Eaton Vance Short Duration Diversified Income Fund Form N-CSRS June 28, 2007

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **FORM N-CSR**

# CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-21563

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

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

02109 (Zip code)

Alan R. Dynner

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

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

Date of fiscal year end: October 31

Date of reporting April 30, 2007

period:

Item 1. Reports to Stockholders

Semiannual Report April 30, 2007

EATON VANCE SHORT DURATION DIVERSIFIED INCOME FUND

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

#### INVESTMENT UPDATE

The Fund

#### Performance

- Based on share price, Eaton Vance Short Duration Diversified Income Fund (the Fund), a closed-end fund traded on the New York Stock Exchange under the symbol EVG, had a total return of 10.52% for the six months ended April 30, 2007. That return was the result of an increase in share price to \$18.87 on April 30, 2007, from \$17.75 on October 31, 2006, and the reinvestment of \$0.710 in monthly distributions.
- Based on net asset value (NAV) per share, the Fund had a total return of 4.91% for the same period. This return resulted from an increase in NAV per share to \$18.59 on April 30, 2007, from \$18.42 on October 31, 2006, and the reinvestment of \$0.710 in monthly distributions.
- The Fund s performance at market price will differ from its results at NAV. Although market price performance generally reflects investment results over time, during shorter periods, returns at market can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund s shares, or changes in Fund distributions.

#### Management discussion

- In pursuing the Fund s objective, the Fund s investments have been allocated primarily to senior, secured loans, mortgage-backed securities (MBS) and foreign obligations.
- Within the senior loan segment, the Fund continued to emphasize broad diversification across economic and industry groups, while retaining its holdings of currency-hedged foreign loan obligations, which turned in a strong showing. Despite record new loan issuance, demand exceeded loan supply. The technical imbalance resulted in loans repricing at slightly lower credit spreads. In addition, certain large new issues came to market with fewer financial covenants. However, despite this fact, management notes that the chief determinants of the loan asset class s long-term performance seniority and security remain in place.
- Within the Fund s MBS investments, management maintained its focus on seasoned MBS. Because seasoned MBS have typically been held by homeowners through several interest rate cycles, they are less likely to be prepaid in response to changing interest rates. Seasoned MBS performed well during the period. Yield spreads remained tight amid expectations for steady, relatively low prepayment rates and continued foreign investment. The Fund held no investments in subprime MBS during the period.
- The Fund s foreign investments included primarily long and short forward currency contracts, foreign-denominated sovereign bonds and other derivatives and foreign loans. The Fund added to its Asian weighting, increasing long currency positions in India and the Philippines, while eliminating a short position in the Japanese yen. A large position in the Malaysian ringgit was supplemented with an interest rate swap, reflecting management s optimism about interest rates. In Eastern Europe, long positions in Poland, Iceland, Romania and Serbia afforded attractive spreads or appreciation opportunities over the Euro, with currency risk partially offset by cross hedges. Within its local sovereign bond investments, the Fund had positions in Brazil and Indonesia, while increasing its exposure to Egypt. Among the top performers were Brazilian bonds and forward contracts, as Brazil s currency benefited from strong global demand for commodities. Small bond and forward contract positions in sub-Saharan African countries added further diversification.

• The Fund employs leverage through derivative instruments and the reinvestment of securities lending collateral. At April 30, 2007, the Fund had leverage of approximately 54%, comprised of approximately 20% through securities lending and approximately 34% through derivative instruments. Use of financial leverage creates an opportunity for increased total return but, at the same time, creates special risks (including the likelihood of greater volatility of net asset value and market price of common shares).

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or share price (as applicable) with all distributions reinvested. Investment return and principal value will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund s current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

Fund 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.

#### PERFORMANCE

Performance(1)

Average Annual Total Return (by share price, NYSE)	
Six Months	10.52%
One Year	25.02
Life of Fund (2/28/05)	7.34
Average Annual Total Return (at net asset value)	
Six Months	4.91 %
One Year	8.68
Life of Fund (2/28/05)	6.60

<sup>(1)</sup> Share price and net asset value on 2/28/05 are calculated assuming an offering price of \$20.00, less the sales load of \$0.90 per share paid by the shareholder. Performance results reflect the effects of leverage.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or share price (as applicable) with all distributions reinvested. Investment return and principal value will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund s current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com

The views expressed in this report are those of the portfolio managers and are current only through the end of the period of the report as stated on the cover. These views are subject to change at any time based upon market or other conditions, and Eaton Vance disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for an Eaton Vance fund are based on many factors, may not be relied on as an indication of trading intent on behalf of any Eaton Vance fund.

Fund allocations(2)

By total leveraged assets

<sup>(2)</sup> Fund Allocations are as of 4/30/07 and are as a percentage of the Fund s total leveraged assets. Total leveraged assets include all assets of the Fund (including those acquired with financial leverage), the notional value of long and

short forward foreign currency contracts and other foreign obligations derivatives held by the Fund. Fund Allocations as a percentage of the Fund s net assets amounted to 215.6% as of 4/30/07. Fund Allocations are subject to change due to active management. Please refer to definition of total leveraged assets within the Notes to Financial Statements included herein.

Senior, Floating Rate Interests Principal	69.5%)	
Amount	Borrower/Tranche Description	Value
Aerospace and Defense 1.7%		
Dresser Rand Group, Inc.		
347,110 EUR	Term Loan, 6.19%, Maturing October 29, 2011	\$ 476,087
Evergreen International Aviation	2011	Ψ 470,007
280,469	Term Loan, 8.83%, Maturing October 31, 2011	282,222
Hawker Beechcraft Acquisition	2011	202,222
28,085	Term Loan, 5.25%, Maturing March 26, 2014	28,218
331,915	Term Loan, 7.32%, Maturing March 26, 2014	333,486
Hexcel Corp.	Tomi Boan, 7.52 %, matering materials, 2011	333,100
656,839	Term Loan, 7.11%, Maturing March 1, 2012	659,302
K&F Industries, Inc.	Term Boan, 7.1176, Flattering Flatter 1, 2012	057,502
519,784	Term Loan, 7.32%, Maturing November 18, 2012	520,678
Spirit AeroSystems, Inc.		.,
1,565,642	Term Loan, 7.11%, Maturing December 31, 2011	1,574,449
Standard Aero Holdings, Inc.		
593,305	Term Loan, 7.59%, Maturing August 24, 2012	594,417
TransDigm, Inc.		57.,.17
475,000	Term Loan, 7.35%, Maturing June 23, 2013	478,384
Vought Aircraft Industries, Inc.	,	: - <b>/</b>
181,818	Term Loan, 7.81%, Maturing December 17, 2011	183,182
	Term Loan, 7.83%, Maturing December 17,	
800,856	2011	807,863
		\$ 5,938,288
Air Transport 0.2%		
Northwest Airlines, Inc.	DID	¢ (02.012
\$600,000	DIP Loan, 7.32%, Maturing August 21, 2008	\$ 602,813
A		\$ 602,813
Automotive 3.8%		
AA Acquisitions Co., Ltd.	Tama Loop 7 000/ Maturing June 25 2012	¢ 1.014.793
500,000 GBP	Term Loan, 7.90%, Maturing June 25, 2012	\$ 1,014,782
Accuride Corp.	Term Loan, 7.38%, Maturing January 31,	557 707
553,864	2012	557,787
Affina Group, Inc.	Term Loan, 8.36%, Maturing November 30,	
845,732	2011	852,472
AxleTech International Holding, In-	2.	
425,000	Term Loan, 11.85%, Maturing April 21, 2013	429,250
CSA Acquisition Corp.		
225,113	Term Loan, 7.88%, Maturing December 23, 2011	226,485

	Term Loan, 7.88%, Maturing December 23,	
579,501	2011	583,032

Principal Amount	Borrower/Tranche Description	Value
Automotive (continued)		
Dayco Europe S.R.I.		
746,582 EUR	Term Loan, 6.15%, Maturing June 21, 2010	\$ 1,022,719
Dayco Products, LLC		
570,688	Term Loan, 7.85%, Maturing June 21, 2011	576,870
Delphi Corp.		
500,000	Term Loan, 7.63%, Maturing October 8, 2007	502.724
Exide Technologies	2007	502,734
949,088 EUR	Term Loan, 10.12%, Maturing May 5, 2010	1,360,031
Federal-Mogul Corp.	Term Loan, 10.12 %, Waturing May 3, 2010	1,300,031
500,000	DIP Loan, 7.32%, Maturing July 1, 2007	501,187
361,345	Term Loan, 7.57%, Maturing July 1, 2007	360,103
420,728	Term Loan, 7.57%, Maturing July 1, 2007	419,632
Ford Motor Co.	Term Loan, 7.55 %, Watturing July 1, 2007	417,032
Total Motor Co.	Term Loan, 8.36%, Maturing December 15,	
498,750	2013	502,756
General Motors Corp.	T 1 7.720 M · ' N · 1 · 20	
423,938	Term Loan, 7.73%, Maturing November 29, 2013	427,780
Goodyear Tire & Rubber Co.		•
675,000	Term Loan, 7.10%, Maturing April 30, 2010	678,411
500,000	Term Loan, 8.82%, Maturing March 1, 2011	503,000
Keystone Automotive Operations, Inc.		
240.255	Term Loan, 8.54%, Maturing January 12,	240.062
249,375	2012	249,063
R.J. Tower Corp.	DIP Revolving Loan, 9.94%, Maturing	
370,000	August 2, 2007	369,703
Teutates Vermogensverwaltung		
500,000 EUR	Term Loan, 5.85%, Maturing March 11, 2014	689,223
500,000 ECK	Term Loan, 6.10%, Maturing March 11,	007,223
500,000 EUR	2015	692,024
TriMas Corp.		
70,313	Term Loan, 8.07%, Maturing August 2, 2011	71,279
303,164	Term Loan, 8.12%, Maturing August 2, 2013	307,333
United Components, Inc.		
375,000	Term Loan, 7.61%, Maturing June 30, 2010	377,344
		\$ 13,275,000
Beverage and Tobacco 0.4%		
Culligan International Co.	T 1 7 070 M - ' - 9 - 1 - 20	
\$327,907	Term Loan, 7.07%, Maturing September 30, 2011	\$ 328,419
Liberator Midco, Ltd.		
	Term Loan, 6.09%, Maturing October 27,	
250,000 EUR	2013 Term Loan, 6.46%, Maturing October 27,	346,502
250,000 EUR	2014	347,946
National Dairy Holdings, L.P.		
	Term Loan, 7.32%, Maturing March 15,	157.50
455,714	2012	456,569

\$ 1,479,436

See notes to financial statements

Principal Amount	Borrower/Tranche Description	Value
Building and Development 3.3%		
BioMed Realty, L.P.		
\$660,000	Term Loan, 7.57%, Maturing May 31, 2010 \$	662,475
Building Materials Corp. of America	•	
399,000	Term Loan, 8.19%, Maturing February 22, 2014	397,304
Capital Automotive REIT		
395,362	Term Loan, 7.07%, Maturing December 16, 2010	399,248
Epco / Fantome, LLC	T. I. 7000 M. ' N. I. 22	
480,000	Term Loan, 7.98%, Maturing November 23, 2010	482,400
Hovstone Holdings, LLC		
211,121	Term Loan, 7.09%, Maturing February 28, 2009	207,954
Lanoga Corp.		
372,195	Term Loan, 7.10%, Maturing June 29, 2013	369,170
LNR Property Corp.		
800,000	Term Loan, 8.11%, Maturing July 3, 2011	805,571
Mueller Group, Inc.		
470,079	Term Loan, 7.35%, Maturing October 3, 2012	473,702
Nortek, Inc.		
979,900	Term Loan, 7.36%, Maturing August 27, 2011	984,064
Panolam Industries Holdings, Inc.		
173,407	Term Loan, 8.10%, Maturing September 30, 2012	173,949
Ply Gem Industries, Inc.	T. J. 0.100 M. J. A. 1.15	
530,189	Term Loan, 8.10%, Maturing August 15, 2011	530,520
19,811	Term Loan, 8.10%, Maturing August 15, 2011	19,823
Realogy Corp.		,
196,212	Term Loan, 8.32%, Maturing September 1, 2014	197,228
728,788	Term Loan, 8.35%, Maturing September 1, 2014	732,562
Ristretto Investissements SAS		
308,150 EUR	Term Loan, 6.29%, Maturing September 30, 2013	426,201
130,995 GBP	Term Loan, 8.00%, Maturing September 30, 2013	265,027
308,150 EUR	Term Loan, 6.67%, Maturing September 30, 2014	428,304
130,995 GBP	Term Loan, 8.38%, Maturing September 30, 2014	266,337
Rubicon GSA II, LLC		
675,000	Term Loan, 8.09%, Maturing July 31, 2008	675,000
Stile Acquisition Corp.		
303,697	Term Loan, 7.35%, Maturing April 6, 2013	297,671

9 9		
Stile U.S. Acquisition Corp.		
304,215	Term Loan, 7.35%, Maturing April 6, 2013	298,178
TRU 2005 RE Holding Co.	•	
1,325,000	Term Loan, 8.32%, Maturing December 9, 2008	1,337,215
United Subcontractors, Inc.		
250,000	Term Loan, 12.62%, Maturing June 27, 2013	246,146
Wintergames Acquisition ULC		
041.712	Term Loan, 7.42%, Maturing October 26,	042.017
841,713	2007	843,817 \$ 11,519,866
		\$ 11,519,600
Principal Amount	Borrower/Tranche Description	Value
Business Equipment and Services 6.2%	Borrower/ Trancile Description	value
ACCO Brands Corp.		
	Term Loan, 7.11%, Maturing August 17,	
\$1,187,970	2012	\$ 1,198,365
Affiliated Computer Services	Term Loan, 7.32%, Maturing March 20,	
246,875	2013	247,646
(20.212	Term Loan, 7.32%, Maturing March 20,	(00.051
620,313	2013	622,251
Affinion Group, Inc.	Term Loan, 7.86%, Maturing October 17,	
475,349	2012	479,746
Allied Security Holdings, LLC		
368,182	Term Loan, 8.35%, Maturing June 30, 2010	372,784
Audatex North America, Inc.		
1,000,000 EUR	Term Loan, 9.36%, Maturing January 13, 2013	1,383,515
Buhrmann US, Inc.	2010	1,000,010
	Term Loan, 5.65%, Maturing December 23,	
1,969,620 EUR	2010	2,691,399
Bushnell Performance Optics	Term Loan, 8.34%, Maturing August 19,	
492,680	2011	495,349
DynCorp International, LLC		
490,000	Term Loan, 7.63%, Maturing February 11, 2011	404.092
Gate Gourmet Borrower, LLC	2011	494,083
387,496 EUR	Term Loan, 6.63%, Maturing March 9, 2013	536,328
Info USA, Inc.	Term Loan, 0.05 %, Maturing March 7, 2015	330,320
197,505	Term Loan, 7.35%, Maturing February 14, 2012	198,246
N.E.W. Holdings I, LLC	2012	170,270
	Term Loan, 12.35%, Maturing February 8,	
200,000	2014	203,250
131,707	Term Loan, 7.60%, Maturing August 8, 2014	132,613
Nielsen Finance, LLC		
1,990,000	Term Loan, 7.61%, Maturing August 9, 2013	2,009,693
Protection One, Inc.	Term Loan, 7.59%, Maturing March 31,	
193,957	2012	194,745
Quintiles Transnational Corp.		
500 000	Term Loan, 9.35%, Maturing March 31,	507.708

2014

500,000

Sabare, Inc.

507,708

900,000	Term Loan, 7.61%, Maturing September 30, 2014	902,953
Sitel (Client Logic)		
292,041	Term Loan, 7.82%, Maturing January 29, 2014	294,231
SunGard Data Systems, Inc.		
2,952,538	Term Loan, 7.36%, Maturing February 11, 2013	2,981,387
TDS Investor Corp.		
995,000 EUR	Term Loan, 6.66%, Maturing August 23, 2013	1,368,232
Telcordia Technologies, Inc.		
662,731	Term Loan, 8.11%, Maturing September 15, 2012	656,104
VWR International, Inc.		
1,216,362 EUR	Term Loan, 6.25%, Maturing April 7, 2011	1,672,481
West Corp.		
698,250	Term Loan, 7.75%, Maturing October 24, 2013	704,098
Williams Scotsman, Inc.		
930,000	Term Loan, 6.82%, Maturing June 27, 2010	929,710
Worldspan, L.P.		
399,000	Term Loan, 8.60%, Maturing December 7, 2013	401,045
		\$ 21,677,962

See notes to financial statements

Principal Amount	Borrower/Tranche Description	Value
Cable and Satellite Television 4.3%		
Cequel Communications, LLC		
\$475,000	Term Loan, 9.86%, Maturing May 5, 2014	\$ 492,738
909,466	Term Loan, 11.36%, Maturing May 5, 2014	947,956
CSC Holdings, Inc.	T. J. 700% M. J. M. 100	
891,000	Term Loan, 7.08%, Maturing March 29, 2013	895,158
Insight Midwest Holdings, LLC		
1,525,000	Term Loan, 7.35%, Maturing April 6, 2014	1,534,650
Kabel Deutschland GmbH		
1,000,000 EUR	Term Loan, 5.84%, Maturing March 31, 2012	1,377,658
NTL Investment Holdings, Ltd.	2012	1,577,050
538,924 GBP	Term Loan, 7.45%, Maturing March 30, 2012	1,082,304
461,076 GBP	Term Loan, 7.45%, Maturing March 30, 2012	925,963
Orion Cable GMBH		
375,000 EUR	Term Loan, 6.62%, Maturing October 31, 2014	516,945
375,000 EUR	Term Loan, 7.22%, Maturing October 31, 2015	519,352
Persona Communications Corp.		515,552
250,000	Term Loan, 11.35%, Maturing April 12, 2014	254,844
PKS Media (Netherlands) B.V.		
432,500 EUR	Term Loan, 5.84%, Maturing October 5, 2013	590,815
500,000 EUR	Term Loan, 6.34%, Maturing October 5, 2013	684,724
500,000 EUR	Term Loan, 6.84%, Maturing October 5, 2014	687,348
UGS Corp.	Term Loan, 7.07%, Maturing March 31,	
1,629,021	2012	1,630,039
UPC Broadband Holding B.V.		
1,150,000 EUR	Term Loan, 5.94%, Maturing June 30, 2009	1,578,835
Ypso Holding SA		
496,137 EUR	Term Loan, 6.36%, Maturing July 28, 2014	680,553
191,468 EUR	Term Loan, 6.36%, Maturing July 28, 2014	262,638
312,395 EUR	Term Loan, 6.36%, Maturing July 28, 2014	428,514
		\$ 15,091,034
Chemicals and Plastics 5.0%		
Basell Af S.A.R.L.	T	d 211.007
\$208,333	Term Loan, 7.57%, Maturing August 1, 2013	\$ 211,035
41,667	Term Loan, 7.57%, Maturing August 1, 2013	42,207
208,333	Term Loan, 8.32%, Maturing August 1, 2014	211,035
41,667	Term Loan, 8.32%, Maturing August 1, 2014	42,207
Brenntag Holding GmbH and Co.		

	T I 12 0000 M . ' D 1 22	
1,041,046 EUR	Term Loan, 12.88%, Maturing December 23, 2013	1,465,759
Foamex L.P.	2010	1,100,700
Todalica E.T.	Term Loan, 7.60%, Maturing February 12,	
258,824	2013	259,686
Georgia Gulf Corp.		
264.762	Term Loan, 7.32%, Maturing October 3, 2013	266,145
264,762	2015	200,143
Principal		
Amount	Borrower/Tranche Description	Value
Chemicals and Plastics (continued)		
Hexion Specialty Chemicals, Inc.		
\$1,059,990	Term Loan, 7.88%, Maturing May 5, 2013	\$ 1,068,893
230,260	Term Loan, 7.88%, Maturing May 5, 2013	232,194
INEOS Group		
407.000	Term Loan, 7.58%, Maturing December 14,	
495,000	2013 Term Loan, 8.08%, Maturing December 14,	501,187
495,000	2014	501,187
Innophos, Inc.		
	Term Loan, 7.57%, Maturing August 10,	
481,656	2010	484,265
ISP Chemo, Inc.	Torm Loop 7 120% Motoring Fahrmany 16	
693,000	Term Loan, 7.13%, Maturing February 16, 2013	698,012
Kranton Polymers, LLC		·
734,981	Term Loan, 7.38%, Maturing May 12, 2013	741,565
Lucite International Group Holdings		,
183,726	Term Loan, 8.07%, Maturing July 7, 2013	186,023
64,886	Term Loan, 8.07%, Maturing July 7, 2013 <sup>(2)</sup>	65,697
Lyondell Chemical Co.	Term Boan, 0.07 %, Maturing July 7, 2013	05,077
Lyonden Chemical Co.	Term Loan, 6.86%, Maturing August 16,	
1,094,500	2013	1,099,323
Momentive Performance Material		
349,125	Term Loan, 7.63%, Maturing December 4, 2013	351,343
Nalco Co.	2013	331,343
Naico Co.	Term Loan, 7.10%, Maturing November 4,	
1,641,055	2010	1,652,117
PQ Corp.		
486,298	Term Loan, 7.35%, Maturing February 10, 2012	488,121
Professional Paint, Inc.	2012	700,121
198,500	Term Loan, 7.63%, Maturing May 31, 2012	197,507
Propex Fabrics, Inc.	Term Loan, 7.05 %, Waturing Way 31, 2012	191,501
	T 9 260 M-t	240.020
249,617	Term Loan, 8.36%, Maturing July 31, 2012	249,929
Rockwood Specialties Group	T. I. (200 M I.1 20 2012	2.024.265
1,470,000 EUR	Term Loan, 6.26%, Maturing July 30, 2012	2,024,365
Sigmakalon (BC) Holdco B.V.	Term Loan, 6.41%, Maturing September 9,	
8,871 EUR	2013	12,215
172 622 EUD	Term Loan, 6.41%, Maturing September 9,	220.007
173,632 EUR	2013 Term Loan, 6.41%, Maturing September 9,	239,086
317,498 EUR	2013	437,185
107 957 EUD	Term Loan, 7.16%, Maturing September 9,	140 120
107,857 EUR	2014	149,120

	Term Loan, 7.16%, Maturing September 9,		
26,409 EUR	2014	36,512	
	Term Loan, 7.16%, Maturing September 9,		
335,513 EUR	2014	463,872	
	Term Loan, 9.41%, Maturing September 9,		
1,000,000 EUR	2015	1,383,515	
Solo Cup Co.			
	Term Loan, 8.85%, Maturing February 27,		
928,073	2011	943,879	
	Term Loan, 11.57%, Maturing March 31,		
200,000	2012	204,813	
Solutia, Inc.			
500,000	DIP Loan, 8.36%, Maturing March 31, 2008	505,944	
		\$ 17,415,943	

See notes to financial statements

Principal Amount	Borrower/Tranche Description	Value
Clothing / Textiles 0.2%	Borroweii Trancie Bescription	v aruc
Hanesbrands, Inc.		
\$486,188	Term Loan, 7.11%, Maturing September 5, 2013	\$ 489,558
250,000	Term Loan, 9.11%, Maturing March 5, 2014	256,445
St. John Knits International, Inc.	, , , , , , , , , , , , , , , , , , ,	
126,366	Term Loan, 8.35%, Maturing March 23, 2012	127,314
	· ·	\$ 873,317
Conglomerates 1.5%		
Amsted Industries, Inc.		
\$516,024	Term Loan, 7.35%, Maturing October 15, 2010	\$ 517,959
Education Management, LLC		
446,625	Term Loan, 7.38%, Maturing June 1, 2013	448,858
GenTek, Inc.		
697,327	Term Loan, 7.36%, Maturing February 25, 2011	700,160
Goodman Global Holdings, Inc.		
369,316	Term Loan, 7.13%, Maturing December 23, 2011	370,547
Johnson Diversey, Inc.		
730,329	Term Loan, 7.86%, Maturing December 16, 2011	740,066
Polymer Group, Inc.		
1,333,125	Term Loan, 7.59%, Maturing November 22, 2012	1,336,875
Rexnord Corp.		
386,885	Term Loan, 7.86%, Maturing July 19, 2013	390,210
US Investigations Services, Inc.		
664,875	Term Loan, 7.85%, Maturing October 14, 2012	670,277
		\$ 5,174,952
Containers and Glass Products 4.1%		
Berry Plastics Corp.		
\$550,000	Term Loan, 7.32%, Maturing April 3, 2015	\$ 552,320
Bluegrass Container Co.		
108,573	Term Loan, 7.59%, Maturing June 30, 2013	109,911
362,864	Term Loan, 7.59%, Maturing June 30, 2013	367,335
84,848	Term Loan, 10.32%, Maturing December 30, 2013	86,588
265,152	Term Loan, 10.32%, Maturing December 30, 2013	270,587
Celanese Holdings, LLC		
1,000,000 EUR	Term Loan, 5.67%, Maturing April 6, 2011	1,372,001
Consolidated Container Holding		
325,000	Term Loan, 7.60%, Maturing March 28, 2014	326,286
Crown Americas, Inc.		
990,000 EUR		1,351,102

	Term Loan, 5.56%, Maturing November 15, 2012	
Graham Packaging Holdings Co.		
1,200,000	Term Loan, 7.63%, Maturing October 7, 2011	1,208,750
Graphic Packaging International, Inc.		
2,277,695	Term Loan, 7.83%, Maturing August 8, 2010	2,287,127
Principal Amount	Borrower/Tranche Description	Value
Containers and Glass Products (continued)		
JSG Acquisitions	T 1 (100 M 1 ) D 1 01	
1,250,000 EUR	Term Loan, 6.12%, Maturing December 31, 2014 Term Loan, 6.64%, Maturing December 31,	\$ 1,725,063
1,250,000 EUR	2014	1,732,726
Pregis Corp.		
985,000	Term Loan, 7.60%, Maturing October 12, 2011	993,003
Smurfit-Stone Container Corp.		
428,496	Term Loan, 5.22%, Maturing November 1, 2011	432,221
862,091	Term Loan, 7.38%, Maturing November 1, 2011	869,585
816,601	Term Loan, 7.38%, Maturing November 1, 2011	823,700
610,001	2011	\$ 14,508,305
Cosmetics / Toiletries 0.3%		Ψ 11,300,303
American Safety Razor Co.		
\$300,000	Term Loan, 11.63%, Maturing July 31, 2014	\$ 305,625
Prestige Brands, Inc.		
685,002	Term Loan, 7.63%, Maturing April 7, 2011	689,284
		\$ 994,909
Drugs 0.5%		
Graceway Pharmaceuticals, LLC	Term Loan, 7.85%, Maturing December 29,	
\$395,200	2011	\$ 395,941
Pharmaceutical Holdings Corp.		
200,000	Term Loan, 8.57%, Maturing January 30, 2012	200,500
Stiefel Laboratories, Inc.		
162,114	Term Loan, 7.61%, Maturing December 28, 2013	163,735
211,949	Term Loan, 7.61%, Maturing December 28, 2013	214,068
Warner Chilcott Corp.		22 ,,000
186,574	Term Loan, 7.35%, Maturing January 18, 2012	187,707
679,565	Term Loan, 7.36%, Maturing January 18, 2012	683,691
	·	\$ 1,845,642
Ecological Services and Equipment 1.2%		
Blue Waste B.V. (AVR Acquisition)	T. I. (170) M	Ф. (04.422
500,000 EUR	Term Loan, 6.17%, Maturing April 1, 2015	\$ 694,423
Duratek, Inc. 171,594	Term Loan, 7.63%, Maturing June 7, 2013	173,310
EnergySolutions, LLC	Term Loan, 1.05 /0, Maturing Julie 1, 2015	173,310
18,082	Term Loan, 7.57%, Maturing June 7, 2013	18,263

370,257	Term Loan, 7.63%, Maturing June 7, 2013	373,959
Environmental Systems, Inc.		
	Term Loan, 10.75%, Maturing December 12,	
471,218	2008	470,040
Kemble Water Structure Ltd.		
	Term Loan, 9.33%, Maturing October 13,	
500,000 GBP	2013	1,010,410

See notes to financial statements

Principal Amount	Borrower/Tranche Description	Value
Ecological Services and Equipment (continued)		
Sensus Metering Systems, Inc.		
\$42,535	Term Loan, 7.36%, Maturing December 17, 2010	\$ 42,748
392,635	Term Loan, 7.36%, Maturing December 17, 2010	394,598
Sulo GmbH		
625,000 EUR	Term Loan, 10.33%, Maturing January 19, 2016	869,672
		\$ 4,047,423
Electronics / Electrical 1.8%		
Advanced Micro Devices, Inc.	Town Long 7 246 Materia - December 21	
\$526,324	Term Loan, 7.34%, Maturing December 31, 2013	\$ 527,760
Aspect Software, Inc.		
572,125	Term Loan, 8.31%, Maturing July 11, 2011	578,085
500,000	Term Loan, 12.44%, Maturing July 11, 2013	503,750
Fender Musical Instruments Co.	m 1 11000 M 1 0 1 1	
250,000	Term Loan, 11.36%, Maturing October 1, 2012	256,250
Freescale Semiconductor, Inc.		
1,221,938	Term Loan, 7.11%, Maturing December 1, 2013	1,225,407
Infor Enterprise Solutions Holdings		
751,936	Term Loan, 9.10%, Maturing July 28, 2012	758,327
392,314	Term Loan, 9.10%, Maturing July 28, 2012	394,766
Invensys International Holding	Town Long 5 01% Materials December 15	
650,000 EUR	Term Loan, 5.91%, Maturing December 15, 2010	892,077
Open Solutions, Inc.		
325,000	Term Loan, 7.49%, Maturing January 23, 2014	326,625
SS&C Technologies, Inc.		
455,069	Term Loan, 7.32%, Maturing November 23, 2012	457,819
18,453	Term Loan, 7.84%, Maturing November 23, 2012	18,564
VertaFore, Inc.		
275 000	Term Loan, 11.36%, Maturing January 31,	275.000
275,000	2013	275,000
Equipment Lessing 0.46		\$ 6,214,430
Equipment Leasing 0.4%		
AWAS Capital, Inc.	Term Loan, 11.38%, Maturing March 22,	
\$678,480	2013	\$ 688,657
Maxim Crane Works, L.P.	T. I. 7.226 M	
337,326	Term Loan, 7.33%, Maturing January 28, 2010	337,958
United Rentals, Inc.		2177
84,034		84,515

	Term Loan, 5.32%, Maturing February 14, 2011	
184,623	Term Loan, 7.32%, Maturing February 14, 2011	185,680
		\$ 1,296,810
Farming / Agriculture 0.1%		
BF Bolthouse HoldCo, LLC		
#275 000	Term Loan, 10.85%, Maturing December 16,	ф. 200.201
\$375,000	2013	\$ 380,391 \$ 380,391
		ф 360,391
Principal		
Amount	Borrower/Tranche Description	Value
Food Products 3.2%		
Acosta, Inc.	T I 7.570 M L.I. 20. 2012	\$ 625,869
\$620,313 American Seafoods Group, LLC	Term Loan, 7.57%, Maturing July 28, 2013	\$ 625,869
American Scaroous Group, LLC	Term Loan, 7.10%, Maturing September 30,	
778,372	2011	777,399
BL Marketing, Ltd.	T. I. 0.000 M. ' D. 1.00	
300,000 GBP	Term Loan, 8.23%, Maturing December 20, 2013	608,954
·	Term Loan, 8.73%, Maturing December 20,	
300,000 GBP	2014	611,579
Black Lion Beverages III B.V.	Term Loan, 8.60%, Maturing January 24,	
1,000,000 EUR	2016	1,398,869
Charden International B.V.		
250,000 EUR	Term Loan, 6.54%, Maturing March 14, 2014	343,178
230,000 ECK	Term Loan, 7.04%, Maturing March 14,	5+5,176
250,000 EUR	2015	344,599
Chiquita Brands, LLC		
900,834	Term Loan, 8.38%, Maturing June 28, 2012	912,658
Dean Foods Co.	T	077 704
975,000	Term Loan, 6.875%, Maturing April 2, 2014	977,781
Michael Foods, Inc.	Term Loan, 7.36%, Maturing November 21,	
220,972	2010	221,893
Nash-Finch Co.		
410,571	Term Loan, 7.88%, Maturing November 12, 2010	411,598
Picard Surgeles S.A.		,,,,,,
500,000 EUR	Term Loan, 6.08%, Maturing June 4, 2014	690,265
Pinnacle Foods Finance, LLC	•	
1,075,000	Term Loan, 8.10%, Maturing April 2, 2014	1,083,600
QCE Finance, LLC		
275,000	Term Loan, 11.10%, Maturing November 5, 2013	280,099
Reddy Ice Group, Inc.	2015	200,077
925,000	Term Loan, 7.11%, Maturing August 9, 2012	927,602
Ruby Acquisitions, Ltd.	,,	721,002
	Term Loan, 8.35%, Maturing January 5,	
500,000 GBP	2015	1,000,863
E 10 : 0.00		\$ 11,216,806
Food Service 0.6%		
Aramark Corp.		

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Term Loan, 7.71%, Maturing January 27,	
2014	\$ 1,105,417
Term Loan, 5.26%, Maturing May 1, 2013	52,943
Term Loan, 8.36%, Maturing November 1,	
2013	399,852
Term Loan, 7.32%, Maturing March 31,	
2012	40,388
Term Loan, 7.35%, Maturing March 31,	
2012	243,471
Term Loan, 7.94%, Maturing January 31,	
2014	351,240
	\$ 2,193,311
	Term Loan, 5.26%, Maturing May 1, 2013 Term Loan, 8.36%, Maturing November 1, 2013 Term Loan, 7.32%, Maturing March 31, 2012 Term Loan, 7.35%, Maturing March 31, 2012 Term Loan, 7.94%, Maturing January 31,

See notes to financial statements

Principal Amount	Borrower/Tranche Description	Value
Food / Drug Retailers 0.7%	Zorro wezi rramone Zoseripuen	, usuc
General Nutrition Centers, Inc.		
\$300,000	Term Loan, 7.60%, Maturing September 16, 2013	\$ 299,888
Roundy's Supermarkets, Inc.		
814,708	Term Loan, 8.09%, Maturing November 3, 2011	822,550
The Jean Coutu Group (PJC), Inc.		
1,254,889	Term Loan, 7.88%, Maturing July 30, 2011	1,257,906
		\$ 2,380,344
Forest Products 2.0%		
Boise Cascade Holdings, LLC		
\$2,021,668	Term Loan, 6.82%, Maturing October 29, 2011	\$ 2,030,971
Buckeye Technologies, Inc.		
312,174	Term Loan, 7.33%, Maturing April 15, 2010	312,759
Georgia-Pacific Corp.		
1,728,125	Term Loan, 7.09%, Maturing December 20, 2012	1,738,608
	2012	1,730,000
NewPage Corp. 670,954	Term Loan, 7.63%, Maturing May 2, 2011	677,663
Xerium Technologies, Inc.	Term Loan, 7.05%, Maturing Way 2, 2011	077,003
1,562,649 EUR	Term Loan, 6.67%, Maturing May 18, 2012	2,138,757
1,302,049 EUR	Term Loan, 0.07%, Maturing May 16, 2012	\$ 6,898,758
Healthcare 4.0%		\$ 0,696,736
Accellent, Inc.		
	Term Loan, 7.86%, Maturing November 22,	
\$592,500	2012	\$ 592,377
Alliance Imaging, Inc.	Term Loan, 7.88%, Maturing December 29,	
470,000	2011	472,585
American Achievement Corp.		
383,116	Term Loan, 7.72%, Maturing March 25, 2011	385,909
American Medical Systems		
462,617	Term Loan, 7.68%, Maturing July 20, 2012	463,195
AMR HoldCo, Inc.		
322,708	Term Loan, 7.38%, Maturing February 10, 2012	324,020
Carl Zeiss Vision Holding GmbH		
400,000 EUR	Term Loan, 7.84%, Maturing March 23, 2015	406,750
Community Health Systems, Inc.		
977,444	Term Loan, 7.10%, Maturing August 19, 2011	981,033
597,000	Term Loan, 7.10%, Maturing February 29, 2012	599,192
Concentra Operating Corp.	2012	377,174
419,067	Term Loan, 7.33%, Maturing September 30, 2011	420,639

Davita, Inc.		
,	Term Loan, 6.84%, Maturing October 5,	1 205 055
1,201,075 Emdeon Business Services, LLC	2012	1,205,955
	Term Loan, 7.60%, Maturing November 16,	
495,439	2013	498,226
Encore Medical Finance, LLC 298,502	Term Loan, 7.88%, Maturing November 3, 2013	299,528
Principal Amount	Borrower/Tranche Description	Value
Healthcare (continued)		
FHC Health Systems, Inc.	Term Loan, 12.11%, Maturing December 18,	
\$125,329	2009	\$ 129,089
87,730	Term Loan, 14.11%, Maturing December 18, 2009	89,924
HCA, Inc.	Term Loan, 7.60%, Maturing November 18,	
1,945,125	2013	1,967,729
Health Management Association, Inc. 710,000	Term Loan, 7.10%, Maturing February 28, 2014	713,624
Invacare Corp.		
299,250	Term Loan, 7.60%, Maturing February 12, 2013	301,120
Kinetic Concepts, Inc.	2010	501,120
181,000	Term Loan, 6.85%, Maturing October 3, 2009	181,396
LifeCare Holdings, Inc.	Term Loan, 7.60%, Maturing August 11,	
221,625	2012	220,129
National Mentor Holdings, Inc.		
16,800	Term Loan, 5.32%, Maturing June 29, 2013	16,868
281,076	Term Loan, 7.35%, Maturing June 29, 2013	282,218
Nyco Holdings 312,500 EUR	Term Loan, 6.41%, Maturing December 29, 2014	428,150
312,500 EUR	Term Loan, 6.91%, Maturing December 29, 2015	430,105
P&F Capital S.A.R.L.	2013	<del>4</del> 50,103
209,223 EUR	Term Loan, 6.30%, Maturing February 21, 2014	289,741
65,049 EUR	Term Loan, 6.30%, Maturing February 21, 2014	90,082
125,235 EUR	Term Loan, 6.30%, Maturing February 21, 2014	173,430
100,494 EUR	Term Loan, 6.30%, Maturing February 21, 2014	139,168
94,595 EUR	Term Loan, 6.80%, Maturing February 21, 2015	131,505
35,135 EUR	Term Loan, 6.80%, Maturing February 21, 2015	48,845
72,973 EUR	Term Loan, 6.80%, Maturing February 21, 2015	101,447
297,297 EUR	Term Loan, 6.80%, Maturing February 21, 2015	413,302
Select Medical Holding Corp.		
490,000	Term Loan, 7.36%, Maturing February 24, 2012	489,192
Vanguard Health Holding Co., LLC		

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735,117	Term Loan, 7.60%, Maturing September 23, 2011		740,783
		\$ 14	1,027,256
Home Furnishings 0.7%			
Interline Brands, Inc.			
\$280,489	Term Loan, 7.07%, Maturing June 23, 2013	\$	281,015
194,022	Term Loan, 7.07%, Maturing June 23, 2013		194,386
Jarden Corp.			
365,933	Term Loan, 7.10%, Maturing January 24, 2012		367,127
205,969	Term Loan, 7.10%, Maturing January 24, 2012		206,398
Oreck Corp.			
451,807	Term Loan, 10.00%, Maturing February 2, 2012		440,512
Simmons Co.			
832,620	Term Loan, 7.43%, Maturing December 19, 2011		837,824
		\$ 2	2,327,262
	See notes to financial statements		

Principal Amount	Borrower/Tranche Description	Value
Industrial Equipment 1.4%	Bottowell Francisc Bescription	v arac
Alliance Laundry Holdings, LLC		
\$297,240	Term Loan, 7.57%, Maturing January 27, 2012	\$ 299,656
Douglas Dynamics Holdings, Inc.		
857,241	Term Loan, 7.10%, Maturing December 16, 2010	850,811
Generac Acquisition Corp.	T I 7.050 M. t N N 7	
371,250	Term Loan, 7.85%, Maturing November 7, 2013	371,807
Gleason Corp.		
179,394	Term Loan, 7.60%, Maturing June 30, 2013	180,908
200,000	Term Loan, 10.88%, Maturing December 31, 2013	202,250
John Maneely Co.		
593,831	Term Loan, 8.61%, Maturing December 8, 2013	595,686
PP Acquisition Corp.		,
1,047,502	Term Loan, 8.32%, Maturing November 12, 2011	1,052,740
Prysmian S.R.L.		
388,257 EUR	Term Loan, 6.35%, Maturing August 22, 2014	531,955
388,257 EUR	Term Loan, 6.85%, Maturing August 22, 2015	534,227
TFS Acquisition Corp.		
223,875	Term Loan, 8.85%, Maturing August 11, 2013	225,554
		\$ 4,845,594
Insurance 0.5%		
ARG Holding, Inc.	Term Loan, 12.63%, Maturing November 30,	
\$400,000	2012	\$ 406,250
CCC Information Services Group		
202,750	Term Loan, 7.85%, Maturing February 10, 2013	203,954
Conseco, Inc.	Town Loop 7 220/ Motoring October 10	
796,000	Term Loan, 7.32%, Maturing October 10, 2013	800,727
Crawford and Company		
378,952	Term Loan, 7.85%, Maturing October 31, 2013	382,031
		\$ 1,792,962
Leisure Goods / Activities / Movies 3.9%		
24 Hour Fitness Worldwide, Inc.		
\$400,950	Term Loan, 7.85%, Maturing June 8, 2012	\$ 403,707
AMC Entertainment, Inc.	Term Loan, 7.07%, Maturing January 26,	
567,813	2013	571,197
Augustus 2, Ltd.		
383,656 GBP	Term Loan, 7.86%, Maturing June 22, 2014	768,933

349,970 GBP	Term Loan, 8.36%, Maturing June 22, 2015	704,918
Bombardier Recreational Product	Term Boun, 6.50 %, Maturing June 22, 2015	701,910
524,051	Term Loan, 7.86%, Maturing June 28, 2013	528,145
Cedar Fair, L.P.		2-2,112
868,438	Term Loan, 7.32%, Maturing August 30, 2012	877,665
Cinemark, Inc.		
1,044,750	Term Loan, 7.13%, Maturing October 5, 2013	1,050,119
Principal Amount	Borrower/Tranche Description	Value
Leisure Goods / Activities / Movies (continued)		
Deluxe Entertainment Services		
\$281,250	Term Loan, 8.35%, Maturing January 28, 2011	\$ 296,719
Metro-Goldwyn-Mayer Holdings, Inc.		
2,143,350	Term Loan, 8.60%, Maturing April 8, 2012	2,148,207
National Cinemedia, LLC		
225,000	Term Loan, 7.09%, Maturing February 13, 2015	225,412
Red Football, Ltd.		
500,000 GBP	Term Loan, 8.16%, Maturing August 16, 2014	1,002,425
500,000 GBP	Term Loan, 8.41%, Maturing August 16, 2015	1,006,592
Revolution Studios	2013	1,000,372
456,331	Term Loan, 9.07%, Maturing December 21, 2014	459,753
Revolution Studios Distribution Co., LLC		
225,000	Term Loan, 12.32%, Maturing June 21, 2015	227,250
Six Flags Theme Parks, Inc.		
1,467,311	Term Loan, 8.60%, Maturing June 30, 2009	1,478,928
Universal City Development Partners, Ltd.		
925,455	Term Loan, 7.36%, Maturing June 9, 2011	931,239
WMG Acquisition Corp.		
979,405	Term Loan, 7.36%, Maturing February 28, 2011	984,424
		\$ 13,665,633
Lodging and Casinos 2.6%		
Bally Technologies, Inc.		
\$983,281	Term Loan, 8.61%, Maturing September 5, 2009	\$ 993,113
Fairmont Hotels and Resorts, Inc.		
150,065	Term Loan, 8.57%, Maturing May 12, 2011	151,378
Gala Electric Casinos, Ltd.		
840,479 GBP	Term Loan, 8.11%, Maturing December 12, 2013	1,701,069
840,479 GBP	Term Loan, 8.61%, Maturing December 12, 2014	1,707,592
Isle of Capri Casinos, Inc.	2017	1,707,392
960.089	Term Loan, 7.07%, Maturing February 4, 2012	967,530
Penn National Gaming, Inc.		,
1,393,775	Term Loan, 7.11%, Maturing October 3, 2012	1,405,099
Pinnacle Entertainment, Inc.		,,
· ··· ··· <del>,</del>		

225,000	Term Loan, 0.00%, Maturing December 14, 2011 <sup>(2)</sup>	225,316
200,000	Term Loan, 7.32%, Maturing December 14, 2011	201,771
Venetian Casino Resort, LLC		
1,243,590	Term Loan, 7.09%, Maturing June 15, 2011	1,249,927
256,410	Term Loan, 7.09%, Maturing June 15, 2011	257,717
VML US Finance, LLC		
	Term Loan, 8.10%, Maturing May 25,	
133,333	$2012^{(2)}$	134,208
266,667	Term Loan, 7.60%, Maturing May 25, 2013	269,667
		\$ 9.264.387

See notes to financial statements

Solitories   Sol	Principal Amount	Borrower/Tranche Description	Value
Almatis Holdings 5 BV  233,715 EUR 233,715 EUR 230,000 EUR 250,000 EUR 261,000		Borrower/Tranche Description	v aluc
Term Loan, 6.34%, Maturing December 21, 2013   \$325,512   \$20,000 EUR   2014   2014   346,774   2014   346,774   2014   346,774   2014   346,774   2014   346,774   2014   346,774   2014   2015   366,80%   2016   2018   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019   2019			
Term Loan, 6.84%, Maturing December 21, 2014		· · · · · · · · · · · · · · · · · · ·	\$ 325.512
Euramax International, Inc.  167,105 Term Loan, 12,35%, Maturing June 28, 2013 165,800 82,895 Term Loan, 12,35%, Maturing June 28, 2013 182,247  Freeport-McMoran Copper and Gold 1,345,760 Term Loan, 7,70%, Maturing March 19, 2014 1,351,287  Murray Energy Corp.  Term Loan, 8,36%, Maturing January 28, 735,000 2010 744,188  Novelis, Inc.  518,432 Term Loan, 7,61%, Maturing January 6, 2012 520,052  Novelis, Inc.  518,432 Term Loan, 7,61%, Maturing January 6, 2012 299,424  Novelis, Inc., Sr. Notes  289,491 Term Loan, 7,61%, Maturing January 6, 2012 299,424  Novelis, Inc., Sr. Notes  289,871 2012 299,424  Conche Resources, Inc.  5575,000 Term Loan, 10,11%, Maturing October 26, 299,871 2013 2013 2014  Ferm Loan, 8,60%, Maturing March 27, 2012 \$76,078  EI Paso Corp.  375,000 Term Loan, 5,23%, Maturing July 31, 2011 377,285  EI Paso Corp.  375,000 Term Loan, 7,35%, Maturing July 31, 2011 496,836  Mach General, LLC  Term Loan, 7,35%, Maturing February 22, 2013 18,776  Term Loan, 7,36%, Maturing February 22, 2014 180,978  Nisa Cas Storage  4,818 Term Loan, 7,07%, Maturing May 13, 2011 44,958  7,272 Term Loan, 7,07%, Maturing May 13, 2011 44,958  7,272 Term Loan, 7,07%, Maturing May 13, 2011 66,370  Term Loan, 7,09%, Matur		Term Loan, 6.84%, Maturing December 21,	
167,105         Term Loan, 12,35%, Maturing June 28, 2013         165,800           82,895         Term Loan, 12,35%, Maturing June 28, 2013         82,247           Freeport-McMoran Copper and Gold         1,345,760         Term Loan, 7,07%, Maturing March 19, 2014         1,351,287           Murray Energy Corp.         Term Loan, 8,36%, Maturing January 28, 2010         744,188           Novelis, Inc.         Term Loan, 7,61%, Maturing January 6, 2012         520,052           Novelis, Inc., Sr. Notes         Term Loan, 7,61%, Maturing January 6, 2012         299,424           Thompson Creek Metals Co.         Term Loan, 10.11%, Maturing October 26, 2012         298,871         2012         294,944           Concho Resources, Inc.         S55,000         Term Loan, 8,60%, Maturing March 27, 2012         \$ 56,078           El Paso Corp.         375,000         Term Loan, 5,23%, Maturing July 31, 2011         377,285           Key Energy Services, Inc.         493,750         Term Loan, 7,35%, Maturing July 31, 2011         377,285           Mach General, LLC         18,750         2013         18,776         2013         18,776         2013         18,776 <t< td=""><td></td><td>2017</td><td>340,774</td></t<>		2017	340,774
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Term Loan, 8.36%, Maturing January 28, 210   744,188     Novelis, Inc.     S18,432   Term Loan, 7.61%, Maturing January 6, 2012   520,052     Novelis, Inc., Sr. Notes     298,491   Term Loan, 7.61%, Maturing January 6, 2012   299,424     Thompson Creek Metals Co.	•	Term Loan, 7.07%, Maturing March 19, 2014	1,551,207
Novelis, Inc.  518,432 Term Loan, 7.61%, Maturing January 6, 2012 520,052  Novelis, Inc., Sr. Notes  298,491 Term Loan, 7.61%, Maturing January 6, 2012 299,424  Thompson Creek Metals Co.  289,871 2012 294,944	Mariay Energy Corp.	Term Loan, 8.36%, Maturing January 28,	
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180,797       2014       180,978         Niska Gas Storage       44,818       Term Loan, 7.07%, Maturing May 13, 2011       44,958         72,727       Term Loan, 7.07%, Maturing May 13, 2011       72,955         66,163       Term Loan, 7.09%, Maturing May 13, 2011       66,370         381,631       Term Loan, 7.09%, Maturing May 12, 2013       382,824         Petroleum Geo-Services ASA         Term Loan, 7.60%, Maturing December 16, 2012       223,906         Primary Natural Resources, Inc.	18,750		18,776
Niska Gas Storage  44,818 Term Loan, 7.07%, Maturing May 13, 2011 44,958  72,727 Term Loan, 7.07%, Maturing May 13, 2011 72,955  66,163 Term Loan, 7.09%, Maturing May 13, 2011 66,370  381,631 Term Loan, 7.09%, Maturing May 12, 2013 382,824  Petroleum Geo-Services ASA  Term Loan, 7.60%, Maturing December 16,  222,129 2012 223,906  Primary Natural Resources, Inc.	180,797		180,978
44,818       Term Loan, 7.07%, Maturing May 13, 2011       44,958         72,727       Term Loan, 7.07%, Maturing May 13, 2011       72,955         66,163       Term Loan, 7.09%, Maturing May 13, 2011       66,370         381,631       Term Loan, 7.09%, Maturing May 12, 2013       382,824         Petroleum Geo-Services ASA         Term Loan, 7.60%, Maturing December 16, 2012       223,906         Primary Natural Resources, Inc.			,
72,727 Term Loan, 7.07%, Maturing May 13, 2011 72,955 66,163 Term Loan, 7.09%, Maturing May 13, 2011 66,370 381,631 Term Loan, 7.09%, Maturing May 12, 2013 382,824 Petroleum Geo-Services ASA  Term Loan, 7.60%, Maturing December 16, 222,129 2012 223,906 Primary Natural Resources, Inc.		Term Loan, 7.07%, Maturing May 13, 2011	44,958
66,163 Term Loan, 7.09%, Maturing May 13, 2011 66,370 381,631 Term Loan, 7.09%, Maturing May 12, 2013 382,824  Petroleum Geo-Services ASA  Term Loan, 7.60%, Maturing December 16, 222,129 2012 223,906  Primary Natural Resources, Inc.			
381,631 Term Loan, 7.09%, Maturing May 12, 2013 382,824  Petroleum Geo-Services ASA  Term Loan, 7.60%, Maturing December 16, 222,129 2012 223,906  Primary Natural Resources, Inc.			
Petroleum Geo-Services ASA  Term Loan, 7.60%, Maturing December 16, 222,129 2012  223,906  Primary Natural Resources, Inc.			
Term Loan, 7.60%, Maturing December 16, 222,129 2012 223,906  Primary Natural Resources, Inc.		<b>5 y</b> 7	,
			223,906
495,000 Term Loan, 9.32%, Maturing July 28, 2010 <sup>(3)</sup> 491,288	Primary Natural Resources, Inc.		
	495,000	Term Loan, 9.32%, Maturing July 28, 2010 <sup>(3)</sup>	491,288
Targa Resources, Inc.	Targa Resources, Inc.	·	
Term Loan, 5.23%, Maturing October 31, 87,903 2012 88,611		· · · · · · · · · · · · · · · · · · ·	88,611

538,890

Term Loan, 7.36%, Maturing October 31, 2012

543,227 \$ 3,564,092

Principal   Borrower/Franche Description   Value   Publishing 47%   American Media Operations, Inc.   Term Loan, 8.59%, Maturing January 31, \$1,000,202   2013   \$1,000,292   2015   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2016   2			
Publishing   4.7%   American Media Operations, Inc.	•	Borrower/Tranche Description	Value
Term Loam, 8.59%, Maturing January 31,   \$1,000,292	Publishing 4.7%		
\$\$\\$0,000,000\$ 2013 \$\$\\$0,000\$ 2014\$\$\$\\$0,000\$ 2014\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$\$	American Media Operations, Inc.		
CBD Media, LLC  Term Loan, 7.82%, Maturing December 31, 2009 Term Loan, 7.10%, Maturing August 28, 2014 Term Loan, 7.10%, Maturing August 28, 2014 Term Loan, 7.11%, Maturing August 28, 2014 Term Loan, 7.11%, Maturing August 28, 2015 Term Loan, 7.11%, Maturing August 28, 2016 Term Loan, 7.11%, Maturing August 28, 2017 Term Loan, 7.11%, Maturing August 28, 2018 Term Loan, 7.15%, Maturing November 17, 2018 Term Loan, 7.35%, Maturing November 17, 2018 Term Loan, 7.35%, Maturing November 17, 2019 Term Loan, 7.33%, Maturing October 4, 2010 Term Loan, 7.33%, Maturing October 4, 2010 Term Loan, 7.09%, Maturing August 2, 2013 273, 222  Medianewas Group, Inc. 272,038 Term Loan, 7.09%, Maturing August 2, 2013 273, 222  Medianewas Group, Inc. 272,038 Term Loan, 6.04%, Maturing October 10, 2010 EUR 2014 346, 12 2010 EUR 2015 August 2, 2013 346, 118  Perm Loan, 6.04%, Maturing October 10, 2016 Term Loan, 6.04%, Maturing October 10, 2018 Term Loan, 6.04%, Maturing March 4, 2011 735, 341  Philadelphia Newspapers, LLC 272,038 Term Loan, 7.35%, Maturing March 4, 2011 735, 341  Philadelphia Newspapers, LLC 272,039 Term Loan, 8.10%, Maturing June 29, 2013 216, 325  Reader's Digest Association 272,000 Term Loan, 8.10%, Maturing March 2, 2014 227, 313  Reverdeep Interactive Learning USA, Inc. 272,000 Term Loan, 8.10%, Maturing March 2, 2014 227, 313  Reverdeep Interactive Learning USA, Inc. 272,000 Term Loan, 8.10%, Maturing March 2, 2014 20, 20, 385, 715  Sea Pagine Gialle Spa 272,125 EUR Term Loan, 8.10%, Maturing March 2, 2014 20, 656, 273  PNewsprint Co. 272,125 EUR Term Loan, 8.10%, Maturing March 2, 2014 20, 20, 20, 20, 20, 20, 20, 20, 20, 20,	\$1,000,000	· · · · · · · · · · · · · · · · · · ·	\$ 1,007,292
Trim Loan, 7.82%, Maturing December 31, 2009   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047   724,047		2013	Ψ 1,007,272
Gatchoose Media Operating, Inc.         Term Loan, 7.10%, Maturing August 28, 174,289           175,000         2014 Term Loan, 7.11%, Maturing August 28, 373,477           375,000         2016 Term Loan, 7.35%, Maturing November 17, 2014 (1859,743)           1,845,375         2014 Term Loan, 7.35%, Maturing November 17, 2014 (1859,743)           1,845,375         2014 Term Loan, 7.35%, Maturing October 4, 2014 (1859,743)           489,035         Term Loan, 7.09%, Maturing October 4, 2014 (1859,742)           489,035         Term Loan, 6.14%, Maturing August 2, 2013 (1859,742)           Medianews Group, Inc.         Term Loan, 6.14%, Maturing October 10, 2014 (1859,742)           250,000 EUR         2014 (1859,742)           250,000 EUR         2015 (1859,742)           250,000 EUR         2015 (1859,742)           250,000 EUR         2015 (1859,742)           250,000 EUR         2015 (1859,742)           250,000 EUR         Term Loan, 6.64%, Maturing March 4, 2011 (1859,743)           250,000 EUR         Term Loan, 8.10%, Maturing June 29, 2013 (1859,743)           21,51,22         Term Loan, 8.10%, Maturing June 29, 2013 (1859,743)           21,51,25         Term Loan, 8.10%, Maturing June 29, 2013 (1859,743)           21,61,61         Term Loan, 8.10%, Maturing March 2, 2014 (1859,743)           28,91 Eur Loan, 5.32%, Maturing June 29, 2012 (1859,743) <t< td=""><td></td><td>Term Loan, 7.82%, Maturing December 31,</td><td></td></t<>		Term Loan, 7.82%, Maturing December 31,	
Term Loan, 7.10%, Maturing August 28,   174,289   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014   2014		2009	724,047
175,000   2014   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477   373,477	Gatehouse Media Operating, Inc.	Term Loan 7 10% Maturing August 28	
1975,000   2014   373,477   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014   1014	175,000	The state of the s	174,289
Idearc, Inc.	275.000		272 477
Term Loan, 7.35%, Maturing November 17, 2014   1,859,743     Josten's Corp.		2014	3/3,4//
1,845,375     2014     1,859,743       Josten's Crop.     Term Loan, 7,33%, Maturing October 4, 2010     854,342       849,035     Term Loan, 7,09%, Maturing August 2, 2013     273,222       Mediannuaire Holding     Term Loan, 6,14%, Maturing October 10, 2014     346,412       250,000 EUR     2014     346,412       250,000 EUR     2015     348,118       Nebrask Book Co, Inc.     Term Loan, 6,46%, Maturing October 10, 2015     348,118       Nebrask Book Co, Inc.     Term Loan, 7,83%, Maturing March 4, 2011     735,341       Philadelphia Newspapers, LLC     Term Loan, 8,10%, Maturing June 29, 2013     216,432       Reader's Digest Association     Term Loan, 8,10%, Maturing March 2, 2014     927,313       Reverdeep Interactive Learning USA, Inc.     Term Loan, 8,10%, Maturing December 20, 2013     855,715       849,119     2015     Term Loan, 8,10%, Maturing December 20, 2014     855,715       849,119     2016     855,715     200,00       Seat Pagine Gialle Spa     Term Loan, 6,22%, Maturing May 25, 2012     2,169,567       SP Newsprint Co.     Term Loan, 6,22%, Maturing January 9, 2013     2,66,273       20,200     Term Loan, 7,10%, Maturing January 9, 2013     2,073,781       20,200     Term Loan, 7,10%, Maturing March 2, 2014     2,073,781       20,000     Term Loan, 7,10%, Maturing March 2, 2014	idearc, inc.	Term Loan, 7.35%, Maturing November 17,	
Term Loan, 7.33%, Maturing October 4, 854,342	1,845,375		1,859,743
849,035         2011         854,342           Medianews Group, Inc.         Term Loan, 7.09%, Maturing August 2, 2013         273,222           Mediannuaire Holding         Term Loan, 6.14%, Maturing October 10, 2014         346,412           250,000 EUR         2015         348,118           Nebraska Book Co., Inc.         Term Loan, 6.64%, Maturing October 10, 2015         348,118           Philadelphia Newspapers, LLC         215,132         Term Loan, 7.83%, Maturing March 4, 2011         75,341           Philadelphia Newspapers, LLC         215,132         Term Loan, 8.10%, Maturing June 29, 2013         216,432           Reader's Digest Association         Term Loan, 7.38%, Maturing March 2, 2014         927,313           Review Gialle Spa         Term Loan, 8.10%, Maturing March 2, 2014         25,751           Seat Pagine Gialle Spa         Term Loan, 6.22%, Maturing January 9,         21,09,567           SP Newsprint Co.         Term Loan, 5.32%, Maturing January 9,         20,000         20,000         Term Loan, 7.10%, Maturing March 2, 2014         20,003,781           Valussis Co	Josten's Corp.	Tana Laur 7 226/ March 2011 4	
Medianews Group, Inc.         Term Loan, 7.09%, Maturing August 2, 2013         273,222           Mediannuaire Holding         Term Loan, 6.14%, Maturing October 10, 2014         346,412           250,000 EUR         2014         346,412           250,000 EUR         2015         348,118           Nebraska Book Co., Inc.         Term Loan, 6.64%, Maturing October 10, 348,118           728,963         Term Loan, 7.83%, Maturing March 4, 2011         735,341           Philadelphia Newspapers, LLC         Term Loan, 8.10%, Maturing June 29, 2013         216,432           Reader's Digest Association         Term Loan, 7.38%, Maturing March 2, 2014         927,313           Riverdeep Interactive Learning USA, Inc.         Term Loan, 8.10%, Maturing December 20, 2013         855,715           849,119         Term Loan, 8.10%, Maturing December 20, 2013         855,715           849,119         Term Loan, 6.22%, Maturing May 25, 2012         2,169,567           SP Newsprint Co.         Term Loan, 5.32%, Maturing May 25, 2012         2,169,567           SP Newsprint Co.         Term Loan, 5.32%, Maturing January 9, 2010         656,273           Valassis Communications, Inc.         Term Loan, 7.10%, Maturing March 2, 2014         200,458           World Directories ACQI Corp.         Term Loan, 7.10%, Maturing November 29, 2013         2,073,781           X	849.035	•	854.342
272,938         Term Loan, 7.09%, Maturing August 2, 2013         273,222           Mediannuaire Holding         Term Loan, 6.14%, Maturing October 10, 2014         346,412           250,000 EUR         2014         346,412           250,000 EUR         348,118           Nebraska Book Co., Inc.         Term Loan, 7.83%, Maturing March 4, 2011         735,341           Philadelphia Newspapers, LLC         Term Loan, 8.10%, Maturing June 29, 2013         216,432           Reader's Digest Association         Term Loan, 7.38%, Maturing March 2, 2014         927,313           Riverdeep Interactive Learning USA, Inc.         Term Loan, 8.10%, Maturing December 20, 2013         855,715           Seat Pagine Gialle Spa         Term Loan, 6.22%, Maturing May 25, 2012         2,169,567           SP Newsprint Co.         Term Loan, 6.23%, Maturing January 9, 2013         656,673           Valassis Communications, Inc.         Term Loan, 7.10%, Maturing March 2, 2014         200,458           Valosis Communications, Inc.         Term Loan, 7.10%, Maturing November 29, 2010         2,073,781           Valosio Communications, Inc.         Term Loan, 7.10%, Maturing November 29, 2073,781         2,073,781           Valosio Communications, Inc.         Term Loan, 7.10%, Maturing November 29, 2073,781         2,073,781           Valosio Communications, Inc.         Term Loan, 7.10%, Maturing November			
Mediannuaire Holding         Term Loan, 6.14%, Maturing October 10, 2014 346,412           250,000 EUR         2015 348,118           250,000 EUR         348,118           Nebraska Book Co., Inc.         Term Loan, 7.83%, Maturing March 4, 2011 735,341           Philadelphia Newspapers, LLC         Term Loan, 8.10%, Maturing June 29, 2013 216,432           Reader's Digest Association         Term Loan, 7.38%, Maturing March 2, 2014 927,313           Riverdeep Interactive Learning USA, Inc.         Term Loan, 8.10%, Maturing December 20, 2013 855,715           849,119         2013 855,715           Seat Pagine Gialle Spa         Term Loan, 6.22%, Maturing Mary 25, 2012 2,169,567           SP Newsprint Co.         Term Loan, 5.32%, Maturing January 9, 652,602 2010 656,273           Valassis Communications, Inc.         Term Loan, 7.10%, Maturing March 2, 2014 200,458           Valosis Communications, Inc.         Term Loan, 7.10%, Maturing March 2, 2014 200,458           Valos Communications, Inc.         Term Loan, 7.10%, Maturing November 29, 2073,781           Valos Communications, Inc.         Term Loan, 7.10%, Maturing November 29, 2073,781           Valos Communications, Inc.         Term Loan, 7.10%, Maturing September 27, 2073,781           Valos Communications, Inc.         Term Loan, 7.10%, Maturing September 27, 2073,781           Valos Communications, Inc.         Term Loan, 7.10%, Maturing September 27, 2073,781	•	Term Loan, 7.09%, Maturing August 2, 2013	273,222
250,000 EUR 2014 346,412 250,000 EUR 348,118  Nebraska Book Co., Inc.  728,963 Term Loan, 7.83%, Maturing March 4, 2011 735,341  Philadelphia Newspapers, LLC 215,132 Term Loan, 8.10%, Maturing June 29, 2013 216,432  Reader's Digest Association  925,000 Term Loan, 7.38%, Maturing March 2, 2014 927,313  Riverdeep Interactive Learning USA, Inc.  849,119 2013 855,715  Seat Pagine Gialle Spa  1,574,725 EUR Term Loan, 8.10%, Maturing June 29, 2012 2,169,567  SP Newsprint Co.  652,602 2010 Term Loan, 5.32%, Maturing Junuary 9, 2019 2,169,567  SP Newsprint Co.  652,602 2010 Term Loan, 5.32%, Maturing Junuary 9, 2019 2,169,567  Valassis Communications, Inc.  200,000 Term Loan, 7.10%, Maturing March 2, 2014 200,458  World Directories ACQI Corp.  1,500,000 EUR 2010 710, Maturing November 29, 2013 2,073,781  Xsys, Inc.  1,000,000 EUR 2014 303, Maturing September 27, 2014 1,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902  450,000 EUR Term Loan, 6.44%, Maturing June 30, 2014 624,841	Mediannuaire Holding		
250,000 EUR  Nebraska Book Co., Inc.  728,963 Term Loan, 7.83%, Maturing March 4, 2011 735,341  Philadelphia Newspapers, LLC  15,132 Term Loan, 8.10%, Maturing June 29, 2013 216,432  Reader's Digest Association  925,000 Term Loan, 7.38%, Maturing March 2, 2014 927,313  Riverdeep Interactive Learning USA, Inc.  849,119 2013 855,715  Seat Pagine Gialle Spa  1,574,725 EUR Term Loan, 6.22%, Maturing May 25, 2012 2,169,567  SP Newsprint Co.  652,602 2010 Term Loan, 5.32%, Maturing January 9, 656,273  Valassis Communications, Inc.  200,000 Term Loan, 7.10%, Maturing May 2, 2014 200,458  World Directories ACQI Corp.  1,500,000 EUR 2013 2013 2,073,781  Xsys, Inc.  1 Term Loan, 7.10%, Maturing September 27, 2017,3781  Xsys, Inc.  1 Term Loan, 7.03%, Maturing September 27, 2018,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.44%, Maturing June 30, 2014 624,841	250,000 EUR	•	346,412
728,963     Term Loan, 7.83%, Maturing March 4, 2011     735,341       Philadelphia Newspapers, LLC       215,132     Term Loan, 8.10%, Maturing June 29, 2013     216,432       Reader's Digest Association     Perm Loan, 7.38%, Maturing March 2, 2014     927,313       Riverdeep Interactive Learning USA, Inc.     Term Loan, 8.10%, Maturing December 20, 2013     855,715       849,119     2013     855,715       Seat Pagine Gialle Spa     Term Loan, 6.22%, Maturing May 25, 2012     2,169,567       SP Newsprint Co.     Term Loan, 5.32%, Maturing January 9, 2010     656,273       652,602     2010     656,273       Valassis Communications, Inc.     Term Loan, 7.10%, Maturing March 2, 2014     200,458       World Directories ACQI Corp.     Term Loan, 7.10%, Maturing November 29, 2013     2,073,781       Xsys, Inc.     Term Loan, 7.03%, Maturing September 27, 2014     1,388,917       YBR Acquisition BV     Term Loan, 6.34%, Maturing June 30, 2013     622,902       450,000 EUR     Term Loan, 6.84%, Maturing June 30, 2014     624,841	250,000 EUR	· · · · · · · · · · · · · · · · · · ·	348,118
Philadelphia Newspapers, LLC         Term Loan, 8.10%, Maturing June 29, 2013         216,432           Reader's Digest Association         Term Loan, 7.38%, Maturing March 2, 2014         927,313           P35,000         Term Loan, 8.10%, Maturing March 2, 2014         927,313           Riverdeep Interactive Learning USA, Inc.         Term Loan, 8.10%, Maturing December 20, 2013         855,715           849,119         2013         855,715           Seat Pagine Gialle Spa         1,574,725 EUR         Term Loan, 6.22%, Maturing May 25, 2012         2,169,567           SP Newsprint Co.         Term Loan, 5.32%, Maturing January 9, 2010         652,602         656,273           Valassis Communications, Inc.         Term Loan, 7.10%, Maturing March 2, 2014         200,458           World Directories ACQI Corp.         Term Loan, 7.10%, Maturing November 29, 2013         2,073,781           Xsys, Inc.         Term Loan, 7.03%, Maturing September 27, 2014         1,388,917           YBR Acquisition BV         Term Loan, 6.34%, Maturing June 30, 2013         622,902           450,000 EUR         Term Loan, 6.84%, Maturing June 30, 2014         624,841	Nebraska Book Co., Inc.		
215,132 Term Loan, 8.10%, Maturing June 29, 2013  Reader's Digest Association  925,000 Term Loan, 7.38%, Maturing March 2, 2014  927,313  Riverdeep Interactive Learning USA, Inc.  849,119 2013 855,715  Seat Pagine Gialle Spa  1,574,725 EUR Term Loan, 6.22%, Maturing May 25, 2012 2,169,567  SP Newsprint Co.  652,602 Term Loan, 5.32%, Maturing January 9, 2010  652,602 2010 656,273  Valassis Communications, Inc.  200,000 Term Loan, 7.10%, Maturing March 2, 2014 200,458  World Directories ACQI Corp.  1,500,000 EUR  2013 Term Loan, 7.10%, Maturing November 29, 2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 2014 1,388,917  YBR Acquisition BV  450,000 EUR  Term Loan, 6.34%, Maturing June 30, 2013 622,902  450,000 EUR  Term Loan, 6.84%, Maturing June 30, 2014 624,841	728,963	Term Loan, 7.83%, Maturing March 4, 2011	735,341
Reader's Digest Association         925,000       Term Loan, 7.38%, Maturing March 2, 2014       927,313         Riverdeep Interactive Learning USA, Inc.       Term Loan, 8.10%, Maturing December 20, 2013       855,715         849,119       2013       855,715         Seat Pagine Gialle Spa       Term Loan, 6.22%, Maturing May 25, 2012       2,169,567         SP Newsprint Co.       Term Loan, 5.32%, Maturing January 9, 2010       656,273         652,602       2010       Term Loan, 7.10%, Maturing March 2, 2014       200,458         World Directories ACQI Corp.       Term Loan, 7.10%, Maturing November 29, 2013       2,073,781         Xsys, Inc.       Term Loan, 7.03%, Maturing September 27, 2014       1,388,917         YBR Acquisition BV       Term Loan, 6.34%, Maturing June 30, 2013       622,902         450,000 EUR       Term Loan, 6.84%, Maturing June 30, 2014       624,841	Philadelphia Newspapers, LLC		
925,000 Term Loan, 7.38%, Maturing March 2, 2014 927,313  Riverdeep Interactive Learning USA, Inc.  Term Loan, 8.10%, Maturing December 20, 2013 855,715  Seat Pagine Gialle Spa  1,574,725 EUR Term Loan, 6.22%, Maturing May 25, 2012 2,169,567  SP Newsprint Co.  Term Loan, 5.32%, Maturing January 9, 2010 656,273  Valassis Communications, Inc.  200,000 Term Loan, 7.10%, Maturing March 2, 2014 200,458  World Directories ACQI Corp.  Term Loan, 7.10%, Maturing November 29, 2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 2014 1,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902  450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841	215,132	Term Loan, 8.10%, Maturing June 29, 2013	216,432
Riverdeep Interactive Learning USA, Inc.  Term Loan, 8.10%, Maturing December 20, 2013  849,119  Seat Pagine Gialle Spa  1,574,725 EUR  Term Loan, 6.22%, Maturing May 25, 2012  2,169,567  SP Newsprint Co.  Term Loan, 5.32%, Maturing January 9, 25,202  2010  652,602  2010  Term Loan, 7.10%, Maturing March 2, 2014  200,458  World Directories ACQI Corp.  Term Loan, 7.10%, Maturing November 29, 2013  2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 2014  1,000,000 EUR  Term Loan, 7.03%, Maturing September 27, 2014  2014  Term Loan, 7.03%, Maturing September 27, 2014  2015  Term Loan, 7.03%, Maturing September 27, 2014  Term Loan, 7.03%, Maturing September 27, 2014  Term Loan, 7.03%, Maturing June 30, 2013  622,902  450,000 EUR  Term Loan, 6.34%, Maturing June 30, 2014  624,841	Reader's Digest Association		
Term Loan, 8.10%, Maturing December 20, 2013   855,715	925,000	Term Loan, 7.38%, Maturing March 2, 2014	927,313
849,119       2013       855,715         Seat Pagine Gialle Spa       1,574,725 EUR       Term Loan, 6.22%, Maturing May 25, 2012       2,169,567         SP Newsprint Co.         Term Loan, 5.32%, Maturing January 9,         652,602       2010       656,273         Valassis Communications, Inc.         200,000       Term Loan, 7.10%, Maturing March 2, 2014       200,458         World Directories ACQI Corp.         Term Loan, 7.10%, Maturing November 29,       2,073,781         Xsys, Inc.         Term Loan, 7.03%, Maturing September 27,       2,073,781         Xsys, Inc.         Term Loan, 7.03%, Maturing September 27,       2,000,000 EUR       2,014       1,388,917         YBR Acquisition BV         450,000 EUR       Term Loan, 6.34%, Maturing June 30, 2013       622,902         450,000 EUR       Term Loan, 6.84%, Maturing June 30, 2014       624,841	Riverdeep Interactive Learning USA, Inc.		
1,574,725 EUR Term Loan, 6.22%, Maturing May 25, 2012 2,169,567  SP Newsprint Co. Term Loan, 5.32%, Maturing January 9, 2010 652,602 2010 Term Loan, 7.32%, Maturing January 9, 200,000 Term Loan, 7.10%, Maturing March 2, 2014 200,458  World Directories ACQI Corp. Term Loan, 7.10%, Maturing November 29, 1,500,000 EUR 2013 2,073,781  Xsys, Inc. Term Loan, 7.03%, Maturing September 27, 2014 1,388,917  YBR Acquisition BV 450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902 450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841	849,119		855,715
SP Newsprint Co.  Term Loan, 5.32%, Maturing January 9, 2010  652,602  Valassis Communications, Inc.  200,000  Term Loan, 7.10%, Maturing March 2, 2014  200,458  World Directories ACQI Corp.  Term Loan, 7.10%, Maturing November 29, 2013  2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 1,000,000 EUR  2014  1,388,917  YBR Acquisition BV  450,000 EUR  Term Loan, 6.34%, Maturing June 30, 2013  622,902  450,000 EUR  Term Loan, 6.84%, Maturing June 30, 2014  624,841	Seat Pagine Gialle Spa		
Term Loan, 5.32%, Maturing January 9, 2010 655,273  Valassis Communications, Inc.  200,000 Term Loan, 7.10%, Maturing March 2, 2014 200,458  World Directories ACQI Corp.  Term Loan, 7.10%, Maturing November 29, 2013 2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 2014 1,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902  450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841	1,574,725 EUR	Term Loan, 6.22%, Maturing May 25, 2012	2,169,567
652,602 2010 656,273  Valassis Communications, Inc.  200,000 Term Loan, 7.10%, Maturing March 2, 2014 200,458  World Directories ACQI Corp.  Term Loan, 7.10%, Maturing November 29, 1,500,000 EUR 2013 2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 1,000,000 EUR 2014 1,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902  450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841	SP Newsprint Co.		
Valassis Communications, Inc.         200,000       Term Loan, 7.10%, Maturing March 2, 2014       200,458         World Directories ACQI Corp.       Term Loan, 7.10%, Maturing November 29, 2,073,781         1,500,000 EUR       2013       2,073,781         Xsys, Inc.       Term Loan, 7.03%, Maturing September 27, 2014       1,388,917         YBR Acquisition BV       450,000 EUR       Term Loan, 6.34%, Maturing June 30, 2013       622,902         450,000 EUR       Term Loan, 6.84%, Maturing June 30, 2014       624,841	652.602	· · · · · · · · · · · · · · · · · · ·	656.273
200,000 Term Loan, 7.10%, Maturing March 2, 2014 200,458  World Directories ACQI Corp.  Term Loan, 7.10%, Maturing November 29, 2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 1,000,000 EUR 2014 1,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902 450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841			230,273
World Directories ACQI Corp.  Term Loan, 7.10%, Maturing November 29, 1,500,000 EUR  2013  2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 1,000,000 EUR  2014  1,388,917  YBR Acquisition BV  450,000 EUR  Term Loan, 6.34%, Maturing June 30, 2013  622,902  450,000 EUR  Term Loan, 6.84%, Maturing June 30, 2014  624,841		Term Loan, 7.10%, Maturing March 2, 2014	200,458
Term Loan, 7.10%, Maturing November 29, 2013 2,073,781  Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 2014 1,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902 450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841		,	,
Xsys, Inc.  Term Loan, 7.03%, Maturing September 27, 1,000,000 EUR  2014  1,388,917  YBR Acquisition BV  450,000 EUR  Term Loan, 6.34%, Maturing June 30, 2013  622,902  450,000 EUR  Term Loan, 6.84%, Maturing June 30, 2014  624,841			2,073,781
Term Loan, 7.03%, Maturing September 27, 2014 1,388,917  YBR Acquisition BV  450,000 EUR Term Loan, 6.34%, Maturing June 30, 2013 622,902  450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841			,,.
YBR Acquisition BV         450,000 EUR       Term Loan, 6.34%, Maturing June 30, 2013       622,902         450,000 EUR       Term Loan, 6.84%, Maturing June 30, 2014       624,841			1.388 917
450,000 EUR       Term Loan, 6.34%, Maturing June 30, 2013       622,902         450,000 EUR       Term Loan, 6.84%, Maturing June 30, 2014       624,841		2011	1,000,717
450,000 EUR Term Loan, 6.84%, Maturing June 30, 2014 624,841		Term Loan, 6.34%. Maturing June 30, 2013	622.902
		_	•
	,		\$ 16,432,482

Radio and Television 2.4%		
ALM Media Holdings, Inc.		
\$486,314	Term Loan, 7.85%, Maturing March 4, 2010	\$ 487,758
Block Communications, Inc.		
271,563	Term Loan, 7.35%, Maturing December 22, 2011	272,072
CMP KC, LLC		
490,594	Term Loan, 9.38%, Maturing May 5, 2013	493,660
	See notes to financial statements 10	

Principal Amount	Borrower/Tranche Description	Value
Radio and Television (continued)	Botto well, Transile Bosotipuon	, and
HEI Acquisition, LLC		
\$550,000	Term Loan, 9.36%, Maturing April 13, 2014	\$ 547,250
NEP II, Inc.	6 I	
175,000	Term Loan, 7.60%, Maturing February 16, 2014	176,230
Nexstar Broadcasting, Inc.		
388,137	Term Loan, 7.10%, Maturing October 1, 2012	387,925
367,724	Term Loan, 7.10%, Maturing October 1, 2012	367,523
PanAmSat Corp.	2012	307,625
696,500	Term Loan, 7.35%, Maturing January 3, 2014	702,747
Paxson Communications Corp.	Term Board, New Yor, Manually Conducting Canada, 50, 2011	702,717
850,000	Term Loan, 8.61%, Maturing January 15, 2012	870,188
SFX Entertainment		
444,375	Term Loan, 8.09%, Maturing June 21, 2013	446,597
Tyrol Acquisition 2 SAS	· ·	
250,000 EUR	Term Loan, 6.09%, Maturing January 19, 2015	345,818
250,000 EUR	Term Loan, 6.59%, Maturing January 19, 2016	347,265
Univision Communications, Inc.		
200,000	Term Loan, 7.82%, Maturing March 29, 2009	200,208
122,315	Term Loan, 0.00%, Maturing September 29, 2014 <sup>(2)</sup>	122,222
1,902,685	Term Loan, 7.61%, Maturing September 29, 2014	1,901,225
Young Broadcasting, Inc.	T 1 7 000 M 1 1 1 2	
245,625	Term Loan, 7.88%, Maturing November 3, 2012	247,007
495,000	Term Loan, 7.88%, Maturing November 3, 2012	497,784
		\$ 8,413,479
Retailers (Except Food and Drug) 1.4%		
Coinmach Laundry Corp.	T. J. 7,000 M D	
\$1,119,326	Term Loan, 7.88%, Maturing December 19, 2012	\$ 1,128,246
Harbor Freight Tools USA, Inc.		
498,750	Term Loan, 7.61%, Maturing July 15, 2010	502,906
Mapco Express, Inc.	<b>3</b> . ,	, ,
445,143	Term Loan, 8.07%, Maturing April 28, 2011	447,925
Mauser Werke GMBH & Co. KG	, , , , , , , , , , , , , , , , , , , ,	·
375,000	Term Loan, 8.09%, Maturing December 3, 2011	377,344
Neiman Marcus Group, Inc.		,
215,190	Term Loan, 7.35%, Maturing April 5, 2013	217,342
Oriental Trading Co., Inc.	, , , , , , , , , , , , , ,	217,012
300,000		306,000

	Term Loan, 11.36%, Maturing January 31, 2013	
471,438	Term Loan, 7.61%, Maturing July 31, 2013	472,911
Rent-A-Center, Inc.	, , , , , , , , , , , , , , , , , , ,	,
316,647	Term Loan, 7.12%, Maturing November 15, 2012	317,669
Rover Acquisition Corp.	T I 7.050/ Materia - Oatala 20	
423,938	Term Loan, 7.85%, Maturing October 26, 2013	427,761
Savers, Inc.		
102,278	Term Loan, 8.07%, Maturing August 11, 2012	103,301
116,192	Term Loan, 8.07%, Maturing August 11, 2012	117,354
Principal Amount	Domestical Transha Decariation	Valva
Amount Retailers (Except Food and Drug) (continued)	Borrower/Tranche Description	Value
Stewert Enterprises, Inc.		
\$348,664	Term Loan, 7.13%, Maturing November 19, 2011	\$ 349,971
The Yankee Candle Company, Inc.		
200,000	Term Loan, 7.35%, Maturing February 6, 2014	201,150
200,000	2017	\$ 4,969,880
Surface Transport 0.3%		4 1,202,000
Oshkosh Truck Corp.		
	Term Loan, 7.10%, Maturing December 6,	
\$548,625	2013	\$ 550,940
Sirva Worldwide, Inc.	Term Loan, 11.60%, Maturing December 1,	
322,082	2010	316,848
Vanguard Car Rental USA		
334,875	Term Loan, 8.35%, Maturing June 14, 2013	338,074 \$ 1,205,862
Telecommunications 2.7%		
American Cellular Corp.		
\$300,000	Term Loan, 7.32%, Maturing March 15, 2014	\$ 300,750
Asurion Corp.		
306,044	Term Loan, 8.32%, Maturing July 13, 2012	310,061
400,000	Term Loan, 11.57%, Maturing January 13, 2013	407,500
BCM Luxembourg, Ltd.	2013	-107,300
375,000 EUR	Term Loan, 6.40%, Maturing September 30, 2014	513,861
375,000 EUR	Term Loan, 6.78%, Maturing September 30, 2015	518,818
Cellular South, Inc.		,0 - 0
984,810	Term Loan, 7.07%, Maturing May 4, 2011	989,734
Centennial Cellular Operating Co., LLC		
692,695	Term Loan, 7.35%, Maturing February 9, 2011	699,045
Consolidated Communications, Inc.		
1,000,000	Term Loan, 7.10%, Maturing July 27, 2015	1,004,688
FairPoint Communications, Inc.	Term Loan, 7.13%, Maturing February 8, 2012	1,004,219
1,000,000		

495,556	Term Loan, 7.60%, Maturing October 31, 2012	498,227
Intelsat Bermuda, Ltd.		
300,000	Term Loan, 7.86%, Maturing February 1, 2014	301,446
Intelsat Subsuduary Holding Co.		
298,500	Term Loan, 7.35%, Maturing July 3, 2013	300,925
NTelos, Inc.		
483,944	Term Loan, 7.57%, Maturing August 24, 2011	486,969
Stratos Global Corp.		
321,750	Term Loan, 8.10%, Maturing February 13, 2012	323,627
Syniverse Holdings, Inc.		
283,778	Term Loan, 7.10%, Maturing February 15, 2012	284,310
Triton PCS, Inc.		
734,962	Term Loan, 8.57%, Maturing November 18, 2009	741,087

See notes to financial statements

## PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Principal Amount	Borrower/Tranche Description Value		
Telecommunications (continued)	•		
Windstream Corp.			
\$877,607	Term Loan, 6.86%, Maturing July 17, 2013	\$ 883,641	
		\$ 9,568,908	
Utilities 1.3%			
AEI Finance Holding, LLC			
\$75 A1 A	Term Loan, 8.25%, Maturing March 30,	¢ 75.015	
\$75,414	2012 Term Loan, 8.35%, Maturing March 30,	\$ 75,815	
574,586	2014	577,638	
Astoria Generating Co.			
375,000	Term Loan, 9.10%, Maturing August 23, 2013	379,557	
BRSP, LLC			
550,000	Term Loan, 8.37%, Maturing July 13, 2009	552,750	
Calpine Corp.			
250,000	DIP Loan, 7.59%, Maturing March 30, 2009	251,589	
Covanta Energy Corp.			
164,948	Term Loan, 5.28%, Maturing February 9, 2014	165,258	
225 052	Term Loan, 6.88%, Maturing February 9,	225 (00	
335,052	2014	335,680	
LSP General Finance Co., LLC	T. J. 7100 M A 1114 2012	11,000	
11,865	Term Loan, 7.10%, Maturing April 14, 2013	11,908	
266,667	Term Loan, 7.10%, Maturing April 14, 2013	267,667	
NRG Energy, Inc.	Term Loan, 7.35%, Maturing February 1,		
575,000	2013	579,911	
1,295,215	Term Loan, 7.35%, Maturing February 1, 2013	1,306,606	
1,293,213	2013	\$ 4,504,379	
Total Senior, Floating Rate Interests		φ +,50+,579	
(identified cost \$237,095,849)		\$ 243,738,144	
Mortgage Pass-Throughs 59.3% Principal Amount			
(000's omitted)	Security	Value	
Federal Home Loan Mortgage Corp.:			
\$3,268	6.15%, with maturity at 2027 <sup>(4)</sup>	\$ 3,343,483	
9,370	6.50%, with maturity at 2019 <sup>(4)</sup>	9,645,120	
23,226	7.00%, with various maturities to 2024 <sup>(4)</sup>	24,162,240	
5,939	7.50%, with maturity at 2024 <sup>(4)</sup>	6,377,948	
15,696	8.00%, with various maturities to 2031 <sup>(4)</sup>	16,764,307	
9,145	8.50%, with various maturities to 2031 <sup>(4)</sup>	9,964,676	
973	9.00%, with maturity at 2031	1,070,674	
983	9.50%, with various maturities to 2022	1,088,871	
2,283	11.50%, with maturity at 2019 <sup>(5)</sup>	2,542,515	
		\$ 74,959,834	

000's omitted)	Security	Value
Federal National Mortgage Association:		
54,601	6.405%, with maturity at 2032 <sup>(4)(6)</sup>	\$ 4,677,961
6,287	6.50%, with various maturities to 2028 <sup>(4)</sup>	16,724,873
1,556	7.00%, with various maturities to 2032 <sup>(4)</sup>	12,082,409
8,235	7.50%, with various maturities to 2030 <sup>(4)</sup>	19,285,377
5,527	8.00%, with various maturities to 2029	7,068,443
,350	8.50%, with maturity at 2027	1,435,881
,415	9.00%, with various maturities to 2028	1,569,459
3,546	9.50%, with various maturities to 2031 <sup>(4)</sup>	9,595,321
3,477	10.00%, with various maturities to 2031	3,907,773
,	,	\$ 76,347,497
Government National Mortgage Association:		Ţ . z,z , i / i
67,052	7.50%, with maturity at 2022	\$ 7,489,973
0,232	8.00%, with various maturities to 2027 <sup>(4)</sup>	10,004,997
1,827	9.00%, with maturity at 2026	5,393,541
888	9.50%, with maturity at 2025	985,948
,337	11.00%, with maturity at 2018	1,497,247
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	11.00 %, with maturity at 2010	\$ 25,371,706
Collateralized Mortgage Obligations:		φ 23,371,700
conactanzed wortgage obligations.	Federal Home Loan Mortgage Corp.,	
5 3,840	Series 2137, Class Z, 6.00%, 3/15/29 <sup>(4)</sup>	\$ 3,927,250
4,613	Federal Home Loan Mortgage Corp., Series 2167, Class BZ, 7.00%, 6/15/29 <sup>(4)</sup>	4,796,859
7,013	Federal Home Loan Mortgage Corp.,	4,770,037
922	Series 2214, Class NC, 11.057%, 8/15/21 <sup>(7)</sup>	1,016,769
5,930	Federal Home Loan Mortgage Corp., Series 2182, Class ZB, 8.00%, 9/15/29 <sup>(4)</sup>	6,296,673
	Federal National Mortgage Association,	
328	Series 1989-89, Class H, 9.00%, 11/25/19	357,866
757	Federal National Mortgage Association, Series 1991-122, Class N, 7.50%, 9/25/21	795,163
	Federal National Mortgage Association,	,,,,,,,,,
6,450	Series 1993-84, Class M, 7.50%, 6/25/23 <sup>(4)</sup>	6,879,561
	Federal National Mortgage Association,	
2,009	Series 1997-28, Class ZA, 7.50%, 4/20/27	2,129,373
	Federal National Mortgage Association,	
1,811	Series 1997-38, Class N, 8.00%, 5/20/27 Federal National Mortgage Association,	1,939,251
3,221	Series G-33, Class PT, 7.00%, 10/25/21 <sup>(4)</sup>	3,337,996
3,221	Series G 55, Class I 1, 7.00 /0, 10/25/21	
Total Mortgage Pass-Throughs		\$ 31,476,761
identified cost \$208,730,704)		\$ 208,155,798

See notes to financial statements

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## PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Corporate Bonds & Notes 1.9% Principal Amount (000's omitted)	Security	Value	
Building and Construction 0.2%	Security .	, and	
Grohe Holding, Variable Rate			
500 EUR	6.843%, 1/15/14 <sup>(6)</sup>	\$ 692,399	
300 EeR	0.01376, 1713/11	\$ 692,399	
Cable and Satellite Television 0.8%		Ψ 0,2,3,7	
Iesy Hessen & ISH NRW, Variable Rate			
2,000 EUR	6.88%, 4/15/13 <sup>(6)</sup>	\$ 2,794,326	
2,000 ECR	0.00%, 4/15/15	\$ 2,794,326	
Financial Intermediaries 0.2%		Ψ 2,771,320	
Centurion CDO 9 Ltd., Series 2005-9A			
\$500	9.35%, 7/17/19 <sup>(3)</sup>	\$ 508,325	
	,	\$ 508,325	
Index Linked Notes 0.6%		Ψ 000,020	
JP Morgan Chilean Inflation Linked Note			
\$2,000	7.433%, 11/17/15 <sup>(8)</sup>	\$ 2,155,348	
<del></del> ,	, 55.5.	\$ 2,155,348	
Telecommunications 0.1%		φ 2,100,010	
Qwest Corp., Sr. Notes, Variable Rate			
\$200	8.605%, 6/15/13 <sup>(6)</sup>	\$ 219,750	
<b>42</b> 00	0.000 /0, 0/10/10	\$ 219,750	
Total Corporate Bonds & Notes (identified cost \$5,798,925)		\$ 6,370,148	
Sovereign Issues 7.7%			
Principal			
Amount (000's omitted)	Security	Value	
Egyptian Treasury Bill	,		
10,925 EGP	0.00%, 5/8/07	\$ 1,918,784	
12,900 EGP	0.00%, 5/15/07	2,262,639	
26,950 EGP	0.00%, 7/3/07	4,683,469	
11,425 EGP	0.00%, 8/7/07	1,972,174	
8,450 EGP	0.00%, 10/2/07	1,442,505	
7,625 EGP	0.00%, 11/13/07	1,290,536	
Federal Republic of Brazil		. ,	
4,281 BRL	10.00%, 1/1/14	2,044,464	
4,281 BRL Principal	10.00%, 1/1/14	2,044,464	
Amount (000's omitted)	Security	Value	
Sovereign Issues (continued)			
Ghanaian Treasury Bond			
3,200,000 GHC	13.50%, 3/29/10 <sup>(3)</sup>	\$ 345,074	

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Indonesia Government		
30,000,000 IDR	11.00%, 12/15/12	3,606,405
Indonesia Recapitalization Bond		
35,000,000 IDR	12.25%, 7/15/07	3,895,041
Kazakhstan Treasury Note		
144,000 KZT	0.00%, 6/1/07 <sup>(3)</sup>	1,193,065
251,700 KZT	0.00%, 7/13/07 <sup>(3)</sup>	2,072,588
Kenyan Treasury Bond		_,,,_,=,-,
4,050 KES	9.50%, 3/23/09 <sup>(3)</sup>	60,708
Mauritian Treasury Bill	7.50 Te, 5/25/07	00,700
5,700 MUR	0.00%, 6/29/07 <sup>(3)</sup>	176,936
5,700 MUR 5.900 MUR	0.00%, 9/28/07 <sup>(3)</sup>	176,936
Total Sovereign Issues	0.00%, 9/28/07	1/8,339
(identified cost \$27,447,648)		\$ 27,142,747
Call Options Purchased 0.1%		
	Contracts	
Security Euro Call Option, Expires 1/8/2009,	(000's omitted)	Value
Strike Price 1.3270 <sup>(3)</sup>	300	\$ 21,066
Euro Call Option, Expires 10/02/2008,	300	\$ 21,066
Strike Price 1.2738 <sup>(3)</sup>	300	31,626
Euro Call Option, Expires 10/10/2008,	300	31,020
Strike Price 1.2950 <sup>(3)</sup>	300	26,779
Euro Call Option, Expires 10/16/2008,		
Strike Price 1.2990 <sup>(3)</sup>	300	25,948
Euro Call Option, Expires 10/30/2008,		
Strike Price 1.3155 <sup>(3)</sup> Euro Call Option, Expires 11/13/2008,	300	22,598
Strike Price 1.3195 <sup>(3)</sup>	300	21,940
Euro Call Option, Expires 11/26/2008,	300	21,940
Strike Price 1.3540 <sup>(3)</sup>	300	15,873
Euro Call Option, Expires 12/11/2008,		
Strike Price 1.3506 <sup>(3)</sup>	300	16,588
Euro Call Option, Expires 2/12/2009,		
Strike Price 1.3375 <sup>(3)</sup>	300	19,519
Euro Call Option, Expires 4/8/2009,		
Strike Price 1.3705 <sup>(3)</sup>	300	14,859
South Korean Won Call Option, Expires 3/3/2009,		
Strike Price 932.4 <sup>(3)</sup>	1,864,800	56,149
Total Call Options Purchased (identified cost, \$201,628)		\$ 272,945

See notes to financial statements

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## PORTFOLIO OF INVESTMENTS (Unaudited) CONT'D

Put Options Purchased 0.0%		
Tut Options I dichased 0.070	Contracts	
Security	(000's omitted)	Value
Euro Put Option, Expires 1/8/2009,		
Strike Price 1.3270 <sup>(3)</sup>	300	\$ 5,845
Euro Put Option, Expires 10/10/2008,		
Strike Price 1.2950 <sup>(3)</sup>	300	2,826
Euro Put Option, Expires 10/16/2008,		
Strike Price 1.2990 <sup>(3)</sup>	300	3,099
Euro Put Option, Expires 10/2/2008,		
Strike Price 1.2738 <sup>(3)</sup>	300	1,778
Euro Put Option, Expires 10/30/2008,		
Strike Price 1.3155 <sup>(3)</sup>	300	4,311
Euro Put Option, Expires 11/13/2008,		
Strike Price 1.3195 <sup>(3)</sup>	300	4,735
Euro Put Option, Expires 11/26/2008,		
Strike Price 1.3540 <sup>(3)</sup>	300	8,185
Euro Put Option, Expires 12/11/2008,		
Strike Price 1.3506 <sup>(3)</sup>	300	7,926
Euro Put Option, Expires 2/12/2009,		
Strike Price 1.3375 <sup>(3)</sup>	300	7,138
Euro Put Option, Expires 4/8/2009,		
Strike Price 1.3705 <sup>(3)</sup>	300	11,416
South Korean Won Put Option,		
Expires 3/3/2009, Strike Price 932.4 <sup>(3)</sup>	1,864,800	34,033
Total Put Options Purchased		
(identified cost, \$197,978)		\$ 91,292
Short-Term Investments 2.6%		
Description	Interest/Principal	¥7-1
Description Investment in Cash Management Portfolio,	(000's omitted)	Value
4.70%(9)	8,318	\$ 8,317,833
Investors Bank and Trust Company Time	- /	
Deposit,		
5.24%, 5/1/07	800	800,000
Total Short-Term Investments		
(identified cost \$9,117,833)		\$ 9,117,833
Gross Investments 141.1% (identified cost \$488,590,565)		\$ 494,888,907
Less Unfunded Loan		φ +24,000,207
Commitments (0.1)%		\$ (512,165)
Net Investments 141.0%		φ (312,103)
(identified cost \$488,078,400)		\$ 494,376,742
Other Assets, Less Liabilities (41.0)%		\$ (143,607,802)
Net Assets 100.0%		\$ 350,768,940
1101 A55015 100.0 /0		\$ 330,700,7 <del>4</del> 0

BRL - Brazilian Real

EGP - Egyptian Pound

EUR - Euro

GHC - Ghanaian Cedi

GBP - British Pound Sterling

IDR - Indonesian Rupian
KES - Kenyan Shilling
KZT - Kazakhstan Tenge
KRW - South Korean Won
MUR - Mauritian Rupee
(1) Senior floating-rate interests often require prepayments from excess cash flows or permit the borrower to repay at its election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, it is anticipated that the senior floating-rate interests will have an expected average life of approximately two to three years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility. 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.
(2) Unfunded or partially unfunded loan commitments. The Fund may enter into certain credit agreements whereby all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion.
(3) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
(4) All or a portion of these securities were on loan at April 30, 2007.
(5) Security (or a portion thereof) has been segregated to cover margin requirements on open financial futures contracts.
(6) Adjustable rate securities. Rates shown are the rates at period end.
(7) Rate shown is a weighted average fixed-rate coupon that changes/updates monthly.
(8) Security pays 3.8% coupon and accrues principal based on annual increases in the Chilean UF Rate, for an effective yield of 7.433%.
(9) 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 April 30, 2007.
See notes to financial statements

FINANCIAL STATEMENTS (Unaudited)

Statement of Assets and Liabilities

As of April 30, 2007

Assets	
Unaffiliated investments, at value including \$149,071,849 of	
securities on loan (identified cost, \$479,760,567)	\$ 486,058,909
Affiliated investment, at value (identified cost, \$8,317,833)	8,317,833
Cash	1,000,046
Foreign currency, at value (identified cost, \$209,436)	221,024
Receivable for investments sold	4,853,091
Interest receivable	3,841,957
Receivable for open forward foreign currency contracts	1,085,580
Receivable for open swap contracts	452,379
Interest receivable from affiliated investment	34,649
Prepaid expenses	34,092
Total assets	\$ 505,899,560
Liabilities	
Collateral for securities loaned	\$ 152,504,843
Payable for open swap contracts	1,607,694
Payable for open forward foreign currency contracts	382,970
Payable to affiliate for investment advisory fees	260,077
Payable for daily variation margin on open financial futures contracts	56,969
Payable to affiliate for Trustees' fees	1,648
Other accrued expenses	316,419
Total liabilities	\$ 155,130,620
Net Assets	\$ 350,768,940
Sources of Net Assets	
Common Shares, \$0.01 par value, unlimited number of shares	\$ 188,729
authorized, 18,872,851 shares issued and outstanding	, , , , ,
Additional paid-in capital	353,310,215
Accumulated net realized loss (computed on the basis of identified cost)	(7,228,314)
Accumulated distributions in excess of net investment income	(1,410,773)
Net unrealized appreciation (computed on the basis of identified cost)	5,909,083
Net Assets	\$ 350,768,940
Net Asset Value	
$(\$350,768,940 \div 18,872,851 \text{ shares issued and outstanding})$	\$ 18.59

Statement of Operations

For the Six Months Ended April 30, 2007

Investment Income

Interest (net of foreign taxes, \$23,538)	\$ 12,411,468
Security lending income, net	1,395,559
Interest income allocated from affiliated investment	144,425
Expenses allocated from affiliated investment	(13,826)
Total investment income	\$ 13,937,626
Expenses	
Investment adviser fee	\$ 2,144,132
Trustees' fees and expenses	8,960
Custodian fee	220,900
Legal and accounting services	55,848
Printing and postage	43,343
Transfer and dividend disbursing agent fees	32,284
Miscellaneous	32,707
Total expenses	\$ 2,538,174
Deduct Reduction of custodian fee	\$ 2,079
Reduction of investment adviser fee	575,387
Total expense reductions	\$ 577,466
Net expenses	\$ 1,960,708
Net investment income	\$ 11,976,918
Realized and Unrealized Gain (Loss)	
Net realized gain (loss)	ф. 1.602.200
Investment transactions (identified cost basis)	\$ 1,683,308
Financial futures contracts	(348,275)
Swap contracts Foreign currency and forward foreign currency exchange contract	(110,511)
transactions	(894,802)
Net realized gain	\$ 329,720
Change in unrealized appreciation (depreciation)	¢ 2.201.200
Investments (identified cost basis)	\$ 3,301,390
Financial futures contracts	43,584
Swap contracts	(273,160)
Foreign currency and forward foreign currency exchange contracts	1,208,069
Net change in unrealized appreciation (depreciation)	\$ 4,279,883
Net realized and unrealized gain	\$ 4,609,603
Net increase in net assets from operations	\$ 16,586,521

See notes to financial statements

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#### FINANCIAL STATEMENTS CONT'D

## Statements of Changes in Net Assets

Increase (Decrease) in Net Assets	Six Months Ended April 30, 2007 (Unaudited)	Year Ended October 31, 2006
From operations Net investment income	\$ 11,976,918	\$ 19,135,298
Net realized gain (loss) from investment		
transactions, financial futures		
contracts, swaps contracts, foreign		
currency and forward foreign currency exchange contract transactions Net change in unrealized appreciation	329,720	(1,048,446)
(depreciation) of investments,		
financial futures contracts, swaps		
contracts, foreign currency and		
forward foreign currency exchange contracts	4,279,883	5,469,591
Net increase in net assets from operations	\$ 16,586,521	\$ 23,556,443
Distributions to shareholders From net investment income	\$ (13,387,691)	\$ (24,928,763)
Tax return of capital		(1,532,344)
Total distributions to shareholders	\$ (13,387,691)	\$ (26,461,107)
Capital share transactions Reinvestment of distributions to shareholders Net increase in net assets from	\$ 329,175	\$
capital share transactions	\$ 329,175	\$
Net increase (decrease) in net assets	\$ 3,528,005	\$ (2,904,664)
Net Assets	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	( ), , , , ,
At beginning of period	\$ 347,240,935	\$ 350,145,599
At end of period	\$ 350,768,940	\$ 347,240,935
Distributions in excess of net	,	,,,,
investment income included		
in net assets		
At end of period	\$ (1,410,773)	\$

#### Statement of Cash Flows

	Six Months Ended April 30, 2007
Increase (Decrease) in Cash	(Unaudited)
Cash Flows From (Used For) Operating Activities Purchases of loan interests, corporate bonds and options	\$ (124,788,290)
Proceeds from sales and principal repayments	122,183,238
Interest received	13,845,846
Increase in prepaid expenses	(9,480)
Facilities fees received	47,115
Operating expenses paid	(1,918,024)
Increase in short-term investments	(3,919,846)

Decrease in unfunded commitments	(129,083)
Net proceeds from securities lending	7,643,056
Foreign currency transactions	(830,568)
Swap contract transactions	(110,511)
Futures contract transactions	(292,777)
Net cash from operating activities	\$ 11,720,676
Cash Flows Used For Financing Activities Cash distributions paid	\$ (13,058,516)
Net cash used for financing activities	\$ (13,058,516)
Net decrease in cash	\$ (1,337,840)
Cash at beginning of period <sup>(1)</sup>	\$ 2,558,910
Cash at end of period <sup>(1)</sup>	\$ 1,221,070
Reconciliation of Net Increase in Net	
Assets From Operations to Net Cash	
from Operating Activities	
Net increase in net assets from operations	\$ 16,586,521
Increase in receivable for investments sold	(3,568,649)
Decrease in payable for investments purchased	(1,325,179)
Decrease in interest receivable	50,603
Increase in interest receivable from affiliated investment	(34,649)
Increase in prepaid expenses	(9,479)
Increase in futures variation margin payable	11,914
Decrease in payables to affiliate	(9,575)
Increase in payable for open swap contracts	513,533
Increase in receivable for open swap contracts	(240,373)
Increase in other accrued expenses	52,259
Increase in proceeds from securities lending	7,643,056
Decrease in payable for forward foreign currency transactions	(490,332)
Increase in receivable for forward foreign currency transactions	(653,503)
Decrease in unfunded commitments	(129,083)
Net increase in investments	(6,676,388)
Net cash from operating activities Supplemental disclosure of	\$ 11,720,676
cash flow information:	
Noncash financing activities not included herein consists of	
reinvestment of distributions of :	\$ 329,175

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

See notes to financial statements

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#### FINANCIAL STATEMENTS CONT'D

#### Financial Highlights

	Apri	onths Ended 1 30, 2007 naudited)	Year Ended October 31, 2006		Period Ended October 31, 2005 <sup>(1)</sup>	
Net asset value Beginning of period	\$	18.420	\$ 18.570	\$	19.100 <sup>(2)</sup>	
Income (loss) from operations						
Net investment income <sup>(3)</sup>	\$	0.635	\$ 1.015	\$	0.540	
Net realized and unrealized gain (loss)		0.245	0.238		(0.250)	
Total income from operations	\$	0.880	\$ 1.253	\$	0.290	
Less distributions						
From net investment income	\$	(0.710)	\$ (1.322)	\$	(0.667)	
From tax return of capital			(0.081)		(0.113)	
Total distributions	\$	(0.710)	\$ (1.403)	\$	(0.780)	
Offering costs charged to						
paid-in capital <sup>(3)</sup>	\$		\$	\$	(0.040)	
Net asset value End of period	\$	18.590	\$ 18.420	\$	18.570	
Market value End of period	\$	18.870	\$ 17.750	\$	16.070	
Total Investment Return on Net Asset Value		4.91% (4)	7.73% <sup>(4)</sup>		1.71% <sup>(5)</sup>	
Total Investment Return on Market Value		10.52% (4)	19.96% <sup>(4)</sup>		$(11.98)\%^{(5)}$	
Ratios/Supplemental Data						
Net assets, end of period (000's omitted)	\$	350,769	\$ 347,241	\$	350,146	
Expenses before custodian fee reduction		1.15%(6)	1.11%		1.02%(6)	
Expenses after custodian fee reduction		1.14%(6)	1.11%		1.01%(6)	
Net investment income		6.94%(6)	5.50%		4.26%(6)	
Portfolio Turnover		25%	56%		89%	

<sup>(1)</sup> For the period from the start of business, February 28, 2005, to October 31, 2005.

<sup>(2)</sup> Net asset value at beginning of period reflects the deduction of the sales load of \$0.90 per share paid by the shareholder from the \$20.00 offering price.

<sup>(3)</sup> Computed using average common shares outstanding.

<sup>(4)</sup> Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Total investment return on net asset value and total investment return on market value are not computed on an annualized basis.

<sup>(5)</sup> Total investment return on net asset value is calculated assuming a purchase at the offering price of \$20.00 less the sales load of \$0.90 per share paid by the shareholder on the first day and a sale at the net asset value on the last day of the period reported with all distributions reinvested. Total investment return on market value is calculated assuming a purchase at the offering price of \$20.00 less the sales load of \$0.90 per share paid by the shareholder on the first day and a sale at the current market price on the last day of the period reported with all distributions reinvested. Total investment return on net asset value and total investment return on market value are not computed on an annualized basis.

<sup>(6)</sup> Annualized.

See notes to financial statements 17

#### NOTES TO FINANCIAL STATEMENTS (Unaudited)

#### 1 Significant Accounting Policies

Eaton Vance Short Duration Diversified Income Fund (the Fund) is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund was organized under the laws of the Commonwealth of Massachusetts by an Agreement and Declaration of Trust dated April 15, 2004. The Fund's 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 consistent with its primary goal of high current income. The Fund pursues its objectives by investing its assets primarily in: senior, secured floating-rate loans made to corporate and other business entities (Senior Loans); bank deposits denominated in foreign currencies, debt obligations of foreign governmental and corporate issuers, including emerging market issuers, which are denominated in foreign currencies or U.S. dollars, and positions in foreign currencies (Foreign Obligations); and mortgage-backed securities that are issued, backed or otherwise guaranteed by the U.S. Government or its agencies or instrumentalities or that are issued by private issuers. These investments may consist of derivatives. Senior Loans are typically of below investment grade quality, as may be certain Foreign Obligations and other Fund investments. 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 Fund's investments include interests in senior floating rate loans (Senior Loans). Certain Senior Loans are deemed to be liquid because reliable market quotations are readily available for them. Liquid Senior Loans are valued on the basis of prices furnished by a pricing service. Other Senior Loans are valued at fair value by the Fund's investment adviser, EatonVance Management (EVM), under procedures established by the Trustees. In connection with determining the fair value of a Senior Loan, the investment adviser makes an assessment of the likelihood that the borrower will make a full repayment of the Senior Loan. The primary factors considered by the investment adviser when making this assessment are (i) the creditworthiness of the borrower, (ii) the value of the collateral backing the Senior Loan, and (iii) the priority of the Senior Loan versus other creditors of the borrower. If, based on this assessment, the investment adviser believes there is a reasonable likelihood that the borrower will make a full repayment of the Senior Loan, the investment adviser will determine the fair value of the Senior Loan using a matrix pricing approach that considers the yield on the Senior Loan relative to yields on other loan interests issued by companies of comparable credit quality. If, based on its assessment, the investment adviser believes there is not a reasonable likelihood that the borrower will make a full repayment of the Senior Loan, the investment adviser will determine the fair value of the Senior Loan 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 the fair value, such as when only a portion of the 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 such factors, data and information and the relative weight to be given thereto as it deems relevant, including without limitation, some or all of the following: (i) the fundamental characteristics of and fundamental analytical data relating to the Senior Loan, including the cost, size, current interest rate, maturity and base lending rate of the Senior Loan, the terms and conditions of the Senior Loan and any related agreements, and the position of the Senior Loan in the Borrower's debt structure; (ii) the nature, adequacy and value of the collateral securing the Senior Loan, including the Fund's rights, remedies and interests with respect to the collateral; (iii) the creditworthiness of the Borrower, based on an evaluation of, among other things, its financial condition, financial statements and information about the Borrower's business, cash flows, capital structure and future prospects; (iv) information relating to the market for the Senior Loan, including price quotations for and trading in the Senior Loan and interests in similar Senior Loans and the market environment and investor attitudes towards the Senior Loan and interests in similar Senior Loans; (v) the experience, reputation, stability and financial condition of the agent and any intermediate participants in the Senior Loan; and (vi) general economic and market conditions affecting the fair value of the Senior Loan.

Debt securities (including collateralized mortgage obligations and certain mortgage backed securities ("MBS")) normally are valued by independent pricing services. The pricing services consider various factors relating to bonds or loans and/or market transactions to determine market value. Most seasoned 30 year fixed rate MBS are valued by the investment adviser's matrix pricing system. The matrix pricing system also considers various factors relating to bonds and market transactions to determine market value.

#### NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

Other portfolio securities (other than short-term obligations, but including listed issues) may be valued on the basis of prices furnished by one or more pricing services which determine prices for normal, institutional-size trading units of such securities which may use market information, transactions for comparable securities and various relationships between securities which are generally recognized by institutional traders. In certain circumstances, portfolio securities will be valued at the last sale price on the exchange that is the primary market for such securities, or the last quoted bid price for those securities for which the over-the-counter market is the primary market or for listed securities in which there were no sales during the day. The value of interest rate swaps will be based on dealer quotations. Short-term obligations which mature in 60 days or less, are valued at amortized cost. If short-term debt securities are acquired with a remaining maturity of more than 60 days, they will be valued by a pricing service. OTC options are valued at the mean between the bid and asked price provided by dealers. Financial futures contracts listed on commodity exchanges and exchange traded options are valued at closing settlement prices.

Marketable securities listed on foreign or U.S. securities exchanges generally are valued at closing sale prices or, if there were no sales, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded (such prices may not be used, however, where an active over-the-counter market in an exchange listed security better reflects current market value). Marketable securities listed in the NASDAQ Global or Global Select Market System generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sale prices are not available are valued at the mean between the latest bid and asked prices.

Occasionally, events affecting the value of foreign securities may occur between the time trading is completed abroad and the close of the exchange which will not be reflected in the computation of the Fund's net asset value unless the Fund deems that such event would materially affect its net asset value in which case an adjustment would be made and reflected in such computation. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by an independent quotation service.

Securities for which there is no such quotation or valuations and all other assets are valued at fair value as determined in good faith by or at the direction of the Fund's Trustees.

The Fund may invest in Cash Management Portfolio (Cash Management), an affiliated investment company managed by Boston Management and Research (BMR), a wholly-owned subsidiary of EVM. Cash Management values its investment securities utilizing the amortized cost valuation technique permitted by Rule 2a-7 of 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.

B 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.

C 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 all of its taxable income, including any net realized gain on investments. Accordingly, no provision for federal income or excise tax is necessary. At October 31, 2006, the Fund, for federal income tax purposes, had a capital loss carryover of \$6,909,291 which will reduce the Fund's taxable income arising from future net realized gains on investments, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of the distributions to shareholders which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. Such capital loss carryover will expire on October 31, 2013 (\$5,051,488) and October 31, 2014 (\$1,857,803).

D Offering Costs Costs incurred by the Fund in connection with the offering were recorded as a reduction of capital paid in excess of par.

E Unfunded Loan Commitments The Fund may enter into certain credit agreements whereby 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.

F Expense Reduction Investors Bank & Trust Company (IBT) serves as custodian of the Fund. Pursuant to the custodian agreement, IBT receives a fee reduced by credits which are determined based on the average daily cash balance the Fund maintains with IBT. All credit balances used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statements of Operations.

## Eaton Vance Short Duration Diversified Income Fund as of April 30, 2007

#### NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

G Financial Futures Contracts Upon entering into a financial futures contract, the Fund is required to deposit an amount (initial margin) either in cash or securities, equal to a certain percentage of the purchase price indicated in the financial futures contract. Subsequent payments are made or received by the Fund (margin maintenance) each day, dependent on the daily fluctuations in the value of the underlying securities, and are recorded for book purposes as unrealized gains or losses by the Fund.

If the Fund enters into a closing transaction, the Fund will realize, for book purposes, a gain or loss equal to the difference between the value of the financial futures contract to sell and the financial futures contract to buy. The Fund's investment in financial futures contracts is designed for both hedging against anticipated future changes in interest rates and investment purposes. Should interest rates move unexpectedly, the Fund may not achieve the anticipated benefits of the financial futures contracts and may realize a loss.

H Foreign Currency Translation Investment valuations, other assets, and liabilities initially expressed in foreign currencies are converted each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses are converted into U.S. dollars based upon currency exchange rates prevailing 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.

I Written Options Upon the writing of a call or a put option, an amount equal to the premium received by the Fund is included in the Statement of Assets and Liabilities as a liability. The amount of the liability is subsequently marked-to-market to reflect the current value of the option written in accordance with the Fund's policies on investment valuations discussed above. Premiums received from writing options which expire are treated as realized gains. Premiums received from writing options which are exercised or are closed are added to or offset against the proceeds or amount paid on the transaction to determine the realized gain or loss. If a put option is exercised, the premium reduces the cost basis of the securities purchased by the Fund.

The Fund, as writer of an option, may have no control over whether the underlying securities may be sold (call) or purchased (put) and, as a result, bears the market risk of an unfavorable change in the price of the securities underlying the written option.

J Purchased Options Upon the purchase of a call or put option, the premium paid by the Fund is included in the Statement of Assets and Liabilities as an investment. The amount of the investment is subsequently marked-to-market to reflect the current market value of the option purchased, in accordance with the Fund's policies on investment valuations discussed above. If an option which the Fund has purchased expires on the stipulated expiration date, the Fund will realize a loss in the amount of the cost of the option. If the Fund enters into a closing sale transaction, the Fund will realize a gain or loss, depending on whether the sales proceeds from the closing sale transaction are greater or less than the cost of the option. If a Fund exercises a put option, it will realize a gain or loss from the sale of the underlying security, and the proceeds from such sale will be decreased by the premium originally paid. If the Fund exercises a call option, the cost of the security which the Fund purchases upon exercise will be increased by the premium originally paid.

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. 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. The Fund will enter into forward contracts for hedging purposes as well as nonhedging purposes. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains and losses are recorded for financial statement purposes as unrealized until such time as the contracts have been closed.

L Interest Rate Swaps The Fund may enter into interest rate swap agreements to enhance return, to hedge against fluctuations in securities prices or interest rates or as substitution for the purchase or sale of securities. Pursuant to these agreements, the Fund either makes floating-rate payments based on the benchmark interest rate in exchange for payments at a fixed interest rate or the Fund makes fixed rate payments in exchange for payments on floating benchmark interest rate.

#### NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

During the term of the outstanding swap agreement, changes in the underlying value of the swap are recorded as unrealized gains and losses. The value of the swap is determined by changes in the relationship between two rates of interest. The Fund is exposed to credit loss in the event of non-performance by the swap counterparty. Risk may also arise from the unanticipated movements in value of interest rates.

M Credit Default Swaps The Fund may enter into credit default swaps for investment and risk management purposes, including diversification. When the Fund is the buyer of a credit default swap contract, the Fund is entitled to receive the par or other agreed-upon value, of a referenced debt obligation from the counterparty to the contract in the event of a default by a third party, such as a U.S. or foreign issuer, on the debt obligation. In return, the Fund would pay the counterparty a periodic stream of payments over the term of the contract provided that no event of default has occurred. If no default occurs, the Fund would have made a stream of payments and received no benefit from the contract reducing exposure to the credit by the notional amount of the contract. When the Fund is the seller of a credit default swap contract, it receives a stream of payments, but is obligated to pay par value of the notional amount of the contract upon default of the referenced debt obligation. As the seller, the Fund would effectively add leverage to its portfolio because, in addition to its total net assets, the Fund would be subject to investment exposure on the notional amount of the swap. The Fund will segregate assets in the form of cash, cash equivalents or liquid securities in an amount equal to the aggregate market value of the credit default swaps of which it is the seller, marked to market on a daily basis. These transactions involve certain risks, including the risk that the seller may be unable to fulfill the transaction.

N Other Investment transactions are accounted for on the date the securities are purchased or sold. Realized gains and losses on securities sold are determined on the basis of identified cost.

O 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.

P 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, and shareholders are indemnified against personal liability for the obligations of the Fund. 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.

Q Interim Financial Statements The interim financial statements relating to April 30, 2007 and for the six months then ended have not been audited by an independent registered public accounting firm, but in the opinion of the Fund's management reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the financial statements.

#### 2 Distributions to Shareholders

The Fund intends to make monthly distributions to shareholders and at least one distribution annually of all or substantially all of its net realized capital gains, if any. In its distributions, the Fund intends to include amounts attributable to the imputed interest on foreign currency exposures through long and short positions in forward currency exchange contracts (represented by the difference between the foreign currency spot rate and the foreign currency forward rate) and the imputed interest derived from certain other derivative positions. In certain circumstances, a portion of distributions to shareholders may be characterized as a return of capital for federal income tax purposes. As of April 30, 2007, the amount estimated to be a tax return of capital was approximately \$524,000. The final determination of tax characteristics of the Fund's distributions will occur after the end of the year, at which time it will be reported to shareholders. As portfolio and market conditions change, the rate of distributions and the Fund's distribution policy could change. Distributions are recorded on the ex-dividend date. 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. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital.

#### NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

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

The Fund has agreed to pay the EVM, as compensation for management and investment advisory services, a fee in the amount of 0.75% (annualized) of the total leveraged assets, subject to the limitation on total leveraged assets described below. "Total leveraged assets" means the value of all assets of the Fund (including assets acquired with financial leverage), plus the notional value of long and short forward foreign currency contracts and futures contracts and swaps based upon foreign currencies, issuers or markets held by the Fund, minus all accrued expenses incurred in the normal course of operations, but not excluding any liabilities or obligations attributable to any investment leverage obtained through (i) indebtedness of any type (including, without limitation, borrowing through a credit facility/commercial paper program or the issuance of debt securities), (ii) the issuance of preferred shares or other similar preference securities, (iii) the reinvestment of collateral received for securities loaned in accordance with the Fund's investment objectives and policies and/or (iv) any other means. The advisory agreement provides that if investment leverage exceeds 40% (annualized) on the Fund's total leveraged assets, the Adviser will not receive a management fee on total leveraged assets in excess of this amount. As of April 30, 2007, the Fund's investment leverage represents 54% (annualized) of total leveraged assets. When the Fund holds other long and short positions in Foreign Obligations in a given country denominated in the same currency, total leveraged assets will be calculated by excluding the smaller of the long or short position.

The "notional value" of a forward foreign currency contract or a futures contract or swap based upon foreign currencies, issuers or markets for purposes of calculating total leveraged assets is the stated dollar value of the underlying reference instrument at the time the derivative position is entered into. This amount remains constant throughout the life of the derivative contract. However, the negative or positive payment obligations of the Fund under the derivative contract are marked-to-market on a daily basis and are reflected in the Fund's net assets.

The portion of the advisory fees payable by Cash Management on the Fund's investment of cash therein is credited against the Fund's advisory fees. For the six months ended April 30, 2007, the Fund's advisory fee totaled \$2,157,701 of which \$13,569 was allocated from Cash Management and \$2,144,132, was paid or accrued directly by the Fund.

For the six months ended April 30, 2007, the fee was equivalent to 0.60% (annualized) of the Fund's average daily total leveraged assets, and 1.25% (annualized) of the Fund's average daily net assets. EVM serves as the administrator of the Fund, but currently receives no compensation for providing administrative services to the Fund.

The adviser has contractually agreed to reimburse the Fund for fees and other expenses in the amount of 0.20% (annualized) of average daily total leveraged assets of the Fund for the first five full years of the Fund's operations 0.15% (annualized) of average daily total leveraged assets of the Fund in year six, 0.10% (annualized) in year seven and 0.05% (annualized) in year eight. For the six months ended April 30, 2007, the investment adviser waived \$575,387 of its advisory 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 six months ended April 30, 2007, no significant amounts have been deferred.

Certain officers and Trustees of the Fund are officers of the above organization.

#### 4 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations and including paydowns on mortgage-backed securities, for the six months ended April 30, 2007, were as follows:

Purchases	
Investments (non-U.S. Government)	\$ 91,026,347
U.S. Government Securities	32,435,445
	\$ 123,461,792
Sales	
Investments (non-U.S. Government)	\$ 103,563,376
U.S. Government Securities	22,188,511
	\$ 125,751.887

#### NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

#### 5 Securities Lending Agreement

The Fund has established a securities lending agreement in which the Fund lends portfolio securities to a broker in exchange for collateral consisting of either cash or U.S. government securities in an amount at least equal to the market value of the securities on loan. Under the agreement, the Fund continues to earn interest on the securities loaned. Collateral received is generally cash, and the Fund invests the cash and receives any interest on the amount invested but it must also pay the broker a loan rebate fee computed as a varying percentage of the collateral received. The loan rebate fee paid by the Fund offsets a portion of the interest income received and amounted to \$3,996,666 for the six months ended April 30, 2007. At April 30, 2007, the value of the securities loaned and the value of the collateral amounted to \$149,071,849 and \$152,504,843, respectively. In the event of counterparty default, the Fund is subject to potential loss if it is delayed or prevented from exercising its right to dispose of the collateral. The Fund bears risk in the event that invested collateral is not sufficient to meet obligations due on the loans. The Fund has the right under the lending agreement to recover the securities from the borrower on demand.

#### 6 Shares of Beneficial Interest

The Agreement and Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional \$0.01 par value shares of beneficial interest. Transactions in shares were as follows:

	Six Months Ended	
	April 30, 2007	Year Ended
	(Unaudited)	October 31, 2006
Issued to shareholders electing		
to receive payments of distributions		
in Fund shares	17,851	
Net increase	17,851	

#### 7 Federal Income Tax Basis of Unrealized Appreciation (Depreciation)

The cost and unrealized appreciation (depreciation) in value of the investments owned at April 30, 2007, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 487,864,849
Gross unrealized appreciation	\$ 9,143,494
Gross unrealized depreciation	(2,631,601)
Net unrealized appreciation	\$ 6,511,893

The unrealized depreciation on foreign currency, swap contracts, financial futures contracts and forward contracts at April 30, 2007 on a federal income tax basis was \$389,259.

#### 8 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. 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 stock 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.

#### NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

#### 9 Financial Instruments

The Fund regularly trades in financial instruments with off-balance sheet risk in the normal course of its investing activities to assist in managing exposure to various market risks. These financial instruments include written options, forward foreign currency contracts, financial futures contracts, and swap contracts 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 does 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 obligations under these financial instruments at April 30, 2007 is as follows:

#### Forward Foreign Currency Exchange Contracts

Sales			
Settlement			Net Unrealized Appreciation
Date(s)	Deliver	In exchange for	(Depreciation)
	Brazilian Real	United States Dollar	
5/03/07	12,653,600	6,224,767	\$(867)
	Canadian Dollar	United States Dollar	
5/10/07	4,000,000	3,587,444	(32,944)
	Canadian Dollar	United States Dollar	
5/14/07	4,020,000	3,604,929	(33,995)
	Euro	United States Dollar	
5/31/07	42,074,840	57,333,047	(153,386)
	British Pound Sterling	United States Dollar	
5/31/07	7,386,884	14,715,076	(55,637)
	New Zealand Dollar	United States Dollar	
5/01/07	5,038,110	3,753,593	10,530
	New Zealand Dollar	United States Dollar	
5/03/07	5,038,110	3,740,293	(2,506)

\$ (268,805)

Purchases			Net Unrealized
Settlement			Appreciation
Date(s)	Acquire	In exchange for	(Depreciation)
	Brazilian Real	United States Dollar	
5/03/07	12,653,600	6,123,947	\$101,687
	Brazilian Real	United States Dollar	
6/04/07	12,653,600	6,196,002	(1,758)
	Botswana Pula	United States Dollar	
5/29/07	2,160,000	352,512	(2,306)
	Colombian Peso	United States Dollar	
5/25/07	2,700,000,000	1,276,596	5,642
	Euro	Hungarian Forint	
5/16/07	1,421,095	350,000,000	12,553
	Indonesian Rupiah	United States Dollar	
5/14/07	6,000,000,000	660,647	(1,267)
	Indian Rupee	United States Dollar	
5/07/07	137,250,000	3,200,047	129,395
	Indian Rupee	United States Dollar	
5/14/07	137,250,000	3,196,916	127,850
	Indian Rupee	United States Dollar	
5/21/07	137,250,000	3,240,467	79,637
	Indian Rupee	United States Dollar	
5/29/07	167,250,000	4,064,236	(24,899)
5/16/07			110,295

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	Icelandic Kroner	Euro	
	376,674,800	4,208,422	
	Icelandic Kroner	Euro	
6/20/07	329,144,000	3,662,650	67,173
	Kenyan Shilling	United States Dollar	
7/05/07	11,200,000	162,819	1,762
	Kenyan Shilling	United States Dollar	
9/17/07	8,665,000	123,257	4,065
	Kazakhstan Tenge	United States Dollar	
8/03/07	66,000,000	557,432	(7,599)
	Mexican Peso	United States Dollar	
5/07/07	19,000,000	1,726,802	11,768
	Mexican Peso	United States Dollar	
5/14/07	38,328,000	3,479,082	26,793
	Mexican Peso	United States Dollar	
5/23/07	18,600,000	1,687,243	13,309
	Malaysian Ringgit	United States Dollar	
5/07/07	13,500,000	3,916,335	29,446

## NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

Settlement			Net Unrealized Appreciation
Date(s)	Acquire	In exchange for	(Depreciation)
5/14/07	Malaysian Ringgit 17,250,000	United States Dollar 5,008,420	\$35,025
5/21/07	Malaysian Ringgit 17,250,000	United States Dollar 5,047,549	(2,491)
5/25/07	Malaysian Ringgit 13,500,000	United States Dollar 3,955,117	(6,088)
5/01/07	New Zealand Dollar 5,038,110	United States Dollar 3,740,998	2,066
5/04/07	Philippines Peso 129,250,000	United States Dollar 2,685,714	29,066
5/11/07	Philippines Peso 129,250,000	United States Dollar 2,696,022	18,858
5/18/07	Philippines Peso 129,250,000	United States Dollar 2,719,507	(4,527)
5/25/07	Philippines Peso 129,250,000	United States Dollar 2,727,138	(12,059)
5/16/07	Polish Zloty 27,225,000	Euro 7,132,139	77,248
6/18/07	Polish Zloty 12,510,000	Euro 3,258,237	60,019
5/21/07	Romanian Leu 11,022,500	Euro 3,298,471	17,710
6/20/07	Romanian Leu 16,122,500	Euro 4,762,750	90,684
5/10/07	Serbian Dinar 102,000,000	Euro 1,274,506	(19,714)
5/14/07	Serbian Dinar 316,500,000	Euro 3,907,407	(155)
5/07/07	Singapore Dollar 5,300,000	United States Dollar 3,509,306	(20,772)
5/14/07	Turkish Lira 4,783,882	United States Dollar 3,465,632	20,924
10/04/07	Ugandan Shilling 217,450,000	United States Dollar 122,721	789
10/15/07	Ugandan Shilling 384,796,000	United States Dollar 216,909	1,286
			\$ 971,415

#### **Futures Contracts**

					Net
Expiration			Aggregate		Unrealized
Date(s)	Contracts	Position	Cost	Value	Depreciation
	21 Japan				
6/07	10 Year Bond	Short	\$ (24,213,376)	\$ (24,241,492)	\$ (28,116)

Description of the underlying instruments to futures contracts: Japanese Government Bonds (JGB) having a maturity of 7 years or more but less than 11 years.

At April 30, 2007, the Fund had sufficient cash and/or securities to cover potential obligations arising from open futures and forward foreign currency exchange contracts as well as margin requirements on the open futures contracts.

## NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

#### Credit Default Swaps

The Fund has entered into credit default swaps whereby the Fund is buying or selling exposure to an increase in credit spreads for the underlying instrument. The maximum payouts are limited to the notional amount of each swap.

Notional Amount	Expiration Date	Description	A	t Unrealized ppreciation epreciation)
		Agreement with Credit Suisse First Boston dated 3/05/2005 whereby the Fund will pay 2.01% per year times		
		the notional amount. In exchange for that periodic payment, upon a credit event involving Turkish sovereign		
		issues, Credit Suisse First Boston agrees to pay the Fund the notional amount of the swap. To receive that		
		payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by		
10,000,000USD	3/20/2010	Turkey to Credit Suisse First Boston.	\$	(266,978)
		Agreement with Credit Suisse First Boston dated 7/21/2006 whereby the Fund will pay 2.15% per year times		
		the notional amount. In exchange for that periodic payment, upon a credit event involving Filipino sovereign		
		issues, Credit Suisse First Boston agrees to pay the Fund the notional amount of the swap. To receive that		
		payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by		
5,000,000USD	9/20/2011	the Philippines to Credit Suisse First Boston.	\$	(224,771)
		Agreement with JP Morgan Chase Bank dated 3/05/2005 whereby the Fund will pay 2.00% per year times		
		the notional amount. In exchange for that periodic payment, upon a credit event involving Turkish sovereign		
		issues, JP Morgan Chase Bank agrees to pay the Fund the notional amount of the swap. To receive that		
		payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by		
10,000,000USD	3/20/2010	Turkey to JP Morgan Chase Bank.	\$	(264,327)
		Agreement with JP Morgan Chase Bank dated 7/21/2006 whereby the Fund will pay 2.09% per year times		
		the notional amount. In exchange for that periodic payment, upon a credit event involving Indonesian sovereign		
		issues, JP Morgan Chase Bank agrees to pay the Fund the notional amount of the swap. To receive that		
		payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by		
10,000,000USD	9/20/2011	Indonesia to JP Morgan Chase Bank.	\$	(430,154)
		Agreement with JP Morgan Chase Bank dated 7/21/2006 whereby the Fund will pay 2.17% per year times		
		the notional amount. In exchange for that periodic payment, upon a credit event involving Filipino sovereign		
		issues, JP Morgan Chase Bank agrees to pay the Fund the notional amount of the swap. To receive that		
		payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by		
5,000,000USD	9/20/2011	the Philippines to JP Morgan Chase Bank.	\$	(228,669)

		Agreement with Credit Suisse First Boston dated 10/19/2006 whereby the Fund will pay 0.20% per year times the notional amount. In exchange for that periodic payment, upon a credit event involving Italian sovereign issues, Credit Suisse First Boston agrees to pay the Fund the notional amount of the swap. To receive that payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by	
6,800,000USD	12/20/2016	Italy to Credit Suisse First Boston.	\$ (35,297)
. ,		Agreement with Lehman Brothers Bank dated 12/01/2006 whereby the Fund will pay 2.36% per year times	
		the notional amount. In exchange for that periodic payment, upon a credit event involving Venezuela sovereign	
		issues, Lehman Brothers Bank agrees to pay the Fund the notional amount of the swap. To receive the	
		payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by	
5,000,000USD	12/20/2016	Venezuela to Lehman Brothers Bank.	\$ (15,472)
		Agreement with Lehman Brothers Bank dated 12/11/2006 whereby the Fund will pay 2.22% per year times	
		the notional amount. In exchange for that periodic payment, upon a credit event involving Venezuela sovereign	
		issues, Lehman Brothers Bank agrees to pay the Fund the notional amount of the swap. To receive the	
		payment, the Fund must deliver a bond (with par value equal to the notional amount of the swap) issued by	
2,500,000USD	12/20/2016	Venezuela to Lehman Brothers Bank.	\$ 16,042
			\$ (1,449,626)

#### NOTES TO FINANCIAL STATEMENTS (Unaudited) CONT'D

Interest Rate Swaps

Notional Amount	Expiration Date	Description	Ap	Unrealized opreciation epreciation)
		Agreement with JP Morgan Chase Bank dated 12/13/2006 whereby the Fund will accrue interest payable		•
		at a floating rate that resets daily equal to the Brazilian Interbank Deposit rate on the notional amount of		
		7,387,274 BRL. In exchange, the Fund will accrue interest receivable at a fixed rate of 12.73% on the		
		same notional amount, which accretes to 13,500,000 BRL at maturity date. On maturity date, the Fund		
7,387,274BRL	1/02/2012	will make or receive a payment equal to the net of the accrued interest payable or receivable.	\$	352,144
		Agreement with Barclays Capital Bank PLC dated 3/27/2007whereby the Fund makes payments quarterly		
		at the floating rate reset on the first day of each quarter equal to the Kuala Lumpur Interbank Offered Rate		
		(KLIBOR) on the notional amount of 12,000,000 MYR. In exchange, the Fund receives payments quarterly		
12,000,000MYR	3/27/2012	at a fixed rate equal to 3.85% on the same notional amount.	\$	17,839
		Agreement with Merrill Lynch dated 3/30/2007 whereby the Fund will accrue interest payable at the floating rate resetting and compounding daily equal to the Indian Overnight Mumbai Interbank Offered Rate		
		(MIBOR) on the notional amount of 347,500,000 INR. In exchange, the Fund will accrue interest		
		receivable at a fixed rate of 7.8% on the same notional amount. On maturity date, the Fund will make		
		or receive a payment equal to the net of the accrued interest payable or		
347,500,000INR	3/31/2008	receivable.  Agreement with Merrill Lynch dated 3/30/2007 whereby the Fund will accrue interest receivable at the floating rate equal to the Indian Overnight Mumbai Interbank Offered Rate (MIBOR) resetting and compounding	\$	(142,026)
		daily on the notional amount of 80,500,000 INR. In exchange, the Fund will accrue interest payable at a fixed		
		rate of 7.85% on the same notional amount. On a semi-annual basis, the Fund will make or receive a payment		
80,500,000INR	3/30/2012	equal to the net of the accrued interest payable or receivable.	\$	66,354
			\$	294,311

#### 10 Recently Issued Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, (FIN 48) "Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109". FIN 48 clarifies the accounting for uncertainty in income taxes recognized in accordance with FASB Statement No. 109, "Accounting for Income Taxes." This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective during the first required financial reporting period for fiscal years beginning after December 15, 2006. Management is currently evaluating the impact of applying the various provisions of FIN 48.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, (FAS 157) "Fair Value Measurements". FAS 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosure about fair value measurements. FAS 157 is effective for fiscal years beginning after November 15, 2007. Management is currently evaluating the impact the adoption of FAS 157 will have on the Fund's financial statement disclosures.

## OTHER MATTERS (Unaudited)

The Fund held its Annual Meeting of Shareholders on February 23, 2007. The following action was taken by the shareholders of the Fund:

Item 1: The election of William H. Park and Ronald A. Pearlman as Class II Trustees of the Fund for a three-year term expiring in 2010:

	Nominee for Class II	
	Trustee Elected by	Nominee for Class II
	All Shareholders:	Trustee Elected by All Shareholders:
Fund	William H. Park	Ronald A. Pearlman
For	14,933,875	14,927,313
Withheld	140.654	147.216

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## Eaton Vance Short Duration Diversified Income Fund

#### DIVIDEND REINVESTMENT PLAN

The Fund offers a dividend reinvestment plan (the Plan) pursuant to which shareholders may elect to have dividends and capital gains distributions automatically reinvested in shares (the Shares) of the Fund. You may 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 PFPC Inc. as dividend paying agent. On the distribution payment date, if the net asset value 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 net asset value per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by the Plan 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 your shares be re-registered in your name with the Fund's transfer agent PFPC Inc., or you will not be able to participate.

The Plan Agent's service fee for handling distributions will be paid by the Fund. Each participant 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 Plan 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 Plan Agent to have the Plan Agent sell part or all of his or her Shares and remit the proceeds, the Plan 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 Plan Agent.

Any inquires regarding the Plan can be directed to the Plan Agent, PFPC Inc., at 1-800-331-1710.

## Eaton Vance Short Duration Diversified Income Fund

#### 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 DIVIDENDS AND DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.

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

Eaton Vance Short Duration Diversified Income Fund c/o PFPC Inc. P.O. Box 43027 Providence, RI 02940-3027 800-331-1710

#### **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 diversified closed-end management investment company and has no employees.

#### **Number of Shareholders**

As of April 30, 2007, our records indicate that there are 18 registered shareholders and approximately 12,491 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. The Eaton Vance Building 255 State Street Boston, MA 02109 1-800-225-6265

#### New York Stock Exchange symbol

The New York Stock Exchange Symbol is EVG.

## Eaton Vance Short Duration Diversified Income Fund

BOARD OF TRUSTEES' ANNUAL APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT

Overview of the Contract Review Process

The Investment Company Act of 1940, as amended (the "1940 Act"), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuance is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not "interested persons" of the fund ("Independent Trustees"), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a "Board") of the Eaton Vance group of mutual funds (the "Eaton Vance Funds") held on April 23, 2007, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of the Special Committee of the Board, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Special Committee reviewed information furnished for a series of meetings of the Special Committee held in February, March and April 2007. Such information included, among other things, the following:

Information about Fees, Performance and Expenses

An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;

An independent report comparing each fund's total expense ratio and its components to comparable funds;

An independent report comparing the investment performance of each fund to the investment performance of comparable funds over various time periods;

Data regarding investment performance in comparison to relevant peer groups of funds and appropriate indices;

Comparative information concerning fees charged by each adviser for managing other mutual funds and institutional accounts using investment strategies and techniques similar to those used in managing the fund;

Profitability analyses for each adviser with respect to each fund;

Information about Portfolio Management

Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed;

Information concerning the allocation of brokerage and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through "soft dollar" benefits received in connection with the funds' brokerage, and the implementation of a soft dollar reimbursement program established with respect to the funds;

Data relating to portfolio turnover rates of each fund;

The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

Information about each Adviser

Reports detailing the financial results and condition of each adviser;

Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts:

Copies of the Codes of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;

Copies of or descriptions of each adviser's proxy voting policies and procedures;

Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;

Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;

Other Relevant Information

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;

Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds' administrator; and

The terms of each advisory agreement.

# Eaton Vance Short Duration Diversified Income Fund

#### BOARD OF TRUSTEES' ANNUAL APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT CONT'D

In addition to the information identified above, the Special Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2007, the Board met ten times and the Special Committee, the Audit Committee and the Governance Committee, each of which is a Committee comprised solely of Independent Trustees, met twelve, fourteen and eight times, respectively. At such meetings, the Trustees received, among other things, presentations by the portfolio managers and other investment professionals of each adviser relating to the investment performance of each fund and the investment strategies used in pursuing the fund's investment objective.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Special Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Special Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Special Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each advisory and sub-advisory agreement.

#### Results of the Process

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Special Committee concluded that the continuance of the investment advisory agreement between the Eaton Vance Short Duration Diversified Income Fund (the "Fund"), and Eaton Vance Management (the "Adviser"), including its fee structure, is in the interests of shareholders and, therefore, the Special Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Special Committee as well as the factors considered and conclusions reached by the Special Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the advisory agreement for the Fund.

Nature, Extent and Quality of Services

In considering whether to approve the investment advisory agreement of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser.

The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment professionals and other personnel who provide portfolio management, investment research, and similar services to the Fund. In particular, the Board evaluated the abilities and experience of such investment personnel in analyzing factors such as credit risk and special considerations relevant to investing in senior, secured floating-rate loans, foreign debt obligations, including debt of emerging market issuers, and mortgage-backed securities. The Board considered the Adviser's in-house research capabilities as well as other resources available to personnel of the Adviser. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation paid to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management.

The Board also reviewed the compliance programs of the Adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also evaluated the responses of the Adviser and its affiliates to requests from regulatory authorities such as the Securities and Exchange Commission and the National Association of Securities Dealers.

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the respective investment advisory agreements.

#### Fund Performance

The Board compared the Fund's investment performance to a relevant universe of similarly managed funds identified by an independent data provider and appropriate benchmark indices. The Board reviewed comparative performance data for the period from

# Eaton Vance Short Duration Diversified Income Fund

#### BOARD OF TRUSTEES' ANNUAL APPROVAL OF THE INVESTMENT ADVISORY AGREEMENT CONT'D

inception (February 2005) through September 30, 2006 for the Fund. On the basis of the foregoing and other relevant information, the Board concluded that the performance of the Fund is satisfactory.

#### Management Fees and Expenses

The Board reviewed contractual investment advisory fee rates, including any administrative fee rates, payable by the Fund (referred to as "management fees"). The Board noted the nature of the management fees which are charged on total leveraged assets, and its relationship to the investment objectives of the Fund. The Board concluded that the fees were appropriate in light of the manner in which the leverage will be used by the Adviser in managing the portfolio.

As part of its review, the Board considered the Fund's management fees and total expense ratio for the year ended September 30, 2006, as compared to a group of similarly managed funds selected by an independent data provider. The Board considered the fact that the Adviser had waived fees and/or paid expenses for the Fund

After reviewing the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services and the Fund's total expense ratio are reasonable.

#### Profitability

The Board reviewed the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser and its affiliates in connection with its relationship with the Fund.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

#### Economies of Scale

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board also considered the fact that the Fund is not continuously offered and concluded that, in light of the level of the Adviser's profits with respect to the Fund, the implementation of breakpoints in the advisory fee schedule is not appropriate. Based upon the foregoing, the Board concluded that the benefits from economies of scale are currently being shared equitably by the Adviser and its affiliates and the Fund.

# Eaton Vance Short Duration Diversified Income Fund

## INVESTMENT MANAGEMENT

Officers

Thomas E. Faust Jr. President

James B. Hawkes

Vice President and Trustee Christine M. Johnston

Vice President

Scott H. Page

Vice President

Susan Schiff

Vice President

Payson F. Swaffield

Vice President

Mark S. Venezia

Vice President

Barbara E. Campbell

Treasurer

Alan R. Dynner

Secretary

Paul M. O'Neil

Chief Compliance Officer

Trustees

Samuel L. Hayes, III

Chairman

Benjamin C. Esty

Allen R. Freedman

William H. Park

Ronald A. Pearlman Norton H. Reamer

Lynn A. Stout

Ralph F. Verni

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# Investment Adviser of Eaton Vance Short Duration Diversified Income Fund Eaton Vance Management

The Eaton Vance Building

255 State Street

Boston, MA 02109

# Administrator of Eaton Vance Short Duration Diversified Income Fund Eaton Vance Management

The Eaton Vance Building

255 State Street

Boston, MA 02109

# Custodian Investors Bank & Trust Company

200 Clarendon Street

Boston, MA 02116

Transfer Agent PFPC Inc.

Attn: Eaton Vance Funds

P.O. Box 43027

Providence, RI 02940-3027

(800) 331-1710

#### **Eaton Vance Short Duration Diversified Income Fund**

The Eaton Vance Building

255 State Street

Boston, MA 02109

2319-6/07 CE-SDDISRC

#### 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, Samuel L. Hayes, III and Norton H. Reamer, each an independent trustee, as its audit committee financial experts. Mr. Park is a certified public accountant who is the Vice Chairman of Commercial Industrial Finance Corp (specialty finance company). Previously, he served as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm) and as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (UAM) (a holding company owning institutional investment management firms). Mr. Hayes is the Jacob H. Schiff Professor of Investment Banking Emeritus of the Harvard University Graduate School of Business Administration. Mr. Reamer is the President, Chief Executive Officer and a Director of Asset Management Finance Corp. (a specialty finance company serving the investment management industry) and is President of Unicorn Corporation (an investment and financial advisory services company). Formerly, Mr. Reamer was Chairman and Chief Operating Officer of Hellman, Jordan Management Co., Inc. (an investment management company) and Advisory Director of Berkshire Capital Corporation (an investment banking firm), Chairman of the Board of UAM and Chairman, President and Director of the UAM Funds (mutual funds).

### Item 4. Principal Accountant Fees and Services

Not required in this filing

#### Item 5. Audit Committee of Listed registrants

Not required in this filing.

#### 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 then 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 personal 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

Not required in this filing.

### 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 Short Duration Diversified Income Fund

By: /s/ Thomas E. Faust Jr. Thomas E. Faust Jr.

President

June 11, 2007

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/ Barbara E. Campbell

Barbara E. Campbell

Treasurer

June 11, 2007

By: /s/ Thomas E. Faust Jr.

Thomas E. Faust Jr.

President

June 11, 2007