned to any particular security is not necessarily a reflection of the issuer's current financial condition and does not necessarily reflect its assessment of the volatility of a security's market value or of the liquidity of an investment in the security. Holdings designated as "Not Rated" are not rated by the national rating agencies stated above.

<sup>9</sup> Duration is a measure of the expected change in price of a bond in percentage terms given a one percent change in interest rates, all else being constant. Securities with lower durations tend to be less sensitive to interest-rate changes.

Fund profile subject to change due to active management.

## Eaton Vance

## Limited Duration Income Fund

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## Portfolio of Investments

Senior Floating-Rate Interests 60.0%

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Aerospace and Defense 0.7%</b>		
<b>Atlantic Aviation FBO Inc.</b> Term Loan, 3.25%, Maturing June 1, 2020	795	\$ 795,442
<b>Booz Allen Hamilton Inc.</b> Term Loan, 3.75%, Maturing July 31, 2019	1,383	1,388,771
<b>DAE Aviation Holdings, Inc.</b> Term Loan, 5.00%, Maturing November 2, 2018	328	333,898
Term Loan, 5.00%, Maturing November 2, 2018	724	736,540
<b>Ducommun Incorporated</b> Term Loan, 4.75%, Maturing June 28, 2017	379	381,981
<b>IAP Worldwide Services, Inc.</b> Term Loan, 0.00%, Maturing December 31, 2015 <sup>(2)</sup>	908	284,505
Term Loan - Second Lien, 0.00%, Maturing June 30, 2016 <sup>(2)(3)</sup>	950	23,750
<b>Sequa Corporation</b> Term Loan, 5.25%, Maturing June 19, 2017	1,812	1,776,844
<b>Silver II US Holdings, LLC</b> Term Loan, 4.00%, Maturing December 13, 2019	5,123	5,128,608
<b>Transdigm, Inc.</b> Term Loan, 3.75%, Maturing February 28, 2020	2,896	2,901,435
		<b>\$ 13,751,774</b>
<b>Automotive 2.3%</b>		
<b>Affinia Group Intermediate Holdings Inc.</b> Term Loan, 4.86%, Maturing April 27, 2020	670	\$ 672,651
<b>Allison Transmission, Inc.</b> Term Loan, 3.16%, Maturing August 7, 2017	488	488,187
Term Loan, 3.75%, Maturing August 23, 2019	5,840	5,855,026
<b>ASP HHI Acquisition Co., Inc.</b> Term Loan, 5.00%, Maturing October 5, 2018	4,336	4,370,145
<b>Chrysler Group LLC</b> Term Loan, 3.50%, Maturing May 24, 2017	5,790	5,801,087
Term Loan, 3.25%, Maturing December 31, 2018	2,775	2,766,825
<b>Cooper-Standard Automotive, Inc.</b> Term Loan, Maturing April 4, 2021 <sup>(4)</sup>	850	853,187
<b>Dayco Products, LLC</b> Term Loan, 5.25%, Maturing December 12, 2019	1,325	1,334,937
<b>Federal-Mogul Corporation</b> Term Loan, 2.10%, Maturing December 29, 2014	3,422	3,412,130

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Term Loan, 2.10%, Maturing December 28, 2015	3,497	3,487,593
<b>Goodyear Tire &amp; Rubber Company (The)</b>		
Term Loan - Second Lien, 4.75%, Maturing April 30, 2019	6,775	6,813,028
	<b>Principal Amount*</b>	
<b>Borrower/Tranche Description</b>	<b>(000 s omitted)</b>	<b>Value</b>
<i>Automotive (continued)</i>		
<b>INA Beteiligungsgesellschaft GmbH</b>		
Term Loan, 4.25%, Maturing January 27, 2017	975	\$ 980,830
<b>Metaldyne Company LLC</b>		
Term Loan, 4.25%, Maturing December 18, 2018	2,003	2,014,063
<b>Tower Automotive Holdings USA, LLC</b>		
Term Loan, 4.00%, Maturing April 23, 2020	968	967,700
<b>UCI International, Inc.</b>		
Term Loan, 5.50%, Maturing July 26, 2017	995	1,002,942
<b>Veyance Technologies, Inc.</b>		
Term Loan, 5.25%, Maturing September 8, 2017	3,539	3,573,740
		<b>\$ 44,394,071</b>
<i>Beverage and Tobacco 0.2%</i>		
<b>Oak Leaf B.V.</b>		
Term Loan, 4.50%, Maturing September 24, 2018	EUR 2,950	\$ 4,124,665
		<b>\$ 4,124,665</b>
<i>Brokers, Dealers and Investment Houses 0.0%</i>		
<b>American Beacon Advisors, Inc.</b>		
Term Loan, 4.75%, Maturing November 22, 2019	599	\$ 604,485
		<b>\$ 604,485</b>
<i>Building and Development 0.6%</i>		
<b>ABC Supply Co., Inc.</b>		
Term Loan, 3.50%, Maturing April 16, 2020	1,567	\$ 1,566,636
<b>Capital Automotive L.P.</b>		
Term Loan, 4.00%, Maturing April 10, 2019	1,986	1,995,578
<b>CPG International Inc.</b>		
Term Loan, 4.75%, Maturing September 30, 2020	771	774,017
<b>Preferred Proppants, LLC</b>		
Term Loan, 0.00%, Maturing December 15, 2016 <sup>(2)</sup>	714	566,837
<b>Quikrete Holdings, Inc.</b>		
Term Loan, 4.00%, Maturing September 28, 2020	1,219	1,223,293
<b>RE/MAX International, Inc.</b>		
Term Loan, 4.00%, Maturing July 31, 2020	2,109	2,112,332
<b>Realogy Corporation</b>		
Term Loan, 3.75%, Maturing March 5, 2020	1,616	1,626,363
<b>Summit Materials Companies I, LLC</b>		
Term Loan, 5.00%, Maturing January 30, 2019	491	494,819
<b>WireCo WorldGroup, Inc.</b>		
Term Loan, 6.00%, Maturing February 15, 2017	690	695,964
		<b>\$ 11,055,839</b>

## Eaton Vance

## Limited Duration Income Fund

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## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Business Equipment and Services 5.6%</b>		
<b>Acosta, Inc.</b>		
Term Loan, 4.25%, Maturing March 2, 2018	6,680	\$ 6,729,334
<b>Advantage Sales &amp; Marketing, Inc.</b>		
Term Loan, 4.25%, Maturing December 18, 2017	4,355	4,379,443
<b>Allied Security Holdings, LLC</b>		
Term Loan, 0.50%, Maturing February 12, 2021 <sup>(6)</sup>	298	297,682
Term Loan, 4.25%, Maturing February 12, 2021	827	825,442
<b>Altegrity, Inc.</b>		
Term Loan, 5.00%, Maturing February 21, 2015	1,527	1,508,572
<b>Altisource Solutions S.a.r.l.</b>		
Term Loan, 4.50%, Maturing December 9, 2020	1,433	1,439,561
<b>AVSC Holding Corp.</b>		
Term Loan, 4.50%, Maturing January 22, 2021	575	579,312
<b>BakerCorp International, Inc.</b>		
Term Loan, 4.25%, Maturing February 14, 2020	866	868,793
<b>BAR/BRI Review Courses, Inc.</b>		
Term Loan, 4.50%, Maturing July 17, 2019	675	676,907
<b>Brickman Group Ltd. LLC</b>		
Term Loan, 4.00%, Maturing December 18, 2020	1,097	1,100,973
<b>Brock Holdings III, Inc.</b>		
Term Loan, 6.00%, Maturing March 16, 2017	985	992,786
<b>CCC Information Services, Inc.</b>		
Term Loan, 4.00%, Maturing December 20, 2019	494	495,044
<b>Ceridian Corp.</b>		
Term Loan, 4.40%, Maturing May 9, 2017	1,477	1,486,045
<b>ClientLogic Corporation</b>		
Term Loan, 6.99%, Maturing January 30, 2017	1,171	1,183,782
<b>CPM Acquisition Corp.</b>		
Term Loan, 6.25%, Maturing August 29, 2017	498	502,666
<b>Crossmark Holdings, Inc.</b>		
Term Loan, 4.50%, Maturing December 20, 2019	2,052	2,046,786
<b>Education Management LLC</b>		
Term Loan, 4.25%, Maturing June 1, 2016	1,492	1,312,735
Term Loan, 8.25%, Maturing March 29, 2018	2,079	2,023,882
<b>EIG Investors Corp.</b>		
Term Loan, 5.00%, Maturing November 9, 2019	4,700	4,739,716
<b>Emdeon Business Services, LLC</b>		
Term Loan, 3.75%, Maturing November 2, 2018	2,531	2,536,098
<b>Expert Global Solutions, Inc.</b>		
Term Loan, 8.50%, Maturing April 3, 2018	1,919	1,878,496
<b>Extreme Reach, Inc.</b>		
Term Loan, 6.75%, Maturing February 10, 2020	1,025	1,040,375
<b>Borrower/Tranche Description</b>		<b>Value</b>

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	<b>Principal Amount*</b>	
	<b>(000 s omitted)</b>	
<b>Business Equipment and Services (continued)</b>		
<b>Garda World Security Corporation</b>		
Term Loan, 4.00%, Maturing November 6, 2020	147	\$ 147,684
Term Loan, 4.00%, Maturing November 6, 2020	576	577,311
Term Loan, 4.98%, Maturing November 6, 2020	823	747,815
	CAD	
<b>Genesys Telecom Holdings, U.S., Inc.</b>		
Term Loan, 4.00%, Maturing February 7, 2020	602	602,779
<b>Genpact International, Inc.</b>		
Term Loan, 3.50%, Maturing August 30, 2019	2,666	2,679,003
<b>IG Investment Holdings, LLC</b>		
Term Loan, 5.25%, Maturing October 31, 2019	1,537	1,552,032
<b>IMS Health Incorporated</b>		
Term Loan, 3.75%, Maturing March 17, 2021	3,753	3,750,749
Term Loan, 4.00%, Maturing March 17, 2021	3,637	5,045,613
	EUR	
<b>Information Resources, Inc.</b>		
Term Loan, 4.75%, Maturing September 30, 2020	1,567	1,576,920
<b>ION Trading Technologies S.a.r.l.</b>		
Term Loan, 4.50%, Maturing May 22, 2020	703	706,861
Term Loan - Second Lien, 8.25%, Maturing May 21, 2021	1,000	1,014,375
<b>Jason Incorporated</b>		
Term Loan, 5.00%, Maturing February 28, 2019	631	632,261
<b>KAR Auction Services, Inc.</b>		
Term Loan, 3.50%, Maturing March 7, 2021	3,464	3,459,965
<b>Kronos Incorporated</b>		
Term Loan, 4.50%, Maturing October 30, 2019	5,179	5,229,595
Term Loan - Second Lien, 9.75%, Maturing April 30, 2020	2,396	2,488,089
<b>Kronos Worldwide Inc.</b>		
Term Loan, 4.75%, Maturing February 18, 2020	400	403,875
<b>MCS AMS Sub-Holdings LLC</b>		
Term Loan, 7.00%, Maturing October 15, 2019	1,750	1,706,250
<b>Monitronics International Inc.</b>		
Term Loan, 4.25%, Maturing March 23, 2018	1,796	1,800,302
<b>National CineMedia, LLC</b>		
Term Loan, 2.91%, Maturing November 26, 2019	575	572,904
<b>Nord Anglia Education Limited</b>		
Term Loan, Maturing March 19, 2021 <sup>(4)</sup>	1,125	1,130,625
<b>Pacific Industrial Services US Finco LLC</b>		
Term Loan, 5.00%, Maturing October 2, 2018	1,592	1,616,875
<b>Quintiles Transnational Corp.</b>		
Term Loan, 3.75%, Maturing June 8, 2018	7,168	7,181,561
<b>Sensus USA Inc.</b>		
Term Loan, 4.75%, Maturing May 9, 2017	703	705,604



## Eaton Vance

## Limited Duration Income Fund

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## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Business Equipment and Services (continued)</b>		
<b>ServiceMaster Company</b>		
Term Loan, 4.25%, Maturing January 31, 2017	1,753	\$ 1,757,194
Term Loan, 4.41%, Maturing January 31, 2017	3,132	3,142,758
<b>SunGard Data Systems, Inc.</b>		
Term Loan, 3.91%, Maturing February 28, 2017	180	180,696
Term Loan, 4.00%, Maturing March 9, 2020	8,826	8,858,966
<b>TNS, Inc.</b>		
Term Loan, 5.00%, Maturing February 14, 2020	1,239	1,248,697
<b>TransUnion, LLC</b>		
Term Loan, 4.25%, Maturing February 10, 2019	3,179	3,190,079
<b>U.S. Security Holdings, Inc.</b>		
Term Loan, 6.00%, Maturing July 28, 2017	128	128,910
Term Loan, 6.00%, Maturing July 28, 2017	653	658,577
<b>WASH Multifamily Laundry Systems, LLC</b>		
Term Loan, 4.50%, Maturing February 21, 2019	396	398,475
<b>West Corporation</b>		
Term Loan, 3.25%, Maturing June 30, 2018	6,183	6,156,640
		<b>\$ 109,694,470</b>
<b>Cable and Satellite Television 2.2%</b>		
<b>Atlantic Broadband Finance, LLC</b>		
Term Loan, 3.25%, Maturing December 2, 2019	911	\$ 910,637
<b>Bragg Communications Incorporated</b>		
Term Loan, 3.50%, Maturing February 28, 2018	392	392,735
<b>Cequel Communications, LLC</b>		
Term Loan, 3.50%, Maturing February 14, 2019	5,415	5,424,636
<b>Charter Communications Operating, LLC</b>		
Term Loan, 3.00%, Maturing July 1, 2020	1,662	1,650,801
Term Loan, 3.00%, Maturing January 3, 2021	1,801	1,788,778
<b>Crown Media Holdings, Inc.</b>		
Term Loan, 4.00%, Maturing July 14, 2018	343	344,321
<b>ION Media Networks, Inc.</b>		
Term Loan, 5.00%, Maturing December 18, 2020	2,045	2,070,436
<b>MCC Iowa LLC</b>		
Term Loan, 1.88%, Maturing January 31, 2015	1,663	1,663,226
Term Loan, 3.25%, Maturing January 29, 2021	1,141	1,134,955
<b>Mediacom Illinois, LLC</b>		
Term Loan, 1.63%, Maturing January 30, 2015	1,519	1,518,539
Term Loan, 4.50%, Maturing October 23, 2017	987	990,459
<b>P7S1 Broadcasting Holding II B.V.</b>		



## Eaton Vance

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## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Chemicals and Plastics (continued)</b>		
<b>Schoeller Arca Systems Holding B.V.</b>		
Term Loan, 4.79%, Maturing December 18, 2014	EUR 289	\$ 350,419
Term Loan, 4.79%, Maturing December 18, 2014	EUR 824	999,107
Term Loan, 4.79%, Maturing December 18, 2014	EUR 887	1,075,137
<b>Sonneborn LLC</b>		
Term Loan, 6.50%, Maturing March 30, 2018	523	528,182
<b>Taminco Global Chemical Corporation</b>		
Term Loan, 3.25%, Maturing February 15, 2019	392	392,538
<b>Tata Chemicals North America Inc.</b>		
Term Loan, 3.75%, Maturing August 7, 2020	1,414	1,422,268
<b>Tronox Pigments (Netherlands) B.V.</b>		
Term Loan, 4.50%, Maturing March 19, 2020	2,481	2,499,688
<b>Univar Inc.</b>		
Term Loan, 5.00%, Maturing June 30, 2017	3,908	3,902,101
<b>WNA Holdings Inc.</b>		
Term Loan, 4.50%, Maturing June 7, 2020	332	333,142
		<b>\$ 45,766,663</b>
<b>Conglomerates 0.4%</b>		
<b>RGIS Services, LLC</b>		
Term Loan, 5.50%, Maturing October 18, 2017	3,400	\$ 3,416,906
<b>Spectrum Brands Europe GmbH</b>		
Term Loan, 3.75%, Maturing September 4, 2019	EUR 1,322	1,837,892
<b>Spectrum Brands, Inc.</b>		
Term Loan, 3.50%, Maturing September 4, 2019	2,438	2,445,358
Term Loan, 5.00%, Maturing December 17, 2019	CAD 894	807,912
		<b>\$ 8,508,068</b>
<b>Containers and Glass Products 0.9%</b>		
<b>Berry Plastics Holding Corporation</b>		
Term Loan, 3.50%, Maturing February 7, 2020	2,574	\$ 2,566,417
Term Loan, 3.75%, Maturing January 6, 2021	6,257	6,249,949
<b>BWAY Holding Company, Inc.</b>		
Term Loan, 4.50%, Maturing August 7, 2017	2,938	2,958,468
<b>Pelican Products, Inc.</b>		
Term Loan, 7.25%, Maturing July 11, 2018	491	494,934
<b>Reynolds Group Holdings Inc.</b>		
Term Loan, 4.00%, Maturing December 1, 2018	5,110	5,135,595

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**TricorBraun, Inc.**

Term Loan, 4.00%, Maturing May 3, 2018	642	644,963
		<b>\$ 18,050,326</b>

<b>Borrower/Tranche Description</b>	<b>Principal Amount* (000 s omitted)</b>	<b>Value</b>
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**Cosmetics / Toiletries 0.2%**

**Prestige Brands, Inc.**

Term Loan, 3.75%, Maturing January 31, 2019	229	\$ 230,065
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**Revlon Consumer Products Corporation**

Term Loan, 4.00%, Maturing October 8, 2019	1,496	1,500,926
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**Sun Products Corporation (The)**

Term Loan, 5.50%, Maturing March 23, 2020	2,624	2,507,628
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**\$ 4,238,619**

**Drugs 1.4%**

**Akorn, Inc.**

Term Loan, Maturing August 27, 2020 <sup>(4)</sup>	900	\$ 912,645
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**Alkermes, Inc.**

Term Loan, 3.50%, Maturing September 18, 2019	1,183	1,187,054
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**Auxilium Pharmaceuticals, Inc.**

Term Loan, 6.25%, Maturing April 26, 2017	665	675,308
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**Catalent Pharma Solutions Inc.**

Term Loan, 3.65%, Maturing September 15, 2016	1,069	1,074,685
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Term Loan, 4.22%, Maturing September 15, 2016	EUR 1,865	2,575,740
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Term Loan, 4.25%, Maturing September 15, 2017	1,623	1,633,509
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**Endo Luxembourg Finance Company I S.a r.l.**

Term Loan, 3.25%, Maturing February 28, 2021	525	524,235
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**Ikaria, Inc.**

Term Loan, 5.00%, Maturing February 12, 2021	1,100	1,110,037
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**Par Pharmaceutical Companies, Inc.**

Term Loan, 4.00%, Maturing September 30, 2019	2,204	2,209,861
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**Valeant Pharmaceuticals International, Inc.**

Term Loan, 3.75%, Maturing February 13, 2019	1,864	1,873,619
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Term Loan, 3.75%, Maturing December 11, 2019	3,965	3,984,448
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Term Loan, 3.75%, Maturing August 5, 2020	5,365	5,419,591
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**VWR Funding, Inc.**

Term Loan, 3.40%, Maturing April 3, 2017	3,869	3,884,640
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**\$ 27,065,372**

**Ecological Services and Equipment 0.3%**

**ADS Waste Holdings, Inc.**

Term Loan, 3.75%, Maturing October 9, 2019	5,314	\$ 5,313,626
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**Viking Consortium Borrower Limited**

Term Loan - Second Lien, 6.60%, (3.10% Cash, 3.50% PIK), Maturing March 31, 2016 <sup>(3)</sup>	GBP 551	294,010
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**\$ 5,607,636**

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Electronics / Electrical 5.3%</b>		
<b>Aeroflex Incorporated</b>		
Term Loan, 4.50%, Maturing November 11, 2019	1,386	\$ 1,400,380
<b>Allflex Holdings III, Inc.</b>		
Term Loan, 4.25%, Maturing July 17, 2020	771	774,740
<b>Answers Corporation</b>		
Term Loan, 6.50%, Maturing December 20, 2018	1,062	1,056,255
Term Loan - Second Lien, 11.00%, Maturing June 19, 2020	950	933,375
<b>Attachmate Corporation</b>		
Term Loan, 7.25%, Maturing November 22, 2017	5,840	5,891,408
Term Loan - Second Lien, 11.00%, Maturing November 22, 2018	1,000	1,001,875
<b>Blue Coat Systems, Inc.</b>		
Term Loan, 4.00%, Maturing May 31, 2019	498	499,780
Term Loan - Second Lien, 9.50%, Maturing June 26, 2020	3,975	4,129,031
<b>Cinedigm Digital Funding I, LLC</b>		
Term Loan, 3.75%, Maturing April 29, 2016	535	536,009
<b>CommScope, Inc.</b>		
Term Loan, 3.25%, Maturing January 26, 2018	1,542	1,551,408
<b>CompuCom Systems, Inc.</b>		
Term Loan, 4.25%, Maturing May 11, 2020	2,407	2,405,809
<b>Dealer Computer Services, Inc.</b>		
Term Loan, 2.15%, Maturing April 21, 2016	1,013	1,016,400
<b>Dealertrack Technologies, Inc.</b>		
Term Loan, 3.50%, Maturing February 26, 2021	675	678,937
<b>Dell Inc.</b>		
Term Loan, 3.75%, Maturing October 29, 2018	2,023	2,019,332
Term Loan, 4.50%, Maturing April 29, 2020	11,446	11,383,358
<b>Eagle Parent, Inc.</b>		
Term Loan, 4.00%, Maturing May 16, 2018	2,687	2,699,043
<b>Entegris, Inc.</b>		
Term Loan, Maturing February 4, 2021 <sup>(4)</sup>	650	650,000
<b>Excelitas Technologies Corp.</b>		
Term Loan, 6.00%, Maturing October 30, 2020	2,043	2,055,495
<b>Eze Castle Software Inc.</b>		
Term Loan, 4.50%, Maturing April 6, 2020	746	751,037
<b>FIDJI Luxembourg (BC4) S.a.r.l.</b>		
Term Loan, 6.25%, Maturing December 24, 2020	1,075	1,083,062
<b>Freescal Semiconductor, Inc.</b>		
Term Loan, 4.25%, Maturing February 28, 2020	2,993	3,005,292
<b>Go Daddy Operating Company, LLC</b>		
Term Loan, 4.00%, Maturing December 17, 2018	4,533	4,553,371
<b>Hyland Software, Inc.</b>		
Term Loan, 4.75%, Maturing February 19, 2021	521	527,006
<b>Borrower/Tranche Description</b>		<b>Value</b>

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	<b>Principal Amount*</b> <b>(000 s omitted)</b>	
<b>Electronics / Electrical (continued)</b>		
<b>Infor (US), Inc.</b>		
Term Loan, 3.75%, Maturing June 3, 2020	8,886	\$ 8,873,018
<b>Magic Newco LLC</b>		
Term Loan, 5.00%, Maturing December 12, 2018	2,915	2,947,967
<b>Micro Holding, L.P.</b>		
Term Loan, 6.25%, Maturing March 18, 2019	1,139	1,146,327
<b>Microsemi Corporation</b>		
Term Loan, 3.25%, Maturing February 19, 2020	1,333	1,332,465
<b>NXP B.V.</b>		
Term Loan, 3.75%, Maturing January 11, 2020	2,587	2,582,149
<b>Open Text Corporation</b>		
Term Loan, 3.25%, Maturing January 16, 2021	1,272	1,275,655
<b>Renaissance Learning, Inc.</b>		
Term Loan, 6.25%, Maturing October 16, 2020	1,045	1,050,409
<b>Rocket Software, Inc.</b>		
Term Loan, 5.75%, Maturing February 8, 2018	440	440,982
Term Loan - Second Lien, 10.25%, Maturing February 8, 2019	1,500	1,510,000
<b>Rovi Solutions Corporation</b>		
Term Loan, 3.50%, Maturing March 29, 2019	703	703,095
<b>RP Crown Parent, LLC</b>		
Term Loan, 6.00%, Maturing December 21, 2018	4,214	4,207,752
Term Loan - Second Lien, 11.25%, Maturing December 20, 2019	1,675	1,706,406
<b>Sensata Technologies Finance Company, LLC</b>		
Term Loan, 3.25%, Maturing May 12, 2019	1,625	1,637,642
<b>Serena Software, Inc.</b>		
Term Loan, 4.15%, Maturing March 10, 2016	3,206	3,204,098
Term Loan, 5.00%, Maturing March 10, 2016	350	349,490
<b>Shield Finance Co. S.a.r.l.</b>		
Term Loan, 5.00%, Maturing January 27, 2021	925	931,937
<b>Sirius Computer Solutions, Inc.</b>		
Term Loan, 7.00%, Maturing November 30, 2018	545	554,684
<b>SkillSoft Corporation</b>		
Term Loan, 5.00%, Maturing May 26, 2017	1,133	1,137,777
<b>Smart Technologies ULC</b>		
Term Loan, 10.50%, Maturing January 31, 2018	722	765,187
<b>Sophia, L.P.</b>		
Term Loan, 4.00%, Maturing July 19, 2018	1,820	1,824,307
<b>Southwire Company</b>		
Term Loan, 3.25%, Maturing February 11, 2021	500	499,956
<b>SS&amp;C Technologies Holdings Europe S.a.r.l.</b>		
Term Loan, 3.25%, Maturing June 7, 2019	99	98,903
<b>SS&amp;C Technologies Inc.</b>		
Term Loan, 3.25%, Maturing June 7, 2019	954	956,409

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Electronics / Electrical (continued)</b>		
<b>SumTotal Systems LLC</b>		
Term Loan, 6.25%, Maturing November 16, 2018	1,330	\$ 1,325,172
<b>SurveyMonkey.com, LLC</b>		
Term Loan, 5.50%, Maturing February 5, 2019	1,567	1,572,505
<b>Sybil Software LLC</b>		
Term Loan, Maturing March 18, 2020 <sup>(4)</sup>	2,250	2,246,249
<b>Vertafore, Inc.</b>		
Term Loan, 4.25%, Maturing October 3, 2019	1,997	2,007,209
<b>Wall Street Systems, Inc.</b>		
Term Loan, 9.50%, Maturing October 25, 2019	1,778	1,790,831
Term Loan - Second Lien, 9.25%, Maturing October 26, 2020	500	506,250
<b>Web.com Group, Inc.</b>		
Term Loan, 4.50%, Maturing October 27, 2017	1,863	1,886,320
<b>Websense, Inc.</b>		
Term Loan, 4.50%, Maturing June 25, 2020	943	952,304
		<b>\$ 102,625,858</b>
<b>Equipment Leasing 0.4%</b>		
<b>Flying Fortress Inc.</b>		
Term Loan, 3.50%, Maturing June 30, 2017	4,712	\$ 4,708,722
<b>International Lease Finance Corporation</b>		
Term Loan, 3.50%, Maturing February 13, 2021	3,275	3,281,432
		<b>\$ 7,990,154</b>
<b>Financial Intermediaries 2.8%</b>		
<b>American Capital Holdings, Inc.</b>		
Term Loan, 3.50%, Maturing August 22, 2017	656	\$ 658,568
<b>Armor Holding II LLC</b>		
Term Loan, 5.75%, Maturing June 26, 2020	777	781,707
Term Loan - Second Lien, 10.25%, Maturing December 11, 2020	1,000	1,011,250
<b>Cetera Financial Group, Inc.</b>		
Term Loan, 6.50%, Maturing August 2, 2019	889	897,637
<b>Citco Funding LLC</b>		
Term Loan, 4.25%, Maturing June 29, 2018	3,244	3,258,056
<b>Clipper Acquisitions Corp.</b>		
Term Loan, 3.00%, Maturing February 6, 2020	1,629	1,620,251
<b>First Data Corporation</b>		
Term Loan, 3.65%, Maturing March 24, 2017	1,000	1,000,000

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Term Loan, 4.15%, Maturing March 23, 2018	3,000	3,011,508
Term Loan, 4.15%, Maturing September 24, 2018	4,650	4,667,921
<b>Grosvenor Capital Management Holdings, LLP</b>		
Term Loan, 3.75%, Maturing January 4, 2021	1,621	1,616,885

	<b>Principal Amount*</b>	
<b>Borrower/Tranche Description</b>	<b>(000 s omitted)</b>	<b>Value</b>

Financial Intermediaries (continued)

<b>Guggenheim Partners, LLC</b>		
Term Loan, 4.25%, Maturing July 17, 2020	2,985	\$ 3,006,456
<b>Hamilton Lane Advisors, LLC</b>		
Term Loan, 5.25%, Maturing February 28, 2018	610	613,364
<b>Harbourvest Partners, LLC</b>		
Term Loan, 3.25%, Maturing February 4, 2021	1,124	1,118,219
<b>Home Loan Servicing Solutions, Ltd.</b>		
Term Loan, 4.50%, Maturing June 19, 2020	1,241	1,244,099
<b>LPL Holdings, Inc.</b>		
Term Loan, 3.50%, Maturing March 29, 2017	516	517,398
Term Loan, 3.25%, Maturing March 29, 2019	3,979	3,977,942
<b>Mercury Payment Systems Canada, LLC</b>		
Term Loan, 5.50%, Maturing July 3, 2017	1,074	1,081,823
<b>MIPL (Lux) S.a.r.l.</b>		
Term Loan, 4.00%, Maturing March 9, 2020	659	660,999
<b>Moneygram International, Inc</b>		
Term Loan, 4.25%, Maturing March 27, 2020	1,537	1,542,745
<b>Nuveen Investments, Inc.</b>		
Term Loan, 4.15%, Maturing May 15, 2017	8,245	8,280,027
<b>NXT Capital, Inc.</b>		
Term Loan, 6.25%, Maturing September 4, 2018	920	929,579
<b>Ocwen Financial Corporation</b>		
Term Loan, 5.00%, Maturing February 15, 2018	3,440	3,460,289
<b>Oz Management LP</b>		
Term Loan, 1.65%, Maturing November 15, 2016	1,348	1,294,854
<b>RCS Capital Corporation</b>		
Term Loan, Maturing March 31, 2019 <sup>(4)</sup>	1,375	1,384,883
Term Loan - Second Lien, Maturing January 16, 2021 <sup>(4)</sup>	500	515,625
<b>Sesac Holdco II, LLC</b>		
Term Loan, 5.00%, Maturing February 8, 2019	1,985	2,007,255
<b>Starwood Property Trust, Inc.</b>		
Term Loan, 3.50%, Maturing April 17, 2020	1,292	1,288,890
<b>Transfirst Holdings, Inc.</b>		
Term Loan, 4.00%, Maturing December 27, 2017	963	966,027
<b>Walker &amp; Dunlop, Inc.</b>		
Term Loan, 5.50%, Maturing December 11, 2020	873	885,905
<b>Walter Investment Management Corp.</b>		
Term Loan, 4.75%, Maturing December 11, 2020	2,080	2,071,027
		<b>\$ 55,371,189</b>

Food Products 2.4%

<b>AdvancePierre Foods, Inc.</b>		
Term Loan, 5.75%, Maturing July 10, 2017	3,862	\$ 3,879,752



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Food Products (continued)</b>		
<b>Big Heart Pet Brands</b>		
Term Loan, 3.50%, Maturing March 8, 2020	3,824	\$ 3,806,392
<b>Blue Buffalo Company, Ltd.</b>		
Term Loan, 4.00%, Maturing August 8, 2019	1,379	1,393,749
<b>Clearwater Seafoods Limited Partnership</b>		
Term Loan, 4.75%, Maturing June 24, 2019	1,042	1,049,073
<b>CSM Bakery Supplies LLC</b>		
Term Loan, 4.75%, Maturing July 3, 2020	1,194	1,202,582
<b>Del Monte Foods, Inc.</b>		
Term Loan, 4.25%, Maturing February 18, 2021	975	975,970
<b>Diamond Foods, Inc.</b>		
Term Loan, 4.25%, Maturing August 20, 2018	250	251,144
<b>Dole Food Company Inc.</b>		
Term Loan, 4.50%, Maturing November 1, 2018	2,195	2,207,118
<b>H.J. Heinz Company</b>		
Term Loan, 3.50%, Maturing June 5, 2020	12,828	12,915,460
<b>Hearthside Food Solutions, LLC</b>		
Term Loan, 6.50%, Maturing June 7, 2018	1,240	1,242,833
<b>High Liner Foods Incorporated</b>		
Term Loan, 4.75%, Maturing December 31, 2017	1,097	1,103,471
<b>JBS USA Holdings Inc.</b>		
Term Loan, 3.75%, Maturing May 25, 2018	2,667	2,674,804
Term Loan, 3.75%, Maturing September 18, 2020	1,990	1,987,811
<b>Michael Foods Group, Inc.</b>		
Term Loan, 4.25%, Maturing February 23, 2018	1,311	1,315,827
<b>NBTY, Inc.</b>		
Term Loan, 3.50%, Maturing October 1, 2017	9,496	9,534,929
<b>Pinnacle Foods Finance LLC</b>		
Term Loan, 3.25%, Maturing April 29, 2020	846	843,107
		<b>\$ 46,384,022</b>
<b>Food Service 1.9%</b>		
<b>Aramark Corporation</b>		
Term Loan, 3.73%, Maturing July 26, 2016	137	\$ 137,041
Term Loan, 3.73%, Maturing July 26, 2016	246	246,413
<b>ARG IH Corporation</b>		
Term Loan, 5.00%, Maturing November 15, 2020	349	352,180
<b>Buffets, Inc.</b>		
Term Loan, 0.12%, Maturing April 22, 2015 <sup>(3)</sup>	121	120,529
<b>Burger King Corporation</b>		

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Term Loan, 3.75%, Maturing September 28, 2019 <b>CEC Entertainment Concepts, L.P.</b>	2,610	2,627,992
Term Loan, 4.25%, Maturing February 14, 2021	975	969,922
<b>Food Service (continued)</b>		
<b>Centerplate, Inc.</b>		
Term Loan, 4.75%, Maturing November 13, 2019	1,166	\$ 1,174,745
<b>Darling International Inc.</b>		
Term Loan, 3.50%, Maturing January 6, 2021	EUR 1,300	1,799,899
<b>DineEquity, Inc.</b>		
Term Loan, 3.75%, Maturing October 19, 2017	1,649	1,656,494
<b>Dunkin Brands, Inc.</b>		
Term Loan, 3.25%, Maturing February 7, 2021	3,270	3,253,331
<b>Landry s, Inc.</b>		
Term Loan, 4.00%, Maturing April 24, 2018	2,724	2,744,911
<b>NPC International, Inc.</b>		
Term Loan, 4.00%, Maturing December 28, 2018	686	690,716
<b>OSI Restaurant Partners, LLC</b>		
Term Loan, 3.50%, Maturing October 25, 2019	2,706	2,704,781
<b>P.F. Chang s China Bistro Inc.</b>		
Term Loan, 4.25%, Maturing July 2, 2019	915	920,666
<b>Sagittarius Restaurants, LLC</b>		
Term Loan, 6.27%, Maturing October 1, 2018	677	681,093
<b>Seminole Hard Rock Entertainment, Inc.</b>		
Term Loan, 3.50%, Maturing May 14, 2020	323	322,814
<b>US Foods, Inc.</b>		
Term Loan, 4.50%, Maturing March 29, 2019	7,766	7,818,735
<b>Weight Watchers International, Inc.</b>		
Term Loan, 4.00%, Maturing April 2, 2020	7,623	5,931,647
<b>Wendy s International, Inc.</b>		
Term Loan, 3.25%, Maturing May 15, 2019	2,070	2,068,368
		<b>\$ 36,222,277</b>
<b>Food / Drug Retailers 1.8%</b>		
<b>Albertson s, LLC</b>		
Term Loan, 4.25%, Maturing March 21, 2016	541	\$ 544,344
Term Loan, 4.75%, Maturing March 21, 2019	827	833,739
<b>Alliance Boots Holdings Limited</b>		
Term Loan, 3.71%, Maturing July 10, 2017	EUR 1,000	1,387,407
Term Loan, 3.96%, Maturing July 10, 2017	GBP 8,450	14,160,053
<b>General Nutrition Centers, Inc.</b>		
Term Loan, 3.25%, Maturing March 4, 2019	6,381	6,364,447
<b>Pantry, Inc. (The)</b>		
Term Loan, 4.75%, Maturing August 2, 2019	468	472,554
<b>Rite Aid Corporation</b>		
Term Loan, 3.50%, Maturing February 21, 2020	5,786	5,788,099
Term Loan - Second Lien, 5.75%, Maturing August 21, 2020	550	563,888

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Food / Drug Retailers (continued)</b>		
<b>Supervalu Inc.</b>		
Term Loan, 4.50%, Maturing March 21, 2019	4,250	\$ 4,282,249
		<b>\$ 34,396,780</b>
<b>Forest Products 0.0%</b>		
<b>Expera Specialty Solutions, LLC</b>		
Term Loan, 7.50%, Maturing December 21, 2018	620	\$ 628,066
		<b>\$ 628,066</b>
<b>Health Care 5.9%</b>		
<b>Alere, Inc.</b>		
Term Loan, 4.25%, Maturing June 30, 2017	466	\$ 468,991
Term Loan, 4.25%, Maturing June 30, 2017	587	591,262
Term Loan, 4.25%, Maturing June 30, 2017	3,221	3,245,087
<b>Alliance Healthcare Services, Inc.</b>		
Term Loan, 4.25%, Maturing June 3, 2019	1,414	1,416,304
<b>Amneal Pharmaceuticals LLC</b>		
Term Loan, 5.75%, Maturing November 1, 2019	721	727,686
<b>Ardent Medical Services, Inc.</b>		
Term Loan, 6.75%, Maturing July 2, 2018	5,708	5,736,514
<b>ATI Holdings, Inc.</b>		
Term Loan, 5.00%, Maturing December 20, 2019	518	521,354
<b>Biomet Inc.</b>		
Term Loan, 3.66%, Maturing July 25, 2017	6,177	6,192,480
<b>BSN Medical Inc.</b>		
Term Loan, 4.25%, Maturing August 28, 2019	625	629,948
<b>CeramTec Acquisition Corporation</b>		
Term Loan, 4.25%, Maturing August 28, 2020	179	179,012
<b>CHG Buyer Corporation</b>		
Term Loan, 4.25%, Maturing November 19, 2019	2,221	2,230,239
<b>Community Health Systems, Inc.</b>		
Term Loan, 3.47%, Maturing January 25, 2017	1,933	1,949,225
Term Loan, 4.25%, Maturing January 27, 2021	8,445	8,526,606
<b>Convatec Inc.</b>		
Term Loan, 4.00%, Maturing December 22, 2016	1,450	1,454,495
<b>DaVita, Inc.</b>		
Term Loan, 4.00%, Maturing November 1, 2019	3,283	3,307,476
<b>DJO Finance LLC</b>		

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Term Loan, 4.75%, Maturing September 15, 2017 <b>Envision Healthcare Corporation</b>	1,440	1,447,496
Term Loan, 4.00%, Maturing May 25, 2018 <b>Faenza Acquisition GmbH</b>	4,267	4,277,012
Term Loan, 4.25%, Maturing August 28, 2020	552	552,972
Term Loan, 4.25%, Maturing August 31, 2020	1,803	1,807,180
<b>Principal Amount*</b>		
<b>(000 s omitted)</b>		
<b>Value</b>		
<b>Health Care (continued)</b>		
<b>Gentiva Health Services, Inc.</b>		
Term Loan, 6.50%, Maturing October 18, 2019	1,796	\$ 1,780,538
<b>Grifols Worldwide Operations USA, Inc.</b>		
Term Loan, Maturing February 27, 2021 <sup>(4)</sup>	6,300	6,303,937
<b>HCA, Inc.</b>		
Term Loan, 2.90%, Maturing March 31, 2017	7,623	7,629,891
Term Loan, 2.98%, Maturing May 1, 2018	2,141	2,143,593
<b>Hologic Inc.</b>		
Term Loan, 3.25%, Maturing August 1, 2019	1,620	1,615,651
<b>Iasis Healthcare LLC</b>		
Term Loan, 4.50%, Maturing May 3, 2018	3,278	3,295,220
<b>inVentiv Health, Inc.</b>		
Term Loan, 7.50%, Maturing August 4, 2016	3,116	3,126,096
Term Loan, 7.75%, Maturing May 15, 2018	1,259	1,254,580
<b>JLL/Delta Dutch Newco B.V.</b>		
Term Loan, 4.25%, Maturing March 11, 2021	1,175	1,170,838
Term Loan, 4.50%, Maturing March 11, 2021	EUR 400	551,921
<b>Kindred Healthcare, Inc.</b>		
Term Loan, 4.25%, Maturing June 1, 2018	1,857	1,861,405
<b>Kinetic Concepts, Inc.</b>		
Term Loan, 4.00%, Maturing May 4, 2018	6,825	6,853,987
<b>LHP Hospital Group, Inc.</b>		
Term Loan, 9.00%, Maturing July 3, 2018	959	937,150
<b>Mallinckrodt International Finance S.A.</b>		
Term Loan, 3.50%, Maturing March 19, 2021	2,025	2,028,639
<b>MedAssets, Inc.</b>		
Term Loan, 4.00%, Maturing December 13, 2019	423	425,116
<b>Medpace, Inc.</b>		
Term Loan, 6.25%, Maturing June 16, 2017	466	467,504
<b>MMM Holdings, Inc.</b>		
Term Loan, 9.75%, Maturing December 12, 2017	1,474	1,485,052
<b>MSO of Puerto Rico, Inc.</b>		
Term Loan, 9.75%, Maturing December 12, 2017	1,072	1,075,663
<b>National Mentor Holdings, Inc.</b>		
Term Loan, 4.75%, Maturing January 27, 2021	700	705,979
<b>Onex Carestream Finance LP</b>		
Term Loan, 5.00%, Maturing June 7, 2019	4,108	4,154,739
<b>Opal Acquisition, Inc.</b>		
Term Loan, 5.00%, Maturing November 27, 2020	2,170	2,180,749
<b>Pharmaceutical Product Development LLC</b>		
Term Loan, 4.00%, Maturing December 5, 2018	3,506	3,520,233
<b>PharMedium Healthcare Corporation</b>		
Term Loan, 4.25%, Maturing January 28, 2021	375	376,172

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Health Care (continued)</b>		
<b>PRA Holdings, Inc.</b> Term Loan, 4.50%, Maturing September 23, 2020	2,114	\$ 2,119,227
<b>Radnet Management, Inc.</b> Term Loan, 4.25%, Maturing October 10, 2018	1,978	1,976,578
<b>Sage Products Holdings III, LLC</b> Term Loan, 4.25%, Maturing December 13, 2019	582	585,143
<b>Salix Pharmaceuticals, Ltd.</b> Term Loan, 4.25%, Maturing January 2, 2020	938	947,800
<b>Select Medical Corporation</b> Term Loan, 2.91%, Maturing December 20, 2016	225	225,838
Term Loan, 3.75%, Maturing June 1, 2018	1,225	1,235,552
<b>Sheridan Holdings, Inc.</b> Term Loan, 4.50%, Maturing June 29, 2018	688	694,188
<b>Steward Health Care System LLC</b> Term Loan, 6.75%, Maturing April 13, 2020	1,414	1,413,429
<b>TriZetto Group, Inc. (The)</b> Term Loan, 4.75%, Maturing May 2, 2018	1,532	1,529,390
<b>Truven Health Analytics Inc.</b> Term Loan, 4.50%, Maturing June 6, 2019	1,798	1,784,211
<b>U.S. Renal Care, Inc.</b> Term Loan, 4.25%, Maturing July 3, 2019	2,217	2,218,010
<b>Universal Health Services, Inc.</b> Term Loan, 2.41%, Maturing November 15, 2016	374	376,405
		<b>\$ 115,311,763</b>
<b>Home Furnishings 0.3%</b>		
<b>Interline Brands, Inc.</b> Term Loan, 4.00%, Maturing March 15, 2021	325	\$ 325,406
<b>Serta/Simmons Holdings, LLC</b> Term Loan, 4.25%, Maturing October 1, 2019	3,660	3,678,198
<b>Tempur-Pedic International Inc.</b> Term Loan, 3.50%, Maturing March 18, 2020	2,678	2,678,173
		<b>\$ 6,681,777</b>
<b>Industrial Equipment 1.6%</b>		
<b>Alliance Laundry Systems LLC</b> Term Loan, 4.25%, Maturing December 10, 2018	382	\$ 383,440
<b>Apex Tool Group, LLC</b>		

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Term Loan, 4.50%, Maturing January 31, 2020	1,337	1,326,476
<b>Filtration Group Corporation</b>		
Term Loan - Second Lien, 8.25%, Maturing November 21, 2021	1,000	1,026,875
	<b>Principal Amount*</b>	
<b>Borrower/Tranche Description</b>	<b>(000 s omitted)</b>	<b>Value</b>
<b>Industrial Equipment (continued)</b>		
<b>Gardner Denver, Inc.</b>		
Term Loan, 4.25%, Maturing July 30, 2020	2,164	\$ 2,165,884
Term Loan, 4.75%, Maturing July 30, 2020	EUR 473	653,391
<b>Gates Investments, Inc.</b>		
Term Loan, 3.75%, Maturing September 29, 2016	3,775	3,785,870
<b>Generac Power Systems, Inc.</b>		
Term Loan, 3.50%, Maturing May 31, 2020	2,040	2,044,849
<b>Grede LLC</b>		
Term Loan, 4.50%, Maturing May 2, 2018	985	989,545
<b>Husky Injection Molding Systems Ltd.</b>		
Term Loan, 4.25%, Maturing June 29, 2018	4,788	4,808,561
<b>Milacron LLC</b>		
Term Loan, 4.00%, Maturing March 30, 2020	1,912	1,917,262
<b>Paladin Brands Holding, Inc.</b>		
Term Loan, 6.75%, Maturing August 16, 2019	889	893,749
<b>Rexnord LLC</b>		
Term Loan, 4.00%, Maturing August 21, 2020	6,592	6,611,427
<b>Spansion LLC</b>		
Term Loan, 3.75%, Maturing December 13, 2018	1,210	1,214,227
<b>STS Operating, Inc.</b>		
Term Loan, 4.75%, Maturing February 19, 2021	400	403,250
<b>Tank Holding Corp.</b>		
Term Loan, 4.25%, Maturing July 9, 2019	950	950,583
<b>Unifrax Corporation</b>		
Term Loan, 3.48%, Maturing November 28, 2018	638	641,784
<b>Virtuoso US LLC</b>		
Term Loan, 4.75%, Maturing February 11, 2021	575	580,391
		<b>\$ 30,397,564</b>
<b>Insurance 2.0%</b>		
<b>Alliant Holdings I, Inc.</b>		
Term Loan, 4.25%, Maturing December 20, 2019	3,225	\$ 3,241,538
<b>AmWINS Group, LLC</b>		
Term Loan, 5.00%, Maturing September 6, 2019	5,068	5,111,846
<b>Applied Systems, Inc.</b>		
Term Loan, 4.25%, Maturing January 25, 2021	1,147	1,154,294
<b>Asurion LLC</b>		
Term Loan, 5.00%, Maturing May 24, 2019	10,341	10,378,569
Term Loan, 4.25%, Maturing July 8, 2020	1,141	1,138,046
Term Loan - Second Lien, 8.50%, Maturing March 3, 2021	1,375	1,422,839
<b>CNO Financial Group, Inc.</b>		
Term Loan, 3.00%, Maturing September 28, 2016	788	795,047
Term Loan, 3.75%, Maturing September 20, 2018	4,782	4,799,526

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Insurance (continued)</b>		
<b>Cooper Gay Swett &amp; Crawford Ltd.</b>		
Term Loan, 5.00%, Maturing April 16, 2020	1,590	\$ 1,580,547
<b>Cunningham Lindsey U.S. Inc.</b>		
Term Loan, 5.00%, Maturing December 10, 2019	2,416	2,431,171
Term Loan - Second Lien, 9.25%, Maturing June 10, 2020	572	573,630
<b>Hub International Limited</b>		
Term Loan, 4.75%, Maturing October 2, 2020	3,557	3,572,687
<b>USI, Inc.</b>		
Term Loan, 4.25%, Maturing December 27, 2019	3,461	3,478,650
		<b>\$ 39,678,390</b>
<b>Leisure Goods / Activities / Movies 2.7%</b>		
<b>Activision Blizzard, Inc.</b>		
Term Loan, 3.25%, Maturing October 12, 2020	3,665	\$ 3,670,580
<b>Bally Technologies, Inc.</b>		
Term Loan, 4.25%, Maturing November 25, 2020	3,234	3,252,929
<b>Bombardier Recreational Products, Inc.</b>		
Term Loan, 4.00%, Maturing January 30, 2019	4,582	4,591,831
<b>Bright Horizons Family Solutions, Inc.</b>		
Term Loan, 4.00%, Maturing January 30, 2020	222	223,055
<b>Cedar Fair, L.P.</b>		
Term Loan, 3.25%, Maturing March 6, 2020	1,473	1,479,530
<b>ClubCorp Club Operations, Inc.</b>		
Term Loan, 4.00%, Maturing July 24, 2020	1,892	1,899,392
<b>Delta 2 (LUX) S.a.r.l.</b>		
Term Loan, 4.50%, Maturing April 30, 2019	3,172	3,205,147
<b>Emerald Expositions Holding, Inc.</b>		
Term Loan, 5.50%, Maturing June 17, 2020	1,292	1,304,645
<b>Equinox Holdings, Inc.</b>		
Term Loan, 4.25%, Maturing January 31, 2020	1,337	1,344,853
<b>Fender Musical Instruments Corporation</b>		
Term Loan, 5.75%, Maturing April 3, 2019	536	539,008
<b>Kasima, LLC</b>		
Term Loan, 3.25%, Maturing May 17, 2021	1,125	1,124,297
<b>Live Nation Entertainment, Inc.</b>		
Term Loan, 3.50%, Maturing August 17, 2020	7,044	7,065,943
<b>Regal Cinemas, Inc.</b>		
Term Loan, 2.71%, Maturing August 23, 2017	878	882,940
<b>Revolution Studios Distribution Company, LLC</b>		
Term Loan, 3.91%, Maturing December 21, 2014	1,138	1,005,329

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Term Loan - Second Lien, 7.16%, Maturing June 21, 2015 <sup>(3)</sup>	2,050	1,411,425
<b>Leisure Goods / Activities / Movies (continued)</b>		
<b>Sabre, Inc.</b>		
Term Loan, 4.25%, Maturing February 19, 2019	1,432	\$ 1,436,052
<b>SeaWorld Parks &amp; Entertainment, Inc.</b>		
Term Loan, 3.00%, Maturing May 14, 2020	2,385	2,352,953
<b>Six Flags Theme Parks, Inc.</b>		
Term Loan, 3.50%, Maturing December 20, 2018	3,142	3,160,096
<b>Sonifi Solutions, Inc.</b>		
Term Loan, 6.75%, Maturing March 31, 2018	541	210,884
<b>SRAM, LLC</b>		
Term Loan, 4.01%, Maturing April 10, 2020	2,340	2,332,524
<b>Town Sports International Inc.</b>		
Term Loan, 4.50%, Maturing November 16, 2020	1,621	1,605,741
<b>US Finco LLC</b>		
Term Loan, 4.00%, Maturing May 29, 2020	1,662	1,665,036
Term Loan - Second Lien, 8.25%, Maturing November 30, 2020	2,000	2,052,500
<b>WMG Acquisition Corp.</b>		
Term Loan, 3.75%, Maturing July 1, 2020	1,169	1,165,289
<b>Zuffa LLC</b>		
Term Loan, 3.75%, Maturing February 25, 2020	3,481	3,504,875
		<b>\$ 52,486,854</b>
<b>Lodging and Casinos 2.0%</b>		
<b>Affinity Gaming, LLC</b>		
Term Loan, 4.25%, Maturing November 9, 2017	1,621	\$ 1,627,532
<b>Boyd Gaming Corporation</b>		
Term Loan, 4.00%, Maturing August 14, 2020	597	598,343
<b>Caesars Entertainment Operating Company</b>		
Term Loan, 5.49%, Maturing January 26, 2018	1,686	1,594,300
<b>CityCenter Holdings, LLC</b>		
Term Loan, 5.00%, Maturing October 16, 2020	1,122	1,132,825
<b>Four Seasons Holdings Inc.</b>		
Term Loan - Second Lien, 6.25%, Maturing December 28, 2020	3,100	3,158,125
<b>Gala Group Ltd.</b>		
Term Loan, 5.48%, Maturing May 25, 2018	GBP 2,775	4,656,413
<b>Golden Nugget, Inc.</b>		
Term Loan, 5.50%, Maturing November 21, 2019	180	183,927
Term Loan, 5.50%, Maturing November 21, 2019	419	429,162
<b>Hilton Worldwide Finance, LLC</b>		
Term Loan, 4.00%, Maturing October 26, 2020	9,101	9,127,960
<b>La Quinta Intermediate Holdings LLC</b>		
Term Loan, Maturing February 19, 2021 <sup>(4)</sup>	1,550	1,552,664



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Lodging and Casinos (continued)</b>		
<b>Las Vegas Sands LLC</b>		
Term Loan, 3.25%, Maturing December 20, 2020	2,569	\$ 2,567,558
<b>MGM Resorts International</b>		
Term Loan, 2.90%, Maturing December 20, 2017	1,975	1,979,011
Term Loan, 3.50%, Maturing December 20, 2019	4,444	4,442,826
<b>Pinnacle Entertainment, Inc.</b>		
Term Loan, 3.75%, Maturing August 13, 2020	1,191	1,196,025
<b>Playa Resorts Holding B.V.</b>		
Term Loan, 4.00%, Maturing August 6, 2019	597	601,104
<b>Scientific Games International, Inc.</b>		
Term Loan, 4.25%, Maturing October 18, 2020	4,190	4,200,410
<b>Tropicana Entertainment Inc.</b>		
Term Loan, 4.00%, Maturing November 27, 2020	498	499,832
		<b>\$ 39,548,017</b>
<b>Nonferrous Metals / Minerals 1.0%</b>		
<b>Alpha Natural Resources, LLC</b>		
Term Loan, 3.50%, Maturing May 22, 2020	916	\$ 892,038
<b>Arch Coal Inc.</b>		
Term Loan, 6.25%, Maturing May 16, 2018	3,047	3,010,076
<b>Constellium Holdco B.V.</b>		
Term Loan, 6.00%, Maturing March 25, 2020	644	658,381
<b>Fairmount Minerals Ltd.</b>		
Term Loan, 3.75%, Maturing March 15, 2017	498	501,646
Term Loan, 4.50%, Maturing September 5, 2019	2,512	2,534,358
<b>Murray Energy Corporation</b>		
Term Loan, 5.25%, Maturing December 5, 2019	1,825	1,843,902
<b>Noranda Aluminum Acquisition Corporation</b>		
Term Loan, 5.75%, Maturing February 28, 2019	1,029	987,411
<b>Novelis, Inc.</b>		
Term Loan, 3.75%, Maturing March 10, 2017	3,257	3,262,946
<b>Oxbow Carbon LLC</b>		
Term Loan, 4.25%, Maturing July 19, 2019	529	533,566
Term Loan - Second Lien, 8.00%, Maturing January 17, 2020	925	945,234
<b>United Central Industrial Supply Company, LLC</b>		
Term Loan, 7.50%, Maturing October 9, 2018	36	35,736
Term Loan - Second Lien, 12.50%, Maturing April 9, 2019	500	485,938
<b>Walter Energy, Inc.</b>		
Term Loan, 7.25%, Maturing April 2, 2018	3,138	3,040,937

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\$ 18,732,169

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Oil and Gas 2.0%</b>		
<b>Ameriforge Group, Inc.</b>		
Term Loan, 5.00%, Maturing December 19, 2019	2,082	\$ 2,097,953
Term Loan - Second Lien, 8.75%, Maturing December 19, 2020	2,675	2,748,562
<b>Bronco Midstream Funding LLC</b>		
Term Loan, 5.00%, Maturing August 17, 2020	2,100	2,113,281
<b>Citgo Petroleum Corporation</b>		
Term Loan, 8.00%, Maturing June 24, 2015	362	364,771
Term Loan, 9.00%, Maturing June 23, 2017	421	426,318
<b>Crestwood Holdings LLC</b>		
Term Loan, 7.00%, Maturing June 19, 2019	1,050	1,069,971
<b>Energy Transfer Equity, L.P.</b>		
Term Loan, 3.25%, Maturing December 2, 2019	1,550	1,548,591
<b>Fieldwood Energy LLC</b>		
Term Loan, 3.88%, Maturing September 28, 2018	1,319	1,323,247
Term Loan - Second Lien, 8.38%, Maturing September 30, 2020	875	912,422
<b>MEG Energy Corp.</b>		
Term Loan, 3.75%, Maturing March 31, 2020	8,724	8,778,633
<b>Obsidian Holdings LLC</b>		
Term Loan, 6.75%, Maturing November 2, 2015	992	1,004,592
<b>Obsidian Natural Gas Trust</b>		
Term Loan, 7.00%, Maturing November 2, 2015	1,257	1,272,786
<b>Ruby Western Pipeline Holdings, LLC</b>		
Term Loan, 3.50%, Maturing March 27, 2020	528	527,715
<b>Samson Investment Company</b>		
Term Loan - Second Lien, 5.00%, Maturing September 25, 2018	1,900	1,919,713
<b>Seadrill Partners Finco LLC</b>		
Term Loan, 4.00%, Maturing February 21, 2021	3,741	3,736,282
<b>Sheridan Investment Partners II, L.P.</b>		
Term Loan, 4.25%, Maturing December 16, 2020	48	48,200
Term Loan, 4.25%, Maturing December 16, 2020	128	129,240
Term Loan, 4.25%, Maturing December 16, 2020	921	929,069
<b>Sheridan Production Partners I, LLC</b>		
Term Loan, 4.25%, Maturing September 25, 2019	262	263,630
Term Loan, 4.25%, Maturing September 25, 2019	429	431,610
Term Loan, 4.25%, Maturing October 1, 2019	3,236	3,257,235
<b>Tallgrass Operations, LLC</b>		
Term Loan, 4.25%, Maturing November 13, 2018	1,771	1,789,188
<b>Tervita Corporation</b>		
Term Loan, 6.25%, Maturing May 15, 2018	2,975	2,961,341
		<b>\$ 39,654,350</b>

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Publishing 1.9%</b>		
<b>Advanstar Communications Inc.</b> Term Loan, 5.50%, Maturing April 29, 2019	891	\$ 896,569
<b>American Greetings Corporation</b> Term Loan, 4.02%, Maturing August 9, 2019	1,263	1,267,593
<b>Ascend Learning, Inc.</b> Term Loan, 6.00%, Maturing July 31, 2019	1,696	1,721,186
<b>Flint Group SA</b> Term Loan, 5.58%, Maturing December 30, 2016	24	24,485
Term Loan, 5.65%, Maturing December 31, 2016	EUR 101	140,612
Term Loan, 5.65%, Maturing December 31, 2016	EUR 479	666,046
<b>Getty Images, Inc.</b> Term Loan, 4.75%, Maturing October 18, 2019	9,110	8,759,539
<b>Interactive Data Corporation</b> Term Loan, 3.75%, Maturing February 11, 2018	4,625	4,632,561
<b>Laureate Education, Inc.</b> Term Loan, 5.00%, Maturing June 15, 2018	8,655	8,571,529
<b>McGraw-Hill Global Education Holdings, LLC</b> Term Loan, 5.75%, Maturing March 22, 2019	847	851,403
<b>Media General Inc.</b> Term Loan, 4.25%, Maturing July 31, 2020	1,273	1,285,317
<b>Merrill Communications, LLC</b> Term Loan, 5.75%, Maturing March 8, 2018	795	804,728
<b>Multi Packaging Solutions, Inc.</b> Term Loan, 4.25%, Maturing September 30, 2020	425	427,125
<b>Nelson Education Ltd.</b> Term Loan, 2.73%, Maturing July 3, 2014	582	484,193
<b>Nielsen Finance LLC</b> Term Loan, 2.90%, Maturing May 2, 2016	1,940	1,945,178
<b>Penton Media, Inc.</b> Term Loan, 5.50%, Maturing October 1, 2019	771	780,122
<b>Rentpath, Inc.</b> Term Loan, 6.25%, Maturing May 29, 2020	1,191	1,170,872
<b>Springer Science+Business Media Deutschland GmbH</b> Term Loan, 5.00%, Maturing August 14, 2020	2,313	2,319,158
<b>Star Tribune Company (The)</b> Term Loan, 8.00%, Maturing September 29, 2014	13	13,145
		<b>\$ 36,761,361</b>

**Radio and Television 1.3%**  
**Clear Channel Communications, Inc.**

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Term Loan, 3.80%, Maturing January 29, 2016	10	\$	9,759
Term Loan, 6.90%, Maturing January 30, 2019	566		555,410
Term Loan, 7.65%, Maturing July 30, 2019	182		182,239

Borrower/Tranche Description	Principal Amount*		Value
	(000 s omitted)		

Radio and Television (continued)

**Cumulus Media Holdings Inc.**

Term Loan, 4.25%, Maturing December 23, 2020	5,808	\$	5,861,140
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**Entercom Radio, LLC**

Term Loan, 4.00%, Maturing November 23, 2018	440		443,116
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**Entravision Communications Corporation**

Term Loan, 3.50%, Maturing May 29, 2020	1,937		1,915,687
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**Gray Television, Inc.**

Term Loan, 4.50%, Maturing October 15, 2019	158		158,671
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**LIN Television Corp.**

Term Loan, 4.00%, Maturing December 21, 2018	587		589,901
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**Mission Broadcasting, Inc.**

Term Loan, 3.75%, Maturing October 1, 2020	941		944,575
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**Nexstar Broadcasting, Inc.**

Term Loan, 3.75%, Maturing October 1, 2020	1,067		1,071,163
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**Nine Entertainment Group Pty Ltd.**

Term Loan, 3.25%, Maturing February 5, 2020	1,856		1,849,289
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**Raycom TV Broadcasting, Inc.**

Term Loan, 4.25%, Maturing May 31, 2017	900		903,780
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**Sinclair Television Group Inc.**

Term Loan, 3.00%, Maturing April 9, 2020	520		515,597
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**TWCC Holding Corp.**

Term Loan, 3.50%, Maturing February 13, 2017	1,211		1,191,425
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**Tyrol Acquisitions 2 SAS**

Term Loan, 4.24%, (3.24% Cash, 1.00% PIK), Maturing January 29, 2016	EUR	709	947,407
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Term Loan, 4.24%, (3.24% Cash, 1.00% PIK), Maturing January 29, 2016	EUR	709	947,407
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**Univision Communications Inc.**

Term Loan, 4.00%, Maturing March 1, 2020	6,658		6,664,371
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**\$ 25,555,312**

Retailers (Except Food and Drug) 2.9%

**99 Cents Only Stores**

Term Loan, 4.50%, Maturing January 11, 2019	2,909	\$	2,935,877
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**B&M Retail Limited**

Term Loan, 5.77%, Maturing February 18, 2020	GBP	1,800	3,024,784
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**Bass Pro Group, LLC**

Term Loan, 3.75%, Maturing November 20, 2019	3,184		3,199,925
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**CDW LLC**

Term Loan, 3.25%, Maturing April 29, 2020	4,659		4,625,401
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**David s Bridal, Inc.**

Term Loan, 5.03%, Maturing October 11, 2019	691		694,598
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## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Retailers (Except Food and Drug) (continued)</b>		
<b>Evergreen Acqco 1 LP</b>		
Term Loan, 5.00%, Maturing July 9, 2019	714	\$ 717,718
<b>Harbor Freight Tools USA, Inc.</b>		
Term Loan, 4.75%, Maturing July 26, 2019	1,318	1,333,412
<b>Hudson s Bay Company</b>		
Term Loan, 4.75%, Maturing November 4, 2020	4,648	4,719,883
<b>J. Crew Group, Inc.</b>		
Term Loan, 4.08%, Maturing March 5, 2021	3,850	3,846,993
<b>Jo-Ann Stores, Inc.</b>		
Term Loan, 4.00%, Maturing March 16, 2018	4,055	4,057,186
<b>Michaels Stores, Inc.</b>		
Term Loan, 3.75%, Maturing January 28, 2020	3,995	4,005,870
<b>Neiman Marcus Group, Inc. (The)</b>		
Term Loan, 4.25%, Maturing October 25, 2020	5,461	5,489,045
<b>Ollie s Bargain Outlet, Inc.</b>		
Term Loan, 5.25%, Maturing September 27, 2019	518	522,328
<b>Party City Holdings Inc.</b>		
Term Loan, 4.00%, Maturing July 27, 2019	2,642	2,648,550
<b>Pep Boys-Manny, Moe &amp; Jack (The)</b>		
Term Loan, 4.25%, Maturing October 11, 2018	494	498,688
<b>Petco Animal Supplies, Inc.</b>		
Term Loan, 4.00%, Maturing November 24, 2017	2,409	2,418,287
<b>PFS Holding Corporation</b>		
Term Loan, 4.50%, Maturing January 31, 2021	300	301,688
<b>Pilot Travel Centers LLC</b>		
Term Loan, 3.75%, Maturing March 30, 2018	1,650	1,660,434
Term Loan, 4.25%, Maturing August 7, 2019	566	570,092
<b>Rent-A-Center, Inc.</b>		
Term Loan, 3.75%, Maturing February 6, 2021	675	673,313
<b>Spin Holdco Inc.</b>		
Term Loan, 4.25%, Maturing November 14, 2019	1,992	1,994,622
<b>Toys R Us Property Company I, LLC</b>		
Term Loan, 6.00%, Maturing August 21, 2019	2,469	2,373,146
<b>Visant Corporation</b>		
Term Loan, 5.25%, Maturing December 22, 2016	1,258	1,250,255
<b>Vivarte SA</b>		
Term Loan, 0.00%, Maturing March 9, 2015 <sup>(2)</sup>	EUR 31	17,395
Term Loan, 0.00%, Maturing March 9, 2015 <sup>(2)</sup>	EUR 122	67,647
Term Loan, 0.00%, Maturing March 9, 2015 <sup>(2)</sup>	EUR 781	434,490
Term Loan, 0.00%, Maturing March 8, 2016 <sup>(2)</sup>	EUR 31	17,395
Term Loan, 0.00%, Maturing March 8, 2016 <sup>(2)</sup>	EUR 122	67,647
Term Loan, 0.00%, Maturing March 8, 2016 <sup>(2)</sup>	EUR 781	434,490
Term Loan, 0.00%, Maturing March 30, 2018 <sup>(2)</sup>	EUR 1,000	551,634

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Retailers (Except Food and Drug) (continued)</b>		
<b>Wilton Brands LLC</b>		
Term Loan, 7.52%, Maturing August 30, 2018	624	\$ 598,359
		<b>\$ 55,751,152</b>
<b>Steel 0.9%</b>		
<b>Essar Steel Algoma, Inc.</b>		
Term Loan, 9.25%, Maturing September 19, 2014	2,315	\$ 2,323,791
<b>FMG Resources (August 2006) Pty Ltd.</b>		
Term Loan, 4.25%, Maturing June 28, 2019	8,604	8,680,854
<b>JFB Firth Rixson Inc.</b>		
Term Loan, 4.25%, Maturing June 30, 2017	370	372,010
<b>JMC Steel Group, Inc.</b>		
Term Loan, 4.75%, Maturing April 3, 2017	1,354	1,367,263
<b>Neenah Foundry Company</b>		
Term Loan, 6.75%, Maturing April 26, 2017	2,316	2,316,254
<b>Patriot Coal Corporation</b>		
Term Loan, 10.25%, Maturing December 15, 2018	648	649,726
<b>SunCoke Energy, Inc.</b>		
Term Loan, 4.00%, Maturing July 26, 2018	167	167,254
<b>Waupaca Foundry, Inc.</b>		
Term Loan, 4.00%, Maturing June 29, 2017	2,061	2,068,382
		<b>\$ 17,945,534</b>
<b>Surface Transport 0.6%</b>		
<b>Hertz Corporation (The)</b>		
Term Loan, 3.75%, Maturing March 9, 2018	1,000	\$ 994,375
Term Loan, 3.00%, Maturing March 11, 2018	3,250	3,240,302
Term Loan, 3.75%, Maturing March 12, 2018	2,938	2,946,077
<b>Stena International S.a.r.l.</b>		
Term Loan, 4.00%, Maturing March 3, 2021	2,100	2,098,687
<b>Swift Transportation Co. Inc.</b>		
Term Loan, 2.90%, Maturing December 21, 2016	995	1,001,352
Term Loan, 4.00%, Maturing December 21, 2017	1,202	1,214,399
		<b>\$ 11,495,192</b>
<b>Telecommunications 1.9%</b>		
<b>Arris Group, Inc.</b>		
Term Loan, 3.50%, Maturing April 17, 2020	1,325	\$ 1,321,042
<b>Cellular South, Inc.</b>		
Term Loan, 3.25%, Maturing May 22, 2020	446	444,943
<b>Crown Castle Operating Company</b>		
Term Loan, 3.25%, Maturing January 31, 2021	3,271	3,265,141

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
<b>Telecommunications (continued)</b>		
<b>Intelsat Jackson Holdings S.A.</b> Term Loan, 3.75%, Maturing June 30, 2019	10,100	\$ 10,137,824
<b>Mitel US Holdings, Inc.</b> Term Loan, 5.25%, Maturing January 31, 2020	424	429,060
<b>SBA Senior Finance II LLC</b> Term Loan, 3.25%, Maturing March 24, 2021	2,400	2,395,500
<b>Syniverse Holdings, Inc.</b> Term Loan, 4.00%, Maturing April 23, 2019	2,400	2,406,565
Term Loan, 4.00%, Maturing April 23, 2019	2,841	2,848,286
<b>Telesat Canada</b> Term Loan, 3.50%, Maturing March 28, 2019	5,856	5,865,350
<b>Windstream Corporation</b> Term Loan, 3.50%, Maturing August 8, 2019	985	986,725
Term Loan, 3.50%, Maturing January 23, 2020	3,555	3,555,739
<b>Ziggo N.V.</b> Term Loan, 3.50%, Maturing January 15, 2022	EUR 508	699,628
Term Loan, 3.50%, Maturing January 15, 2022	EUR 789	1,086,018
Term Loan, Maturing January 15, 2022 <sup>(4)</sup>	EUR 591	814,045
Term Loan, Maturing January 15, 2022 <sup>(4)</sup>	EUR 837	1,151,667
		<b>\$ 37,407,533</b>
<b>Utilities 1.2%</b>		
<b>AES Corporation</b> Term Loan, 3.75%, Maturing June 1, 2018	2,945	\$ 2,960,063
<b>Calpine Construction Finance Company, L.P.</b> Term Loan, 3.00%, Maturing May 3, 2020	1,241	1,221,794
Term Loan, 3.25%, Maturing January 31, 2022	1,244	1,227,388
<b>Calpine Corporation</b> Term Loan, 4.00%, Maturing April 2, 2018	997	1,001,589
Term Loan, 4.00%, Maturing April 2, 2018	2,571	2,582,818
Term Loan, 4.00%, Maturing October 9, 2019	4,827	4,847,616
Term Loan, 4.00%, Maturing October 30, 2020	474	475,885
<b>Dynegy Holdings Inc.</b> Term Loan, 4.00%, Maturing April 23, 2020	2,171	2,181,960
<b>EFS Cogen Holdings I, LLC</b> Term Loan, 3.75%, Maturing December 17, 2020	768	773,122
<b>Equipower Resources Holdings LLC</b> Term Loan, 4.25%, Maturing December 31, 2019	1,518	1,528,872
<b>La Frontera Generation, LLC</b> Term Loan, 4.50%, Maturing September 30, 2020	745	747,075

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**LSP Madison Funding, LLC**

Term Loan, 5.50%, Maturing June 28, 2019

332 333,630  
**Principal  
Amount\***  
**(000 s omitted) Value**

**Borrower/Tranche Description**

**Utilities (continued)**

**PowerTeam Services, LLC**

Term Loan, 3.68%, Maturing May 6, 2020<sup>(6)</sup>

96 \$ 96,009

Term Loan, 4.25%, Maturing May 6, 2020

772 770,015

**Raven Power Finance, LLC**

Term Loan, 5.25%, Maturing December 19, 2020

2,045 2,071,714

**WTG Holdings III Corp.**

Term Loan, 4.75%, Maturing January 15, 2021

524 527,288

**\$ 23,346,838**

Total Senior Floating-Rate Interests

(identified cost \$1,169,014,108)

**\$ 1,169,652,302**

Corporate Bonds & Notes 56.2%

**Security**

**Principal  
Amount\***  
**(000 s omitted) Value**

**Aerospace and Defense 0.7%**

**Alliant Techsystems, Inc.**

5.25%, 10/1/21<sup>(7)</sup>

1,515 \$ 1,564,237

**CBC Ammo, LLC/CBC FinCo, Inc.**

7.25%, 11/15/21<sup>(7)</sup>

2,415 2,451,225

**GenCorp, Inc.**

7.125%, 3/15/21

1,395 1,518,806

**Huntington Ingalls Industries, Inc.**

7.125%, 3/15/21

2,025 2,245,219

**TransDigm, Inc.**

7.75%, 12/15/18

5,030 5,419,825

**\$ 13,199,312**

**Agriculture 0.0%**

**Lorillard Tobacco Co.**

7.00%, 8/4/41

450 \$ 518,012

**\$ 518,012**

**Automotive 1.6%**

**American Axle & Manufacturing, Inc.**

5.125%, 2/15/19

660 \$ 690,525

**Chrysler Group, LLC**

8.00%, 6/15/19<sup>(7)</sup>

2,095 2,304,500

8.25%, 6/15/21<sup>(7)</sup>

4,255 4,834,744

8.25%, 6/15/21

8,090 9,192,262



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Automotive (continued)</b>		
<b>Ford Motor Co.</b> 6.625%, 10/1/28	1,000	\$ 1,173,220
<b>General Motors Financial Co., Inc.</b> 2.75%, 5/15/16	3,070	3,117,892
4.75%, 8/15/17	1,615	1,734,106
4.25%, 5/15/23	960	950,400
<b>Kia Motors Corp.</b> 3.625%, 6/14/16 <sup>(7)</sup>	600	624,781
<b>Navistar International Corp.</b> 8.25%, 11/1/21	3,190	3,265,763
<b>Schaeffler Finance Holding BV</b> 6.875%, 8/15/18 <sup>(7)(8)</sup>	2,785	2,976,469
<b>Tomkins, LLC/Tomkins, Inc.</b> 9.00%, 10/1/18	595	641,856
		<b>\$ 31,506,518</b>
<b>Banks and Thrifts 0.7%</b>		
<b>Banco do Brasil SA</b> 6.25% to 4/15/24, 10/29/49 <sup>(7)(9)</sup>	750	\$ 607,500
<b>Bank One Michigan</b> 8.25%, 11/1/24	275	362,457
<b>Barclays Bank PLC</b> 10.179%, 6/12/21 <sup>(7)</sup>	1,000	1,345,805
<b>Citigroup, Inc.</b> 5.50%, 9/13/25	300	320,292
6.625%, 6/15/32	1,000	1,153,274
<b>Countrywide Financial Corp.</b> 6.25%, 5/15/16	1,800	1,975,414
<b>Credit Agricole SA</b> 7.875% to 1/23/24, 1/29/49 <sup>(7)(9)</sup>	727	768,803
<b>First Niagara Financial Group, Inc.</b> 7.25%, 12/15/21	945	1,085,104
<b>HBOS PLC</b> 6.75%, 5/21/18 <sup>(7)</sup>	1,700	1,929,981
<b>Rabobank Nederland</b> 4.625%, 12/1/23	1,000	1,031,201
<b>Regions Financial Corp.</b> 7.375%, 12/10/37	730	838,567
<b>Standard Chartered PLC</b> 5.20%, 1/26/24 <sup>(7)</sup>	862	886,798

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<b>Zions Bancorporation</b>		
6.00%, 9/15/15	67	70,592
4.50%, 6/13/23	840	840,102
		<b>\$ 13,215,890</b>

Security	Principal Amount* (000 s omitted)	Value
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<b>Beverage and Tobacco 0.2%</b>		
<b>Constellation Brands, Inc.</b>		
6.00%, 5/1/22	1,530	\$ 1,702,125
4.25%, 5/1/23	2,815	2,758,700
		<b>\$ 4,460,825</b>

<b>Brokers, Dealers and Investment Houses 0.5%</b>		
<b>Alliance Data Systems Corp.</b>		
6.375%, 4/1/20 <sup>(7)</sup>	1,210	\$ 1,294,700
<b>BP Capital Markets PLC</b>		
3.561%, 11/1/21	800	823,764
<b>E*TRADE Financial Corp.</b>		
6.00%, 11/15/17	295	311,594
6.375%, 11/15/19	1,015	1,108,887
<b>Macquarie Bank, Ltd.</b>		
6.625%, 4/7/21 <sup>(7)</sup>	550	623,224
<b>Neuberger Berman Group, LLC/Neuberger Berman Finance Corp.</b>		
5.625%, 3/15/20 <sup>(7)</sup>	4,335	4,573,425
<b>Nielsen Co. Luxembourg S.a.r.l. (The)</b>		
5.50%, 10/1/21 <sup>(7)</sup>	1,250	1,310,937
		<b>\$ 10,046,531</b>

<b>Building and Development 1.5%</b>		
<b>Brookfield Residential Properties, Inc.</b>		
6.50%, 12/15/20 <sup>(7)</sup>	1,555	\$ 1,663,850
<b>Builders FirstSource, Inc.</b>		
7.625%, 6/1/21 <sup>(7)</sup>	2,175	2,359,875
<b>CB Richard Ellis Service, Inc.</b>		
6.625%, 10/15/20	3,270	3,507,075
<b>HD Supply, Inc.</b>		
8.125%, 4/15/19	825	924,000
7.50%, 7/15/20	2,180	2,389,825
<b>Interface, Inc.</b>		
7.625%, 12/1/18	774	828,180
<b>Interline Brands, Inc.</b>		
10.00%, 11/15/18 <sup>(8)</sup>	5,775	6,309,187
<b>MDC Holdings, Inc.</b>		
5.625%, 2/1/20	555	592,463
6.00%, 1/15/43	230	203,550
<b>Nortek, Inc.</b>		
10.00%, 12/1/18	1,905	2,100,262
8.50%, 4/15/21	2,225	2,497,562

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Building and Development (continued)</b>		
<b>Rexel SA</b>		
6.125%, 12/15/19 <sup>(7)</sup>	500	\$ 528,750
5.25%, 6/15/20 <sup>(7)</sup>	2,710	2,784,525
<b>Toll Brothers Finance Corp.</b>		
4.375%, 4/15/23	915	885,263
<b>USG Corp.</b>		
5.875%, 11/1/21 <sup>(7)</sup>	870	927,638
		<b>\$ 28,502,005</b>
<b>Business Equipment and Services 3.1%</b>		
<b>ADT Corp. (The)</b>		
6.25%, 10/15/21 <sup>(7)</sup>	2,725	\$ 2,803,344
<b>Algeco Scotsman Global Finance PLC</b>		
10.75%, 10/15/19 <sup>(7)</sup>	2,135	2,375,188
<b>Avis Budget Car Rental, LLC/Avis Budget Finance, Inc.</b>		
8.25%, 1/15/19	550	592,625
9.75%, 3/15/20	4,410	5,099,062
<b>Carlson Wagonlit BV</b>		
6.875%, 6/15/19 <sup>(7)</sup>	3,970	4,257,825
<b>CTP Transportation Products, LLC/CTP Finance, Inc.</b>		
8.25%, 12/15/19 <sup>(7)</sup>	1,045	1,131,213
<b>FTI Consulting, Inc.</b>		
6.00%, 11/15/22	3,974	4,073,350
<b>Iron Mountain, Inc.</b>		
6.00%, 8/15/23	2,800	2,989,000
<b>Modular Space Corp.</b>		
10.25%, 1/31/19 <sup>(7)</sup>	525	547,313
<b>National CineMedia, LLC</b>		
7.875%, 7/15/21	3,090	3,426,037
6.00%, 4/15/22	3,625	3,842,500
<b>RSC Equipment Rental, Inc./RSC Holdings III, LLC</b>		
8.25%, 2/1/21	440	494,450
<b>ServiceMaster Co.</b>		
8.00%, 2/15/20	3,595	3,918,550
7.00%, 8/15/20	1,235	1,313,731
<b>SSI Investments II, Ltd./SSI Co-Issuer, LLC</b>		
11.125%, 6/1/18	4,605	4,933,106
<b>TransUnion Holding Co., Inc.</b>		
9.625%, 6/15/18	3,925	4,189,937
<b>TransUnion LLC/TransUnion Financing Corp.</b>		

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11.375%, 6/15/18

Security	Principal Amount* (000 s omitted)	Value
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**Business Equipment and Services (continued)**

**United Rentals North America, Inc.**

7.375%, 5/15/20	4,375	\$ 4,850,781
8.375%, 9/15/20	525	584,063
7.625%, 4/15/22	3,065	3,451,956
6.125%, 6/15/23	1,060	1,128,900
		<b>\$ 60,193,331</b>

**Cable and Satellite Television 2.7%**

**AMC Networks, Inc.**

7.75%, 7/15/21	1,100	\$ 1,245,750
4.75%, 12/15/22	915	915,000

**Cablevision Systems Corp.**

7.75%, 4/15/18	1,055	1,209,294
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**CCO Holdings, LLC/CCO Capital Corp.**

7.25%, 10/30/17	2,105	2,233,931
8.125%, 4/30/20	365	400,588
5.25%, 9/30/22	4,295	4,257,419
5.75%, 1/15/24	1,980	1,970,100

**CSC Holdings, LLC**

6.75%, 11/15/21	2,780	3,120,550
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**DISH DBS Corp.**

6.75%, 6/1/21	6,195	6,953,887
5.875%, 7/15/22	3,495	3,739,650

**IAC/InterActiveCorp**

4.875%, 11/30/18	1,825	1,913,969
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**Lynx II Corp.**

6.375%, 4/15/23 <sup>(7)</sup>	10,705	11,400,825
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**Mediacom, LLC/Mediacom Capital Corp.**

9.125%, 8/15/19	785	843,875
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**Unitymedia Hessen GmbH & Co. KG/Unitymedia NRW GmbH**

5.50%, 1/15/23 <sup>(7)</sup>	4,295	4,402,375
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**UPCB Finance V, Ltd.**

7.25%, 11/15/21 <sup>(7)</sup>	3,055	3,383,412
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**UPCB Finance VI, Ltd.**

6.875%, 1/15/22 <sup>(7)</sup>	2,025	2,217,375
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**VTR Finance BV**

6.875%, 1/15/24 <sup>(7)</sup>	1,575	1,641,937
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**\$ 51,849,937**

**Chemicals and Plastics 1.0%**

**Axalta Coating Systems US Holdings, Inc./Axalta Coating Systems Dutch Holding B BV**

7.375%, 5/1/21 <sup>(7)</sup>	2,810	\$ 3,069,925
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## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Chemicals and Plastics (continued)</b>		
<b>Celanese US Holdings, LLC</b>		
6.625%, 10/15/18	880	\$ 933,680
5.875%, 6/15/21	940	1,015,200
<b>Chemtura Corp.</b>		
5.75%, 7/15/21	755	787,088
<b>Ineos Finance PLC</b>		
7.25%, 2/15/19 <sup>(7)(10)</sup>	EUR 1,000	1,458,586
8.375%, 2/15/19 <sup>(7)</sup>	3,700	4,102,375
7.50%, 5/1/20 <sup>(7)</sup>	850	936,062
<b>Kraton Polymers, LLC</b>		
6.75%, 3/1/19	940	1,003,450
<b>Milacron, LLC/Mcron Finance Corp.</b>		
7.75%, 2/15/21 <sup>(7)</sup>	525	569,625
<b>Polymer Group, Inc.</b>		
7.75%, 2/1/19	320	344,000
<b>Tronox Finance, LLC</b>		
6.375%, 8/15/20	4,170	4,305,525
<b>Tyco Electronics Group SA</b>		
4.875%, 1/15/21	750	813,753
<b>Westlake Chemical Corp.</b>		
3.60%, 7/15/22	955	926,440
		<b>\$ 20,265,709</b>
<b>Clothing / Textiles 0.4%</b>		
<b>Levi Strauss &amp; Co.</b>		
6.875%, 5/1/22	2,125	\$ 2,342,813
<b>Phillips-Van Heusen Corp.</b>		
7.75%, 11/15/23 <sup>(3)</sup>	3,740	4,696,692
<b>Quiksilver, Inc./QS Wholesale, Inc.</b>		
7.875%, 8/1/18 <sup>(7)</sup>	320	349,600
10.00%, 8/1/20	280	319,900
		<b>\$ 7,709,005</b>
<b>Commercial Services 0.1%</b>		
<b>Cielo SA/Cielo USA, Inc.</b>		
3.75%, 11/16/22 <sup>(7)</sup>	960	\$ 896,400
<b>Verisk Analytics, Inc.</b>		
4.125%, 9/12/22	960	967,986

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\$ 1,864,386

**Conglomerates 0.6%**

**Amsted Industries, Inc.**

8.125%, 3/15/18<sup>(7)</sup>

3,220 \$ 3,355,948  
Principal  
Amount\*  
(000 s omitted) Value

**Security**

**Conglomerates (continued)**

**Harbinger Group, Inc.**

7.875%, 7/15/19

1,915 \$ 2,111,288

**Spectrum Brands Escrow Corp.**

6.75%, 3/15/20

1,645 1,786,881

**Spectrum Brands, Inc.**

6.375%, 11/15/20

1,100 1,196,250

6.625%, 11/15/22

1,600 1,750,000

**TMS International Corp.**

7.625%, 10/15/21<sup>(7)</sup>

2,220 2,397,600

\$ 12,597,967

**Containers and Glass Products 1.1%**

**Ardagh Packaging Finance PLC/Ardagh MP Holdings USA, Inc.**

6.25%, 1/31/19<sup>(7)</sup>

765 \$ 801,338

7.00%, 11/15/20<sup>(7)</sup>

784 829,516

**Beverage Packaging Holdings Luxembourg II SA/Beverage Packaging Holding II Issuer, Inc.**

5.625%, 12/15/16<sup>(7)</sup>

775 796,313

6.00%, 6/15/17<sup>(7)</sup>

1,065 1,104,937

**BOE Merger Corp.**

9.50%, 11/1/17<sup>(7)(8)</sup>

545 580,425

**BWAY Holding Co.**

10.00%, 6/15/18

620 661,075

**Crown Americas, LLC/Crown Americas Capital Corp. IV**

4.50%, 1/15/23

1,755 1,684,800

**Reynolds Group Holdings, Inc.**

7.125%, 4/15/19

2,665 2,831,562

7.875%, 8/15/19

1,225 1,355,156

9.875%, 8/15/19

4,370 4,905,325

**Sealed Air Corp.**

8.375%, 9/15/21<sup>(7)</sup>

5,630 6,509,687

\$ 22,060,134

**Cosmetics / Toiletries 0.3%**

**Alphabet Holding Co., Inc.**

7.75%, 11/1/17<sup>(8)</sup>

2,810 \$ 2,908,350

**Party City Holdings, Inc.**

8.875%, 8/1/20

2,735 3,059,781

\$ 5,968,131

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Diversified Financial Services 1.6%</b>		
<b>BPCE SA</b>		
5.70%, 10/22/23 <sup>(7)</sup>	1,000	\$ 1,041,490
<b>Discover Bank</b>		
4.25%, 3/13/26	500	502,432
<b>Discover Financial Services</b>		
3.85%, 11/21/22	270	265,556
<b>General Electric Capital Corp.</b>		
5.30%, 2/11/21	2,185	2,461,409
<b>Goldman Sachs Group, Inc. (The)</b>		
5.95%, 1/15/27	1,000	1,090,079
<b>Icahn Enterprises, LP/Icahn Enterprises Finance Corp.</b>		
3.50%, 3/15/17 <sup>(7)</sup>	1,500	1,518,750
4.875%, 3/15/19 <sup>(7)</sup>	2,045	2,085,900
6.00%, 8/1/20 <sup>(7)</sup>	2,070	2,204,550
5.875%, 2/1/22 <sup>(7)</sup>	710	722,425
<b>JPMorgan Chase &amp; Co.</b>		
6.75% to 2/1/24, 12/31/49 <sup>(9)</sup>	2,640	2,791,800
6.125% to 4/30/24, 12/29/49 <sup>(9)</sup>	1,575	1,556,883
<b>KION Finance SA</b>		
4.788%, 2/15/20 <sup>(7)(10)</sup>	EUR 1,575	2,211,295
<b>SLM Corp.</b>		
5.50%, 1/15/19	5,390	5,721,733
8.00%, 3/25/20	3,150	3,638,250
7.25%, 1/25/22	430	475,688
6.125%, 3/25/24	1,565	1,566,956
<b>Turkiye Is Bankasi</b>		
5.50%, 4/21/19 <sup>(7)</sup>	1,000	1,012,500
		<b>\$ 30,867,696</b>
<b>Diversified Manufacturing Operations 0.0%</b>		
<b>Hutchison Whampoa International, Ltd.</b>		
7.45%, 11/24/33 <sup>(7)</sup>	400	\$ 546,798
		<b>\$ 546,798</b>
<b>Diversified Media 0.0%</b>		
<b>Interpublic Group of Cos., Inc. (The)</b>		
3.75%, 2/15/23	720	\$ 701,525

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\$ 701,525

Drugs 0.8%

**Cardinal Health, Inc.**

4.625%, 12/15/20

625 \$ 679,874

**Principal  
Amount\***

**Security**

(000 s omitted)

**Value**

Drugs (continued)

**Endo Pharmaceuticals Holdings, Inc.**

7.00%, 7/15/19

1,260 \$ 1,363,950

7.00%, 12/15/20

1,145 1,239,462

7.25%, 1/15/22

185 201,188

**Pharmaceutical Product Development, Inc.**

9.50%, 12/1/19<sup>(7)</sup>

5,050 5,643,375

**Valeant Pharmaceuticals International, Inc.**

7.50%, 7/15/21<sup>(7)</sup>

2,170 2,452,100

**Warner Chilcott Co., LLC**

7.75%, 9/15/18

3,720 3,975,750

**\$ 15,555,699**

Ecological Services and Equipment 0.3%

**Clean Harbors, Inc.**

5.25%, 8/1/20

1,095 \$ 1,133,325

5.125%, 6/1/21

900 922,500

**Covanta Holding Corp.**

6.375%, 10/1/22

2,085 2,225,737

5.875%, 3/1/24

1,505 1,536,458

**\$ 5,818,020**

Electronics / Electrical 1.9%

**Advanced Micro Devices, Inc.**

6.75%, 3/1/19<sup>(7)</sup>

1,000 \$ 1,006,250

**Agilent Technologies, Inc.**

6.50%, 11/1/17

1,300 1,496,205

**Alcatel-Lucent USA, Inc.**

4.625%, 7/1/17<sup>(7)</sup>

1,090 1,125,425

8.875%, 1/1/20<sup>(7)</sup>

6,085 6,936,900

6.75%, 11/15/20<sup>(7)</sup>

2,240 2,380,000

**BMC Software Finance, Inc.**

8.125%, 7/15/21<sup>(7)</sup>

2,755 2,913,412

**Comision Federal de Electricidad**

4.875%, 5/26/21<sup>(7)</sup>

1,100 1,152,250

**CommScope Holding Co., Inc.**

6.625%, 6/1/20<sup>(7)(8)</sup>

1,615 1,715,937

**Entergy Corp.**

3.625%, 9/15/15

2,390 2,474,769

**Exelon Corp.**

5.625%, 6/15/35

900 969,120

**Freescale Semiconductor, Inc.**

6.00%, 1/15/22<sup>(7)</sup>

1,670 1,776,462

**Infor US, Inc.**

9.375%, 4/1/19

1,965 2,222,906



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Electronics / Electrical (continued)</b>		
<b>Midamerican Funding, LLC</b> 6.927%, 3/1/29	345	\$ 431,669
<b>NCR Corp.</b> 5.875%, 12/15/21 <sup>(7)</sup>	715	756,113
6.375%, 12/15/23 <sup>(7)</sup>	1,275	1,361,063
<b>NeuStar, Inc.</b> 4.50%, 1/15/23	695	606,388
<b>Nuance Communications, Inc.</b> 5.375%, 8/15/20 <sup>(7)</sup>	885	885,000
<b>NXP BV/NXP Funding, LLC</b> 5.75%, 2/15/21 <sup>(7)</sup>	1,105	1,182,350
<b>PPL Energy Supply, LLC</b> 6.50%, 5/1/18	734	825,292
<b>Seagate HDD Cayman</b> 7.00%, 11/1/21	3,340	3,753,325
<b>VeriSign, Inc.</b> 4.625%, 5/1/23	550	530,750
		<b>\$ 36,501,586</b>
<b>Equipment Leasing 0.9%</b>		
<b>AWAS Aviation Capital, Ltd.</b> 7.00%, 10/17/16 <sup>(7)</sup>	3,895	\$ 4,050,426
<b>International Lease Finance Corp.</b> 8.625%, 9/15/15	3,650	4,033,250
8.75%, 3/15/17	1,525	1,795,687
6.25%, 5/15/19	1,025	1,135,188
8.25%, 12/15/20	3,275	3,970,649
8.625%, 1/15/22	2,615	3,219,719
		<b>\$ 18,204,919</b>
<b>Financial Intermediaries 2.7%</b>		
<b>Ally Financial, Inc.</b> 2.436%, 12/1/14 <sup>(10)</sup>	765	\$ 770,150
3.50%, 7/18/16	6,170	6,370,525
5.50%, 2/15/17	5,000	5,450,000
6.25%, 12/1/17	3,295	3,690,400
8.00%, 11/1/31	2,450	3,031,875
<b>CIT Group, Inc.</b>		

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4.75%, 2/15/15 <sup>(7)</sup>	8,135	8,379,050
5.25%, 3/15/18	645	695,794
3.875%, 2/19/19	1,225	1,240,131
5.00%, 8/15/22	405	421,961

	<b>Principal Amount*</b>	<b>Value</b>
<b>Security</b>	<b>(000 s omitted)</b>	

Financial Intermediaries (continued)

**First Data Corp.**

7.375%, 6/15/19 <sup>(7)</sup>	3,105	\$ 3,345,638
6.75%, 11/1/20 <sup>(7)</sup>	5,415	5,848,200
11.25%, 1/15/21	2,770	3,175,113
10.625%, 6/15/21	1,925	2,175,250
11.75%, 8/15/21	1,055	1,113,025

**Ford Motor Credit Co., LLC**

12.00%, 5/15/15	3,380	3,796,000
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**General Motors Financial Co., Inc.**

6.75%, 6/1/18	1,365	1,562,925
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**Janus Capital Group, Inc.**

6.70%, 6/15/17	1,582	1,787,726
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**XLIT, Ltd.**

5.75%, 10/1/21	600	692,696
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**\$ 53,546,459**

Financial Services 0.1%

**Credit Suisse Group AG**

7.50% to 12/11/23, 12/11/49 <sup>(7)(9)</sup>	605	\$ 657,943
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**Morgan Stanley**

5.00%, 11/24/25	1,470	1,516,089
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**Svensk Exportkredit AB**

2.875% to 11/14/18, 11/14/23 <sup>(7)(9)</sup>	400	392,860
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**\$ 2,566,892**

Food Products 0.8%

**ASG Consolidated, LLC/ASG Finance, Inc.**

15.00%, 5/15/17 <sup>(7)(8)</sup>	2,904	\$ 2,666,842
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**B&G Foods, Inc.**

4.625%, 6/1/21	310	307,288
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**Bunge, Ltd. Finance Corp.**

8.50%, 6/15/19	1,000	1,235,751
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**ConAgra Foods, Inc.**

6.625%, 8/15/39	213	259,580
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**Corn Products International, Inc.**

6.625%, 4/15/37	325	385,233
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**Hawk Acquisition Sub, Inc.**

4.25%, 10/15/20 <sup>(7)</sup>	2,625	2,588,906
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**Michael Foods Group, Inc.**

9.75%, 7/15/18	4,360	4,676,100
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**Michael Foods Holding, Inc.**

8.50%, 7/15/18 <sup>(7)(8)</sup>	1,380	1,445,550
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## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Food Products (continued)</b>		
<b>Post Holdings, Inc.</b> 6.75%, 12/1/21 <sup>(7)</sup>	995	\$ 1,055,944
7.375%, 2/15/22 <sup>(7)</sup>	425	459,000
		<b>\$ 15,080,194</b>
<b>Food Service 0.5%</b>		
<b>ARAMARK Corp.</b> 5.75%, 3/15/20	1,005	\$ 1,066,556
<b>Darling International, Inc.</b> 5.375%, 1/15/22 <sup>(7)</sup>	1,245	1,280,794
<b>Delhaize Group SA</b> 4.125%, 4/10/19	460	477,422
<b>NPC International, Inc.</b> 10.50%, 1/15/20	4,405	5,054,737
<b>Pinnacle Operating Corp.</b> 9.00%, 11/15/20 <sup>(7)</sup>	1,345	1,455,963
		<b>\$ 9,335,472</b>
<b>Food / Beverages / Tobacco 0.0%</b>		
<b>Anadolu Efes Biracilik Ve Malt Sanayii AS</b> 3.375%, 11/1/22 <sup>(7)</sup>	1,000	\$ 834,500
		<b>\$ 834,500</b>
<b>Food / Drug Retailers 0.1%</b>		
<b>Pantry, Inc. (The)</b> 8.375%, 8/1/20	1,635	\$ 1,773,975
		<b>\$ 1,773,975</b>
<b>Forest Products 0.2%</b>		
<b>Domtar Corp.</b> 10.75%, 6/1/17	2,995	\$ 3,763,373

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\$ 3,763,373

Health Care 4.8%

**Air Medical Group Holdings, Inc.**

9.25%, 11/1/18 1,588 \$ 1,720,995

**Alere, Inc.**

8.625%, 10/1/18 1,310 1,411,525

6.50%, 6/15/20 1,055 1,113,025

**Amsurg Corp.**

5.625%, 11/30/20 645 674,025

**Principal  
Amount\***

**Security**

**(000 s omitted)**

**Value**

Health Care (continued)

**Biomet, Inc.**

6.50%, 8/1/20 1,245 \$ 1,347,090

**Capsugel SA**

7.00%, 5/15/19<sup>(7)(8)</sup> 780 804,863

**CHS/Community Health Systems, Inc.**

5.125%, 8/15/18 4,830 5,083,575

7.125%, 7/15/20 2,785 3,025,206

6.875%, 2/1/22<sup>(7)</sup> 4,600 4,830,000

**ConvaTec Finance International SA**

8.25%, 1/15/19<sup>(7)(8)</sup> 5,205 5,374,162

**ConvaTec Healthcare E SA**

10.50%, 12/15/18<sup>(7)</sup> 2,235 2,489,231

**Emergency Medical Services Corp.**

8.125%, 6/1/19 816 874,650

**Fresenius Medical Care US Finance II, Inc.**

5.625%, 7/31/19<sup>(7)</sup> 1,640 1,775,300

5.875%, 1/31/22<sup>(7)</sup> 1,365 1,457,138

**Fresenius US Finance II, Inc.**

9.00%, 7/15/15<sup>(7)</sup> 1,400 1,540,000

**Grifols Worldwide Operations, Ltd.**

5.25%, 4/1/22<sup>(7)</sup> 1,235 1,265,875

**HCA Holdings, Inc.**

6.25%, 2/15/21 1,710 1,834,830

**HCA, Inc.**

6.50%, 2/15/20 3,565 4,001,712

7.50%, 2/15/22 2,930 3,354,850

4.75%, 5/1/23 1,125 1,115,156

**Hologic, Inc.**

6.25%, 8/1/20 5,990 6,364,375

**Hospira, Inc.**

6.05%, 3/30/17 1,000 1,107,861

**Kinetic Concepts, Inc./KCI USA, Inc.**

10.50%, 11/1/18 3,115 3,597,825

**MPH Acquisition Holdings, LLC**

6.625%, 4/1/22<sup>(7)</sup> 7,525 7,741,344

**MultiPlan, Inc.**

9.875%, 9/1/18<sup>(7)</sup> 4,060 4,425,400

**Mylan Inc.**

3.125%, 1/15/23<sup>(7)</sup> 1,000 949,410

**Opal Acquisition, Inc.**

8.875%, 12/15/21<sup>(7)</sup> 2,205 2,224,294

**Physio-Control International, Inc.**

9.875%, 1/15/19<sup>(7)</sup> 1,496 1,686,740

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Health Care (continued)</b>		
<b>ResCare, Inc.</b> 10.75%, 1/15/19	1,740	\$ 1,940,100
<b>Salix Pharmaceuticals, Ltd.</b> 6.00%, 1/15/21 <sup>(7)</sup>	1,825	1,952,750
<b>STHI Holding Corp.</b> 8.00%, 3/15/18 <sup>(7)</sup>	1,375	1,459,219
<b>Teleflex, Inc.</b> 6.875%, 6/1/19	540	578,475
<b>Tenet Healthcare Corp.</b> 5.00%, 3/1/19 <sup>(7)</sup>	840	841,050
6.00%, 10/1/20 <sup>(7)</sup>	1,795	1,924,016
8.125%, 4/1/22	4,185	4,687,200
<b>United Surgical Partners International, Inc.</b> 9.00%, 4/1/20	1,880	2,096,200
<b>VWR Funding, Inc.</b> 7.25%, 9/15/17	1,580	1,706,400
<b>WellCare Health Plans, Inc.</b> 5.75%, 11/15/20	2,705	2,853,775
		<b>\$ 93,229,642</b>
<b>Home Furnishings 0.3%</b>		
<b>D.R. Horton, Inc.</b> 4.75%, 2/15/23	374	\$ 373,532
<b>Libbey Glass, Inc.</b> 6.875%, 5/15/20	1,413	1,545,469
<b>Tempur Sealy International, Inc.</b> 6.875%, 12/15/20	3,125	3,433,594
		<b>\$ 5,352,595</b>
<b>Industrial Equipment 0.5%</b>		
<b>Accudyne Industries Borrower/Accudyne Industries, LLC</b> 7.75%, 12/15/20 <sup>(7)</sup>	1,945	\$ 2,105,463
<b>BlueLine Rental Finance Corp.</b> 7.00%, 2/1/19 <sup>(7)</sup>	840	890,400
<b>CNH Capital, LLC</b> 3.875%, 11/1/15	1,070	1,104,775
6.25%, 11/1/16	2,055	2,263,069
3.625%, 4/15/18	2,500	2,556,250

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<b>Erikson Air-Crane, Inc., Promissory Note</b>		
6.00%, 11/2/20 <sup>(3)(11)</sup>	85	67,376
<b>Kennametal, Inc.</b>		
3.875%, 2/15/22	970	958,781
	<b>Principal Amount*</b>	
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>
<b>Industrial Equipment (continued)</b>		
<b>Vander Intermediate Holding II Corp.</b>		
9.75%, 2/1/19 <sup>(7)</sup>	320	\$ 338,400
		<b>\$ 10,284,514</b>
<b>Insurance 0.6%</b>		
<b>A-S Co-Issuer Subsidiary, Inc./A-S Merger Sub, LLC</b>		
7.875%, 12/15/20 <sup>(7)</sup>	1,625	\$ 1,746,875
<b>American International Group, Inc.</b>		
4.875%, 9/15/16	500	545,868
5.60%, 10/18/16	600	664,956
6.25%, 5/1/36	500	621,945
<b>Genworth Financial, Inc.</b>		
7.625%, 9/24/21	990	1,221,503
<b>ING US, Inc.</b>		
2.90%, 2/15/18	1,190	1,220,700
5.70%, 7/15/43	200	227,067
<b>Onex USI Acquisition Corp.</b>		
7.75%, 1/15/21 <sup>(7)</sup>	3,115	3,262,962
<b>PartnerRe Finance B, LLC</b>		
5.50%, 6/1/20	800	893,583
<b>Principal Financial Group, Inc.</b>		
6.05%, 10/15/36	340	402,257
		<b>\$ 10,807,716</b>
<b>Leisure Goods / Activities / Movies 1.0%</b>		
<b>Activision Blizzard, Inc.</b>		
6.125%, 9/15/23 <sup>(7)</sup>	1,190	\$ 1,298,587
<b>Bombardier, Inc.</b>		
4.75%, 4/15/19 <sup>(7)</sup>	1,025	1,025,000
6.00%, 10/15/22 <sup>(7)</sup>	2,075	2,075,000
<b>Cinemark USA, Inc.</b>		
7.375%, 6/15/21	685	762,919
<b>MISA Investments, Ltd.</b>		
8.625%, 8/15/18 <sup>(7)(8)</sup>	1,670	1,724,275
<b>NCL Corp., Ltd.</b>		
5.00%, 2/15/18 <sup>(7)</sup>	1,445	1,506,412
<b>Regal Entertainment Group</b>		
5.75%, 3/15/22	1,030	1,063,475
5.75%, 2/1/25	745	731,963
<b>Royal Caribbean Cruises</b>		
11.875%, 7/15/15	530	602,875
7.25%, 6/15/16	660	742,500
7.25%, 3/15/18	1,680	1,965,600

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Leisure Goods / Activities / Movies (continued)</b>		
<b>Seven Seas Cruises, S. de R.L.</b> 9.125%, 5/15/19	3,285	\$ 3,629,925
<b>Viking Cruises, Ltd.</b> 8.50%, 10/15/22 <sup>(7)</sup>	435	495,900
<b>WMG Acquisition Corp.</b> 5.625%, 4/15/22 <sup>(7)</sup>	2,060	2,096,050
		<b>\$ 19,720,481</b>
<b>Lodging and Casinos 2.5%</b>		
<b>Buffalo Thunder Development Authority</b> 9.375%, 12/15/14 <sup>(2)(7)</sup>	4,300	\$ 1,720,000
<b>Caesars Entertainment Operating Co., Inc.</b> 5.625%, 6/1/15	4,900	4,826,500
<b>GLP Capital, LP/GLP Financing II, Inc.</b> 8.50%, 2/15/20	5,545	4,935,050
<b>Hilton Worldwide Finance, LLC/Hilton Worldwide Finance Corp.</b> 5.625%, 10/15/21 <sup>(7)</sup>	3,645	3,815,859
<b>Inn of the Mountain Gods Resort &amp; Casino</b> 9.25%, 11/30/20 <sup>(7)</sup>	615	609,095
<b>MGM Resorts International</b> 6.625%, 12/15/21	3,290	3,623,112
<b>Mohegan Tribal Gaming Authority</b> 11.00%, 9/15/18 <sup>(7)</sup>	1,560	1,572,675
<b>Penn National Gaming, Inc.</b> 5.875%, 11/1/21 <sup>(7)</sup>	1,445	1,423,325
<b>Playa Resorts Holding B.V.</b> 8.00%, 8/15/20 <sup>(7)</sup>	1,220	1,323,700
<b>Station Casinos, LLC</b> 7.50%, 3/1/21	2,535	2,753,644
<b>Studio City Finance, Ltd.</b> 8.50%, 12/1/20 <sup>(7)</sup>	4,685	5,247,200
<b>SugarHouse HSP Gaming Property, LP/SugarHouse HSP Gaming Finance Corp.</b> 6.375%, 6/1/21 <sup>(7)</sup>	530	524,700
<b>Tunica-Biloxi Gaming Authority</b> 9.00%, 11/15/15 <sup>(7)</sup>	3,565	3,110,463
<b>Waterford Gaming, LLC</b>		

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8.625%, 9/15/14<sup>(3)(7)</sup>

Security	Principal Amount* (000 s omitted)	Value
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Lodging and Casinos (continued)

**Wynn Las Vegas, LLC/Wynn Las Vegas Capital Corp.**  
7.75%, 8/15/20

2,436 910,254  
1,945 \$ 2,173,538

**\$ 48,196,927**

Metals / Mining 0.3%

**Barrick Gold Corp.**

6.95%, 4/1/19

500 \$ 587,174

**First Quantum Minerals, Ltd.**

6.75%, 2/15/20<sup>(7)</sup>

1,354 1,377,695

7.00%, 2/15/21<sup>(7)</sup>

1,354 1,384,465

**Imperial Metals Corp.**

7.00%, 3/15/19<sup>(7)</sup>

470 481,163

**Nucor Corp.**

5.20%, 8/1/43

120 122,139

**Southern Copper Corp.**

5.25%, 11/8/42

1,000 861,156

**Xstrata Finance Canada, Ltd.**

2.70%, 10/25/17<sup>(7)</sup>

1,150 1,165,111

6.00%, 11/15/41<sup>(7)</sup>

400 405,400

**\$ 6,384,303**

Mining, Steel, Iron and Nonprecious Metals 0.5%

**ArcelorMittal**

6.75%, 2/25/22

4,000 \$ 4,410,000

**Eldorado Gold Corp.**

6.125%, 12/15/20<sup>(7)</sup>

3,315 3,331,575

**MMC Norilsk Nickel OJSC via MMC Finance, Ltd.**

5.55%, 10/28/20<sup>(7)</sup>

1,350 1,333,125

**\$ 9,074,700**

Nonferrous Metals / Minerals 0.7%

**Barrick International Barbados Corp.**

6.35%, 10/15/36<sup>(7)</sup>

950 \$ 935,324

**New Gold, Inc.**

7.00%, 4/15/20<sup>(7)</sup>

950 1,003,438

6.25%, 11/15/22<sup>(7)</sup>

1,535 1,565,700

**Novelis, Inc.**

8.375%, 12/15/17

1,565 1,676,506

8.75%, 12/15/20

3,010 3,378,725

**Quadra FNX Mining, Ltd.**

7.75%, 6/15/19<sup>(7)</sup>

3,730 3,953,800



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Nonferrous Metals / Minerals (continued)</b>		
<b>Teck Resources, Ltd.</b> 4.75%, 1/15/22	1,000	\$ 1,026,271
<b>Vale, Inc.</b> 6.875%, 11/21/36	700	749,334
		<b>\$ 14,289,098</b>
<b>Oil and Gas 7.5%</b>		
<b>Access Midstream Partners, LP/ACMP Finance Corp.</b> 4.875%, 3/15/24	1,355	\$ 1,353,306
<b>AmeriGas Finance LLC/AmeriGas Finance Corp.</b> 6.75%, 5/20/20	1,245	1,353,938
7.00%, 5/20/22	4,620	5,070,450
<b>AmeriGas Partners LP/AmeriGas Finance Corp.</b> 6.25%, 8/20/19	1,570	1,695,600
<b>Anadarko Finance Co.</b> 7.50%, 5/1/31	465	593,620
<b>Antero Resources Finance Corp.</b> 6.00%, 12/1/20	473	505,519
5.375%, 11/1/21 <sup>(7)</sup>	2,875	2,919,922
<b>Atlas Pipeline Partners, LP/Atlas Pipeline Finance Corp.</b> 4.75%, 11/15/21	820	783,100
<b>Atwood Oceanics, Inc.</b> 6.50%, 2/1/20	1,305	1,409,400
<b>Berry Petroleum Co.</b> 6.375%, 9/15/22	1,715	1,783,600
<b>Bonanza Creek Energy, Inc.</b> 6.75%, 4/15/21	2,010	2,155,725
<b>Bristow Group, Inc.</b> 6.25%, 10/15/22	1,000	1,063,750
<b>Calfrac Holdings, LP</b> 7.50%, 12/1/20 <sup>(7)</sup>	955	1,007,525
<b>Chesapeake Energy Corp.</b> 6.125%, 2/15/21	1,825	1,998,375
<b>Chesapeake Oilfield Operating, LLC/Chesapeake Oilfield Finance, Inc.</b> 6.625%, 11/15/19	1,100	1,146,750
<b>Concho Resources, Inc.</b> 7.00%, 1/15/21	1,800	1,993,500
6.50%, 1/15/22	685	750,075
5.50%, 4/1/23	5,200	5,434,000
<b>Continental Resources, Inc.</b>		

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7.125%, 4/1/21	1,535	1,738,388
<b>Security</b>	<b>Principal Amount*</b>	<b>Value</b>
<b>(000 s omitted)</b>		
<b>Oil and Gas (continued)</b>		
<b>CrownRock, LP/CrownRock Finance, Inc.</b>		
7.125%, 4/15/21 <sup>(7)</sup>	2,045	\$ 2,177,925
<b>CVR Refining, LLC/Coffeyville Finance, Inc.</b>		
6.50%, 11/1/22	5,535	5,853,262
<b>Denbury Resources, Inc.</b>		
8.25%, 2/15/20	1,674	1,828,845
<b>Energy Transfer Partners, L.P.</b>		
3.60%, 2/1/23	1,200	1,150,074
<b>EnSCO PLC</b>		
4.70%, 3/15/21	900	968,542
<b>EP Energy, LLC/EP Energy Finance, Inc.</b>		
9.375%, 5/1/20	3,055	3,547,619
<b>EP Energy, LLC/Everest Acquisition Finance, Inc.</b>		
6.875%, 5/1/19	4,180	4,535,300
7.75%, 9/1/22	815	918,913
<b>Halcon Resources Corp.</b>		
9.75%, 7/15/20 <sup>(7)</sup>	1,055	1,139,400
<b>Harvest Operations Corp.</b>		
6.875%, 10/1/17	920	998,200
<b>Holly Energy Partners, LP/Holly Energy Finance Corp.</b>		
6.50%, 3/1/20	615	656,513
<b>Kinder Morgan, Inc.</b>		
5.00%, 2/15/21 <sup>(7)</sup>	3,650	3,673,794
<b>Kodiak Oil &amp; Gas Corp.</b>		
8.125%, 12/1/19	8,630	9,611,662
5.50%, 1/15/21	375	386,719
<b>Laredo Petroleum, Inc.</b>		
7.375%, 5/1/22	5,880	6,556,200
<b>MEG Energy Corp.</b>		
6.375%, 1/30/23 <sup>(7)</sup>	2,210	2,298,400
<b>Murphy Oil USA, Inc.</b>		
6.00%, 8/15/23 <sup>(7)</sup>	4,165	4,321,187
<b>Oasis Petroleum, Inc.</b>		
6.50%, 11/1/21	955	1,031,400
6.875%, 3/15/22 <sup>(7)</sup>	2,805	3,050,437
6.875%, 1/15/23	3,030	3,302,700
<b>Oil States International, Inc.</b>		
6.50%, 6/1/19	2,685	2,832,675
<b>Parsley Energy LLC/Parsley Finance Corp.</b>		
7.50%, 2/15/22 <sup>(7)</sup>	740	782,550
<b>PBF Holding Co., LLC/PBF Finance Corp.</b>		
8.25%, 2/15/20	1,770	1,929,300

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Oil and Gas (continued)</b>		
<b>Petrobras International Finance Co.</b> 6.875%, 1/20/40	900	\$ 895,942
<b>Plains Exploration &amp; Production Co.</b> 6.125%, 6/15/19	1,000	1,108,750
6.875%, 2/15/23	750	838,125
<b>Precision Drilling Corp.</b> 6.625%, 11/15/20	1,150	1,236,250
6.50%, 12/15/21	2,390	2,569,250
<b>Range Resources Corp.</b> 6.75%, 8/1/20	1,815	1,969,275
<b>Rockies Express Pipeline, LLC</b> 3.90%, 4/15/15 <sup>(7)</sup>	600	606,000
<b>Rosetta Resources, Inc.</b> 9.50%, 4/15/18	1,115	1,172,841
5.625%, 5/1/21	1,715	1,762,163
5.875%, 6/1/22	2,695	2,759,006
<b>Rowan Cos., Inc.</b> 7.875%, 8/1/19	1,000	1,216,326
<b>Sabine Pass Liquefaction, LLC</b> 5.625%, 2/1/21	3,640	3,771,950
5.625%, 4/15/23	2,940	2,936,325
<b>Samson Investment Co.</b> 10.75%, 2/15/20 <sup>(7)</sup>	2,260	2,474,700
<b>SandRidge Energy, Inc.</b> 7.50%, 3/15/21	1,000	1,072,500
8.125%, 10/15/22	100	109,500
<b>SESI, LLC</b> 6.375%, 5/1/19	3,365	3,600,550
<b>Seven Generations Energy, Ltd.</b> 8.25%, 5/15/20 <sup>(7)</sup>	4,000	4,400,000
<b>SM Energy Co.</b> 6.50%, 1/1/23	1,745	1,871,512
<b>Southwestern Energy Co.</b> 7.50%, 2/1/18	4,200	4,987,193
<b>Tesoro Corp.</b> 4.25%, 10/1/17	1,000	1,055,000
<b>Ultra Petroleum Corp.</b> 5.75%, 12/15/18 <sup>(7)</sup>	520	547,300
<b>Weatherford International, Ltd./Bermuda</b> 9.625%, 3/1/19	800	1,039,889
<b>WPX Energy, Inc.</b> 5.25%, 1/15/17	770	827,750
6.00%, 1/15/22	3,405	3,507,150

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\$ 146,643,407

Security	Principal Amount* (000 s omitted)	Value
<b>Oil, Gas &amp; Consumable Fuels 0.1%</b>		
<b>Concho Resources, Inc.</b> 5.50%, 10/1/22	1,250	\$ 1,309,375
<b>Hess Corp.</b> 5.60%, 2/15/41	500	551,060
<b>Valero Energy Corp.</b> 6.125%, 6/15/17	200	229,477
6.625%, 6/15/37	450	543,306
		<b>\$ 2,633,218</b>
<b>Publishing 1.4%</b>		
<b>Gannett Co., Inc.</b> 5.125%, 7/15/20 <sup>(7)</sup>	3,290	\$ 3,396,925
<b>Laureate Education, Inc.</b> 9.25%, 9/1/19 <sup>(7)</sup>	16,505	17,660,350
<b>McGraw-Hill Global Education Holdings, LLC/McGraw-Hill Global Education Finance</b> 9.75%, 4/1/21 <sup>(7)</sup>	3,640	4,149,600
<b>Nielsen Finance LLC</b> 5.00%, 4/15/22 <sup>(7)</sup>	600	604,500
<b>RR Donnelley &amp; Sons Co.</b> 6.00%, 4/1/24	530	535,300
		<b>\$ 26,346,675</b>
<b>Radio and Television 0.7%</b>		
<b>Clear Channel Communications, Inc.</b> 9.00%, 12/15/19	226	\$ 238,430
11.25%, 3/1/21	2,800	3,129,000
<b>Clear Channel Worldwide Holdings, Inc.</b> Series A, 7.625%, 3/15/20	470	506,425
Series A, 6.50%, 11/15/22	1,100	1,172,875
Series B, 6.50%, 11/15/22	2,130	2,287,087
<b>Crown Media Holdings, Inc.</b> 10.50%, 7/15/19	1,095	1,245,563
<b>LBI Media, Inc.</b> 10.00%, 4/15/19 <sup>(7)</sup>	1,830	1,903,200
<b>Sirius XM Radio, Inc.</b> 5.875%, 10/1/20 <sup>(7)</sup>	745	785,975
<b>Starz, LLC/Starz Finance Corp.</b> 5.00%, 9/15/19	1,470	1,525,125
		<b>\$ 12,793,680</b>

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Real Estate Investment Trusts (REITs) 0.1%</b>		
<b>CubeSmart LP</b> 4.80%, 7/15/22	711	\$ 754,378
<b>Digital Realty Trust, LP</b> 5.875%, 2/1/20	681	746,752
<b>Host Hotels &amp; Resorts LP</b> 4.75%, 3/1/23	500	523,959
<b>Vornado Realty, LP</b> 5.00%, 1/15/22	500	533,213
		<b>\$ 2,558,302</b>
<b>Retailers (Except Food and Drug) 3.6%</b>		
<b>Academy, Ltd./Academy Finance Corp.</b> 9.25%, 8/1/19 <sup>(7)</sup>	3,000	\$ 3,288,750
<b>Best Buy Co., Inc.</b> 5.00%, 8/1/18	1,865	1,941,931
<b>Burlington Holdings, LLC/Burlington Holding Finance, Inc.</b> 9.00%, 2/15/18 <sup>(7)(8)</sup>	1,954	2,007,735
<b>Claire s Stores, Inc.</b> 9.00%, 3/15/19 <sup>(7)</sup>	3,085	3,219,969
<b>Express, LLC/Express Finance Corp.</b> 8.75%, 3/1/18	10,414	10,921,891
<b>Gap, Inc. (The)</b> 5.95%, 4/12/21	1,000	1,127,677
<b>Hot Topic, Inc.</b> 9.25%, 6/15/21 <sup>(7)</sup>	4,550	4,936,750
<b>L Brands, Inc.</b> 8.50%, 6/15/19	3,325	4,039,875
	6,135	6,924,881
	790	838,388
<b>Macy s Retail Holdings, Inc.</b> 6.90%, 4/1/29	650	791,004
<b>Michaels FinCo Holdings, LLC/Michaels FinCo, Inc.</b> 7.50%, 8/1/18 <sup>(7)(8)</sup>	5,095	5,273,325
<b>Michaels Stores, Inc.</b> 7.75%, 11/1/18	835	896,581
<b>Neiman Marcus Group, Ltd.</b> 8.00%, 10/15/21 <sup>(7)</sup>	1,760	1,942,600
	2,230	2,475,300
<b>New Academy Finance Co., LLC/New Academy Finance Corp.</b> 8.00%, 6/15/18 <sup>(7)(8)</sup>	6,365	6,547,994

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Security	Principal Amount* (000 s omitted)	Value
<b>Retailers (Except Food and Drug) (continued)</b>		
<b>Petco Animal Supplies, Inc.</b> 9.25%, 12/1/18 <sup>(7)</sup>	4,475	\$ 4,821,812
<b>Petco Holdings, Inc.</b> 8.50%, 10/15/17 <sup>(7)(8)</sup>	2,400	2,451,048
<b>Sally Holdings, LLC/Sally Capital, Inc.</b> 5.75%, 6/1/22	4,070	4,324,375
<b>Total Capital International SA</b> 2.70%, 1/25/23	960	912,170
		<b>\$ 69,684,056</b>
<b>Software and Services 0.3%</b>		
<b>Audatex North America, Inc.</b> 6.00%, 6/15/21 <sup>(7)</sup>	1,730	\$ 1,855,425
<b>Healthcare Technology Intermediate, Inc.</b> 7.375%, 9/1/18 <sup>(7)(8)</sup>	2,210	2,254,200
<b>Microsoft Corp.</b> 3.625%, 12/15/23	1,000	1,028,025
<b>SunGard Availability Services Capital, Inc.</b> 8.75%, 4/1/22 <sup>(7)</sup>	1,445	1,454,031
		<b>\$ 6,591,681</b>
<b>Steel 0.2%</b>		
<b>AK Steel Corp.</b> 8.75%, 12/1/18	910	\$ 1,024,888
<b>Steel Dynamics, Inc.</b> 6.375%, 8/15/22	500	546,250
<b>SunCoke Energy Partners, LP/SunCoke Energy Partners Finance Corp.</b> 7.375%, 2/1/20 <sup>(7)</sup>	480	517,200
<b>SunCoke Energy, Inc.</b> 7.625%, 8/1/19	1,365	1,463,962
		<b>\$ 3,552,300</b>
<b>Super Retail 0.1%</b>		
<b>AutoNation, Inc.</b> 5.50%, 2/1/20	1,080	\$ 1,177,200
		<b>\$ 1,177,200</b>
<b>Surface Transport 0.1%</b>		
<b>Hertz Corp. (The)</b> 7.50%, 10/15/18	25	\$ 26,719

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Surface Transport (continued)</b>		
<b>Watco Cos., LLC/Watco Finance Corp.</b> 6.375%, 4/1/23 <sup>(7)</sup>	1,045	\$ 1,065,900
		<b>\$ 1,092,619</b>
<b>Technology 0.1%</b>		
<b>International Game Technology</b> 7.50%, 6/15/19	1,170	\$ 1,375,450
<b>Western Union Co. (The)</b> 6.20%, 11/17/36	500	501,709
		<b>\$ 1,877,159</b>
<b>Telecommunications 5.6%</b>		
<b>Alcoa, Inc.</b> 5.95%, 2/1/37	750	\$ 728,874
<b>America Movil SAB de CV</b> 5.00%, 10/16/19	300	333,000
<b>AT&amp;T, Inc.</b> 5.80%, 2/15/19	1,350	1,560,947
<b>Avaya, Inc.</b> 9.00%, 4/1/19 <sup>(7)</sup>	2,515	2,628,175
<b>Bharti Airtel International Netherlands BV</b> 10.50%, 3/1/21 <sup>(7)</sup>	4,690	4,373,831
<b>CenturyLink, Inc.</b> 5.125%, 3/11/23 <sup>(7)</sup>	700	699,125
<b>Cogeco Cable, Inc.</b> 6.75%, 12/1/23	3,155	3,364,019
<b>Colombia Telecomunicaciones SA ESP</b> 4.875%, 5/1/20 <sup>(7)</sup>	715	714,106
<b>Columbus International, Inc.</b> 5.375%, 9/27/22 <sup>(7)</sup>	1,250	1,228,125
<b>Digicel Group, Ltd.</b> 7.375%, 3/30/21 <sup>(7)</sup>	820	845,625
<b>Digicel, Ltd.</b> 7.125%, 4/1/22 <sup>(7)</sup>	1,155	1,170,881
<b>Equinix, Inc.</b> 8.25%, 9/1/17 <sup>(7)</sup>	5,905	6,170,725
<b>Equinix, Inc.</b> 6.00%, 4/15/21 <sup>(7)</sup>	2,310	2,367,750
<b>Equinix, Inc.</b> 7.00%, 7/15/21	1,340	1,499,125

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<b>Frontier Communications Corp.</b> 7.625%, 4/15/24	285	299,250
<b>Hughes Satellite Systems Corp.</b> 6.50%, 6/15/19	3,235	3,566,587
<b>Intelsat Jackson Holdings SA</b> 7.25%, 10/15/20	2,350	2,558,562
	<b>Principal Amount*</b>	
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>
<b>Telecommunications (continued)</b>		
<b>Intelsat Luxembourg SA</b> 7.75%, 6/1/21 <sup>(7)</sup>	4,625	\$ 4,885,156
8.125%, 6/1/23 <sup>(7)</sup>	3,540	3,765,675
<b>Koninklijke KPN NV</b> 7.00% to 3/28/23, 3/28/73 <sup>(7)(9)</sup>	500	519,251
<b>News America, Inc.</b> 8.00%, 10/17/16	350	409,037
<b>NII International Telecom SCA</b> 7.875%, 8/15/19 <sup>(7)</sup>	2,090	1,431,650
<b>SBA Telecommunications, Inc.</b> 8.25%, 8/15/19	640	682,400
5.75%, 7/15/20	1,985	2,089,212
<b>Sprint Capital Corp.</b> 8.75%, 3/15/32	1,365	1,508,325
<b>Sprint Communications, Inc.</b> 9.125%, 3/1/17	1,225	1,454,688
9.00%, 11/15/18 <sup>(7)</sup>	13,520	16,562,000
7.00%, 8/15/20	4,810	5,266,950
6.00%, 11/15/22	2,780	2,846,025
<b>Sprint Corp.</b> 7.25%, 9/15/21 <sup>(7)</sup>	2,060	2,253,125
7.875%, 9/15/23 <sup>(7)</sup>	5,770	6,361,425
<b>T-Mobile USA, Inc.</b> 5.25%, 9/1/18	4,725	5,014,406
6.25%, 4/1/21	1,100	1,167,375
6.633%, 4/28/21	1,735	1,871,631
6.731%, 4/28/22	1,160	1,247,000
6.625%, 4/1/23	2,170	2,311,050
6.836%, 4/28/23	580	624,225
<b>Telecom Italia Capital SA</b> 7.721%, 6/4/38	600	645,000
<b>Telefonica Emisiones SAU</b> 7.045%, 6/20/36	400	487,102
<b>Verizon Communications, Inc.</b> 4.50%, 9/15/20	2,499	2,718,845
<b>Virgin Media Secured Finance PLC</b> 5.50%, 1/15/25 <sup>(7)</sup>	725	735,875
<b>Wind Acquisition Finance SA</b> 5.551%, 4/30/19 <sup>(7)(10)</sup>	EUR 600	841,773
<b>Wind Acquisition Holdings Finance SA</b> 12.25%, 7/15/17 <sup>(7)(8)</sup>	1,779	1,872,865
<b>Windstream Corp.</b> 8.125%, 9/1/18	2,490	2,658,075
7.75%, 10/1/21	1,455	1,571,400



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount* (000 s omitted)	Value
<b>Telecommunications (continued)</b>		
<b>Windstream Corp. (continued)</b>		
7.50%, 6/1/22	1,870	\$ 1,982,200
6.375%, 8/1/23	180	176,400
		<b>\$ 110,068,848</b>
<b>Utilities 0.8%</b>		
<b>AES Corp.</b>		
5.50%, 3/15/24	1,025	\$ 1,019,875
<b>AES Gener SA</b>		
5.25%, 8/15/21 <sup>(7)</sup>	725	761,250
<b>Duquesne Light Holdings, Inc.</b>		
5.90%, 12/1/21 <sup>(7)</sup>	850	967,779
<b>Edison Mission Energy</b>		
7.50%, 6/15/13 <sup>(12)</sup>	1,060	967,250
<b>Enel SpA</b>		
8.75% to 9/24/23, 9/24/73 <sup>(7)(9)</sup>	600	674,760
<b>Energy Future Intermediate Holding Co., LLC/EFIH Finance, Inc.</b>		
6.875%, 8/15/17 <sup>(7)</sup>	765	786,994
<b>Iberdrola Finance Ireland, Ltd.</b>		
5.00%, 9/11/19 <sup>(7)</sup>	1,500	1,650,139
<b>ITC Holdings Corp.</b>		
5.30%, 7/1/43	750	792,554
<b>NRG Energy, Inc.</b>		
8.25%, 9/1/20	3,910	4,310,775
7.875%, 5/15/21	2,015	2,226,575
<b>PPL Capital Funding, Inc.</b>		
Series A, 6.70% to 3/30/17, 3/30/67 <sup>(9)</sup>	750	754,254
<b>Southwestern Electric Power Co.</b>		
6.20%, 3/15/40	565	684,420
		<b>\$ 15,596,625</b>
Total Corporate Bonds & Notes (identified cost \$1,041,040,540)		<b>\$ 1,097,010,547</b>

Foreign Corporate Bonds 0.1%

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<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
Royal Bank of Scotland Group PLC, 6.10%, 6/10/23	\$ 1,200	\$ 1,247,970

Total Foreign Corporate Bonds  
(identified cost \$1,200,919) \$ 1,247,970

Foreign Government Securities 0.1%

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
Government of Bermuda 5.603%, 7/20/20 <sup>(7)</sup>	\$ 1,960	\$ 2,167,760

Total Foreign Government Securities  
(identified cost \$2,125,469) \$ 2,167,760

Mortgage Pass-Throughs 18.6%

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Federal Home Loan Mortgage Corp.:</b>		
5.00%, with various maturities to 2023 <sup>(13)</sup>	\$ 10,399	\$ 11,030,246
5.50%, with various maturities to 2032 <sup>(14)</sup>	3,717	4,029,569
6.00%, with various maturities to 2031	2,665	2,858,417
6.50%, with various maturities to 2032 <sup>(13)</sup>	21,270	23,978,268
7.00%, with various maturities to 2036	15,218	17,390,621
7.13%, with maturity at 2023	250	282,859
7.50%, with various maturities to 2029	9,752	11,400,397
7.65%, with maturity at 2022	335	384,158
8.00%, with various maturities to 2030	6,199	7,186,052
8.25%, with maturity at 2020	153	173,711
8.30%, with maturity at 2020	600	680,828
8.50%, with various maturities to 2031	5,365	6,302,670
9.00%, with various maturities to 2031	1,220	1,364,603
9.50%, with various maturities to 2025	1,067	1,208,029
10.00%, with maturity at 2020	128	142,888
10.50%, with maturity at 2020	121	138,837
12.00%, with maturity at 2020	31	31,570
13.00%, with maturity at 2015	3	2,886

**\$ 88,586,609**

<b>Federal National Mortgage Association:</b>		
2.396%, with maturity at 2022 <sup>(15)</sup>	\$ 1,121	\$ 1,147,009
2.645%, with maturity at 2036 <sup>(15)</sup>	2,564	2,645,145
4.50%, with maturity at 2042 <sup>(13)</sup>	17,260	18,421,775
5.00%, with various maturities to 2040 <sup>(13)</sup>	30,328	32,960,721
5.50%, with various maturities to 2033	5,370	5,904,687
5.521%, with maturity at 2037 <sup>(15)</sup>	4,687	4,951,347
6.00%, with various maturities to 2033	9,537	10,521,432
6.322%, with maturity at 2032 <sup>(15)</sup>	7,866	8,714,624
6.50%, with various maturities to 2036 <sup>(13)</sup>	54,116	61,065,740
6.75%, with maturity at 2023	202	230,637
7.00%, with various maturities to 2036 <sup>(13)</sup>	26,783	30,867,645
7.50%, with various maturities to 2035	10,823	12,812,238
8.00%, with various maturities to 2031	4,040	4,744,387

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8.128%, with maturity at 2027<sup>(16)</sup>

1,007

1,175,856

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*See Notes to Financial Statements.*

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount (000 s omitted)	Value
<b>Federal National Mortgage Association: (continued)</b>		
8.25%, with maturity at 2018	\$ 9	\$ 10,308
8.341%, with maturity at 2029 <sup>(16)</sup>	312	368,467
8.406%, with maturity at 2028 <sup>(16)</sup>	357	416,751
8.449%, with maturity at 2024 <sup>(16)</sup>	48	56,391
8.50%, with various maturities to 2030	4,778	5,596,272
8.612%, with maturity at 2027 <sup>(16)</sup>	350	417,314
9.00%, with various maturities to 2027	6,102	7,192,586
9.072%, with maturity at 2018 <sup>(16)</sup>	128	136,593
9.50%, with various maturities to 2030	1,688	1,957,795
9.616%, with maturity at 2025 <sup>(16)</sup>	259	292,214
9.845%, with maturity at 2019 <sup>(16)</sup>	140	153,684
10.00%, with various maturities to 2020	386	433,914
10.50%, with maturity at 2021	363	416,552
11.50%, with maturity at 2016	24	25,186
		<b>\$ 213,637,270</b>
<b>Government National Mortgage Association:</b>		
6.00%, with maturity at 2024	\$ 1,462	\$ 1,622,097
6.50%, with various maturities to 2032	10,592	12,064,097
7.00%, with various maturities to 2033	7,169	8,423,729
7.50%, with various maturities to 2032	15,126	17,903,258
8.00%, with various maturities to 2034	9,370	11,080,981
8.30%, with maturity at 2020	337	385,013
8.50%, with various maturities to 2022	540	629,477
9.00%, with various maturities to 2026	2,492	2,905,031
9.50%, with various maturities to 2026	3,697	4,354,418
10.00%, with maturity at 2019	192	218,930
		<b>\$ 59,587,031</b>
Total Mortgage Pass-Throughs (identified cost \$343,333,428)		<b>\$ 361,810,910</b>

Collateralized Mortgage Obligations 9.7%

Security	Principal Amount (000 s omitted)	Value
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**Federal Home Loan Mortgage Corp.:**

Series 24, Class J, 6.25%, 11/25/23	\$	783	\$	865,162
Series 1497, Class K, 7.00%, 4/15/23		739		824,515
Series 1529, Class Z, 7.00%, 6/15/23		1,167		1,301,208
Series 1620, Class Z, 6.00%, 11/15/23		965		1,067,092
Series 1677, Class Z, 7.50%, 7/15/23		648		735,234
Series 1702, Class PZ, 6.50%, 3/15/24		8,099		9,028,474
Series 2113, Class QG, 6.00%, 1/15/29		1,559		1,726,325
Series 2122, Class K, 6.00%, 2/15/29		301		337,892
Series 2130, Class K, 6.00%, 3/15/29		204		228,926

**Principal  
Amount**

**Security**

**(000 s omitted) Value**

**Federal Home Loan Mortgage Corp.: (continued)**

Series 2167, Class BZ, 7.00%, 6/15/29	\$	216	\$	245,014
Series 2182, Class ZB, 8.00%, 9/15/29		1,914		2,219,751
Series 2198, Class ZA, 8.50%, 11/15/29		2,370		2,750,775
Series 2245, Class A, 8.00%, 8/15/27		5,950		6,923,002
Series 2458, Class ZB, 7.00%, 6/15/32		1,975		2,237,493
Series 3762, Class SH, 9.691%, 11/15/40 <sup>(17)</sup>		2,112		2,144,847
Series 3780, (Interest Only), Class PS, 6.295%, 8/15/35 <sup>(17)(18)</sup>		15,843		1,757,802
Series 3973, (Interest Only), Class SG, 6.495%, 4/15/30 <sup>(17)(18)</sup>		12,237		1,956,728
Series 4070, (Interest Only), Class S, 5.945%, 6/15/32 <sup>(17)(18)</sup>		18,864		3,444,425
Series 4109, (Interest Only), Class ES, 5.995%, 12/15/41 <sup>(17)(18)</sup>		15,000		1,245,555
Series 4109, (Interest Only), Class KS, 5.945%, 5/15/32 <sup>(17)(18)</sup>		17,975		2,299,477
Series 4110, (Interest Only), Class SA, 5.495%, 9/15/42 <sup>(17)(18)</sup>		14,444		1,792,290
Series 4149, (Interest Only), Class S, 6.095%, 1/15/33 <sup>(17)(18)</sup>		8,910		1,763,507
Series 4186, (Interest Only), Class IQ, 4.00%, 12/15/28 <sup>(18)</sup>		20,370		1,671,106
Series 4188, (Interest Only), Class AI, 3.50%, 4/15/28 <sup>(18)</sup>		8,541		1,043,233
Series 4203, (Interest Only), Class QS, 6.095%, 5/15/43 <sup>(17)(18)</sup>		6,723		1,305,583
Series 4233, (Interest Only), Class GI, 3.50%, 3/15/25 <sup>(18)</sup>		13,557		1,082,575
Series 4273, Class PU, 4.00%, 11/15/43		20,702		20,961,265
Series 4273, Class SP, 11.588%, 11/15/43 <sup>(17)</sup>		4,600		4,845,547

**\$ 77,804,803**

**Federal National Mortgage Association:**

Series G92-44, Class Z, 8.00%, 7/25/22	\$	134	\$	143,713
Series G92-44, Class ZQ, 8.00%, 7/25/22		217		233,845
Series G92-46, Class Z, 7.00%, 8/25/22		487		541,931
Series G92-60, Class Z, 7.00%, 10/25/22		749		825,556
Series G93-35, Class ZQ, 6.50%, 11/25/23		9,669		10,765,261
Series G93-40, Class H, 6.40%, 12/25/23		2,160		2,399,332
Series 1988-14, Class I, 9.20%, 6/25/18		123		134,476
Series 1989-1, Class D, 10.30%, 1/25/19		85		91,009
Series 1989-34, Class Y, 9.85%, 7/25/19		233		263,945
Series 1990-17, Class G, 9.00%, 2/25/20		143		161,836
Series 1990-27, Class Z, 9.00%, 3/25/20		87		99,985
Series 1990-29, Class J, 9.00%, 3/25/20		73		82,589
Series 1990-43, Class Z, 9.50%, 4/25/20		297		339,196
Series 1991-98, Class J, 8.00%, 8/25/21		152		171,267
Series 1992-77, Class ZA, 8.00%, 5/25/22		988		1,125,623

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount (000 s omitted)	Value
<b>Federal National Mortgage Association: (continued)</b>		
Series 1992-103, Class Z, 7.50%, 6/25/22	\$ 65	\$ 73,169
Series 1992-113, Class Z, 7.50%, 7/25/22	119	134,638
Series 1992-185, Class ZB, 7.00%, 10/25/22	240	267,870
Series 1993-16, Class Z, 7.50%, 2/25/23	632	715,248
Series 1993-22, Class PM, 7.40%, 2/25/23	479	540,599
Series 1993-25, Class J, 7.50%, 3/25/23	708	801,414
Series 1993-30, Class PZ, 7.50%, 3/25/23	1,241	1,395,338
Series 1993-42, Class ZQ, 6.75%, 4/25/23	1,729	1,927,450
Series 1993-56, Class PZ, 7.00%, 5/25/23	267	299,221
Series 1993-156, Class ZB, 7.00%, 9/25/23	293	329,172
Series 1994-45, Class Z, 6.50%, 2/25/24	2,194	2,444,041
Series 1994-89, Class ZQ, 8.00%, 7/25/24	1,384	1,597,902
Series 1996-57, Class Z, 7.00%, 12/25/26	1,329	1,502,993
Series 1997-77, Class Z, 7.00%, 11/18/27	535	605,652
Series 1998-44, Class ZA, 6.50%, 7/20/28	578	654,760
Series 1999-45, Class ZG, 6.50%, 9/25/29	196	218,593
Series 2000-22, Class PN, 6.00%, 7/25/30	1,728	1,943,461
Series 2001-37, Class GA, 8.00%, 7/25/16	136	142,862
Series 2002-1, Class G, 7.00%, 7/25/23	375	419,371
Series 2002-21, Class PE, 6.50%, 4/25/32	1,496	1,652,016
Series 2005-75, Class CS, 23.583%, 9/25/35 <sup>(17)</sup>	948	1,653,197
Series 2007-74, Class AC, 5.00%, 8/25/37	17,600	19,141,054
Series 2010-99, (Interest Only), Class NS, 6.446%, 3/25/39 <sup>(17)(18)</sup>	12,308	1,680,677
Series 2010-119, (Interest Only), Class SK, 5.846%, 4/25/40 <sup>(17)(18)</sup>	11,420	1,204,181
Series 2010-124, (Interest Only), Class SJ, 5.896%, 11/25/38 <sup>(17)(18)</sup>	9,136	1,345,362
Series 2010-151, (Interest Only), Class PI, 4.00%, 5/25/28 <sup>(18)</sup>	36,413	2,703,603
Series 2011-49, Class NT, 6.00%, 6/25/41 <sup>(17)</sup>	2,818	3,026,551
Series 2011-101, (Interest Only), Class IC, 3.50%, 10/25/26 <sup>(18)</sup>	17,530	2,157,088
Series 2011-101, (Interest Only), Class IE, 3.50%, 10/25/26 <sup>(18)</sup>	9,750	1,178,537
Series 2012-24, (Interest Only), Class S, 5.346%, 5/25/30 <sup>(17)(18)</sup>	7,908	987,156
Series 2012-33, (Interest Only), Class CI, 3.50%, 3/25/27 <sup>(18)</sup>	16,968	2,112,652
Series 2012-56, (Interest Only), Class SU, 6.596%, 8/25/26 <sup>(17)(18)</sup>	10,774	1,225,205
Series 2012-124, (Interest Only), Class IO, 1.497%, 11/25/42 <sup>(18)</sup>	20,449	1,169,442
Series 2012-129, (Interest Only), Class IO, 5.00%, 12/25/42 <sup>(18)</sup>	8,272	1,863,143
Series 2012-150, (Interest Only), Class SK, 5.996%, 1/25/43 <sup>(17)(18)</sup>	11,198	2,138,706
	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Security</b>		
<b>Federal National Mortgage Association: (continued)</b>		
Series 2013-6, (Interest Only), Class TI, 4.50%, 2/25/43 <sup>(18)</sup>	\$ 29,300	\$ 5,697,721
Series 2013-12, (Interest Only), Class SP, 5.496%, 11/25/41 <sup>(17)(18)</sup>	6,504	1,074,376

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Series 2013-15, (Interest Only), Class DS, 6.046%, 3/25/33 <sup>(17)(18)</sup>	23,153	4,640,289
Series 2013-16, (Interest Only), Class SY, 5.996%, 3/25/43 <sup>(17)(18)</sup>	5,131	1,042,568
Series 2013-54, (Interest Only), Class HS, 6.146%, 10/25/41 <sup>(17)(18)</sup>	9,417	1,635,075
Series 2013-64, (Interest Only), Class PS, 6.096%, 4/25/43 <sup>(17)(18)</sup>	9,514	1,849,503
Series 2013-75, (Interest Only), Class SC, 6.096%, 7/25/42 <sup>(17)(18)</sup>	21,795	3,914,294
Series 2013-123, Class VS, 11.589%, 9/25/41 <sup>(17)</sup>	3,057	3,222,421

**\$ 101,708,135**

**Government National Mortgage Association:**

Series 2002-45, Class PG, 6.00%, 3/17/32	\$ 1,874	\$ 1,987,607
Series 2005-72, Class E, 12.00%, 11/16/15	24	24,746
Series 2012-50, (Principal Only), Class CO, 0.00%, 8/20/40 <sup>(19)</sup>	888	694,501
Series 2013-24, Class KS, 5.572%, 2/20/43 <sup>(17)</sup>	3,861	3,675,525
Series 2013-124, Class LS, 11.982%, 5/20/41 <sup>(17)</sup>	2,120	2,185,102
Series 2013-168, Class US, 11.582%, 11/20/43 <sup>(17)</sup>	1,749	1,804,913

**\$ 10,372,394**

Total Collateralized Mortgage Obligations  
(identified cost \$185,209,908)

**\$ 189,885,332**

Commercial Mortgage-Backed Securities 9.2%

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
A10 Securitization, LLC, Series 2013-1, Class A, 2.40%, 11/15/25 <sup>(7)</sup>	\$ 2,150	\$ 2,159,007
ACRE, Series 2010-ARTA, Class D, 7.443%, 1/14/29 <sup>(7)</sup>	3,000	3,384,652
BACM, Series 2004-6, Class A5, 4.811%, 12/10/42	820	828,303
BACM, Series 2006-3, Class A4, 5.889%, 7/10/44 <sup>(16)</sup>	1,968	2,131,183
BACM, Series 2006-5, Class AM, 5.448%, 9/10/47	3,000	3,218,689
BAMLL, Series 2013-DSNY, Class E, 2.755%, 9/15/26 <sup>(7)(16)</sup>	1,500	1,509,252
BSCMS, Series 2002-TOP8, Class C, 5.22%, 8/15/38 <sup>(16)</sup>	2,000	2,040,910
BSCMS, Series 2005-PW10, Class A4, 5.405%, 12/11/40 <sup>(16)</sup>	3,352	3,519,813

## Eaton Vance

## Limited Duration Income Fund

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## Portfolio of Investments continued

Security	Principal Amount (000 s omitted)	Value
BSCMS, Series 2005-PWR7, Class A3, 5.116%, 2/11/41 <sup>(16)</sup>	\$ 2,361	\$ 2,417,655
BSCMS, Series 2006-PW14, Class A4, 5.201%, 12/11/38	1,395	1,523,722
CDCMT, Series 2005-CD1, Class AJ, 5.216%, 7/15/44 <sup>(16)</sup>	3,650	3,833,827
CDCMT, Series 2006-CD2, Class A4, 5.302%, 1/15/46 <sup>(16)</sup>	1,472	1,569,148
CDCMT, Series 2006-CD3, Class A5, 5.617%, 10/15/48	4,095	4,439,756
CGCMT, Series 2004-C1, Class A4, 5.406%, 4/15/40 <sup>(16)</sup>	114	114,353
CGCMT, Series 2012-GC8, Class A2, 1.813%, 9/10/45	3,113	3,129,454
COMM, Series 2006-C7, Class AM, 5.793%, 6/10/46 <sup>(16)</sup>	4,620	4,979,307
COMM, Series 2006-C8, Class A4, 5.306%, 12/10/46	635	689,039
COMM, Series 2012-CR2, Class AM, 3.791%, 8/15/45	395	400,675
COMM, Series 2012-CR2, Class D, 4.858%, 8/15/45 <sup>(7)(16)</sup>	1,440	1,436,589
COMM, Series 2012-LC4, Class AM, 4.063%, 12/10/44	750	781,713
COMM, Series 2012-LC4, Class C, 5.648%, 12/10/44 <sup>(16)</sup>	600	662,826
COMM, Series 2013-CR9, Class D, 4.261%, 7/10/45 <sup>(7)(16)</sup>	3,000	2,667,034
COMM, Series 2013-CR10, Class D, 4.797%, 8/10/46 <sup>(7)(16)</sup>	3,500	3,209,055
COMM, Series 2013-CR11, Class D, 5.172%, 10/10/46 <sup>(7)(16)</sup>	1,125	1,075,804
COMM, Series 2014-UBS2, Class A2, 2.82%, 3/10/47	2,200	2,246,320
CSFB, Series 2003-C5, Class D, 5.116%, 12/15/36 <sup>(16)</sup>	2,217	2,225,687
CSFB, Series 2004-C3, Class A5, 5.113%, 7/15/36 <sup>(16)</sup>	600	603,658
CSMC, Series 2006-C3, Class A3, 5.792%, 6/15/38 <sup>(16)</sup>	1,934	2,097,631
CSMC, Series 2006-C4, Class A3, 5.467%, 9/15/39	632	685,309
DBUBS, Series 2011-LC1A, Class A1, 3.742%, 11/10/46 <sup>(7)</sup>	1,009	1,056,895
DDR, Series 2009-DDR1, Class C, 6.223%, 10/14/22 <sup>(7)</sup>	2,165	2,207,673
ESA, Series 2013-ESH5, Class D5, 3.391%, 12/5/31 <sup>(7)(16)</sup>	500	508,510
ESA, Series 2013-ESH7, Class D7, 4.036%, 12/5/31 <sup>(7)(16)</sup>	4,000	4,162,224
GECCM, Series 2005-C1, Class A3, 4.578%, 6/10/48	420	422,931
GMACC, Series 2004-C3, Class A5, 4.864%, 12/10/41	1,850	1,884,282
GSMS, Series 2004-GG2, Class A6, 5.396%, 8/10/38 <sup>(16)</sup>	1,457	1,460,166
	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Security</b>		
GSMS, Series 2013-KYO, Class B, 1.604%, 11/8/29 <sup>(7)(16)</sup>	\$ 2,500	\$ 2,508,416
HILT, Series 2013-HLT, Class DFX, 4.407%, 11/5/30 <sup>(7)</sup>	2,400	2,450,200
IHSFR, Series 2013-SFR1, Class C, 2.10%, 12/17/30 <sup>(7)(16)</sup>	650	649,611
JPMBB, Series 2013-C17, Class D, 4.888%, 1/15/47 <sup>(7)</sup>	3,000	2,754,711
JPMCC, Series 2004-CBX, Class A5, 4.654%, 1/12/37	317	317,852
JPMCC, Series 2005-LDP4, Class A4, 4.918%, 10/15/42 <sup>(16)</sup>	2,841	2,979,892
JPMCC, Series 2005-LDP5, Class AJ, 5.361%, 12/15/44 <sup>(16)</sup>	1,000	1,058,909
JPMCC, Series 2006-CB14, Class A4, 5.481%, 12/12/44 <sup>(16)</sup>	3,392	3,596,564
JPMCC, Series 2006-CB16, Class A4, 5.552%, 5/12/45	1,727	1,867,153
JPMCC, Series 2006-LDP7, Class A4, 5.845%, 4/15/45 <sup>(16)</sup>	3,990	4,350,554
JPMCC, Series 2006-LDP7, Class AM, 5.845%, 4/15/45 <sup>(16)</sup>	500	547,916
JPMCC, Series 2006-LDP8, Class A4, 5.399%, 5/15/45	2,425	2,627,528
JPMCC, Series 2006-LDP9, Class A3, 5.336%, 5/15/47	1,750	1,912,863



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JPMCC, Series 2006-LDP9, Class AM, 5.372%, 5/15/47	3,000	3,158,937
JPMCC, Series 2010-C2, Class D, 5.509%, 11/15/43 <sup>(7)(16)</sup>	3,247	3,539,620
JPMCC, Series 2010-CNTR, Class A2, 4.311%, 8/5/32 <sup>(7)</sup>	3,750	4,023,919
JPMCC, Series 2011-C3, Class A2, 3.673%, 2/15/46 <sup>(7)</sup>	2,000	2,093,066
JPMCC, Series 2012-CBX, Class A2, 1.81%, 6/15/45	4,500	4,563,108
JPMCC, Series 2012-CBX, Class AS, 4.271%, 6/15/45	1,000	1,051,875
JPMCC, Series 2013-LC11, Class AS, 3.216%, 4/15/46	1,110	1,069,431
JPMCC, Series 2014-FBLU, Class D, 2.755%, 12/15/28 <sup>(7)</sup>	1,500	1,504,906
LB-UBS, Series 2006-C1, Class A4, 5.156%, 2/15/31	2,000	2,125,418
LB-UBS, Series 2006-C7, Class AM, 5.378%, 11/15/38	1,750	1,906,017
MLCFC, Series 2006-4, Class A3, 5.172%, 12/12/49	5,000	5,389,672
MLMT, Series 2004-BPC1, Class A5, 4.855%, 10/12/41 <sup>(16)</sup>	2,105	2,124,889
Motel 6, Series 2012-MTL6, Class D, 3.781%, 10/5/25 <sup>(7)</sup>	3,045	3,075,248
MSC, Series 2003-T11, Class B, 5.472%, 6/13/41 <sup>(16)</sup>	584	584,864
MSC, Series 2004-IQ8, Class A5, 5.11%, 6/15/40 <sup>(16)</sup>	706	711,677

## Eaton Vance

## Limited Duration Income Fund

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## Portfolio of Investments continued

Security	Principal Amount (000 s omitted)	Value
MSC, Series 2005-HQ5, Class A4, 5.168%, 1/14/42	\$ 1,104	\$ 1,128,197
MSC, Series 2005-T17, Class A5, 4.78%, 12/13/41	1,520	1,546,234
MSC, Series 2006-HQ8, Class A4, 5.418%, 3/12/44 <sup>(16)</sup>	5,126	5,444,288
MSC, Series 2006-IQ12, Class A4, 5.332%, 12/15/43	3,922	4,255,057
MSC, Series 2014-C15, Class D, 4.899%, 4/15/47 <sup>(7)</sup>	1,000	889,180
RBSCF, Series 2010-MB1, Class C, 4.688%, 4/15/24 <sup>(7)(16)</sup>	500	514,728
WBCMT, Series 2004-C11, Class A5, 5.215%, 1/15/41 <sup>(16)</sup>	408	408,800
WBCMT, Series 2004-C12, Class A4, 5.398%, 7/15/41 <sup>(16)</sup>	69	68,830
WBCMT, Series 2006-C23, Class A4, 5.418%, 1/15/45 <sup>(16)</sup>	2,834	2,999,118
WBCMT, Series 2006-C24, Class A3, 5.558%, 3/15/45 <sup>(16)</sup>	2,500	2,680,177
WBCMT, Series 2006-C27, Class A3, 5.765%, 7/15/45 <sup>(16)</sup>	2,922	3,146,349
WBCMT, Series 2006-C28, Class A4, 5.572%, 10/15/48	3,731	4,056,268
WBCMT, Series 2006-C28, Class AM, 5.603%, 10/15/48 <sup>(16)</sup>	3,000	3,262,378
WBCMT, Series 2006-C29, Class A4, 5.308%, 11/15/48	3,945	4,297,087
WFCM, Series 2013-LC12, Class D, 4.304%, 7/15/46 <sup>(7)(16)</sup>	3,000	2,633,808
WF-RBS, Series 2012-C9, Class D, 4.804%, 11/15/45 <sup>(7)(16)</sup>	2,750	2,604,704
WF-RBS, Series 2013-C13, Class AS, 3.345%, 5/15/45	660	642,384
WF-RBS, Series 2014-LC14, Class D, 4.586%, 3/15/47 <sup>(7)(16)</sup>	3,000	2,642,778
<b>Total Commercial Mortgage-Backed Securities</b> (identified cost \$177,695,682)		<b>\$ 179,048,233</b>

Asset-Backed Securities 1.1%

Security	Principal Amount (000 s omitted)	Value
AESOP, Series 2014-1A, Class B, 2.96%, 7/20/20 <sup>(7)</sup>	\$ 1,335	\$ 1,329,842
Apidos CDO, Series 2014-17A, Class B, 3.084%, 4/17/26 <sup>(7)(10)(20)</sup>	750	743,025
Apidos CDO, Series 2014-17A, Class C, 3.534%, 4/17/26 <sup>(7)(10)(20)</sup>	1,000	956,000
Apidos CDO, Series 2014-17A, Class D, 4.984%, 4/17/26 <sup>(7)(10)(20)</sup>	1,000	923,700
Babson Ltd., Series 2005-1A, Class C1, 2.189%, 4/15/19 <sup>(7)(10)</sup>	753	727,701
	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
Centurion CDO VIII Ltd., Series 2005-8A, Class D, 5.735%, 3/8/17 <sup>(7)(10)</sup>	\$ 985	\$ 985,638
Centurion CDO IX Ltd., Series 2005-9A, Class D1, 4.988%, 7/17/19 <sup>(7)(10)</sup>	500	479,901
CIFC Funding, Ltd., Series 2013-2A, Class A3L, 2.887%, 4/21/25 <sup>(7)(10)</sup>	3,100	3,021,564

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Comstock Funding Ltd., Series 2006-1A, Class D, 4.483%, 5/30/20 <sup>(7)(10)</sup>	1,844	1,824,549
Diamond Resorts Owner Trust, Series 2013-2, Class A, 2.27%, 5/20/26 <sup>(7)</sup>	3,385	3,387,530
Invitation Homes Trust, Series 2013-SFR1, Class D, 2.40%, 12/17/30 <sup>(7)(10)</sup>	1	1,018,842
MVW Owner Trust, Series 2013-1A, Class A, 2.15%, 4/22/30 <sup>(7)</sup>	1,119	1,127,524
Octagon Investment Partners XVI Ltd., Series 2013-1A, Class C1, 2.988%, 7/17/25 <sup>(7)(10)</sup>	1,075	1,058,835
Octagon Investment Partners XVI Ltd., Series 2013-1A, Class D, 3.588%, 7/17/25 <sup>(7)(10)</sup>	1,075	1,034,412
Octagon Investment Partners XVI Ltd., Series 2013-1A, Class E, 4.738%, 7/17/25 <sup>(7)(10)</sup>	1,300	1,194,086
Sierra Receivable Funding Co., LLC Series 2014-1A, Class B, 2.42%, 3/20/30 <sup>(7)</sup>	2,425	2,421,130

Total Asset-Backed Securities  
(identified cost \$21,984,793) **\$ 22,234,279**

U.S. Government Agency Obligations 1.2%

Security	Principal Amount (000 s omitted)	Value
<b>Federal Home Loan Bank:</b>		
4.125%, 12/13/19 <sup>(13)</sup>	\$ 3,975	\$ 4,414,249
5.25%, 12/9/22	9,000	10,570,590
5.375%, 5/15/19 <sup>(13)</sup>	6,585	7,705,036

Total U.S. Government Agency Obligations  
(identified cost \$21,818,734) **\$ 22,689,875**

U.S. Treasury Obligations 1.7%

Security	Principal Amount (000 s omitted)	Value
U.S. Treasury Bond, 8.875%, 2/15/19	\$ 25,000	\$ 33,525,400

Total U.S. Treasury Obligations  
(identified cost \$34,615,298) **\$ 33,525,400**

Eaton Vance

Limited Duration Income Fund

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Portfolio of Investments continued

Tax-Exempt Investments 0.0%

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
Detroit, MI, Water Supply System, 5.25%, 7/1/41	\$ 200,000	\$ 189,590
<b>Total Tax-Exempt Investments</b> (identified cost \$182,124)		<b>\$ 189,590</b>

Common Stocks 0.8%

<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Automotive 0.1%</b> Dayco Products, LLC <sup>(3)(11)</sup>	25,372	\$ 1,141,740
		<b>\$ 1,141,740</b>
<b>Building and Development 0.2%</b> Panolam Holdings Co. <sup>(3)(11)(22)</sup>	3,677	\$ 3,583,531
		<b>\$ 3,583,531</b>
<b>Food Service 0.0%</b> Buffets Restaurants Holdings, Inc. <sup>(3)(11)(21)</sup>	55,884	\$ 307,362
		<b>\$ 307,362</b>
<b>Home Furnishings 0.0%</b> Sanitec Europe Oy B Units <sup>(3)(11)</sup> Sanitec Europe Oy E Units <sup>(3)(11)(21)</sup>	27,040 25,787	\$ 112,049 0
		<b>\$ 112,049</b>

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### Lodging and Casinos 0.0%

Affinity Gaming, LLC <sup>(3)(11)(21)</sup>	46,819	\$	538,421
Tropicana Entertainment, Inc. <sup>(11)(21)</sup>	17,051	\$	315,273
			<b>\$ 853,694</b>

### Nonferrous Metals / Minerals 0.0%

Euramax International, Inc. <sup>(11)(21)</sup>	1,636	\$	529,687
			<b>\$ 529,687</b>

### Publishing 0.5%

ION Media Networks, Inc. <sup>(3)(11)</sup>	5,187	\$	1,597,492
Media General, Inc. <sup>(3)(21)</sup>	428,872		7,642,027
MediaNews Group, Inc. <sup>(3)(11)(21)</sup>	14,016		332,874
			<b>\$ 9,572,393</b>

### Total Common Stocks

(identified cost \$4,686,391) **\$ 16,100,456**

### Convertible Bonds 0.0%

		<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Security</b>			
<b>Business Equipment and Services 0.0%</b>			
Mood Media Corp., 10.00%, 10/31/15 <sup>(3)(22)</sup>	\$ 75	\$	53,925
			<b>\$ 53,925</b>

Total Convertible Bonds  
(identified cost \$0)

### Preferred Stocks 0.4%

<b>Security</b>		<b>Shares</b>	<b>Value</b>
<b>Banks and Thrifts 0.3%</b>			
Banco Santander SA, 5.95% to 1/30/19 <sup>(7)(9)</sup>	265	\$	278,412
Credit Agricole SA, 8.125% to 9/9/18 <sup>(7)(9)</sup>	735		844,484
Farm Credit Bank of Texas, 6.75% to 9/15/23 <sup>(7)(9)</sup>	8,833		903,726
Fifth Third Bancorp, 5.10% to 6/30/23 <sup>(9)</sup>	500		467,696
PNC Financial Services Group, Inc. (The), 4.85% to 6/1/23 <sup>(9)</sup>	1,300		1,245,819
State Street Corp., 5.90% to 3/15/24 <sup>(9)(21)</sup>	40,000		1,035,260
			<b>\$ 4,775,397</b>
<b>Electronics / Electrical 0.1%</b>			
Electricite de France SA, 5.25% to 1/29/23 <sup>(7)(9)</sup>	1,000	\$	1,013,042
Entergy Arkansas, Inc., 4.75%	35,000		725,637
			<b>\$ 1,738,679</b>

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Oil, Gas & Consumable Fuels (0.0%)			
Chesapeake Energy Corp., 4.50%, Convertible	6,331	\$	579,350
		\$	<b>579,350</b>
Utilities (0.0%)			
AES Gener SA, 8.375% to 6/18/19 <sup>(7)(9)</sup>	700	\$	760,523
		\$	<b>760,523</b>
Total Preferred Stocks (identified cost \$7,748,379)			<b>\$ 7,853,949</b>
Closed-End Funds (1.0%)			
<b>Security</b>		<b>Shares</b>	<b>Value</b>
BlackRock Corporate High Yield Fund, Inc.		1,635,000	\$ 20,045,100
Total Closed-End Funds (identified cost \$20,376,030)			<b>\$ 20,045,100</b>

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

Warrants 0.0%

Security	Shares	Value
<b>Chemicals and Plastics 0.0%</b>		
Foamex, Series B, Expires 12/31/15 <sup>(3)(11)(21)</sup>	663	\$ 0
		<b>\$ 0</b>
<b>Food Products 0.0%</b>		
ASG Consolidated, LLC/ASG Finance, Inc., Expires 5/15/18 <sup>(21)</sup>	1,745	\$ 218,125
		<b>\$ 218,125</b>
<b>Total Warrants</b> (identified cost \$0)		<b>\$ 218,125</b>

Miscellaneous 0.0%

Security	Shares	Value
<b>Cable and Satellite Television 0.0%</b>		
Adelphia, Inc., Escrow Certificate <sup>(21)</sup>	300,000	\$ 2,475
Adelphia, Inc., Escrow Certificate <sup>(21)</sup>	2,500,000	20,625
		<b>\$ 23,100</b>
<b>Oil and Gas 0.0%</b>		
SemGroup Corp., Escrow Certificate <sup>(21)</sup>	6,135,000	\$ 122,700
		<b>\$ 122,700</b>
<b>Total Miscellaneous</b> (identified cost \$0)		<b>\$ 145,800</b>

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Interest Rate Swaptions Purchased 0.1%

Description	Counterparty	Expiration Date	(000 s omitted)	Notional Amount	Value
Options to receive 3-month USD-LIBOR-BBA Rate and pay 5.25%	Credit Suisse International	2/28/17	\$	52,500	\$ 1,202,407
Total Interest Rate Swaptions Purchased (identified cost \$2,535,750)					\$ 1,202,407

Short-Term Investments 0.8%

Security	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.14%(23)	\$ 15,523	\$ 15,523,260
Total Short-Term Investments (identified cost \$15,523,260)		\$ 15,523,260

Total Investments 161.0%  
(identified cost \$3,049,090,813) \$ 3,140,605,220

Less Unfunded Loan Commitments (0.0)% \$ (616,267)

Net Investments 161.0%  
(identified cost \$3,048,474,546) \$ 3,139,988,953

Interest Rate Swaptions Written (0.1)%

Description	Counterparty	Expiration Date	(000 s omitted)	Notional Amount	Value
Options to receive 3-month USD-LIBOR-BBA Rate and pay 5.25%	Citibank NA	2/28/17	\$	52,500	\$ (1,202,407)
Total Interest Rate Swaptions Written (premiums received \$2,031,750)					\$ (1,202,407)
Other Assets, Less Liabilities (47.2)%					\$ (921,338,489)
Auction Preferred Shares Plus Cumulative Unpaid Dividends (13.7)%					\$ (266,628,595)
Net Assets Applicable to Common Shares 100.0%					\$ 1,950,819,462

The percentage shown for each investment category in the Portfolio of Investments is based on net assets applicable to common shares.





## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Portfolio of Investments continued

ACRE	Americold LLC Trust
AESOP	Avis Budget Rental Car Funding LLC
BACM	Banc of America Commercial Mortgage Trust
BAMLL	Banc of America Merrill Lynch Large Loan, Inc.
BSCMS	Bear Stearns Commercial Mortgage Securities Trust
CDCMT	CD Commercial Mortgage Trust
CGCMT	Citigroup Commercial Mortgage Trust
COMM	Commercial Mortgage Pass-Through Certificates
CSFB	Credit Suisse First Boston Mortgage Securities Trust
CSMC	Credit Suisse Commercial Mortgage Trust
DBUBS	DBUBS Mortgage Trust
DDR	Developers Diversified Realty Corp.
ESA	Extended Stay America Trust
GECMC	General Electric Commercial Mortgage Corp.
GMACC	GMAC Commercial Mortgage Securities, Inc. Trust
GSMS	Goldman Sachs Mortgage Securities Corp. II
HILT	Hilton USA Trust
IHSFR	Invitation Homes Trust
JPMBB	JPMBB Commercial Mortgage Securities Trust
JPMCC	JPMorgan Chase Commercial Mortgage Securities Trust
LB-UBS	LB-UBS Commercial Mortgage Trust
MLCFC	ML-CFC Commercial Mortgage Trust
MLMT	Merrill Lynch Mortgage Trust
MSC	Morgan Stanley Capital I Trust
PIK	Payment In Kind
RBSCF	Royal Bank of Scotland Commercial Funding
WBCMT	Wachovia Bank Commercial Mortgage Trust
WFCM	Wells Fargo Commercial Mortgage Trust
WF-RBS	WF-RBS Commercial Mortgage Trust
CAD	Canadian Dollar
EUR	Euro
GBP	British Pound Sterling

\* In U.S. dollars unless otherwise indicated.

(1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their 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, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate ( LIBOR ) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.

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- (2) Currently the issuer is in default with respect to interest payments. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (3) For fair value measurement disclosure purposes, security is categorized as Level 3 (see Note 13).
  
- (4) This Senior Loan will settle after March 31, 2014, at which time the interest rate will be determined.
  
- (5) Amount is less than 0.05% or (0.05)%, as applicable.
  
- (6) Unfunded or partially unfunded loan commitments. See Note 1G for description.
  
- (7) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At March 31, 2014, the aggregate value of these securities is \$529,523,148 or 27.1% of the Fund's net assets applicable to common shares.
  
- (8) Represents a payment-in-kind security which may pay all or a portion of interest in additional principal. The interest rate paid in additional principal is generally higher than the indicated cash rate.
  
- (9) Security converts to floating rate after the indicated fixed-rate coupon period.
  
- (10) Variable rate security. The stated interest rate represents the rate in effect at March 31, 2014.
  
- (11) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (12) Defaulted matured security.
  
- (13) Security (or a portion thereof) has been pledged for the benefit of the counterparty for reverse repurchase agreements.
  
- (14) Security (or a portion thereof) has been pledged to cover margin requirements on open financial futures contracts.
  
- (15) Adjustable rate mortgage security. Rate shown is the rate at March 31, 2014.
  
- (16) Weighted average fixed-rate coupon that changes/updates monthly. Rate shown is the rate at March 31, 2014.
  
- (17) Inverse floating-rate security whose coupon varies inversely with changes in the interest rate index. The stated interest rate represents the coupon rate in effect at March 31, 2014.
  
- (18) Interest only security that entitles the holder to receive only interest payments on the underlying mortgages. Principal amount shown is the notional amount of the underlying mortgages on which coupon interest is calculated.
  
- (19) Principal only security that entitles the holder to receive only principal payments on the underlying mortgages.

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<sup>(20)</sup> When-issued security.

<sup>(21)</sup> Non-income producing security.

<sup>(22)</sup> Restricted security (see Note 8).

<sup>(23)</sup> Affiliated investment company, available to Eaton Vance portfolios and funds, which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of March 31, 2014.

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Statement of Assets and Liabilities

	<b>March 31, 2014</b>
<b>Assets</b>	
Unaffiliated investments, at value (identified cost, \$3,032,951,286)	\$ 3,124,465,693
Affiliated investment, at value (identified cost, \$15,523,260)	15,523,260
Cash	18,956,818
Restricted cash*	1,719,225
Foreign currency, at value (identified cost, \$8,421,905)	8,420,690
Interest and dividends receivable	30,291,123
Interest receivable from affiliated investment	2,357
Receivable for investments sold	10,819,630
Receivable for variation margin on open financial futures contracts	1,406
Receivable for open forward foreign currency exchange contracts	3,514
Tax reclaims receivable	955
Prepaid expenses	44,569
<b>Total assets</b>	<b>\$ 3,210,249,240</b>
<b>Liabilities</b>	
Notes payable	\$ 828,200,000
Written swaptions outstanding, at value (premiums received, \$2,031,750)	1,202,407
Payable for reverse repurchase agreements, including accrued interest of \$10,730	117,730,730
Payable for investments purchased	39,416,730
Payable for when-issued securities	2,622,725
Payable for open forward foreign currency exchange contracts	431,660
Distributions payable	2,319
Payable to affiliates:	
Investment adviser fee	2,012,197
Accrued expenses	1,182,415
<b>Total liabilities</b>	<b>\$ 992,801,183</b>
<b>Auction preferred shares (10,665 shares outstanding) at liquidation value plus cumulative unpaid dividends</b>	<b>\$ 266,628,595</b>
<b>Net assets applicable to common shares</b>	<b>\$ 1,950,819,462</b>
<b>Sources of Net Assets</b>	
Common shares, \$0.01 par value, unlimited number of shares authorized, 117,547,018 shares issued and outstanding	\$ 1,175,470
Additional paid-in capital	2,162,844,150
Accumulated net realized loss	(304,933,483)
Accumulated distributions in excess of net investment income	(232,187)
Net unrealized appreciation	91,965,512
<b>Net assets applicable to common shares</b>	<b>\$ 1,950,819,462</b>
<b>Net Asset Value Per Common Share</b> <b>(\$1,950,819,462 ÷ 117,547,018 common shares issued and outstanding)</b>	<b>\$ 16.60</b>

\* Represents restricted cash on deposit at the custodian for open derivative contracts.

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Statement of Operations

	Year Ended
	<b>March 31, 2014</b>
<b>Investment Income</b>	
Interest and other income	\$ 151,712,228
Dividends	1,150,695
Interest allocated from affiliated investment	31,657
Expenses allocated from affiliated investment	(3,852)
<b>Total investment income</b>	<b>\$ 152,890,728</b>
<b>Expenses</b>	
Investment adviser fee	\$ 22,363,473
Trustees' fees and expenses	68,000
Custodian fee	826,118
Transfer and dividend disbursing agent fees	19,546
Legal and accounting services	301,365
Printing and postage	492,149
Interest expense and fees	8,559,106
Preferred shares service fee	392,463
Miscellaneous	184,340
<b>Total expenses</b>	<b>\$ 33,206,560</b>
Deduct	
Reduction of custodian fee	\$ 498
<b>Total expense reductions</b>	<b>\$ 498</b>
<b>Net expenses</b>	<b>\$ 33,206,062</b>
<b>Net investment income</b>	<b>\$ 119,684,666</b>
<b>Realized and Unrealized Gain (Loss)</b>	
Net realized gain (loss)	
Investment transactions	\$ 15,138,560
Investment transactions allocated from affiliated investment	288
Financial futures contracts	932,118
Foreign currency and forward foreign currency exchange contract transactions	(3,478,974)
<b>Net realized gain</b>	<b>\$ 12,591,992</b>
Change in unrealized appreciation (depreciation)	
Investments	\$ (18,638,864)
Written swaptions	829,343
Financial futures contracts	320,938
Foreign currency and forward foreign currency exchange contracts	(1,690,251)
<b>Net change in unrealized appreciation (depreciation)</b>	<b>\$ (19,178,834)</b>
<b>Net realized and unrealized loss</b>	<b>\$ (6,586,842)</b>
<b>Distributions to preferred shareholders</b>	
From net investment income	\$ (311,324)
<b>Net increase in net assets from operations</b>	<b>\$ 112,786,500</b>



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Statements of Changes in Net Assets

	<b>Year Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Increase (Decrease) in Net Assets</b>		
From operations		
Net investment income	\$ 119,684,666	\$ 122,176,628
Net realized gain from investment transactions, financial futures contracts, and foreign currency and forward foreign currency exchange contract transactions	12,591,992	39,746,247
Net change in unrealized appreciation (depreciation) from investments, written swaptions, financial futures contracts, foreign currency and forward foreign currency exchange contracts	(19,178,834)	21,071,202
Distributions to preferred shareholders		
From net investment income	(311,324)	(487,368)
<b>Net increase in net assets from operations</b>	<b>\$ 112,786,500</b>	<b>\$ 182,506,709</b>
Distributions to common shareholders		
From net investment income	\$ (138,510,416)	\$ (142,076,310)
Tax return of capital	(4,937,999)	(3,846,735)
<b>Total distributions to common shareholders</b>	<b>\$ (143,448,415)</b>	<b>\$ (145,923,045)</b>
Capital share transactions		
Reinvestment of distributions to common shareholders	\$ 663,888	\$ 2,729,513
<b>Net increase in net assets from capital share transactions</b>	<b>\$ 663,888</b>	<b>\$ 2,729,513</b>
<b>Net increase (decrease) in net assets</b>	<b>\$ (29,998,027)</b>	<b>\$ 39,313,177</b>
<b>Net Assets Applicable to Common Shares</b>		
At beginning of year	\$ 1,980,817,489	\$ 1,941,504,312
<b>At end of year</b>	<b>\$ 1,950,819,462</b>	<b>\$ 1,980,817,489</b>
<b>Accumulated distributions in excess of net investment income included in net assets applicable to common shares</b>		
<b>At end of year</b>	<b>\$ (232,187)</b>	<b>\$ (229,868)</b>



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Statement of Cash Flows

	<b>Year Ended</b>
	<b>March 31, 2014</b>
<b>Cash Flows From Operating Activities</b>	
Net increase in net assets from operations	\$ 112,786,500
Distributions to preferred shareholders	311,324
Net increase in net assets from operations excluding distributions to preferred shareholders	\$ 113,097,824
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:	
Investments purchased	(1,428,027,076)
Investments sold and principal repayments	1,100,014,680
Decrease in short-term investments, net	2,693,667
Net amortization/accretion of premium (discount)	26,121,127
Increase in restricted cash	(1,719,225)
Increase in interest and dividends receivable	(3,001,160)
Increase in interest receivable from affiliated investment	(584)
Decrease in receivable for variation margin on open financial futures contracts	50,270
Decrease in receivable for open forward foreign currency exchange contracts	1,263,803
Increase in tax reclaims receivable	(955)
Increase in prepaid expenses	(3,525)
Decrease in other assets	173,655
Increase in written swaptions outstanding	1,202,407
Increase in payable for open forward foreign currency exchange contracts	382,231
Increase in payable to affiliate for investment adviser fee	220,747
Increase in accrued expenses	201,966
Decrease in accrued interest on reverse repurchase agreements	(1,743)
Decrease in unfunded loan commitments	(1,858,733)
Net change in unrealized (appreciation) depreciation from investments	18,638,864
Net realized gain from investments	(15,138,560)
<b>Net cash used in operating activities</b>	<b>\$ (185,690,320)</b>
<b>Cash Flows From Financing Activities</b>	
Distributions paid to common shareholders, net of reinvestments	\$ (142,782,208)
Cash distributions to preferred shareholders	(311,808)
Proceeds from notes payable	464,000,000
Repayment of notes payable	(132,000,000)
Proceeds from reverse repurchase agreements, net	10,809,000
<b>Net cash provided by financing activities</b>	<b>\$ 199,714,984</b>
<b>Net increase in cash*</b>	<b>\$ 14,024,664</b>
<b>Cash at beginning of year<sup>(1)</sup></b>	<b>\$ 13,352,844</b>
<b>Cash at end of year<sup>(1)</sup></b>	<b>\$ 27,377,508</b>
<b>Supplemental disclosure of cash flow information:</b>	
Noncash financing activities not included herein consist of:	
Reinvestment of dividends and distributions	\$ 663,888
Cash paid for interest and fees on borrowings and reverse repurchase agreements	8,298,370

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<sup>(1)</sup> Balance includes foreign currency, at value.

\* Includes net change in unrealized appreciation (depreciation) on foreign currency of \$(26).

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Financial Highlights

Selected data for a common share outstanding during the periods stated

	Year Ended March 31,		Period Ended	Year Ended April 30,		
	2014	2013	March 31, 2012 <sup>(1)</sup>	2011	2010	2009
Net asset value Beginning of period (Common shares)	\$ 16.860	\$ 16.550	\$ 17.060	\$ 16.630	\$ 12.960	\$ 16.330
<b>Income (Loss) From Operations</b>						
Net investment income <sup>(2)</sup>	\$ 1.018	\$ 1.041	\$ 1.007	\$ 1.118	\$ 1.213	\$ 1.348
Net realized and unrealized gain (loss)	(0.055)	0.516	(0.368)	0.697	3.809	(3.290)
Distributions to preferred shareholders From net investment income <sup>(2)</sup>	(0.003)	(0.004)	(0.003)	(0.007)	(0.007)	(0.058)
<b>Total income (loss) from operations</b>	<b>\$ 0.960</b>	<b>\$ 1.553</b>	<b>\$ 0.636</b>	<b>\$ 1.808</b>	<b>\$ 5.015</b>	<b>\$ (2.000)</b>
<b>Less Distributions to Common Shareholders</b>						
From net investment income	\$ (1.178)	\$ (1.210)	\$ (1.103)	\$ (1.319)	\$ (1.345)	\$ (1.347)
Tax return of capital	(0.042)	(0.033)	(0.043)	(0.059)		(0.023)
<b>Total distributions to common shareholders</b>	<b>\$ (1.220)</b>	<b>\$ (1.243)</b>	<b>\$ (1.146)</b>	<b>\$ (1.378)</b>	<b>\$ (1.345)</b>	<b>\$ (1.370)</b>
Net asset value End of period (Common shares)	\$ 16.600	\$ 16.860	\$ 16.550	\$ 17.060	\$ 16.630	\$ 12.960
Market value End of period (Common shares)	\$ 15.250	\$ 17.100	\$ 16.050	\$ 16.080	\$ 16.600	\$ 11.580
<b>Total Investment Return on Net Asset Value<sup>(3)</sup></b>	<b>6.50%</b>	<b>9.80%</b>	<b>4.44%<sup>(4)</sup></b>	<b>11.68%</b>	<b>40.73%</b>	<b>(10.71)%</b>
<b>Total Investment Return on Market Value<sup>(3)</sup></b>	<b>(3.53)%</b>	<b>14.83%</b>	<b>7.40%<sup>(4)</sup></b>	<b>5.52%</b>	<b>57.21%</b>	<b>(14.85)%</b>

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Financial Highlights continued

Selected data for a common share outstanding during the periods stated

Ratios/Supplemental Data	Year Ended March 31,		Period Ended	Year Ended April 30,		
	2014	2013	March 31, 2012 <sup>(1)</sup>	2011	2010	2009
Net assets applicable to common shares, end of period (000 \$ omitted)	\$ 1,950,819	\$ 1,980,817	\$ 1,941,504	\$ 2,001,368	\$ 1,950,179	\$ 1,456,963
Ratios (as a percentage of average daily net assets applicable to common shares): <sup>(5)</sup>						
Expenses excluding interest and fees <sup>(6)</sup>	1.27%	1.16%	1.19% <sup>(7)</sup>	1.15%	1.02%	1.09%
Interest and fee expense <sup>(8)</sup>	0.44%	0.44%	0.52% <sup>(7)</sup>	0.61%	1.04%	1.37%
Total expenses	1.71%	1.60%	1.71% <sup>(7)</sup>	1.76%	2.06%	2.46%
Net investment income	6.16%	6.25%	6.68% <sup>(7)</sup>	6.73%	7.90%	9.91%
Portfolio Turnover	37%	46%	42% <sup>(4)</sup>	46%	46%	27%
The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares and borrowings under the credit agreement, are as follows:						
Ratios (as a percentage of average daily net assets applicable to common shares plus preferred shares and borrowings): <sup>(5)</sup>						
Expenses excluding interest and fees <sup>(6)</sup>	0.86%	0.85%	0.86% <sup>(7)</sup>	0.83%	0.69%	0.71%
Interest and fee expense <sup>(8)</sup>	0.30%	0.32%	0.38% <sup>(7)</sup>	0.44%	0.70%	0.90%
Total expenses	1.16%	1.17%	1.24% <sup>(7)</sup>	1.27%	1.39%	1.61%
Net investment income	4.16%	4.57%	4.82% <sup>(7)</sup>	4.85%	5.31%	6.48%
Senior Securities:						
Total notes payable outstanding (in 000 \$)	\$ 828,200	\$ 496,200	\$ 439,200	\$ 418,200	\$ 526,200	\$ 619,200
Asset coverage per \$1,000 of notes payable <sup>(9)</sup>	\$ 3,677	\$ 5,529	\$ 6,028	\$ 6,423	\$ 5,213	\$ 3,784
Total preferred shares outstanding	10,665	10,665	10,665	10,665	10,665	10,665
Asset coverage per preferred share <sup>(10)</sup>	\$ 69,546	\$ 89,917	\$ 93,767	\$ 98,061	\$ 86,494	\$ 66,119
Involuntary liquidation preference per preferred share <sup>(11)</sup>	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Approximate market value per preferred share <sup>(11)</sup>	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000

(1) For the eleven months ended March 31, 2012. The Fund changed its fiscal year-end from April 30 to March 31.

(2) Computed using average common shares outstanding.

(3) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Distributions are assumed to be reinvested at prices obtained under the Fund's dividend reinvestment plan.

(4) Not annualized.

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- (5) Ratios do not reflect the effect of dividend payments to preferred shareholders.
- (6) Excludes the effect of custody fee credits, if any, of less than 0.005%.
- (7) Annualized.
- (8) Interest and fee expense relates to the notes payable, a portion of which was incurred to partially redeem the Fund's APS (see Note 10), and the reverse repurchase agreements (see Note 11).
- (9) Calculated by subtracting the Fund's total liabilities (not including the notes payable and preferred shares) from the Fund's total assets, and dividing the result by the notes payable balance in thousands.
- (10) Calculated by subtracting the Fund's total liabilities (not including the notes payables and preferred shares) from the Fund's total assets, dividing the result by the sum of the value of the notes payable and liquidation value of the preferred shares, and multiplying the result by the liquidation value of one preferred share. Such amount equates to 278%, 360%, 375%, 392%, 346% and 264% at March 31, 2014, 2013 and 2012 and at April 30, 2011, 2010 and 2009, respectively.
- (11) Plus accumulated and unpaid dividends.

## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Notes to Financial Statements

##### 1 Significant Accounting Policies

Eaton Vance Limited Duration Income Fund (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's primary investment objective is to provide a high level of current income. The Fund may, as a secondary objective, also seek capital appreciation to the extent it is consistent with its primary objective.

The following is a summary of significant accounting policies of the Fund. The policies are in conformity with accounting principles generally accepted in the United States of America.

**A Investment Valuation** The following methodologies are used to determine the market value or fair value of investments.

**Senior Floating-Rate Notes.** Interests in senior floating-rate loans (Senior Loans) for which reliable market quotations are readily available are valued generally at the average mean of bid and ask quotations obtained from a third party pricing service. Other Senior Loans are valued at fair value by the investment adviser under procedures approved by the Trustees. In fair valuing a Senior Loan, the investment adviser utilizes one or more of the valuation techniques described in (i) through (iii) below to assess the likelihood that the borrower will make a full repayment of the loan underlying such Senior Loan relative to yields on other Senior Loans issued by companies of comparable credit quality. If the investment adviser believes that there is a reasonable likelihood of full repayment, the investment adviser will determine fair value using a matrix pricing approach that considers the yield on the Senior Loan. If the investment adviser believes there is not a reasonable likelihood of full repayment, the investment adviser will determine fair value using analyses that include, but are not limited to: (i) a comparison of the value of the borrower's outstanding equity and debt to that of comparable public companies; (ii) a discounted cash flow analysis; or (iii) when the investment adviser believes it is likely that a borrower will be liquidated or sold, an analysis of the terms of such liquidation or sale. In certain cases, the investment adviser will use a combination of analytical methods to determine fair value, such as when only a portion of a borrower's assets are likely to be sold. In conducting its assessment and analyses for purposes of determining fair value of a Senior Loan, the investment adviser will use its discretion and judgment in considering and appraising relevant factors. Fair value determinations are made by the portfolio managers of the Fund based on information available to such managers. The portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may not possess the same information about a Senior Loan borrower as the portfolio managers of the Fund. At times, the fair value of a Senior Loan determined by the portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may vary from the fair value of the same Senior Loan determined by the portfolio managers of the Fund. The fair value of each Senior Loan is periodically reviewed and approved by the investment adviser's Valuation Committee and by the Trustees based upon procedures approved by the Trustees. Junior Loans (i.e., subordinated loans and second lien loans) are valued in the same manner as Senior Loans.

**Debt Obligations.** Debt obligations (including short-term obligations with a remaining maturity of more than sixty days and excluding most seasoned, fixed-rate 30-year mortgage-backed securities as noted below) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Seasoned, fixed-rate 30-year mortgage-backed securities are valued either through the use of the investment adviser's matrix pricing system or on the basis of prices furnished by a pricing service. The valuation methodologies take into account bond prices, yield differentials, anticipated prepayments and interest rates. Short-term obligations purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

**Equity Securities.** Equity securities (including common shares of closed-end investment companies) listed on a U.S. securities exchange generally are valued at the last sale or closing price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by a third party pricing service that will use various techniques that consider factors including, but not limited to, prices or yields of securities with similar characteristics, benchmark yields, broker/dealer quotes, quotes of underlying common stock, issuer spreads, as well as industry and economic events.

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**Derivatives.** Options on interest rate swaps ( swaptions ) are normally valued using valuations provided by a third party pricing service. Such pricing service valuations are based on the present value of fixed and projected floating rate cash flows over the term of the swap contract. Future cash flows are discounted to their present value using swap rates provided by electronic data services or by broker/dealers. Alternatively, swaptions may be valued at the valuation provided by a broker/dealer (usually the counterparty to the option), so determined using similar techniques as those employed by the pricing service. Financial futures contracts are valued at the closing settlement price established by the board of trade or exchange on which they are traded. Forward foreign currency exchange contracts are generally valued at the mean of the average bid and average asked prices that are reported by currency dealers to a third party pricing service at the valuation time. Such third party pricing service valuations are supplied for specific settlement periods and the Fund's forward foreign currency exchange contracts are valued at an interpolated rate between the closest preceding and subsequent settlement period reported by the third party pricing service.

**Foreign Securities and Currencies.** Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. The pricing service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. The daily valuation of exchange-traded foreign securities generally is determined as of the close of trading on the principal exchange on which such securities trade. Events occurring after the close of trading on foreign exchanges may result in adjustments to the

## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Notes to Financial Statements continued

valuation of foreign securities to more accurately reflect their fair value as of the close of regular trading on the New York Stock Exchange. When valuing foreign equity securities that meet certain criteria, the Fund's Trustees have approved the use of a fair value service that values such securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair-valued securities.

**Affiliated Fund.** The Fund may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). The value of the Fund's investment in Cash Reserves Fund reflects the Fund's proportionate interest in its net assets. Cash Reserves Fund generally values its investment securities utilizing the amortized cost valuation technique in accordance with Rule 2a-7 under the 1940 Act. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If amortized cost is determined not to approximate fair value, Cash Reserves Fund may value its investment securities in the same manner as debt obligations described above.

**Fair Valuation.** Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund in a manner that fairly reflects the security's value, or the amount that the Fund might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker/dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the company's or entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

**B Investment Transactions** Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

**C Income** Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount. Fees associated with loan amendments are recognized immediately. Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities.

**D Federal Taxes** The Fund's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

At March 31, 2014, the Fund, for federal income tax purposes, had a capital loss carryforward of \$262,998,751 and deferred capital losses of \$23,607,237, which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. The capital loss carryforward will expire on March 31, 2015 (\$18,927,766), March 31, 2016 (\$42,273,076), March 31, 2017 (\$112,795,908), March 31, 2018 (\$67,565,640) and March 31, 2019 (\$21,436,361) and its character is short-term. The deferred capital losses are treated as arising on the first day of the Fund's next taxable year, retaining the same short-term or long-term character as when originally deferred, and are treated as realized prior the utilization of the capital loss carryforward. Of the deferred capital losses at March 31, 2014, \$23,607,237 are long-term.

As of March 31, 2014, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. The Fund files a U.S. federal income tax return annually after its fiscal year-end, which is subject to examination by the Internal Revenue Service for a period of three years from the date of filing.

**E Expense Reduction** State Street Bank and Trust Company (SSBT) serves as custodian of the Fund. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Fund maintains with SSBT. All credit balances, if any, used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statement of Operations.



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**F Foreign Currency Translation** Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

**G Unfunded Loan Commitments** The Fund may enter into certain credit agreements all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion. These commitments are disclosed in the accompanying Portfolio of Investments. At March 31, 2014, the Fund had sufficient cash and/or securities to cover these commitments.

**H Use of Estimates** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Notes to Financial Statements continued

**I Indemnifications** Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Fund) could be deemed to have personal liability for the obligations of the Fund. However, the Fund's Declaration of Trust contains an express disclaimer of liability on the part of Fund shareholders and the By-laws provide that the Fund shall assume the defense on behalf of any Fund shareholders. Moreover, the By-laws also provide for indemnification out of Fund property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

**J Financial Futures Contracts** Upon entering into a financial futures contract, the Fund is required to deposit with the broker, either in cash or securities, an amount equal to a certain percentage of the contract amount (initial margin). Subsequent payments, known as variation margin, are made or received by the Fund each business day, depending on the daily fluctuations in the value of the underlying security, and are recorded as unrealized gains or losses by the Fund. Gains (losses) are realized upon the expiration or closing of the financial futures contracts. Should market conditions change unexpectedly, the Fund may not achieve the anticipated benefits of the financial futures contracts and may realize a loss. Futures contracts have minimal counterparty risk as they are exchange traded and the clearinghouse for the exchange is substituted as the counterparty, guaranteeing counterparty performance.

**K Forward Foreign Currency Exchange Contracts** The Fund may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from movements in the value of a foreign currency relative to the U.S. dollar.

**L Swaptions** A purchased swaption contract grants the Fund, in return for payment of the purchase price, the right, but not the obligation, to enter into a new swap agreement or to shorten, extend, cancel or otherwise modify an existing swap agreement, at some designated future time on specified terms. When the Fund purchases a swaption, the premium paid to the writer is recorded as an investment and subsequently marked to market to reflect the current value of the swaption. A written swaption gives the Fund the obligation, if exercised by the purchaser, to enter into a swap contract according to the terms of the underlying agreement. When the Fund writes a swaption, the premium received by the Fund is recorded as a liability and subsequently marked to market to reflect the current value of the swaption. When a swaption is exercised, the cost of the swap is adjusted by the amount of the premium paid or received. When a swaption expires or an unexercised swaption is closed, a gain or loss is recognized in the amount of the premium paid or received, plus the cost to close. The Fund's risk for purchased swaptions is limited to the premium paid. The writer of a swaption bears the risk of unfavorable changes in the preset terms of the underlying swap contract.

**M When-Issued Securities and Delayed Delivery Transactions** The Fund may purchase or sell securities on a delayed delivery or when-issued basis. Payment and delivery may take place after the customary settlement period for that security. At the time the transaction is negotiated, the price of the security that will be delivered is fixed. The Fund maintains security positions for these commitments such that sufficient liquid assets will be available to make payments upon settlement. Securities purchased on a delayed delivery or when-issued basis are marked-to-market daily and begin earning interest on settlement date. Losses may arise due to changes in the market value of the underlying securities or if the counterparty does not perform under the contract.

**N Reverse Repurchase Agreements** Under a reverse repurchase agreement, the Fund temporarily transfers possession of a portfolio security to another party, such as a bank or broker/dealer, in return for cash. At the same time, the Fund agrees to repurchase the security at an agreed upon time and price, which reflects an interest payment. Because the Fund retains effective control over the transferred security, the transaction is accounted for as a secured borrowing. The Fund may enter into such agreements when it is able to invest the cash acquired at a rate higher than the cost of the agreement, which would increase earned income. When the Fund enters into a reverse repurchase agreement, any fluctuations in the market value of either the securities transferred to another party or the securities in which the proceeds may be invested would affect the market value of the Fund's assets. Because reverse repurchase agreements may be considered to be the practical equivalent of borrowing funds, they constitute a form of leverage. The Fund segregates cash or liquid assets equal to its obligation to repurchase the security during the term of the agreement. In the event the counterparty to a reverse repurchase agreement becomes insolvent, recovery of the security transferred by the Fund may be delayed or the Fund may incur a loss equal to the amount by which the value of the security transferred by the Fund exceeds the repurchase price payable by the Fund.

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**O Stripped Mortgage-Backed Securities** The Fund may invest in Interest Only (IO) and Principal Only (PO) securities, a form of stripped mortgage-backed securities, whereby the IO security receives all the interest and the PO security receives all the principal on a pool of mortgage assets. The yield to maturity on an IO security is extremely sensitive to the rate of principal payments (including prepayments) on the related underlying mortgage assets, and a rapid rate of principal payments may have a material adverse effect on the yield to maturity from these securities. If the underlying mortgages experience greater than anticipated prepayments of principal, the Fund may fail to recoup its initial investment in an IO security. The market value of IO and PO securities can be unusually volatile due to changes in interest rates.

**P Statement of Cash Flows** The cash amount shown in the Statement of Cash Flows of the Fund is the amount included in the Fund's Statement of Assets and Liabilities and represents the unrestricted cash on hand at its custodian and does not include any short-term investments.

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Notes to Financial Statements continued

## 2 Auction Preferred Shares

The Fund issued Auction Preferred Shares (APS) on July 25, 2003 in a public offering. The underwriting discount and other offering costs incurred in connection with the offering were recorded as a reduction of the paid-in capital of the common shares. Dividends on the APS, which accrue daily, are cumulative at rates which are reset every seven days by an auction, unless a special dividend period has been set. Series of APS are identical in all respects except for the reset dates of the dividend rates. If the APS auctions do not successfully clear, the dividend payment rate over the next period for the APS holders is set at a specified maximum applicable rate until such time as the APS auctions are successful. Auctions have not cleared since February 13, 2008 and the rate since that date has been the maximum applicable rate (see Note 3). The maximum applicable rate on the APS is 150% of the AA Financial Composite Commercial Paper Rate on the date of the auction. The stated spread over the reference benchmark rate is determined based on the credit rating of the APS.

The number of APS issued and outstanding as of March 31, 2014 is as follows:

	<b>APS Issued and Outstanding</b>
Series A	2,133
Series B	2,133
Series C	2,133
Series D	2,133
Series E	2,133

The APS are redeemable at the option of the Fund at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, on any dividend payment date. The APS are also subject to mandatory redemption at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, if the Fund is in default for an extended period on its asset maintenance requirements with respect to the APS. If the dividends on the APS remain unpaid in an amount equal to two full years' dividends, the holders of the APS as a class have the right to elect a majority of the Board of Trustees. In general, the holders of the APS and the common shares have equal voting rights of one vote per share, except that the holders of the APS, as a separate class, have the right to elect at least two members of the Board of Trustees. The APS have a liquidation preference of \$25,000 per share, plus accumulated and unpaid dividends. The Fund is required to maintain certain asset coverage with respect to the APS as defined in the Fund's By-Laws and the 1940 Act. The Fund pays an annual fee up to 0.15% of the liquidation value of the APS to broker/dealers as a service fee if the auctions are unsuccessful; otherwise, the annual fee is 0.25%.

## 3 Distributions to Shareholders

The Fund intends to make monthly distributions of net investment income to common shareholders, after payment of any dividends on any outstanding APS. In addition, at least annually, the Fund intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years). Distributions to common shareholders are recorded on the ex-dividend date. Distributions to preferred shareholders are recorded daily and are payable at the end of each dividend period. The dividend rates for the APS at March 31, 2014, and the amount of dividends accrued (including capital gains, if any) to APS shareholders, average APS dividend rates, and dividend rate ranges for the year then ended were as follows:

<b>APS Dividend Rates at March 31, 2014</b>	<b>Dividends Accrued to APS Shareholders</b>	<b>Average APS Dividend Rates</b>	<b>Dividend Rate Ranges (%)</b>
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Series A	0.12%	\$	64,278	0.12%	0.06	0.32
Series B	0.11		62,180	0.12	0.06	0.23
Series C	0.09		62,877	0.12	0.08	0.23
Series D	0.11		58,527	0.11	0.06	0.32
Series E	0.09		63,462	0.12	0.05	0.32

Beginning February 13, 2008 and consistent with the patterns in the broader market for auction-rate securities, the Fund's APS auctions were unsuccessful in clearing due to an imbalance of sell orders over bids to buy the APS. As a result, the dividend rates of the APS were reset to the maximum applicable rates. The table above reflects such maximum dividend rate for each series as of March 31, 2014.

The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital.

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Notes to Financial Statements continued

Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

The tax character of distributions declared for the years ended March 31, 2014 and March 31, 2013 was as follows:

	Year Ended March 31,	
	2014	2013
<b>Distributions declared from:</b>		
Ordinary income	\$ 138,821,740	\$ 142,563,678
Tax return of capital	\$ 4,937,999	\$ 3,846,735

During the year ended March 31, 2014, accumulated net realized loss was decreased by \$13,173,813, accumulated distributions in excess of net investment income was decreased by \$19,134,755 and paid-in capital was decreased by \$32,308,568 due to expired capital loss carryforwards and differences between book and tax accounting, primarily for paydown gain (loss), premium amortization, accretion of market discount, mixed straddles, defaulted bond interest, distributions from real estate investment trusts, investments in partnerships and foreign currency gain (loss). These reclassifications had no effect on the net assets or net asset value per share of the Fund.

As of March 31, 2014, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

Capital loss carryforward and deferred capital losses	\$ (286,605,988)
Net unrealized appreciation	\$ 73,408,149
Other temporary differences	\$ (2,319)

The differences between components of distributable earnings (accumulated losses) on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to wash sales, futures contracts, investments in partnerships, defaulted bond interest, accretion of market discount and premium amortization.

#### 4 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. The fee is computed at an annual rate of 0.75% of the Fund's average weekly gross assets and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage. For the year ended March 31, 2014, the Fund's investment adviser fee amounted to \$22,363,473. The Fund invests its cash in Cash Reserves Fund. EVM does not currently receive a fee for advisory services provided to Cash Reserves Fund. EVM also serves as administrator of the Fund, but receives no compensation.

Trustees and officers of the Fund who are members of EVM's organization receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the year ended March 31, 2014, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

#### 5 Purchases and Sales of Investments

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Purchases and sales of investments, other than short-term obligations and including maturities, paydowns and principal repayments on Senior Loans, for the year ended March 31, 2014 were as follows:

	<b>Purchases</b>	<b>Sales</b>
Investments (non-U.S. Government)	\$ 1,199,229,353	\$ 963,396,617
U.S. Government and Agency Securities	196,844,282	134,576,549
	<b>\$ 1,396,073,635</b>	<b>\$ 1,097,973,166</b>

Eaton Vance

Limited Duration Income Fund

March 31, 2014

Notes to Financial Statements continued

6 Common Shares of Beneficial Interest

Common shares issued by the Fund pursuant to its dividend reinvestment plan for the years ended March 31, 2014 and March 31, 2013 were 39,354 and 163,511, respectively.

On November 11, 2013, the Board of Trustees of the Fund authorized the repurchase by the Fund of up to 10% of its then currently outstanding common shares in open-market transactions at a discount to net asset value. The repurchase program does not obligate the Fund to purchase a specific amount of shares. There were no repurchases of common shares by the Fund for the year ended March 31, 2014.

7 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at March 31, 2014, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 3,066,856,245</b>
Gross unrealized appreciation	\$ 103,853,616
Gross unrealized depreciation	(30,720,908)
<b>Net unrealized appreciation</b>	<b>\$ 73,132,708</b>

8 Restricted Securities

At March 31, 2014, the Fund owned the following securities (representing 0.2% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Fund has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	Date of Acquisition	Principal Amount/		Value
		Shares	Cost	
<b>Convertible Bonds</b>				
Mood Media Corp.	7/30/12	75,000	\$ 0	\$ 53,925
<b>Total Convertible Bonds</b>			<b>\$ 0</b>	<b>\$ 53,925</b>
<b>Common Stocks</b>				
Panolam Holdings Co.	12/30/09	3,677	\$ 2,020,511	\$ 3,583,531
<b>Total Common Stocks</b>			<b>\$ 2,020,511</b>	<b>\$ 3,583,531</b>
<b>Total Restricted Securities</b>			<b>\$ 2,020,511</b>	<b>\$ 3,637,456</b>

9 Financial Instruments



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The Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include forward foreign currency exchange contracts, financial futures contracts and written swaptions and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Fund has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered. A summary of written swaptions at March 31, 2014 is included in the Portfolio of Investments.

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Notes to Financial Statements continued

A summary of obligations under these financial instruments at March 31, 2014 is as follows:

## Forward Foreign Currency Exchange Contracts

Settlement Date	Deliver	In Exchange For	Counterparty	Unrealized Appreciation	Unrealized (Depreciation)	Net Unrealized Appreciation (Depreciation)
4/30/14	British Pound Sterling 4,265,229	United States Dollar 7,058,336	HSBC Bank USA	\$	\$ (50,929)	\$ (50,929)
4/30/14	Euro 491,458	United States Dollar 671,580	Deutsche Bank		(5,436)	(5,436)
4/30/14	Euro 517,500	United States Dollar 716,404	Goldman Sachs International	3,514		3,514
4/30/14	Euro 2,718,188	United States Dollar 3,715,028	Goldman Sachs International		(29,453)	(29,453)
5/30/14	British Pound Sterling 5,147,117	United States Dollar 8,572,034	Goldman Sachs International		(5,260)	(5,260)
5/30/14	Canadian Dollar 3,742,116	United States Dollar 3,349,999	JPMorgan Chase Bank		(30,318)	(30,318)
5/30/14	Euro 29,262,664	United States Dollar 40,046,248	Citibank NA		(263,228)	(263,228)
6/30/14	British Pound Sterling 5,680,747	United States Dollar 9,434,244	Citibank NA		(30,082)	(30,082)
6/30/14	Euro 5,191,129	United States Dollar 7,133,727	HSBC Bank USA		(16,954)	(16,954)
				\$ 3,514	\$ (431,660)	\$ (428,146)

## Futures Contracts

Expiration Month/Year	Contracts	Position	Aggregate Cost	Value	Net Unrealized Appreciation (Depreciation)
6/14	125 U.S. 2-Year Treasury Note	Short	\$ (27,478,516)	\$ (27,445,313)	\$ 33,203
6/14	175 U.S. 5-Year Treasury Note	Short	(20,916,602)	(20,816,797)	99,805
6/14	235 U.S. 10-Year Treasury Note	Short	(29,121,640)	(29,022,500)	99,140
6/14	30 U.S. Long Treasury Bond	Short	(3,940,078)	(3,996,562)	(56,484)
					\$ 175,664

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Notes to Financial Statements continued

Written swaptions activity for the year ended March 31, 2014 was as follows:

	Notional Amount (000 s omitted)	Premiums Received
Outstanding, beginning of year	\$	\$
Swaptions written	52,500	2,031,750
<b>Outstanding, end of year</b>	<b>\$ 52,500</b>	<b>\$ 2,031,750</b>

At March 31, 2014, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

In the normal course of pursuing its investment objective, the Fund is subject to the following risks:

**Foreign Exchange Risk:** The Fund holds foreign currency denominated investments. The value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund enters into forward foreign currency exchange contracts.

**Interest Rate Risk:** The Fund utilizes various interest rate derivatives including futures contracts and interest rate swaptions to manage the duration of its portfolio and to hedge against fluctuations in securities prices due to interest rates.

The Fund enters into forward foreign currency exchange contracts and written swaptions that may contain provisions whereby the counterparty may terminate the contract under certain conditions, including but not limited to a decline in the Fund's net assets below a certain level over a certain period of time, which would trigger a payment by the Fund for those derivatives in a liability position. At March 31, 2014 the fair value of derivatives with credit-related contingent features in a net liability position was \$1,634,067. The aggregate fair value of assets pledged as collateral by the Fund for such liability was \$1,719,225 at March 31, 2014.

The over-the-counter (OTC) derivatives in which the Fund invests are subject to the risk that the counterparty to the contract fails to perform its obligations under the contract. The Fund is not subject to counterparty credit risk with respect to its written swaptions as the Fund, not the counterparty, is obligated to perform under such derivatives. To mitigate this risk, the Fund has entered into an International Swaps and Derivatives Association, Inc. Master Agreement ( ISDA Master Agreement ) or similar agreement with substantially all its derivative counterparties. An ISDA Master Agreement is a bilateral agreement between the Fund and a counterparty that governs certain OTC derivatives and typically contains, among other things, set-off provisions in the event of a default and/or termination event as defined under the relevant ISDA Master Agreement. Under an ISDA Master Agreement, the Fund may, under certain circumstances, offset with the counterparty certain derivative financial instruments payables and/or receivables with collateral held and/or posted and create one single net payment. The provisions of the ISDA Master Agreement typically permit a single net payment in the event of default including the bankruptcy or insolvency of the counterparty. However, bankruptcy or insolvency laws of a particular jurisdiction may impose restrictions on or prohibitions against the right of offset in bankruptcy or insolvency. Certain ISDA Master Agreements allow counterparties to OTC derivatives to terminate derivative contracts prior to maturity in the event the Fund's net assets decline by a stated percentage or the Fund fails to meet the terms of its ISDA Master Agreements, which would cause the counterparty to accelerate payment by the Fund of any net liability owed to it.

The collateral requirements for derivatives traded under an ISDA Master Agreement are governed by a Credit Support Annex to the ISDA Master Agreement. Collateral requirements are determined at the close of business each day and are typically based on changes in market values for each transaction under an ISDA Master Agreement and netted into one amount for such agreement. Generally, the amount of collateral due from or to a counterparty is subject to a minimum transfer threshold amount before a transfer is required, which may vary by counterparty. Collateral pledged for the benefit of the Fund and/or counterparty is held in segregated accounts by the Fund's custodian and cannot be sold, re-pledged, assigned or otherwise used while pledged. The portion of such collateral representing cash, if any, is reflected as restricted cash and, in the case of cash pledged by a counterparty for the benefit of the Fund, a corresponding liability on the Statement of Assets and Liabilities. Securities pledged by the Fund as collateral, if any, are identified as such in the Portfolio of Investments.



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Notes to Financial Statements continued

The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at March 31, 2014 was as follows:

Risk	Derivative	Fair Value	
		Asset Derivative	Liability Derivative
Foreign Exchange	Forward foreign currency exchange contracts	\$ 3,514 <sup>(1)</sup>	\$ (431,660) <sup>(2)</sup>
Interest rate	Financial futures contracts	232,148 <sup>(3)</sup>	(56,484) <sup>(3)</sup>
Interest rate	Interest rate swaptions purchased	1,202,407 <sup>(4)</sup>	
Interest rate	Interest rate swaptions written		(1,202,407) <sup>(5)</sup>
<b>Total</b>		<b>\$ 1,438,069</b>	<b>\$ (1,690,551)</b>
<b>Derivatives not subject to master netting agreements</b>		<b>\$ 232,148</b>	<b>\$ (56,484)</b>
<b>Total Derivatives subject to master netting agreements</b>		<b>\$ 1,205,921</b>	<b>\$ (1,634,067)</b>

(1) Statement of Assets and Liabilities location: Receivable for open forward foreign currency exchange contracts; Net unrealized appreciation.

(2) Statement of Assets and Liabilities location: Payable for open forward foreign currency exchange contracts; Net unrealized appreciation.

(3) Amount represents cumulative unrealized appreciation or (depreciation) on futures contracts in the Futures Contracts table above. Only the current day's variation margin on open futures contracts is reported within the Statement of Assets and Liabilities as Receivable or Payable for variation margin, as applicable.

(4) Statement of Assets and Liabilities location: Unaffiliated investments, at value.

(5) Statement of Assets and Liabilities location: Written swaptions outstanding, at value.

During the current reporting period, the Fund adopted the new disclosure requirements for offsetting assets and liabilities, pursuant to which an entity is required to disclose both gross and net information for assets and liabilities related to derivatives, repurchase and reverse repurchase agreements, and securities lending and securities borrowing transactions that are eligible for offset or subject to an enforceable master netting or similar agreement. The Fund's derivative assets and liabilities at fair value by risk, which are reported gross in the Statement of Assets and Liabilities, are presented in the table above. The following tables present the Fund's derivative assets and liabilities by counterparty, net of amounts available for offset under a master netting agreement and net of the related collateral received by the Fund for assets and pledged by the Fund for liabilities as of March 31, 2014.

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<b>Counterparty</b>	<b>Derivative Assets Subject to Master Netting Agreement</b>	<b>Derivatives Available for Offset</b>	<b>Non-cash Collateral Received<sup>(a)</sup></b>	<b>Cash Collateral Received<sup>(a)</sup></b>	<b>Net Amount of Derivative Assets<sup>(b)</sup></b>
Credit Suisse International	\$ 1,202,407	\$	\$ (1,202,407)	\$	\$
Goldman Sachs International	3,514	(3,514)			
	<b>\$ 1,205,921</b>	<b>\$ (3,514)</b>	<b>\$ (1,202,407)</b>	<b>\$</b>	<b>\$</b>

<b>Counterparty</b>	<b>Derivative Liabilities Subject to Master Netting Agreement</b>	<b>Derivatives Available for Offset</b>	<b>Non-cash Collateral Pledged<sup>(a)</sup></b>	<b>Cash Collateral Pledged<sup>(a)</sup></b>	<b>Net Amount of Derivative Liabilities<sup>(c)</sup></b>
Citibank NA	\$ (1,495,717)	\$	\$	\$ 1,495,717	\$
Deutsche Bank	(5,436)				(5,436)
Goldman Sachs International	(34,713)	3,514		31,199	
HSBC Bank USA	(67,883)			20,000	(47,883)
JPMorgan Chase Bank	(30,318)				(30,318)
	<b>\$ (1,634,067)</b>	<b>\$ 3,514</b>	<b>\$</b>	<b>\$ 1,546,916</b>	<b>\$ (83,637)</b>

<sup>(a)</sup> In some instances, the actual collateral received and/or pledged may be more than the amount shown due to overcollateralization.

Eaton Vance

Limited Duration Income Fund

March 31, 2014

Notes to Financial Statements continued

(b) Net amount represents the net amount due from the counterparty in the event of default.

(c) Net amount represents the net amount payable to the counterparty in the event of default. Information with respect to reverse repurchase agreements at March 31, 2014 is included at Note 11.

The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) on the Statement of Operations by risk exposure for the year ended March 31, 2014 was as follows:

Risk	Derivative	Realized Gain (Loss) on Derivatives Recognized in Income <sup>(1)</sup>	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income <sup>(2)</sup>
Foreign Exchange	Forward foreign currency exchange contracts	\$ (3,740,650)	\$ (1,646,034)
Interest Rate	Futures contracts	932,118	320,938
Interest Rate	Interest rate swaptions purchased	(504,000)	716,887
Interest Rate	Interest rate swaptions written		829,343
<b>Total</b>		<b>\$ (3,312,532)</b>	<b>\$ 221,134</b>

(1) Statement of Operations location: Net realized gain (loss) Foreign currency and forward foreign currency exchange contract transactions, Financial futures contracts and Investment transactions, respectively.

(2) Statement of Operations location: Change in unrealized appreciation (depreciation) Foreign currency and forward foreign currency exchange contracts, Financial futures contracts, Investments and Written swaptions, respectively.

The average notional amounts of forward foreign currency exchange contracts, financial futures contracts and purchased swaptions outstanding during the year ended March 31, 2014, which are indicative of the volume of these derivative types, were approximately \$69,104,000, \$69,000,000, and \$68,654,000, respectively.

10 Revolving Credit and Security Agreement

Effective March 19, 2014, the Fund renewed its Revolving Credit and Security Agreement, as amended (the Agreement) with conduit lenders and a bank to borrow up to a limit of \$1 billion (\$715,625,000 prior to September 3, 2013). The Agreement provides for a renewable 364-day backstop financing arrangement, which ensures that alternate financing will continue to be available to the Fund should the conduits be unable to place their commercial paper. Borrowings under the Agreement are secured by the assets of the Fund. Interest is charged at a rate above the conduits commercial paper issuance rate and is payable monthly. Under the terms of the Agreement, in effect through March 17, 2015, the Fund pays a program fee of 0.80% per annum on its outstanding borrowings to administer the facility and a liquidity fee of 0.15% (0.25% if the Fund's outstanding borrowings are equal to or less than 50% of the borrowing limit) per annum on the borrowing limit under the Agreement. Program and liquidity fees for the year ended March 31, 2014 totaled \$6,719,597 and are included in interest expense and fees on the

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Statement of Operations. The Fund is required to maintain certain net asset levels during the term of the Agreement. At March 31, 2014, the Fund had borrowings outstanding under the Agreement of \$828,200,000 at an interest rate of 0.20%. Based on the short-term nature of the borrowings under the Agreement and the variable interest rate, the carrying amount of the borrowings at March 31, 2014 approximated its fair value. If measured at fair value, borrowings under the Agreement would have been considered as Level 2 in the fair value hierarchy (see Note 13) at March 31, 2014. For the year ended March 31, 2014, the average borrowings under the Agreement and the average interest rate (excluding fees) were \$663,586,301 and 0.22%, respectively.

### 11 Reverse Repurchase Agreements

Reverse repurchase agreements outstanding as of March 31, 2014, as reported in the Statement of Assets and Liabilities, were as follows:

Counterparty	Trade Date	Maturity Date	Interest Rate	Principal Amount	Including Accrued Interest
Bank of America	3/20/14	4/22/14	0.33%	\$ 69,290,000	\$ 69,297,622
KGS Alpha Capital	3/21/14	4/21/14	0.21	48,430,000	48,433,108

For the year ended March 31, 2014, the average borrowings under reverse repurchase agreements and the average annual interest rate were \$111,475,184 and 0.36%, respectively. The reverse repurchase agreements entered into by the Fund are subject to Master Repurchase Agreements (MRA), which permit the Fund, under certain circumstances, including an event of default (such as bankruptcy or insolvency), to offset payables and/or



## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Notes to Financial Statements continued

receivables under the MRA with collateral held and/or posted to the counterparty and create one single net payment due to or from the Fund. At March 31, 2014, the market value of securities pledged for the benefit of counterparties for reverse repurchase agreements, which exceeded the amount of borrowings by counterparty, was \$122,253,703. Based on the short-term nature of the borrowings under the reverse repurchase agreements, the carrying value of the payable for reverse repurchase agreements approximated its fair value at March 31, 2014. If measured at fair value, borrowings under the reverse repurchase agreements would have been considered as Level 2 in the fair value hierarchy (see Note 13) at March 31, 2014.

#### 12 Risks Associated with Foreign Investments

Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of the U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Fund, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker/dealers and issuers than in the United States.

#### 13 Fair Value Measurements

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

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

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Notes to Financial Statements continued

At March 31, 2014, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3*	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 1,167,186,321	\$ 1,849,714	\$ 1,169,036,035
Corporate Bonds & Notes		1,091,336,225	5,674,322	1,097,010,547
Foreign Corporate Bonds		1,247,970		1,247,970
Foreign Government Securities		2,167,760		2,167,760
Mortgage Pass-Throughs		361,810,910		361,810,910
Collateralized Mortgage Obligations		189,885,332		189,885,332
Commercial Mortgage-Backed Securities		179,048,233		179,048,233
Asset-Backed Securities		22,234,279		22,234,279
U.S. Government Agency Obligations		22,689,875		22,689,875
U.S. Treasury Obligations		33,525,400		33,525,400
Tax-Exempt Investments		189,590		189,590
Common Stocks	315,273	529,687	15,255,496	16,100,456
Convertible Bonds			53,925	53,925
Preferred Stocks	579,350	7,274,599		7,853,949
Closed-End Funds	20,045,100			20,045,100
Warrants		218,125	0	218,125
Miscellaneous		145,800		145,800
Interest Rate Swaptions Purchased		1,202,407		1,202,407
Short-Term Investments		15,523,260		15,523,260
<b>Total Investments</b>	<b>\$ 20,939,723</b>	<b>\$ 3,096,215,773</b>	<b>\$ 22,833,457</b>	<b>\$ 3,139,988,953</b>
Forward Foreign Currency Exchange Contracts	\$	\$ 3,514	\$	\$ 3,514
Futures Contracts	232,148			232,148
<b>Total</b>	<b>\$ 21,171,871</b>	<b>\$ 3,096,219,287</b>	<b>\$ 22,833,457</b>	<b>\$ 3,140,224,615</b>
<b>Liability Description</b>				
Interest Rate Swaptions Written	\$	\$ (1,202,407)	\$	\$ (1,202,407)
Forward Foreign Currency Exchange Contracts		(431,660)		(431,660)
Futures Contracts	(56,484)			(56,484)
<b>Total</b>	<b>\$ (56,484)</b>	<b>\$ (1,634,067)</b>	<b>\$</b>	<b>\$ (1,690,551)</b>

\* None of the unobservable inputs for Level 3 assets, individually or collectively, had a material impact on the Fund. Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the year ended March 31, 2014 is not presented.

At March 31, 2014, there were no investments transferred between Level 1 and Level 2 during the year then ended.

## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Report of Independent Registered Public Accounting Firm

To the Trustees and Shareholders of Eaton Vance Limited Duration Income Fund:

We have audited the accompanying statement of assets and liabilities of Eaton Vance Limited Duration Income Fund (the Fund), including the portfolio of investments, as of March 31, 2014, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the two years in the period then ended, the eleven month period ended March 31, 2012, and each of the three years in the period ended April 30, 2011. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities and senior loans owned as of March 31, 2014, by correspondence with the custodian, brokers and selling or agent banks; where replies were not received from brokers and selling or agent banks, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Eaton Vance Limited Duration Income Fund as of March 31, 2014, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the two years in the period then ended, the eleven month period ended March 31, 2012, and each of the three years in the period ended April 30, 2011, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Boston, Massachusetts

May 16, 2014

Eaton Vance

## Limited Duration Income Fund

March 31, 2014

### Federal Tax Information (Unaudited)

The Form 1099-DIV you receive in February 2015 will show the tax status of all distributions paid to your account in calendar year 2014. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Fund.

**Qualified Dividend Income.** For the fiscal year ended March 31, 2014, the Fund designates approximately \$695,739, or up to the maximum amount of such dividends allowable pursuant to the Internal Revenue Code, as qualified dividend income eligible for the reduced tax rate of 15%.

**Dividends Received Deduction.** Corporate shareholders are generally entitled to take the dividends received deduction on the portion of the Fund's dividend distribution that qualifies under tax law. For the Fund's fiscal 2014 ordinary income dividends, 0.39% qualifies for the corporate dividends received deduction.

Eaton Vance

Limited Duration Income Fund

March 31, 2014

Annual Meeting of Shareholders

The Fund held its Annual Meeting of Shareholders on January 23, 2014. Thomas E. Faust Jr. and Harriett Tee Taggart were elected Class II Trustees of the Fund for a three-year term expiring in 2017. Mr. Park had been nominated for election by the holders of the Fund's APS. Due to the lack of quorum for APS, the Fund was unable to act on the election of Mr. Park. Accordingly, Mr. Park will remain in office and continue to serve as Trustee of the Fund until his successor is elected and qualified.

**Nominee for Trustee**

**Number of Shares**

**Elected by APS Shareholders**  
William H. Park (Class II)

<b>For</b>	<b>Withheld</b>
2,297	366

**Nominee for Trustee**

**Number of Shares**

**Elected by All Shareholders**  
Thomas E. Faust Jr. (Class II)  
Harriett Tee Taggart (Class II)

<b>For</b>	<b>Withheld</b>
101,340,581	3,743,376
101,161,158	3,922,799

## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Dividend Reinvestment Plan

The Fund offers a dividend reinvestment plan (Plan) pursuant to which shareholders may elect to have distributions automatically reinvested in common shares (Shares) of the Fund. You may elect to participate in the Plan by completing the Dividend Reinvestment Plan Application Form. If you do not participate, you will receive all distributions in cash paid by check mailed directly to you by American Stock Transfer & Trust Company (AST) as dividend paying agent. On the distribution payment date, if the NAV per Share is equal to or less than the market price per Share plus estimated brokerage commissions, then new Shares will be issued. The number of Shares shall be determined by the greater of the NAV per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by AST, the Plan agent (Agent). Distributions subject to income tax (if any) are taxable whether or not Shares are reinvested.

If your Shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you will need to request that the Fund's transfer agent re-register your Shares in your name or you will not be able to participate.

The Agent's service fee for handling distributions will be paid by the Fund. Plan participants will be charged their pro rata share of brokerage commissions on all open-market purchases.

Plan participants may withdraw from the Plan at any time by writing to the Agent at the address noted on the following page. If you withdraw, you will receive Shares in your name for all Shares credited to your account under the Plan. If a participant elects by written notice to the Agent to sell part or all of his or her Shares and remit the proceeds, the Agent is authorized to deduct a \$5.00 fee plus brokerage commissions from the proceeds.

If you wish to participate in the Plan and your Shares are held in your own name, you may complete the form on the following page and deliver it to the Agent. Any inquiries regarding the Plan can be directed to the Agent at 1-866-439-6787.

## Eaton Vance

### Limited Duration Income Fund

March 31, 2014

#### Application for Participation in Dividend Reinvestment Plan

This form is for shareholders who hold their common shares in their own names. If your common shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it will participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank, or nominee is unable to participate on your behalf, you should request that your common shares be re-registered in your own name which will enable your participation in the Plan.

The following authorization and appointment is given with the understanding that I may terminate it at any time by terminating my participation in the Plan as provided in the terms and conditions of the Plan.

Please print exact name on account:

Shareholder signature

Date

Shareholder signature

Date

Please sign exactly as your common shares are registered. All persons whose names appear on the share certificate must sign.

**YOU SHOULD NOT RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.**

*This authorization form, when signed, should be mailed to the following address:*

Eaton Vance Limited Duration Income Fund

c/o American Stock Transfer & Trust Company

P.O. Box 922

Wall Street Station

New York, NY 10269-0560

**Number of Employees**

The Fund is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company and has no employees.

**Number of Shareholders**

As of March 31, 2014, Fund records indicate that there are 98 registered shareholders and approximately 85,522 shareholders owning the Fund shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Fund reports directly, which contain important information about the Fund, please write or call:

Eaton Vance Distributors, Inc.

Two International Place

Boston, MA 02110

1-800-262-1122

**NYSE MKT symbol**

The NYSE MKT symbol is EVV.



## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Management and Organization

**Fund Management.** The Trustees of Eaton Vance Limited Duration Income Fund (the Fund) are responsible for the overall management and supervision of the Fund's affairs. The Trustees and officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. The noninterested Trustees consist of those Trustees who are not interested persons of the Fund, as that term is defined under the 1940 Act. The business address of each Trustee and officer is Two International Place, Boston, Massachusetts 02110. As used below, EVC refers to Eaton Vance Corp., EV refers to Eaton Vance, Inc., EVM refers to Eaton Vance Management, BMR refers to Boston Management and Research and EVD refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVM and BMR. EVD is a wholly-owned subsidiary of EVC. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below. Each Trustee oversees 182 portfolios in the Eaton Vance Complex (including all master and feeder funds in a master feeder structure). Each officer serves as an officer of certain other Eaton Vance funds. Each Trustee serves for a three year term. Each officer serves until his or her successor is elected.

Name and Year of Birth	Position(s) with the Fund	Term Expiring; Trustee Since <sup>(1)</sup>	Principal Occupation(s) and Directorships During Past Five Years and Other Relevant Experience
<b>Interested Trustee</b>			
Thomas E. Faust Jr. 1958	Class II Trustee	Until 2017. Trustee since 2007.	Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or officer of 182 registered investment companies. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV, which are affiliates of the Fund.  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of EVC and Hexavest Inc.
<b>Noninterested Trustees</b>			
Scott E. Eston 1956	Class I Trustee	Until 2016. Trustee since 2011.	Private investor. Formerly held various positions at Grantham, Mayo, Van Otterloo and Co., L.L.C. (investment management firm) (1997-2009), including Chief Operating Officer (2002-2009), Chief Financial Officer (1997-2009) and Chairman of the Executive Committee (2002-2008); President and Principal Executive Officer, GMO Trust (open-end registered investment company) (2006-2009). Former Partner, Coopers and Lybrand L.L.P. (now PricewaterhouseCoopers) (public accounting firm) (1987-1997).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.
Allen R. Freedman 1940	Class I Trustee	Until 2016. Trustee since 2007.	Private Investor. Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Former Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2005-2007). Former Chief Executive Officer of Assurant, Inc. (insurance provider) (1979-2000).

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			<p><b>Directorships in the Last Five Years.</b><sup>(2)</sup> Director of Stonemor Partners, L.P. (owner and operator of cemeteries). Formerly, Director of Assurant, Inc. (insurance provider) (1979-2011).</p>
Valerie A. Mosley <sup>(3)</sup>	Class I	Until 2016.	<p>Chairwoman and Chief Executive Officer of Valmo Ventures (a consulting and investment firm). Former Partner and Senior Vice President, Portfolio Manager and Investment Strategist at Wellington Management Company, LLP (investment management firm) (1992-2012). Former Chief Investment Officer, PG Corbin Asset Management (1990-1992). Formerly worked in institutional corporate bond sales at Kidder Peabody (1986-1990).</p>
1960	Trustee	Trustee since 2014.	
			<p><b>Directorships in the Last Five Years.</b> Director of Dynex Capital, Inc. (mortgage REIT) (since 2013).</p>
William H. Park <sup>(A)</sup>	Class II Trustee	Until 2014 <sup>(4)</sup> .	<p>Consultant and private investor. Formerly, Chief Financial Officer, Aveon Group L.P. (investment management firm) (2010-2011). Formerly, Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (2006-2010). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). Formerly, Executive Vice President and Chief Financial Officer, United Asset Management Corporation (investment management firm) (1982-2001). Formerly, Senior Manager, Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm) (1972-1981).</p>
1947		Trustee since 2003.	

**Directorships in the Last Five Years.**<sup>(2)</sup> None.

## Eaton Vance

## Limited Duration Income Fund

March 31, 2014

## Management and Organization continued

Name and Year of Birth	Position(s) with the Fund	Term Expiring; Trustee Since <sup>(1)</sup>	Principal Occupation(s) and Directorships
			During Past Five Years and Other Relevant Experience
<b>Noninterested Trustees (continued)</b>			
Ronald A. Pearlman 1940	Class III Trustee	Until 2015. Trustee since 2003.	Professor of Law, Georgetown University Law Center. Formerly, Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury (1983-1985). Formerly, Chief of Staff, Joint Committee on Taxation, U.S. Congress (1988-1990).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.
Helen Frame Peters 1948	Class III Trustee	Until 2015. Trustee since 2008.	Professor of Finance, Carroll School of Management, Boston College. Formerly, Dean, Carroll School of Management, Boston College (2000-2002). Formerly, Chief Investment Officer, Fixed Income, Scudder Kemper Investments (investment management firm) (1998-1999). Formerly, Chief Investment Officer, Equity and Fixed Income, Colonial Management Associates (investment management firm) (1991-1998).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Formerly, Director of BJ's Wholesale Club, Inc. (wholesale club retailer) (2004-2011). Formerly, Trustee of SPDR Index Shares Funds and SPDR Series Trust (exchange traded funds) (2000-2009). Formerly, Director of Federal Home Loan Bank of Boston (a bank for banks) (2007-2009).
Harriett Tee Taggart 1948	Class II Trustee	Until 2017. Trustee since 2011.	Managing Director, Taggart Associates (a professional practice firm). Formerly, Partner and Senior Vice President, Wellington Management Company, LLP (investment management firm) (1983-2006).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of Albemarle Corporation (chemicals manufacturer) (since 2007) and The Hanover Group (specialty property and casualty insurance company) (since 2009). Formerly, Director of Lubrizol Corporation (specialty chemicals) (2007-2011).
Ralph F. Verni <sup>(A)</sup> 1943	Chairman of the Board and Class III Trustee	Until 2015. Trustee since 2005 and Chairman since 2007.	Consultant and private investor. Formerly, Chief Investment Officer (1982-1992), Chief Financial Officer (1988-1990) and Director (1982-1992), New England Life. Formerly, Chairperson, New England Mutual Funds (1982-1992). Formerly, President and Chief Executive Officer, State Street Management & Research (1992-2000). Formerly, Chairperson, State Street Research Mutual Funds (1992-2000). Formerly, Director, W.P. Carey, LLC (1998-2004) and First Pioneer Farm Credit Corp. (2002-2006).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.

## Principal Officers who are not Trustees

Name and Year of Birth	Position(s)	Officer Since <sup>(5)</sup>	Principal Occupation(s)
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	<b>with the</b>		<b>During Past Five Years</b>
Payson F. Swaffield  1956	<b>Fund</b> President	Since 2003	Vice President and Chief Income Investment Officer of EVM and BMR.
Maureen A. Gemma  1960	Vice President, Secretary and Chief Legal Officer	Since 2005	Vice President of EVM and BMR.
James F. Kirchner  1967	Treasurer	Since 2007	Vice President of EVM and BMR.
Paul M. O Neil  1953	Chief Compliance Officer	Since 2004	Vice President of EVM and BMR.

(1) Year first appointed to serve as Trustee for a fund in the Eaton Vance family of funds. Each Trustee has served continuously since appointment unless indicated otherwise. Each Trustee holds office until the annual meeting for the year in which his or her term expires and until his or her successor is elected and qualified, subject to a prior death, resignation, retirement, disqualification or removal.

(2) During their respective tenures, the Trustees (except for Ms. Mosley) also served as Board members of one or more of the following funds (which operated in the years noted): eUnits™ 2 Year U.S. Equity Market Participation Trust: Upside to Cap / Buffered Downside (launched in 2012 and terminated in 2014); Eaton Vance Credit Opportunities Fund (launched in 2005 and terminated in 2010); Eaton Vance Insured Florida Plus Municipal Bond Fund (launched in 2002 and terminated in 2009); and Eaton Vance National Municipal Income Trust (launched in 1998 and terminated in 2009).

(3) Effective January 1, 2014, Ms. Mosley was appointed as a Trustee of the Trust.

(4) Due to a lack of quorum of APS, the Fund was unable to act on election of Mr. Park. Accordingly, Mr. Park will remain in office and continue to serve as Trustee of each Trust.

(5) Year first elected to serve as officer of a fund in the Eaton Vance family of funds when the officer has served continuously. Otherwise, year of most recent election as an officer of a fund in the Eaton Vance family of funds. Titles may have changed since initial election.

(A) APS Trustee

## Eaton Vance Funds

### IMPORTANT NOTICES

**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 Privacy Policy periodically for changes by accessing the link on our homepage: [www.eatonvance.com](http://www.eatonvance.com).

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Eaton Vance Distributors, Inc., Eaton Vance Trust Company, Eaton Vance Management's Real Estate Investment Group and Boston Management and Research. In addition, our Privacy Policy applies only 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 advisor/broker-dealer, it is likely that only such advisor'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 (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 advisor, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial advisor, otherwise.* If you would prefer that your Eaton Vance documents not be householded, please contact Eaton Vance at 1-800-262-1122, or contact your financial advisor. 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 advisor.

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

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

**Share Repurchase Program.** On November 11, 2013, the Fund's Board of Trustees approved a share repurchase program authorizing the Fund to repurchase up to 10% of its currently outstanding common shares in open-market transactions at a discount to net asset value. The repurchase program does not obligate the Fund to purchase a specific amount of shares. The Fund's repurchase activity, including the number of shares purchased, average price and average discount to net asset value, is disclosed in the Fund's annual and semi-annual reports to shareholders.

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**Additional Notice to Shareholders.** If applicable, a Fund may also redeem or purchase its outstanding preferred shares in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary.

**Closed-End Fund Information.** Eaton Vance closed-end funds make fund performance data and certain information about portfolio characteristics available on the Eaton Vance website shortly after the end of each month. The funds' net asset value per share is readily accessible on the Eaton Vance website. Portfolio holdings for the most recent month-end are also posted to the website approximately 30 days following the end of the month. This information is available at [www.eatonvance.com](http://www.eatonvance.com) on the fund information pages under Individual Investors Closed-End Funds .

Investment Adviser and Administrator

**Eaton Vance Management**

Two International Place

Boston, MA 02110

Custodian

**State Street Bank and Trust Company**

200 Clarendon Street

Boston, MA 02116

Transfer Agent

**American Stock Transfer & Trust Company, LLC**

6201 15th Avenue

Brooklyn, NY 11219

Independent Registered Public Accounting Firm

**Deloitte & Touche LLP**

200 Berkeley Street

Boston, MA 02116-5022

Fund Offices

Two International Place

Boston, MA 02110

1856 3.31.14



**Item 2. Code of Ethics**

The registrant has adopted a code of ethics applicable to its Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-262-1122.

**Item 3. Audit Committee Financial Expert**

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is a consultant and private investor. Previously, he served as the Chief Financial Officer of Aveon Group, L.P. (an investment management firm), as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

**Item 4. Principal Accountant Fees and Services****(a) (d)**

The following table presents the aggregate fees billed to the registrant for the registrant's fiscal years ended March 31, 2013 and March 31, 2014 by the registrant's principal accountant, Deloitte & Touche LLP ( "D&T" ), for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by D&T during such periods.

<b>Fiscal Years Ended</b>	<b>3/31/13</b>	<b>3/31/14</b>
Audit Fees	\$ 101,870	\$ 103,940
Audit-Related Fees <sup>(1)</sup>	\$ 18,000	\$ 0
Tax Fees <sup>(2)</sup>	\$ 20,460	\$ 19,730
All Other Fees <sup>(3)</sup>	\$ 0	\$ 0
<b>Total</b>	<b>\$ 140,330</b>	<b>\$ 123,670</b>

- (1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of financial statements and are not reported under the category of audit fees and specifically include fees for the performance of certain agreed-upon procedures relating to the registrant's auction preferred shares.
- (2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation and other related tax compliance/planning matters.
- (3) All other fees consist of the aggregate fees billed for products and services provided by the principal accountant other than audit, audit-related, and tax services.

(e)(1) The registrant's audit committee has adopted policies and procedures relating to the pre-approval of services provided by the registrant's principal accountant (the "Pre-Approval Policies"). The Pre-Approval Policies establish a framework intended to assist the audit committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the audit committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the audit committee.

The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by the registrant's audit committee at least annually. The registrant's audit committee maintains full responsibility for the appointment, compensation, and oversight of the work of the registrant's principal accountant.

(e)(2) No services described in paragraphs (b)-(d) above were approved by the registrant's audit committee pursuant to the de minimis exception set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the registrant by D&T for the registrant's fiscal years ended March 31, 2013 and March 31, 2014; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the Eaton Vance organization by D&T for the same time periods.

<b>Fiscal Years Ended</b>	<b>3/31/13</b>	<b>3/31/14</b>
<b>Registrant</b>	\$ 38,460	\$ 19,730
<b>Eaton Vance<sup>(1)</sup></b>	\$ 315,149	\$ 394,075

(1) The Investment adviser to the registrant, as well as any of its affiliates that provide ongoing services to the registrant, are subsidiaries of Eaton Vance Corp.

(h) The registrant's audit committee has considered whether the provision by the registrant's principal accountant of non-audit services to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the principal accountant's independence.

#### **Item 5. Audit Committee of Listed Registrants**

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. William H. Park (Chair), Scott E. Eston, Ronald A. Pearlman, Helen Frame Peters and Ralph F. Verni are the members of the registrant's audit committee.

#### **Item 6. Schedule of Investments**

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

#### **Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies**

The Board of Trustees of the Trust has adopted a proxy voting policy and procedure (the Fund Policy), pursuant to which the Trustees have delegated proxy voting responsibility to the Fund's investment adviser and adopted the investment adviser's proxy voting policies and procedures (the Policies) which are described below. The Trustees will review the Fund's proxy voting records from time to time and will annually consider approving the Policies for the upcoming year. In the event that a conflict of interest arises between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund, the investment adviser will generally refrain from voting the proxies related to the companies giving rise to such conflict until it consults with the Board's Special Committee except as contemplated under the Fund Policy. The Board's Special Committee will instruct the investment adviser on the appropriate course of action.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the interests of management with those shareholders. An independent proxy voting service (Agent), currently Institutional Shareholder Services, Inc., has been retained to assist in the voting of proxies through the provision of vote analysis, implementation and recordkeeping and disclosure services. The investment adviser will generally vote proxies through the Agent. The Agent is required to vote all proxies and/or refer them back to the investment adviser pursuant to the Policies. It is generally the policy of the investment adviser to vote in accordance with the recommendation of the Agent. The Agent shall refer to the investment adviser proxies relating to mergers and restructurings,

and the disposition of assets, termination, liquidation and mergers contained in mutual fund proxies. The investment adviser will normally vote against anti-takeover measures and other proposals designed to limit the ability of shareholders to act on possible transactions, except in the case of closed-end management investment companies. The investment adviser generally supports management on social and environmental proposals. The investment adviser may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweighs the benefits derived from exercising the right to vote or the economic effect on shareholders interests or the value of the portfolio holding is indeterminable or insignificant.

In addition, the investment adviser will monitor situations that may result in a conflict of interest between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund by maintaining a list of significant existing and prospective corporate clients. The investment adviser's personnel responsible for reviewing and voting proxies on behalf of the Fund will report any proxy received or expected to be received from a company included on that list to the personnel of the investment adviser identified in the Policies. If such personnel expects to instruct the Agent to vote such proxies in a manner inconsistent with the guidelines of the Policies or the recommendation of the Agent, the personnel will consult with members of senior management of the investment adviser to determine if a material conflict of interests exists. If it is determined that a material conflict does exist, the investment adviser will seek instruction on how to vote from the Special Committee.

Information on how the Fund voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available (1) without charge, upon request, by calling 1-800-262-1122, and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

#### **Item 8. Portfolio Managers of Closed-End Management Investment Companies**

Catherine C. McDermott, Scott H. Page, Eric A. Stein, Payson F. Swaffield, Andrew Szczurowski, Michael W. Weilheimer and other Eaton Vance Management (EVM) investment professionals comprise the investment team responsible for the overall management of the Fund's investments as well as allocations of the Fund's assets between common and preferred stocks. Ms. McDermott, and Messrs. Page, Stein, Swaffield, Szczurowski and Weilheimer are the portfolio managers responsible for the day-to-day management of specific segments of the Fund's investment portfolio.

Ms. McDermott has been an EVM portfolio manager since 2008. Mr. Page has been an EVM portfolio manager since 1996 and is Director of EVM's Bank Loan Investment Group. Mr. Stein has been an EVM portfolio manager since 2012 and is Co-Director of EVM's Global Income Group. Mr. Swaffield has been an EVM portfolio manager since 1996 and is Chief Income Investment Officer. Mr. Szczurowski has been an EVM portfolio manager since 2011. Mr. Weilheimer has been an EVM portfolio manager since 1996 and is Director of EVM's High Yield Investments Group. Ms. McDermott and Messrs. Page, Stein, Swaffield, Szczurowski and Weilheimer are Vice Presidents of EVM. This information is provided as of the date of filing of this report.

The following table shows, as of the Fund's most recent fiscal year end, the number of accounts each portfolio manager managed in each of the listed categories and the total assets (in millions of dollars) in the accounts managed within each category. The table also shows the number of accounts with respect to which the advisory fee is based on the performance of the account, if any, and the total assets (in millions of dollars) in those accounts.

	Number of All Accounts	Total Assets of All Accounts	Number of Accounts Paying a Performance Fee	Total Assets of Accounts Paying a Performance Fee
<b>Catherine C. McDermott</b>				
Registered Investment Companies	2	\$ 3,619.3	0	\$ 0
<b>Other Pooled Investment</b>				
Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0
<b>Scott H. Page</b>				
Registered Investment Companies	16	\$ 37,737.7	0	\$ 0
<b>Other Pooled Investment</b>				
Vehicles	8	\$ 9,474.9(1)	1	\$ 219.4
Other Accounts	2	\$ 1,396.1	0	\$ 0
<b>Eric A. Stein(2)</b>				
Registered Investment Companies	13(3)	\$ 20,331.5	0	\$ 0
<b>Other Pooled Investment</b>				
Vehicles	3	\$ 456.9	1	\$ 24.7
Other Accounts	0	\$ 0	0	\$ 0
<b>Payson F. Swaffield</b>				
Registered Investment Companies	2	\$ 3,619.3	0	\$ 0
<b>Other Pooled Investment</b>				
Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0
<b>Andrew Szczurowski(2)</b>				
Registered Investment Companies	3	\$ 5,618.4	0	\$ 0
<b>Other Pooled Investment</b>				
Vehicles	1	\$ 381.4	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0
<b>Michael W. Weilheimer</b>				
Registered Investment Companies	5	\$ 8,420.8	0	\$ 0
<b>Other Pooled Investment</b>				
Vehicles	4	\$ 504.9	0	\$ 0

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Other Accounts	8	\$	901.4	0	\$	0
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- (1) Certain of these Other Pooled Investment Vehicles invest a substantial portion of their assets either in a registered investment company or in a separate pooled investment vehicle managed by this portfolio manager or another Eaton Vance portfolio manager.
- (2) This portfolio manager serves as portfolio manager of one or more registered investment companies and a pooled investment vehicle that invests or may invest in one or more underlying registered investment companies in the Eaton Vance family of funds. The underlying investment companies may be managed by this portfolio manager or another portfolio manager.
- (3) This portfolio manager provides investment advice with respect to only a portion of the total assets of certain of these accounts. Only the assets allocated to this portfolio manager as of the Fund's most recent fiscal year end are reflected in the table.

The following table shows the dollar range of Fund shares beneficially owned by each portfolio manager as of the Fund's most recent fiscal year end.

Portfolio Manager	Dollar Range of Equity Securities Owned in the Fund
Catherine C. McDermott	None
Scott H. Page	\$50,001-\$100,000
Eric A. Stein	\$1 - \$10,000
Payson F. Swaffield	\$100,001-\$500,000
Andrew Szczurowski	None
Michael W. Weilheimer	None

*Potential for Conflicts of Interest.* It is possible that conflicts of interest may arise in connection with a portfolio manager's management of a Fund's investments on the one hand and the investments of other accounts for which the portfolio manager is responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and other accounts he or she advises. In addition, due to differences in the investment strategies or restrictions between a Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may compensate the investment adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for the portfolio manager in the allocation of management time, resources and investment opportunities. Whenever conflicts of interest arise, the portfolio manager will endeavor to exercise his or her discretion in a manner that he or she believes is equitable to all interested persons. EVM has adopted several policies and procedures designed to address these potential conflicts including a code of ethics and policies which govern the investment adviser trading practices, including among other things the aggregation and allocation of trades among clients, brokerage allocation, cross trades and best execution.

### Compensation Structure for EVM

Compensation of EVM's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus, and (3) annual stock-based compensation consisting of options to purchase shares of EVC's nonvoting common stock and restricted shares of EVC's nonvoting common stock. EVM's investment professionals also receive certain retirement, insurance and other benefits that are broadly available to EVM's employees. Compensation of EVM's investment professionals is reviewed primarily on an annual basis. Cash bonuses, stock-based compensation awards, and adjustments in base salary are typically paid or put into effect at or shortly after the October 31st fiscal year end of EVC.

*Method to Determine Compensation.* EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus the benchmark(s) stated in the prospectus, as well as an appropriate peer group (as described below) In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to relative risk-adjusted performance. Risk-adjusted performance measures include, but are not limited to, the Sharpe Ratio. Performance is normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is normally evaluated primarily versus peer groups of funds as determined by Lipper Inc. and/or Morningstar, Inc. When a fund's peer group as determined by Lipper or Morningstar is deemed by EVM's management not to provide a fair comparison, performance may instead be evaluated primarily against a custom peer group or market index. In evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.

The compensation of portfolio managers with other job responsibilities (such as heading an investment group or providing analytical support to other portfolios) will include consideration of the scope of such responsibilities and the managers' performance in meeting them.

EVM seeks to compensate portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. EVM participates in investment-industry compensation surveys and utilizes survey data as a factor in determining salary, bonus and stock-based compensation levels for portfolio managers and other investment professionals. Salaries, bonuses and stock-based compensation are also influenced by the operating performance of EVM and its parent company. The overall annual cash bonus pool is based on a substantially fixed percentage of pre-bonus operating income. While the salaries of EVM's portfolio managers are comparatively fixed, cash bonuses and stock-based compensation may fluctuate significantly from year to year, based on changes in manager performance and other factors as described herein. For a high performing portfolio manager, cash bonuses and stock-based compensation may represent a substantial portion of total compensation.

#### **Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers**

No such purchases this period.

#### **Item 10. Submission of Matters to a Vote of Security Holders**

No material changes.

#### **Item 11. 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 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 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 second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits**

(a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).

(a)(2)(i) Treasurer's Section 302 certification.

(a)(2)(ii) President's Section 302 certification.

(b) Combined Section 906 certification.

**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 Limited Duration Income Fund

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: May 9, 2014

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/ James F. Kirchner  
James F. Kirchner  
Treasurer

Date: May 9, 2014

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: May 9, 2014