

EATON VANCE LTD DURATION INCOME FUND
Form N-CSR
June 26, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

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

Investment Company Act file number 811-21323

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

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

02109
(Zip code)

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

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

Date of fiscal year April 30
end:

Date of reporting period: April 30, 2008

Item 1. Reports to Stockholders

Annual Report April 30, 2008

EATON VANCE
LIMITED
DURATION
INCOME
FUND

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Eaton Vance Limited Duration Income Fund as of April 30, 2008

MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE

Payson F. Swaffield, CFA
Co-Portfolio Manager

Mark S. Venezia, CFA
Co-Portfolio Manager

Christine M. Johnston, CFA
Co-Portfolio Manager

Economic and Market Conditions

- The year ended April 30, 2008 was a period of significant challenges for the U.S. economy and its financial markets. The credit crisis, which began with the subprime mortgage crisis in August, 2007, left investors seeking shelter in higher quality bonds. A broad-based flight to quality resulted in a significant widening in all U.S. credit markets, ranging from mortgage-backed securities (MBS) to below investment-grade corporate debt. During the period, the Federal Reserve Board (the Fed) cut interest rates, lowering the Federal Funds Rate from 5.25% at April 30, 2007, to 2.00% by April 30, 2008. The short end of the yield curve experienced a significant drop in interest rates, as the yield curve steepened.
- Within the credit markets, yield spread widening left no market unscathed. The yield spread in seasoned U.S. agency MBS, among the highest quality securities, widened by approximately 145 basis points (1.45%) over the year. The yield spread in below investment grade corporate debt, at the opposite end of the quality spectrum, had widened approximately 550 basis points (5.50%) before ending the period approximately 400 basis points (4.00%) wider than at April 30, 2007. Senior, secured bank loans fared slightly better in spread terms; however, on a total return basis, this sector underperformed during the period.

Management Discussion

- The Fund's investment objective is to provide a high level of current income. The Fund pursues its objective by investing primarily in three distinct investment categories: 1) seasoned U.S. agency MBS; 2) senior, secured floating rate loans; and 3) below investment grade corporate bonds (high yield). As of April 30, 2008, the Fund had an overweight (greater than one-third) investment in senior, secured loans (38.5%), with a slight underweight (less than one-third) in seasoned U.S. agency MBS (29.1%) and high yield (27.5%).
- During the year ended April 30, 2008, the market-wide sell-off that affected all fixed-income and equity asset classes in the second half of the year had a significant and unprecedented effect on the senior loan market. Average loan prices, which had fallen about 4%-5% by December 2007, declined a further 7%-8% by mid-February 2008 before recovering somewhat by the end of that month. Along with the tentative return of market confidence, loan prices have been rising since mid-March 2008 and increased approximately 4%-5% by April 30, 2008 from their mid-February 2008 bottom. Default rates increased to 1% but remained well below historical averages of 3%. The Fund's senior loan holdings remained diversified with respect to industry, geography and borrower. At the end of the period, the largest industry holdings were health care, cable and satellite television, publishing, business equipment and services, and leisure goods, activities and movies. The majority of these industries tended to be non-cyclical, and within each there was further diversity of individual borrowers and geography, with larger exposures possessing good capital structures, strong collateral value and attractive yields. Exposure to more highly cyclical industries, such as home builders and financial

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Total Return Performance 4/30/07 4/30/08

AMEX Symbol

EVV

| | | |
|-------------------------------|-----------|---------|
| At Market(1) | | -10.04% |
| At Net Asset Value (NAV)(1) | | -1.99% |
| Total Distributions per share | \$ | 1.513 |
| Distribution Rate(2) | At Market | 9.89% |
| | At NAV | 9.27% |

Please refer to page 3 for additional performance information.

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- (1) Performance results reflect the effect of leverage resulting from the Fund's issuance of Auction Preferred Shares, its securities lending program and its debt financing.
 - (2) Distribution Rate is based on the Fund's most recent monthly distribution per share (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's monthly distributions may be comprised of ordinary income, net realized capital gains and return of capital.

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

Michael W. Weilheimer, CFA
Co-Portfolio Manager

Scott H. Page, CFA
Co-Portfolio Manager

Susan Schiff, CFA
Co-Portfolio Manager

Catherine C. McDermott
Co-Portfolio Manager

intermediaries, was minimal at the end of the period. The Fund had no exposure to subprime mortgages or mortgage lenders through April 30, 2008. The Fund's exposure to senior, secured loans was a drag on the Fund's performance for the period.

- The high-yield bond market's returns were essentially flat for the year ended April 30, 2008, but were pulled lower in the second half of the year by the continuing effects of the subprime crisis, declining home values and a weakening economy. After significant deterioration in late 2007 and early 2008, the market began to rally in mid-March 2008. The Fed's injection of liquidity into the credit markets gave rise to hopes that the worst of the credit crisis may have passed. The market rally continued through April, posting one of the strongest one-month rallies in high-yield bond history. Within its high-yield holdings, the gaming sector was a modest drag on Fund performance, as investors feared the consequences of a pullback in leisure and travel expenditures. Emerging telecommunications bonds also struggled, as companies found it difficult to gain a competitive foothold in a slow economy. Energy and paper bonds were among the better performers. Exploration and production companies benefited from the continuing surge in oil prices during the period. Selected retail bonds fared well later in the period. Unlike many "big box" retailers that have been negatively affected by a weak economy, some specialty retailers have enjoyed relatively stable earnings. Performance was also helped by an underweighting in the troubled auto sector, and by short maturities in the few auto holdings in the Fund.

- The second half of the year was among the most volatile periods in decades for the MBS sector. The credit crunch, which began in 2007 as a result of problems associated with subprime lending, worsened in early 2008 amid declining home values and a weakening economy. As foreclosures surged among subprime borrowers, investors became increasingly risk-averse, even with respect to higher-quality, seasoned U.S. agency MBS, and the seasoned U.S. agency MBS market reflected investor concerns. At mid-March 2008, the financial markets began to stabilize as the Fed initiated actions to inject liquidity into the credit markets. In the wake of the Fed's actions, the seasoned U.S. agency MBS markets stabilized, although credit remained tight by historical standards. Seasoned U.S. agency MBS had positive returns for the year as a whole but the sector's performance lagged that of Treasuries. While the Fund's seasoned U.S. agency MBS felt the impact of the credit crunch, management believed that the underlying credit quality of this segment remained sound. Typically, the mortgages underlying seasoned U.S. agency MBS were originated in the 1980s or 1990s. Due to significant appreciation in home prices since that time, these mortgages typically have lower loan-to-value ratios, meaning that these homeowners have more equity in their homes than the average borrower. In addition, these securities are guaranteed by government agencies. All of these factors together place seasoned U.S. agency MBS among the highest quality securities in the U.S. fixed-income markets. The Fund had no exposure to the subprime lending market or to non-agency MBS. Prepayment rates for the Fund's seasoned U.S. agency MBS remained in the 15% range.

- As has been widely reported since mid-February 2008, the normal functioning of the auction market in the U.S. for certain types of auction rate securities has been disrupted by an imbalance between buy and sell orders. Consistent with patterns in the broader market for auction rate securities, the Fund has, since mid-February, experienced unsuccessful APS auctions. In the event of an unsuccessful auction, the affected APS shares remain outstanding, and the dividend rate reverts to the specified maximum payable rate. At April 30, 2008, the Fund had leverage in the amount of approximately 34.7% of the Fund's total assets.
- As of May 7, 2008, the Fund redeemed two-thirds of its outstanding APS, representing 21,335 shares and \$533,375,000 in liquidation preferences, through debt financing. The Fund was not required to sell portfolio holdings, and the cost to the Fund of the new debt leverage is expected, over time, to be lower than the total cost of the APS based on the maximum applicable dividend rates that apply when auctions do not clear.
- Effective January 30, 2008, Cathy McDermott assumed co-portfolio management responsibilities for Eaton Vance Limited Duration Income Fund. Ms. McDermott joined Eaton Vance in 2000 as a Senior Financial Analyst and Vice President. Previously, Ms. McDermott was a principal and analyst with Cypress Tree Investment Management in Boston and Financial Security Assurance in New York.

Eaton Vance Limited Duration Income Fund as of April 30, 2008

FUND PERFORMANCE

Fund Performance(1)

| American Stock Exchange Symbol | EVV |
|--|---------|
| Average Annual Total Return (by share price, AMEX) | |
| One Year | -10.04% |
| Life of Fund (5/30/03) | 4.15 |
| Average Annual Total Return (at net asset value) | |
| One Year | -1.99% |
| Life of Fund (5/30/03) | 5.54 |

(1) *Performance results reflect the effect of leverage resulting from the Fund's issuance of Auction Preferred Shares and its securities lending program and debt financing.*

Portfolio Composition

Fund Allocations(2)

By net investments

(2) Fund allocations are shown as a percentage of the Fund's net investments, which represented 152.0% of the Fund's net assets as of 4/30/08. Fund allocations may not be representative of the Fund's current or future investments and are subject to change due to active management.

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

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

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS

| Senior Floating-Rate Interests | 58.2% | Principal Amount* | Borrower/Tranche Description | Value |
|---|-------|-------------------|---|---------------|
| Aerospace and Defense | 0.9% | | | |
| ACTS Aero Technical Support & Service, Inc. | | | Term Loan, 5.96%, Maturing October 5, 2014 | \$ 753,597 |
| | | 897,140 | | |
| Atlantic Inertial Systems, Inc. | | | Term Loan, 5.75%, Maturing July 20, 2014 | 1,586,015 |
| | | 1,687,250 | | |
| AWAS Capital, Inc. | | | Term Loan, 4.38%, Maturing March 22, 2013 | 528,303 |
| | | 613,414 | | |
| CACI International, Inc. | | | Term Loan, 4.33%, Maturing May 3, 2011 | 330,354 |
| | | 335,385 | | |
| Colt Defense, LLC | | | Term Loan, 6.11%, Maturing July 9, 2014 | 912,410 |
| | | 986,389 | | |
| DAE Aviation Holdings, Inc. | | | Term Loan, 6.52%, Maturing July 31, 2014 | 565,313 |
| | | 574,468 | | |
| | | 570,609 | Term Loan, 6.65%, Maturing July 31, 2014 | 561,516 |
| Evergreen International Aviation | | | Term Loan, 7.75%, Maturing October 31, 2011 | 1,100,934 |
| | | 1,237,005 | | |
| Hawker Beechcraft Acquisition | | | Term Loan, 4.70%, Maturing March 26, 2014 | 1,628,021 |
| | | 1,703,062 | | |
| | | 76,229 | Term Loan, 6.80%, Maturing March 26, 2014 | 72,870 |
| Hexcel Corp. | | | Term Loan, 4.54%, Maturing March 1, 2012 | 1,512,713 |
| | | 1,559,498 | | |
| IAP Worldwide Services, Inc. | | | Term Loan, 9.00%, Maturing December 30, 2012 | 1,003,608 |
| | | 1,201,926 | | |
| TransDigm, Inc. | | | Term Loan, 4.66%, Maturing June 23, 2013 | 1,984,219 |
| | | 2,075,000 | | |
| Vought Aircraft Industries, Inc. | | | Term Loan, 4.95%, Maturing December 17, 2011 | 934,583 |
| | | 1,000,000 | | |
| | | 1,289,318 | Term Loan, 5.12%, Maturing December 17, 2011 | 1,217,868 |
| Wesco Aircraft Hardware Corp. | | | Term Loan, 4.95%, Maturing September 29, 2013 | 1,426,536 |
| | | 1,458,750 | | |
| | | | | \$ 16,118,860 |
| Air Transport | 0.5% | | | |
| Airport Development and Investment, Ltd. | | | Term Loan, 9.94%, Maturing April 7, 2011 | \$ 4,245,442 |
| GBP | | 2,457,250 | | |

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Delta Air Lines, Inc.

| | | |
|-----------|---|-----------|
| 1,712,063 | Term Loan, 6.15%, Maturing April 30, 2014 | 1,369,650 |
|-----------|---|-----------|

Northwest Airlines, Inc.

| | | |
|-----------|---|-----------|
| 3,772,000 | DIP Loan, 4.72%, Maturing August 21, 2008 | 3,287,298 |
|-----------|---|-----------|

\$ 8,902,390

| | Principal Amount* | Borrower/Tranche Description | Value |
|--------------------------------------|-------------------|---|--------------|
| Automotive 2.1% | | | |
| Accuride Corp. | | | |
| | 2,337,795 | Term Loan, 6.24%, Maturing January 31, 2012 | \$ 2,267,661 |
| Adesa, Inc. | | | |
| | 5,086,563 | Term Loan, 4.95%, Maturing October 18, 2013 | 4,835,413 |
| Affina Group, Inc. | | | |
| | 2,313,738 | Term Loan, 5.90%, Maturing November 30, 2011 | 2,059,227 |
| Allison Transmission, Inc. | | | |
| | 5,273,500 | Term Loan, 5.57%, Maturing September 30, 2014 | 4,956,621 |
| ATU AFM Auto Holding GmbH & Co. | | | |
| EUR | 2,698,276 | Term Loan, 7.93%, Maturing August 20, 2013 | 2,804,131 |
| AxleTech International Holding, Inc. | | | |
| | 1,950,000 | Term Loan, 9.19%, Maturing April 21, 2013 | 1,803,750 |
| Chrysler Financial | | | |
| | 1,496,241 | Term Loan, 6.80%, Maturing August 1, 2014 | 1,365,528 |
| CSA Acquisition Corp. | | | |
| | 596,221 | Term Loan, 5.25%, Maturing December 23, 2011 | 575,354 |
| | 488,750 | Term Loan, 5.25%, Maturing December 23, 2012 | 471,644 |
| Dayco Products, LLC | | | |
| | 2,309,893 | Term Loan, 7.35%, Maturing June 21, 2011 | 1,827,703 |
| Delphi Corp. | | | |
| | 1,000,000 | DIP Loan, 6.38%, Maturing July 1, 2008 | 965,938 |
| Ford Motor Co. | | | |
| | 2,295,938 | Term Loan, 5.80%, Maturing December 15, 2013 | 2,115,491 |
| General Motors Corp. | | | |
| | 4,388,343 | Term Loan, 5.06%, Maturing November 29, 2013 | 4,133,955 |
| Goodyear Tire & Rubber Co. | | | |
| | 3,450,000 | Term Loan, 4.54%, Maturing April 30, 2010 | 3,277,500 |
| Keystone Automotive Operations, Inc. | | | |
| | 1,125,862 | Term Loan, 6.30%, Maturing January 12, 2012 | 906,319 |
| LKQ Corp. | | | |
| | 1,319,905 | Term Loan, 4.97%, Maturing October 12, 2014 | 1,310,006 |
| TriMas Corp. | | | |
| | 314,063 | | 290,508 |

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| | | | |
|-----------------------------|-----------|---|---------------|
| | | Term Loan, 5.39%, Maturing August 2, 2011 | |
| | 1,340,524 | Term Loan, 5.16%, Maturing August 2, 2013 | 1,239,984 |
| United Components, Inc. | | | |
| | 1,439,394 | Term Loan, 5.05%, Maturing June 30, 2010 | 1,394,413 |
| | | | \$ 38,601,146 |
| Beverage and Tobacco 0.5% | | | |
| Beverage Packaging Holdings | | | |
| EUR | 824,779 | Term Loan, 6.60%, Maturing May 11, 2015 | \$ 1,174,950 |
| EUR | 824,779 | Term Loan, 6.85%, Maturing May 11, 2016 | 1,174,950 |
| Constellation Brands, Inc. | | | |
| | 1,240,000 | Term Loan, 4.91%, Maturing June 5, 2013 | 1,212,322 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|---|----------------------|--|--------------|
| Beverage and Tobacco (continued) | | | |
| Culligan International Co. | | | |
| EUR | 1,400,000 | Term Loan, 9.12%, Maturing May 31, 2013 | \$ 1,166,118 |
| | 990,000 | Term Loan, 5.03%, Maturing November 24, 2014 | 735,075 |
| Liberator Midco Ltd. | | | |
| GBP | 357,992 | Term Loan, 13.95%, Maturing October 27, 2016 | 661,753 |
| Southern Wine & Spirits of America, Inc. | | | |
| | 2,930,563 | Term Loan, 4.20%, Maturing May 31, 2012 | 2,897,594 |
| Van Houtte, Inc. | | | |
| | 875,594 | Term Loan, 5.20%, Maturing July 11, 2014 | 828,531 |
| | 119,399 | Term Loan, 5.20%, Maturing July 11, 2014 | 112,982 |
| | | | \$ 9,964,275 |
| Brokers, Dealers and Investment Houses 0.1% | | | |
| AmeriTrade Holding Corp. | | | |
| | 2,108,393 | Term Loan, 4.37%, Maturing December 31, 2012 | \$ 2,063,402 |
| | | | \$ 2,063,402 |
| Building and Development 2.6% | | | |
| AIMCO Properties, L.P. | | | |
| | 3,050,000 | Term Loan, 4.36%, Maturing March 23, 2011 | \$ 2,813,625 |
| Beacon Sales Acquisition, Inc. | | | |
| | 911,125 | Term Loan, 4.74%, Maturing September 30, 2013 | 749,400 |
| Brickman Group Holdings, Inc. | | | |
| | 1,435,500 | Term Loan, 4.70%, Maturing January 23, 2014 | 1,345,781 |
| Building Materials Corp. of America | | | |
| | 1,901,058 | Term Loan, 5.69%, Maturing February 22, 2014 | 1,600,057 |
| Capital Automotive (REIT) | | | |
| | 3,046,644 | Term Loan, 4.46%, Maturing December 16, 2010 | 2,954,769 |
| Epco/Fantome, LLC | | | |
| | 1,817,000 | Term Loan, 5.49%, Maturing November 23, 2010 | 1,579,064 |
| Forestar USA Real Estate Group, Inc. | | | |
| | 1,975,000 | Term Loan, 6.72%, Maturing December 1, 2010 | 1,896,000 |
| | 1,975,000 | Term Loan, 6.85%, Maturing December 1, 2010 ⁽²⁾ | 1,856,500 |
| Hovstone Holdings, LLC | | | |
| | 742,500 | Term Loan, 7.27%, Maturing February 28, 2009 | 623,106 |
| LNR Property Corp. | | | |
| | 3,256,000 | | 2,725,884 |

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Term Loan, 6.36%, Maturing July 3, 2011

Metroflag BP, LLC

700,000

Term Loan, 11.80%, Maturing June 6, 2009

577,500

NCI Building Systems, Inc.

1,374,724

Term Loan, 4.33%, Maturing June 18, 2010

1,323,172

Nortek, Inc.

3,932,680

Term Loan, 5.30%, Maturing August 27, 2011

3,559,076

Principal
Amount*

Borrower/Tranche Description

Value

Building and Development (continued)

Panolam Industries Holdings, Inc.

1,345,288

Term Loan, 5.44%, Maturing September 30, 2012

\$ 1,116,589

PLY GEM Industries, Inc.

2,624,435

Term Loan, 5.45%, Maturing August 15, 2011

2,261,701

82,086

Term Loan, 5.45%, Maturing August 15, 2011

70,741

Realogy Corp.

4,418,129

Term Loan, 5.72%, Maturing September 1, 2014

3,791,996

1,189,496

Term Loan, 6.14%, Maturing September 1, 2014

1,020,922

South Edge, LLC

287,500

Term Loan, 7.25%, Maturing October 31, 2009

181,125

Standard Pacific Corp.

1,260,000

Term Loan, 4.82%, Maturing May 5, 2013

991,200

Stile Acquisition Corp.

952,214

Term Loan, 4.89%, Maturing April 6, 2013

862,878

Stile U.S. Acquisition Corp.

953,836

Term Loan, 4.89%, Maturing April 6, 2013

864,348

Tousa/Kolter, LLC

1,460,133

Term Loan, 6.00%, Maturing March 31, 2031⁽¹³⁾

818,551

TRU 2005 RE Holding Co.

6,075,000

Term Loan, 5.71%, Maturing December 9, 2008

5,619,375

United Subcontractors, Inc.

1,000,000

Term Loan, 12.21%, Maturing June 27, 2013⁽³⁾

500,000

WCI Communities, Inc.

4,062,500

Term Loan, 7.98%, Maturing December 23, 2010

3,558,072

Wintergames Acquisition ULC

3,426,719

Term Loan, 6.14%, Maturing April 24, 2009

3,263,950

\$ 48,525,382

Business Equipment and Services 3.9%

Activant Solutions, Inc.

930,897

Term Loan, 4.76%, Maturing May 1, 2013

\$ 816,862

Affiliated Computer Services

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| | | | |
|-------------------------------|-----------|--|-----------|
| | 1,890,913 | Term Loan, 4.79%, Maturing March 20, 2013 | 1,827,537 |
| | 297,729 | Term Loan, 4.89%, Maturing March 20, 2013 | 287,750 |
| Affinion Group, Inc. | | | |
| | 2,817,094 | Term Loan, 5.56%, Maturing October 17, 2012 | 2,662,154 |
| Allied Security Holdings, LLC | | | |
| | 1,605,895 | Term Loan, 5.87%, Maturing June 30, 2010 | 1,501,512 |
| Education Management, LLC | | | |
| | 4,911,204 | Term Loan, 4.50%, Maturing June 1, 2013 | 4,392,459 |
| Euronet Worldwide, Inc. | | | |
| | 2,118,100 | Term Loan, 4.76%, Maturing April 4, 2012 | 2,033,376 |
| Info USA, Inc. | | | |
| | 733,219 | Term Loan, 4.70%, Maturing February 14, 2012 | 703,890 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|---|----------------------|---|------------|
| Business Equipment and Services (continued) | | | |
| Intergraph Corp. | | | |
| | 1,000,000 | Term Loan, 5.08%, Maturing May 29, 2014 | \$ 945,833 |
| | 1,000,000 | Term Loan, 9.09%, Maturing November 29, 2014 | 936,250 |
| iPayment, Inc. | | | |
| | 2,161,028 | Term Loan, 4.70%, Maturing May 10, 2013 | 1,793,653 |
| ista International GmbH | | | |
| EUR | 1,522,526 | Term Loan, 6.77%, Maturing May 14, 2015 | 2,002,017 |
| EUR | 302,474 | Term Loan, 6.77%, Maturing May 14, 2015 | 397,732 |
| Kronos, Inc. | | | |
| | 1,576,571 | Term Loan, 4.95%, Maturing June 11, 2014 | 1,436,651 |
| Language Line, Inc. | | | |
| | 2,368,266 | Term Loan, 5.95%, Maturing June 11, 2011 | 2,196,567 |
| Mitchell International, Inc. | | | |
| | 1,500,000 | Term Loan, 7.94%, Maturing March 28, 2015 | 1,432,500 |
| N.E.W. Holdings I, LLC | | | |
| | 2,623,835 | Term Loan, 5.43%, Maturing May 22, 2014 | 2,253,218 |
| Protection One, Inc. | | | |
| | 2,045,129 | Term Loan, 5.23%, Maturing March 31, 2012 | 1,769,036 |
| Quantum Corp. | | | |
| | 531,250 | Term Loan, 6.20%, Maturing July 12, 2014 | 480,781 |
| Quintiles Transnational Corp. | | | |
| | 1,225,000 | Term Loan, 4.70%, Maturing March 31, 2013 | 1,157,625 |
| | 1,725,000 | Term Loan, 6.70%, Maturing March 31, 2014 | 1,647,375 |
| Sabre, Inc. | | | |
| | 6,636,484 | Term Loan, 4.88%, Maturing September 30, 2014 | 5,633,134 |
| Safenet, Inc. | | | |
| | 997,487 | Term Loan, 5.46%, Maturing April 12, 2014 | 832,902 |
| Serena Software, Inc. | | | |
| | 1,567,536 | Term Loan, 4.68%, Maturing March 10, 2013 | 1,418,620 |
| Sitel (Client Logic) | | | |
| | 1,825,238 | Term Loan, 5.14%, Maturing January 29, 2014 | 1,323,298 |
| Solera Holdings, LLC | | | |
| EUR | 1,141,039 | Term Loan, 6.63%, Maturing May 15, 2014 | 1,625,483 |
| SunGard Data Systems, Inc. | | | |

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| | | | |
|---|-------------------|--|---------------|
| | 13,479,776 | Term Loan, 4.88%, Maturing February 11, 2013 | 12,801,190 |
| TDS Investor Corp. | | | |
| | 356,888 | Term Loan, 4.95%, Maturing August 23, 2013 | 329,854 |
| | 1,778,654 | Term Loan, 5.11%, Maturing August 23, 2013 | 1,643,921 |
| EUR | 1,051,592 | Term Loan, 6.98%, Maturing August 23, 2013 | 1,461,222 |
| Transaction Network Services, Inc. | | | |
| | 890,023 | Term Loan, 4.72%, Maturing May 4, 2012 | 823,271 |
| U.S. Security Holdings, Inc. | | | |
| | 980,000 | Term Loan, 7.35%, Maturing May 8, 2013 | 940,800 |
| Valassis Communications, Inc. | | | |
| | 1,865,289 | Term Loan, 4.45%, Maturing March 2, 2014 | 1,740,160 |
| | 426,667 | Term Loan, 6.00%, Maturing March 2, 2014 | 398,045 |
| | Principal Amount* | Borrower/Tranche Description | Value |
| Business Equipment and Services (continued) | | | |
| VWR International, Inc. | | | |
| | 2,325,000 | Term Loan, 5.20%, Maturing June 28, 2013 | \$ 2,173,875 |
| WAM Acquisition, S.A. | | | |
| EUR | 368,919 | Term Loan, 6.96%, Maturing May 4, 2014 | 538,015 |
| EUR | 223,408 | Term Loan, 6.96%, Maturing May 4, 2014 | 325,809 |
| EUR | 368,919 | Term Loan, 7.21%, Maturing May 4, 2015 | 538,015 |
| EUR | 223,408 | Term Loan, 7.21%, Maturing May 4, 2015 | 325,809 |
| West Corp. | | | |
| | 4,700,700 | Term Loan, 5.28%, Maturing October 24, 2013 | 4,308,647 |
| | | | \$ 71,856,848 |
| Cable and Satellite Television 4.3% | | | |
| Atlantic Broadband Finance, LLC | | | |
| | 2,569,536 | Term Loan, 4.95%, Maturing February 10, 2011 | \$ 2,398,662 |
| Bragg Communications, Inc. | | | |
| | 1,606,875 | Term Loan, 5.59%, Maturing August 31, 2014 | 1,606,875 |
| Bresnan Broadband Holdings, LLC | | | |
| | 1,725,000 | Term Loan, 5.02%, Maturing March 29, 2014 | 1,581,394 |
| | 1,550,000 | Term Loan, 7.47%, Maturing March 29, 2014 | 1,395,000 |
| Casema | | | |
| EUR | 658,133 | Term Loan, 6.89%, Maturing November 14, 2014 | 999,405 |
| EUR | 341,867 | Term Loan, 6.89%, Maturing November 14, 2014 | 519,141 |
| EUR | 1,000,000 | Term Loan, 7.39%, Maturing November 14, 2015 | 1,519,193 |
| Cequel Communications, LLC | | | |
| | 990,000 | Term Loan, 4.76%, Maturing November 5, 2013 | 905,107 |

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| | | | |
|--|------------|--|------------|
| | 2,175,000 | Term Loan, 7.74%, Maturing May 5, 2014 | 1,767,187 |
| | 4,609,462 | Term Loan, 9.24%, Maturing May 5, 2014 | 3,678,351 |
| Charter Communications Operating, Inc. | | | |
| | 14,986,394 | Term Loan, 4.90%, Maturing April 28, 2013 | 13,275,442 |
| CSC Holdings, Inc. | | | |
| | 2,726,033 | Term Loan, 4.48%, Maturing March 29, 2013 | 2,632,325 |
| CW Media Holdings, Inc. | | | |
| | 870,625 | Term Loan, 5.95%, Maturing February 15, 2015 | 844,506 |
| DirecTV Holdings, LLC | | | |
| | 1,836,617 | Term Loan, 4.38%, Maturing April 13, 2013 | 1,812,129 |
| Insight Midwest Holdings, LLC | | | |
| | 4,741,875 | Term Loan, 4.69%, Maturing April 6, 2014 | 4,520,870 |
| Kabel BW GmbH and Co. | | | |
| EUR | 1,000,000 | Term Loan, 6.93%, Maturing June 9, 2013 | 1,426,510 |
| EUR | 1,000,000 | Term Loan, 7.43%, Maturing June 9, 2014 | 1,426,510 |
| MCC Iowa, LLC | | | |
| | 2,020,000 | Term Loan, 4.26%, Maturing March 31, 2010 | 1,820,525 |
| Mediacom Broadband Group | | | |
| | 2,420,868 | Term Loan, 4.52%, Maturing January 31, 2015 | 2,209,042 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|--|----------------------|---|---------------|
| Cable and Satellite Television (continued) | | | |
| Mediacom Illinois, LLC | | | |
| | 4,778,266 | Term Loan, 4.52%, Maturing January 31, 2015 | \$ 4,321,344 |
| NTL Investment Holdings, Ltd. | | | |
| | 2,901,650 | Term Loan, 4.94%, Maturing March 30, 2012 | 2,671,935 |
| Orion Cable GmbH | | | |
| EUR | 1,100,000 | Term Loan, 7.44%, Maturing October 31, 2014 | 1,626,654 |
| EUR | 1,100,000 | Term Loan, 7.64%, Maturing October 31, 2015 | 1,627,878 |
| ProSiebenSat.1 Media AG | | | |
| EUR | 1,219,800 | Term Loan, 6.77%, Maturing March 2, 2015 | 1,365,775 |
| EUR | 48,181 | Term Loan, 6.25%, Maturing June 26, 2015 | 61,479 |
| EUR | 1,187,219 | Term Loan, 6.25%, Maturing June 26, 2015 | 1,514,902 |
| EUR | 1,219,800 | Term Loan, 7.02%, Maturing March 2, 2016 | 1,365,775 |
| UPC Broadband Holding B.V. | | | |
| EUR | 5,800,000 | Term Loan, 6.36%, Maturing October 16, 2011 | 8,229,734 |
| | 2,800,000 | Term Loan, 4.46%, Maturing December 31, 2014 | 2,639,876 |
| YPSO Holding SA | | | |
| EUR | 2,480,685 | Term Loan, 6.89%, Maturing July 28, 2014 | 3,184,150 |
| EUR | 957,340 | Term Loan, 6.89%, Maturing July 28, 2014 | 1,228,819 |
| EUR | 1,561,975 | Term Loan, 6.89%, Maturing July 28, 2014 | 2,004,915 |
| | | | \$ 78,181,410 |
| Chemicals and Plastics 3.6% | | | |
| AZ Chem US, Inc. | | | |
| | 1,404,710 | Term Loan, 5.21%, Maturing February 28, 2013 | \$ 1,141,327 |
| | 500,000 | Term Loan, 8.59%, Maturing February 28, 2014 | 300,000 |
| Brenntag Holding GmbH and Co. KG | | | |
| | 490,909 | Term Loan, 5.79%, Maturing December 23, 2013 | 454,705 |
| | 2,009,091 | Term Loan, 5.79%, Maturing December 23, 2013 | 1,860,920 |
| | 1,300,000 | Term Loan, 7.79%, Maturing December 23, 2015 | 1,108,250 |
| Celanese Holdings, LLC | | | |
| EUR | 1,980,000 | Term Loan, 6.23%, Maturing April 6, 2011 | 2,936,236 |
| | 6,014,250 | Term Loan, 4.19%, Maturing April 2, 2014 | 5,822,546 |
| Cognis GmbH | | | |
| EUR | 1,084,426 | | 1,523,026 |

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| | | | |
|------------------------------------|----------------------|--|--------------|
| | | Term Loan, 6.61%, Maturing September 15, 2013 | |
| EUR | 265,574 | Term Loan, 6.61%, Maturing September 15, 2013 | 372,986 |
| Columbian Chemicals Acquisition | | | |
| | 880,455 | Term Loan, 5.20%, Maturing March 16, 2013 | 792,409 |
| First Chemical Holding | | | |
| EUR | 1,000,000 | Term Loan, 6.59%, Maturing December 18, 2014 ⁽²⁾ | 1,369,423 |
| EUR | 1,000,000 | Term Loan, 7.08%, Maturing December 18, 2015 ⁽²⁾ | 1,375,910 |
| Foamex L.P. | | | |
| | 2,861,677 | Term Loan, 5.97%, Maturing February 12, 2013 | 2,368,038 |
| Georgia Gulf Corp. | | | |
| | 988,117 | Term Loan, 5.25%, Maturing October 3, 2013 | 935,006 |
| | Principal Amount* | Borrower/Tranche Description | Value |
| Chemicals and Plastics (continued) | | | |
| Hercules, Inc. | | | |
| | 1,205,898 | Term Loan, 4.36%, Maturing October 8, 2010 | \$ 1,187,810 |
| Hexion Specialty Chemicals, Inc. | | | |
| | 1,848,174 | Term Loan, 4.94%, Maturing May 5, 2013 | 1,747,103 |
| | 401,476 | Term Loan, 5.00%, Maturing May 5, 2013 | 379,520 |
| | 4,925,000 | Term Loan, 5.38%, Maturing May 5, 2013 | 4,655,667 |
| Huish Detergents, Inc. | | | |
| | 1,265,438 | Term Loan, 4.70%, Maturing April 26, 2014 | 1,091,440 |
| INEOS Group | | | |
| EUR | 849,785 | Term Loan, 7.21%, Maturing December 14, 2011 | 1,166,362 |
| EUR | 150,215 | Term Loan, 7.21%, Maturing December 14, 2011 | 206,175 |
| EUR | 849,785 | Term Loan, 7.71%, Maturing December 14, 2011 | 1,167,685 |
| EUR | 150,215 | Term Loan, 7.71%, Maturing December 14, 2011 | 206,409 |
| | 244,949 | Term Loan, 4.88%, Maturing December 14, 2013 | 229,104 |
| | 244,949 | Term Loan, 5.38%, Maturing December 14, 2014 | 229,104 |
| Innophos, Inc. | | | |
| | 320,000 | Term Loan, 4.70%, Maturing August 10, 2010 | 303,200 |
| Invista B.V. | | | |
| | 3,064,502 | Term Loan, 4.20%, Maturing April 29, 2011 | 2,947,031 |
| | 1,624,415 | Term Loan, 4.20%, Maturing April 29, 2011 | 1,562,146 |
| ISP Chemco, Inc. | | | |
| | 1,970,038 | Term Loan, 4.69%, Maturing June 4, 2014 | 1,867,227 |
| Kleopatra | | | |
| | 1,200,000 | Term Loan, 5.21%, Maturing January 3, 2016 | 865,500 |
| EUR | 800,000 | | 897,553 |

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| | | | |
|-------------------------------------|-----------|---|-----------|
| | | Term Loan, 7.24%, Maturing January 3, 2016 | |
| Kranton Polymers, LLC | | | |
| | 3,215,055 | Term Loan, 4.75%, Maturing May 12, 2013 | 2,688,589 |
| Lucite International Group Holdings | | | |
| | 782,063 | Term Loan, 5.15%, Maturing July 7, 2013 | 701,412 |
| | 276,915 | Term Loan, 5.15%, Maturing July 7, 2013 | 248,358 |
| MacDermid, Inc. | | | |
| EUR | 976,421 | Term Loan, 6.98%, Maturing April 12, 2014 | 1,345,368 |
| Millenium Inorganic Chemicals | | | |
| | 523,688 | Term Loan, 4.95%, Maturing April 30, 2014 | 455,935 |
| | 1,375,000 | Term Loan, 8.45%, Maturing October 31, 2014 | 1,051,875 |
| Momentive Performance Material | | | |
| | 1,895,201 | Term Loan, 5.13%, Maturing December 4, 2013 | 1,771,337 |
| Mosaic Co. | | | |
| | 74,336 | Term Loan, 4.63%, Maturing December 21, 2012 | 73,577 |
| Nalco Co. | | | |
| | 4,432,589 | Term Loan, 5.01%, Maturing November 4, 2010 | 4,375,799 |
| Propex Fabrics, Inc. | | | |
| | 1,567,946 | Term Loan, 9.24%, Maturing July 31, 2012 | 1,019,165 |
| Rockwood Specialties Group, Inc. | | | |
| | 3,700,550 | Term Loan, 4.40%, Maturing December 10, 2012 | 3,530,428 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|------------------------------------|----------------------|--|---------------|
| Chemicals and Plastics (continued) | | | |
| Schoeller Arca Systems Holding | | | |
| EUR | 886,834 | Term Loan, 7.61%, Maturing November 16, 2015 | \$ 1,225,796 |
| EUR | 824,121 | Term Loan, 7.61%, Maturing November 16, 2015 | 1,139,113 |
| EUR | 289,045 | Term Loan, 7.61%, Maturing November 16, 2015 | 399,523 |
| Solo Cup Co. | | | |
| | 2,013,789 | Term Loan, 6.30%, Maturing February 27, 2011 | 1,949,060 |
| Wellman, Inc. | | | |
| | 1,250,000 | Term Loan, 6.74%, Maturing February 10, 2009 ⁽¹³⁾ | 887,500 |
| | | | \$ 65,932,653 |
| Clothing / Textiles 0.3% | | | |
| Hanesbrands, Inc. | | | |
| | 1,792,654 | Term Loan, 4.61%, Maturing September 5, 2013 | \$ 1,763,523 |
| | 1,125,000 | Term Loan, 6.66%, Maturing March 5, 2014 | 1,117,969 |
| St. John Knits International, Inc. | | | |
| | 1,231,247 | Term Loan, 5.90%, Maturing March 23, 2012 | 1,132,747 |
| The William Carter Co. | | | |
| | 1,161,837 | Term Loan, 4.39%, Maturing July 14, 2012 | 1,109,554 |
| Warnaco, Inc. | | | |
| | 593,611 | Term Loan, 4.46%, Maturing January 31, 2013 | 557,994 |
| | | | \$ 5,681,787 |
| Conglomerates 1.3% | | | |
| Amsted Industries, Inc. | | | |
| | 1,464,365 | Term Loan, 4.75%, Maturing October 15, 2010 | \$ 1,442,399 |
| Blount, Inc. | | | |
| | 416,078 | Term Loan, 4.46%, Maturing August 9, 2010 | 394,234 |
| Doncasters (Dunde HoldCo 4 Ltd.) | | | |
| | 613,558 | Term Loan, 5.22%, Maturing July 13, 2015 | 535,329 |
| | 613,558 | Term Loan, 5.72%, Maturing July 13, 2015 | 535,329 |
| GBP | 734,483 | Term Loan, 10.04%, Maturing January 13, 2016 | 1,200,111 |
| ISS Holdings A/S | | | |
| EUR | 208,772 | Term Loan, 6.65%, Maturing December 31, 2013 | 303,619 |
| EUR | 1,491,228 | Term Loan, 6.65%, Maturing December 31, 2013 | 2,168,710 |
| Jarden Corp. | | | |
| | 1,779,794 | Term Loan, 4.45%, Maturing January 24, 2012 | 1,696,861 |

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| | | | |
|------------------------|-----------|---|-----------|
| | 982,959 | Term Loan, 4.45%, Maturing January 24, 2012 | 937,156 |
| Johnson Diversey, Inc. | | | |
| | 3,004,367 | Term Loan, 5.11%, Maturing December 16, 2011 | 2,857,904 |
| Polymer Group, Inc. | | | |
| | 3,917,918 | Term Loan, 4.92%, Maturing November 22, 2012 | 3,486,947 |
| RBS Global, Inc. | | | |
| | 419,688 | Term Loan, 4.98%, Maturing July 19, 2013 | 393,457 |
| | 2,681,967 | Term Loan, 5.31%, Maturing July 19, 2013 | 2,514,344 |

| | Principal Amount* | Borrower/Tranche Description | Value |
|---------------------------------------|----------------------|--|---------------|
| Conglomerates (continued) | | | |
| RGIS Holdings, LLC | | | |
| | 95,705 | Term Loan, 5.20%, Maturing April 30, 2014 | \$ 82,965 |
| | 1,914,107 | Term Loan, 5.30%, Maturing April 30, 2014 | 1,659,292 |
| US Investigations Services, Inc. | | | |
| | 2,636,717 | Term Loan, 5.60%, Maturing February 21, 2015 | 2,392,820 |
| Vertrue, Inc. | | | |
| | 1,218,875 | Term Loan, 5.70%, Maturing August 16, 2014 | 1,103,082 |
| | | | \$ 23,704,559 |
| Containers and Glass Products 1.7% | | | |
| Berry Plastics Corp. | | | |
| | 4,645,519 | Term Loan, 5.10%, Maturing April 3, 2015 | \$ 4,228,876 |
| Consolidated Container Co. | | | |
| | 1,000,000 | Term Loan, 8.55%, Maturing September 28, 2014 | 526,250 |
| Crown Americas, Inc. | | | |
| | 686,000 | Term Loan, 4.82%, Maturing November 15, 2012 | 660,275 |
| Graham Packaging Holdings Co. | | | |
| | 5,232,038 | Term Loan, 5.04%, Maturing October 7, 2011 | 4,970,797 |
| Graphic Packaging International, Inc. | | | |
| | 7,381,991 | Term Loan, 4.80%, Maturing May 16, 2014 | 7,044,678 |
| ISG Acquisitions | | | |
| EUR | 180,907 | Term Loan, 6.26%, Maturing December 31, 2014 | 266,790 |
| EUR | 217,564 | Term Loan, 6.51%, Maturing December 31, 2014 | 320,848 |
| EUR | 1,300,764 | Term Loan, 6.53%, Maturing December 31, 2014 | 1,918,276 |
| EUR | 1,300,764 | Term Loan, 6.65%, Maturing December 31, 2014 | 1,918,276 |
| Kranson Industries, Inc. | | | |
| | 1,104,007 | Term Loan, 4.91%, Maturing July 31, 2013 | 1,026,726 |
| Owens-Brockway Glass Container | | | |
| | 2,034,688 | Term Loan, 4.22%, Maturing June 14, 2013 | 1,955,335 |
| Smurfit-Stone Container Corp. | | | |

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| | | | |
|-----------------------------|-----------|--|---------------|
| | 872,221 | Term Loan, 4.60%, Maturing November 1, 2011 | 850,634 |
| | 79,528 | Term Loan, 4.71%, Maturing November 1, 2011 | 77,560 |
| | 1,069,632 | Term Loan, 5.01%, Maturing November 1, 2011 | 1,043,159 |
| | 2,213,512 | Term Loan, 5.03%, Maturing November 1, 2011 | 2,158,728 |
| Tegant Holding Corp. | | | |
| | 1,980,000 | Term Loan, 5.43%, Maturing March 8, 2013 | 1,410,750 |
| | | | \$ 30,377,958 |
| Cosmetics / Toiletries 0.3% | | | |
| American Safety Razor Co. | | | |
| | 1,000,000 | Term Loan, 9.03%, Maturing July 31, 2014 | \$ 890,000 |
| Bausch & Lomb, Inc. | | | |
| | 618,450 | Term Loan, 5.95%, Maturing April 30, 2015 | 611,653 |
| | 155,000 | Term Loan, 5.95%, Maturing April 30, 2015 ⁽²⁾ | 153,297 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|---|----------------------|--|--------------|
| Cosmetics / Toiletries (continued) | | | |
| KIK Custom Products, Inc. | | | |
| | 1,400,000 | Term Loan, 7.92%, Maturing November 30, 2014 | \$ 518,000 |
| Prestige Brands, Inc. | | | |
| | 2,652,767 | Term Loan, 6.90%, Maturing April 7, 2011 | 2,566,552 |
| | | | \$ 4,739,502 |
| Drugs 0.4% | | | |
| Graceway Pharmaceuticals, LLC | | | |
| | 1,486,729 | Term Loan, 5.56%, Maturing May 3, 2012 | \$ 1,248,388 |
| | 1,000,000 | Term Loan, 9.20%, Maturing May 3, 2013 | 812,500 |
| | 300,000 | Term Loan, 10.95%, Maturing November 3, 2013 | 235,500 |
| Pharmaceutical Holdings Corp. | | | |
| | 616,116 | Term Loan, 6.14%, Maturing January 30, 2012 | 585,310 |
| Stiefel Laboratories, Inc. | | | |
| | 706,150 | Term Loan, 4.97%, Maturing December 28, 2013 | 681,434 |
| | 923,225 | Term Loan, 4.97%, Maturing December 28, 2013 | 890,912 |
| Warner Chilcott Corp. | | | |
| | 822,291 | Term Loan, 4.73%, Maturing January 18, 2012 | 791,798 |
| | 2,390,716 | Term Loan, 4.84%, Maturing January 18, 2012 | 2,302,061 |
| | | | \$ 7,547,903 |
| Ecological Services and Equipment 0.7% | | | |
| Allied Waste Industries, Inc. | | | |
| | 2,604,404 | Term Loan, 4.38%, Maturing January 15, 2012 | \$ 2,520,352 |
| | 1,565,962 | Term Loan, 4.75%, Maturing January 15, 2012 | 1,515,424 |
| Big Dumpster Merger Sub, Inc. | | | |
| | 855,337 | Term Loan, 4.95%, Maturing February 5, 2013 | 722,760 |
| Blue Waste B.V. (AVR Acquisition) | | | |
| EUR | 1,000,000 | Term Loan, 6.87%, Maturing April 1, 2015 | 1,427,483 |
| Environmental Systems Products Holdings, Inc. | | | |
| | 466,049 | Term Loan, 9.69%, Maturing December 12, 2010 ⁽³⁾ | 466,049 |
| IESI Corp. | | | |
| | 3,464,706 | Term Loan, 6.14%, Maturing January 20, 2012 | 3,300,132 |
| Sensus Metering Systems, Inc. | | | |
| | 715,074 | Term Loan, 5.46%, Maturing December 17, 2010 | 643,567 |
| | 49,327 | Term Loan, 6.88%, Maturing December 17, 2010 | 44,394 |

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Waste Services, Inc.

| | | |
|---------|---|---------|
| 844,840 | Term Loan, 5.15%, Maturing March 31, 2011 | 838,503 |
|---------|---|---------|

Wastequip, Inc.

| | | |
|---------|---|---------|
| 987,783 | Term Loan, 4.95%, Maturing February 5, 2013 | 834,677 |
|---------|---|---------|

\$ 12,313,341

| Principal Amount* | Borrower/Tranche Description | Value |
|-------------------------------------|--|---------------|
| Electronics / Electrical 1.6% | | |
| Aspect Software, Inc. | | |
| 2,336,112 | Term Loan, 5.63%, Maturing July 11, 2011 | \$ 2,190,105 |
| 2,350,000 | Term Loan, 9.75%, Maturing July 11, 2013 | 2,021,000 |
| EnerSys Capital, Inc. | | |
| 1,516,430 | Term Loan, 4.72%, Maturing March 17, 2011 | 1,423,548 |
| Freescale Semiconductor, Inc. | | |
| 5,604,063 | Term Loan, 4.46%, Maturing December 1, 2013 | 4,869,168 |
| Infor Enterprise Solutions Holdings | | |
| 3,430,614 | Term Loan, 6.45%, Maturing July 28, 2012 | 2,851,698 |
| 1,789,886 | Term Loan, 6.45%, Maturing July 28, 2012 | 1,487,842 |
| 500,000 | Term Loan, 8.20%, Maturing March 2, 2014 | 325,834 |
| 183,333 | Term Loan, 8.95%, Maturing March 2, 2014 | 110,917 |
| 316,667 | Term Loan, 8.95%, Maturing March 2, 2014 | 206,361 |
| Network Solutions, LLC | | |
| 1,034,330 | Term Loan, 5.24%, Maturing March 7, 2014 | 863,666 |
| Open Solutions, Inc. | | |
| 2,425,930 | Term Loan, 5.15%, Maturing January 23, 2014 | 2,018,070 |
| Sensata Technologies Finance Co. | | |
| 3,758,062 | Term Loan, 4.66%, Maturing April 27, 2013 | 3,432,362 |
| Spectrum Brands, Inc. | | |
| 83,608 | Term Loan, 6.71%, Maturing March 30, 2013 | 76,606 |
| 1,659,893 | Term Loan, 6.89%, Maturing March 30, 2013 | 1,520,877 |
| SS&C Technologies, Inc. | | |
| 1,988,354 | Term Loan, 4.83%, Maturing November 23, 2012 | 1,849,169 |
| TTM Technologies, Inc. | | |
| 288,000 | Term Loan, 5.16%, Maturing October 27, 2012 | 275,040 |
| VeriFone, Inc. | | |
| 962,209 | Term Loan, 5.65%, Maturing October 31, 2013 | 918,910 |
| Vertafore, Inc. | | |
| 2,475,094 | Term Loan, 5.59%, Maturing January 31, 2012 | 2,289,462 |
| 975,000 | Term Loan, 9.09%, Maturing January 31, 2013 | 853,125 |
| | | \$ 29,583,760 |

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Equipment Leasing 0.5%

AWAS Capital, Inc.

| | | |
|-----------|---|--------------|
| 2,577,339 | Term Loan, 8.63%, Maturing March 22, 2013 | \$ 2,255,172 |
|-----------|---|--------------|

Maxim Crane Works, L.P.

| | | |
|-----------|--|-----------|
| 1,240,625 | Term Loan, 4.71%, Maturing June 29, 2014 | 1,104,156 |
|-----------|--|-----------|

The Hertz Corp.

| | | |
|---------|--|---------|
| 688,889 | Term Loan, 4.10%, Maturing December 21, 2012 | 661,725 |
|---------|--|---------|

| | | |
|-----------|--|-----------|
| 3,809,796 | Term Loan, 4.22%, Maturing December 21, 2012 | 3,659,568 |
|-----------|--|-----------|

United Rentals, Inc.

| | | |
|---------|--|---------|
| 519,459 | Term Loan, 4.95%, Maturing February 14, 2011 | 506,905 |
|---------|--|---------|

| | | |
|-----------|--|-----------|
| 1,228,513 | Term Loan, 5.10%, Maturing February 14, 2011 | 1,198,824 |
|-----------|--|-----------|

| |
|--------------|
| \$ 9,386,350 |
|--------------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|-----------------------------------|----------------------|--|---------------|
| Farming / Agriculture 0.3% | | | |
| BF Bolthouse HoldCo, LLC | | | |
| | 2,932,500 | Term Loan, 5.00%, Maturing December 16, 2012 | \$ 2,787,708 |
| | 1,475,000 | Term Loan, 8.20%, Maturing December 16, 2013 | 1,371,750 |
| Central Garden & Pet Co. | | | |
| | 2,499,000 | Term Loan, 4.31%, Maturing February 28, 2014 | 2,197,038 |
| | | | \$ 6,356,496 |
| Financial Intermediaries 0.6% | | | |
| Citico III, Ltd. | | | |
| | 2,275,000 | Term Loan, 6.72%, Maturing June 30, 2014 | \$ 2,041,813 |
| Grosvenor Capital Management | | | |
| | 702,172 | Term Loan, 4.86%, Maturing December 5, 2013 | 674,085 |
| INVESTools, Inc. | | | |
| | 533,333 | Term Loan, 5.95%, Maturing August 13, 2012 | 485,333 |
| Jupiter Asset Management Group | | | |
| GBP | 594,385 | Term Loan, 7.84%, Maturing June 30, 2015 | 1,013,871 |
| LPL Holdings, Inc. | | | |
| | 5,082,935 | Term Loan, 4.70%, Maturing December 18, 2014 | 4,739,837 |
| Nuveen Investments, Inc. | | | |
| | 700,000 | Term Loan, 5.87%, Maturing November 2, 2014 | 668,609 |
| RJO Holdings Corp. (RJ O'Brien) | | | |
| | 671,625 | Term Loan, 5.90%, Maturing July 31, 2014 | 453,347 |
| Travelex America Holdings, Inc. | | | |
| | 625,000 | Term Loan, 5.54%, Maturing October 31, 2013 | 582,813 |
| | 625,000 | Term Loan, 6.04%, Maturing October 31, 2014 | 582,813 |
| | | | \$ 11,242,521 |
| Food Products 1.5% | | | |
| Acosta, Inc. | | | |
| | 2,972,063 | Term Loan, 5.12%, Maturing July 28, 2013 | \$ 2,834,605 |
| Advantage Sales & Marketing, Inc. | | | |
| | 3,557,914 | Term Loan, 4.70%, Maturing March 29, 2013 | 3,362,229 |
| | 594,498 | Term Loan, 4.70%, Maturing March 29, 2013 | 561,801 |
| American Seafoods Group, LLC | | | |
| | 1,025,850 | Term Loan, 4.36%, Maturing September 30, 2011 | 954,041 |
| Dean Foods Co. | | | |
| | 5,890,500 | | 5,631,153 |

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Term Loan, 4.45%, Maturing April
2, 2014

| MafCo Worldwide Corp. | | | |
|-----------------------------|----------------------|---|---------------|
| | 895,568 | Term Loan, 4.70%, Maturing December 8, 2011 | 841,834 |
| Michael Foods, Inc. | | | |
| | 1,401,918 | Term Loan, 6.70%, Maturing November 21, 2010 | 1,366,870 |
| Pinnacle Foods Finance, LLC | | | |
| | 6,352,000 | Term Loan, 5.44%, Maturing April 2, 2014 | 5,941,769 |
| | Principal Amount* | Borrower/Tranche Description | Value |
| Food Products (continued) | | | |
| Provimi Group SA | | | |
| | 231,370 | Term Loan, 4.97%, Maturing June 28, 2015 | \$ 201,581 |
| | 188,011 | Term Loan, 4.97%, Maturing June 28, 2015 | 163,804 |
| EUR | 419,087 | Term Loan, 6.61%, Maturing June 28, 2015 | 568,470 |
| EUR | 243,178 | Term Loan, 6.61%, Maturing June 28, 2015 | 329,858 |
| EUR | 402,189 | Term Loan, 6.61%, Maturing June 28, 2015 | 545,549 |
| EUR | 548,225 | Term Loan, 6.61%, Maturing June 28, 2015 | 743,640 |
| Reddy Ice Group, Inc. | | | |
| | 3,130,000 | Term Loan, 4.46%, Maturing August 9, 2012 | 2,707,450 |
| | | | \$ 26,754,654 |
| Food Service 1.0% | | | |
| AFC Enterprises, Inc. | | | |
| | 656,334 | Term Loan, 5.00%, Maturing May 23, 2009 | \$ 600,545 |
| Aramark Corp. | | | |
| | 4,614,037 | Term Loan, 4.57%, Maturing January 26, 2014 | 4,431,206 |
| | 293,517 | Term Loan, 5.20%, Maturing January 26, 2014 | 281,886 |
| GBP | 987,500 | Term Loan, 8.13%, Maturing January 27, 2014 | 1,838,446 |
| Buffets, Inc. | | | |
| | 245,000 | Term Loan, 4.73%, Maturing May 1, 2013 | 141,794 |
| | 1,834,078 | Term Loan, 11.39%, Maturing November 1, 2013 | 1,061,473 |
| Burger King Corp. | | | |
| | 1,692,294 | Term Loan, 4.25%, Maturing June 30, 2012 | 1,679,602 |
| CBRL Group, Inc. | | | |
| | 2,306,525 | Term Loan, 4.62%, Maturing April 27, 2013 | 2,185,432 |
| Denny's, Inc. | | | |
| | 163,417 | Term Loan, 4.70%, Maturing March 31, 2012 | 154,837 |
| | 662,500 | Term Loan, 4.70%, Maturing March 31, 2012 | 627,719 |
| JRD Holdings, Inc. | | | |
| | 1,896,094 | Term Loan, 5.20%, Maturing June 26, 2014 | 1,829,730 |

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| | | | |
|------------------------------|-----------|---|---------------|
| Maine Beverage Co., LLC | | | |
| | 670,312 | Term Loan, 4.45%, Maturing June 30, 2010 | 643,500 |
| NPC International, Inc. | | | |
| | 491,258 | Term Loan, 4.50%, Maturing May 3, 2013 | 454,413 |
| OSI Restaurant Partners, LLC | | | |
| | 84,586 | Term Loan, 5.10%, Maturing May 9, 2013 | 73,837 |
| | 998,102 | Term Loan, 5.00%, Maturing May 9, 2014 | 871,260 |
| QCE Finance, LLC | | | |
| | 987,437 | Term Loan, 4.99%, Maturing May 5, 2013 | 839,674 |
| | 1,225,000 | Term Loan, 8.45%, Maturing November 5, 2013 | 990,208 |
| Sagittarius Restaurants, LLC | | | |
| | 490,000 | Term Loan, 9.50%, Maturing March 29, 2013 | 377,300 |
| | | | \$ 19,082,862 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|---------------------------------|----------------------|---|---------------|
| Food / Drug Retailers 1.2% | | | |
| General Nutrition Centers, Inc. | | | |
| | 3,027,344 | Term Loan, 4.95%, Maturing September 16, 2013 | \$ 2,692,444 |
| Iceland Foods Group, Ltd. | | | |
| GBP | 2,150,000 | Term Loan, 7.91%, Maturing May 2, 2014 | 3,999,144 |
| GBP | 2,150,000 | Term Loan, 8.41%, Maturing May 2, 2015 | 4,002,692 |
| GBP | 516,785 | Term Loan, 14.31%, Maturing May 2, 2016 | 951,873 |
| Pantry, Inc. (The) | | | |
| | 1,196,514 | Term Loan, 4.62%, Maturing May 15, 2014 | 1,014,046 |
| | 344,444 | Term Loan, 4.62%, Maturing May 15, 2014 ⁽²⁾ | 291,917 |
| Rite Aid Corp. | | | |
| | 3,500,000 | Term Loan, 4.53%, Maturing June 1, 2014 | 3,293,283 |
| Roundy's Supermarkets, Inc. | | | |
| | 4,187,619 | Term Loan, 5.47%, Maturing November 3, 2011 | 3,932,174 |
| Supervalu, Inc. | | | |
| | 1,777,500 | Term Loan, 4.21%, Maturing June 1, 2012 | 1,739,728 |
| | | | \$ 21,917,301 |
| Forest Products 0.8% | | | |
| Appleton Papers, Inc. | | | |
| | 1,910,563 | Term Loan, 4.60%, Maturing June 5, 2014 | \$ 1,764,085 |
| Georgia-Pacific Corp. | | | |
| | 9,235,689 | Term Loan, 4.73%, Maturing December 20, 2012 | 8,873,475 |
| Newpage Corp. | | | |
| | 1,945,125 | Term Loan, 6.31%, Maturing December 5, 2014 | 1,936,481 |
| Xerium Technologies, Inc. | | | |
| | 1,881,100 | Term Loan, 5.45%, Maturing May 18, 2012 | 1,523,691 |
| | | | \$ 14,097,732 |
| Healthcare 5.2% | | | |
| Accellent, Inc. | | | |
| | 1,417,375 | Term Loan, 5.84%, Maturing November 22, 2012 | \$ 1,231,345 |
| Alliance Imaging, Inc. | | | |
| | 1,118,681 | Term Loan, 5.41%, Maturing December 29, 2011 | 1,065,544 |
| American Medical Systems | | | |
| | 1,789,521 | Term Loan, 5.38%, Maturing July 20, 2012 | 1,695,571 |
| AMN Healthcare, Inc. | | | |
| | 339,491 | | 325,911 |

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Term Loan, 4.45%, Maturing
November 2, 2011

AMR HoldCo, Inc.

2,175,519

Term Loan, 5.00%, Maturing
February 10, 2012

2,066,743

Biomet, Inc.

3,980,000

Term Loan, 5.70%, Maturing
December 26, 2014

3,911,178

EUR

1,766,125

Term Loan, 7.73%, Maturing
December 26, 2014

2,628,235

Principal
Amount*

Borrower/Tranche Description

Value

Healthcare (continued)

Capio AB

EUR

227,051

Term Loan, 7.09%, Maturing April
24, 2015

\$ 335,631

EUR

272,949

Term Loan, 7.09%, Maturing April
24, 2015

403,479

EUR

227,051

Term Loan, 7.21%, Maturing April
16, 2016

335,631

EUR

272,949

Term Loan, 7.21%, Maturing April
24, 2016

403,479

Cardinal Health 409, Inc.

2,183,500

Term Loan, 4.95%, Maturing April
10, 2014

1,948,774

EUR

1,985,000

Term Loan, 6.98%, Maturing April
10, 2014

2,735,045

Carestream Health, Inc.

4,293,822

Term Loan, 5.47%, Maturing April
30, 2013

3,660,483

1,000,000

Term Loan, 8.13%, Maturing
October 30, 2013

710,000

Carl Zeiss Vision Holding GmbH

1,300,000

Term Loan, 5.14%, Maturing March
23, 2015

981,500

Community Health Systems, Inc.

503,549

Term Loan, 0.00%, Maturing July
25, 2014⁽²⁾

483,117

9,842,239

Term Loan, 5.34%, Maturing July
25, 2014

9,442,870

Concentra, Inc.

850,000

Term Loan, 8.20%, Maturing June
25, 2015

569,500

ConMed Corp.

619,083

Term Loan, 4.39%, Maturing April
13, 2013

594,320

CRC Health Corp.

640,250

Term Loan, 4.92%, Maturing
February 6, 2013

585,829

588,045

Term Loan, 4.92%, Maturing
February 6, 2013

538,061

DaVita, Inc.

5,424,933

Term Loan, 4.23%, Maturing
October 5, 2012

5,204,854

DJO Finance, LLC

1,047,375

Term Loan, 5.70%, Maturing May
15, 2014

1,022,500

Fresenius Medical Care Holdings

3,534,977

Term Loan, 4.07%, Maturing March
31, 2013

3,425,061

Hanger Orthopedic Group, Inc.

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| | | | |
|-------------------------------------|-----------|--|-----------|
| | 1,552,144 | Term Loan, 4.87%, Maturing May 30, 2013 | 1,468,716 |
| HCA, Inc. | | | |
| | 8,828,150 | Term Loan, 4.95%, Maturing November 18, 2013 | 8,398,202 |
| Health Management Association, Inc. | | | |
| | 6,000,490 | Term Loan, 4.45%, Maturing February 28, 2014 | 5,552,596 |
| HealthSouth Corp. | | | |
| | 2,059,429 | Term Loan, 5.23%, Maturing March 10, 2013 | 1,959,677 |
| Iasis Healthcare, LLC | | | |
| | 423,291 | Term Loan, 4.86%, Maturing March 14, 2014 | 405,654 |
| | 1,226,443 | Term Loan, 4.88%, Maturing March 14, 2014 | 1,175,341 |
| | 112,878 | Term Loan, 4.88%, Maturing March 14, 2014 | 108,174 |
| Ikaria Acquisition, Inc. | | | |
| | 759,780 | Term Loan, 4.95%, Maturing March 28, 2013 | 717,992 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|----------------------------------|----------------------|---|------------|
| Healthcare (continued) | | | |
| IM US Holdings, LLC | | | |
| | 900,000 | Term Loan, 6.92%, Maturing June 26, 2015 | \$ 812,250 |
| Invacare Corp. | | | |
| | 2,403,096 | Term Loan, 5.14%, Maturing February 12, 2013 | 2,240,887 |
| inVentiv Health, Inc. | | | |
| | 57,278 | Term Loan, 0.00%, Maturing July 6, 2014 ⁽²⁾ | 53,197 |
| | 1,203,820 | Term Loan, 4.45%, Maturing July 6, 2014 | 1,118,048 |
| Leiner Health Products, Inc. | | | |
| | 1,085,625 | Term Loan, 8.75%, Maturing May 27, 2011 ⁽¹³⁾ | 492,874 |
| LifeCare Holdings, Inc. | | | |
| | 950,625 | Term Loan, 6.95%, Maturing August 11, 2012 | 822,291 |
| LifePoint Hospitals, Inc. | | | |
| | 2,959,542 | Term Loan, 4.71%, Maturing April 15, 2012 | 2,848,559 |
| Matria Healthcare, Inc. | | | |
| | 1,200,423 | Term Loan, 4.88%, Maturing January 19, 2012 | 1,170,413 |
| MultiPlan Merger Corp. | | | |
| | 744,722 | Term Loan, 5.38%, Maturing April 12, 2013 | 703,530 |
| | 1,358,129 | Term Loan, 5.38%, Maturing April 12, 2013 | 1,283,009 |
| Mylan, Inc. | | | |
| | 773,063 | Term Loan, 6.03%, Maturing October 2, 2014 | 759,641 |
| National Mentor Holdings, Inc. | | | |
| | 1,344,846 | Term Loan, 4.70%, Maturing June 29, 2013 | 1,156,568 |
| | 81,200 | Term Loan, 5.31%, Maturing June 29, 2013 | 69,832 |
| National Rental Institutes, Inc. | | | |
| | 2,008,505 | Term Loan, 5.00%, Maturing March 31, 2013 | 1,762,463 |
| Nyco Holdings | | | |
| EUR | 1,920,457 | Term Loan, 6.98%, Maturing December 29, 2014 | 2,538,143 |
| EUR | 1,920,457 | Term Loan, 7.73%, Maturing December 29, 2015 | 2,538,143 |
| Physiotherapy Associates, Inc. | | | |
| | 1,164,333 | Term Loan, 6.48%, Maturing June 27, 2013 | 989,683 |
| RadNet Management, Inc. | | | |
| | 715,940 | Term Loan, 7.26%, Maturing November 15, 2012 | 683,723 |
| ReAble Therapeutics Finance, LLC | | | |
| | 1,158,796 | | 1,094,338 |

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| | | | |
|--|----------------------|---|---------------|
| | | Term Loan, 4.70%, Maturing November 16, 2013 | |
| Renal Advantage, Inc. | | | |
| | 369,802 | Term Loan, 5.26%, Maturing October 5, 2012 | 346,689 |
| Select Medical Corp. | | | |
| | 1,605,581 | Term Loan, 4.63%, Maturing February 24, 2012 | 1,470,712 |
| Select Medical Holding Corp. | | | |
| | 2,003,956 | Term Loan, 5.06%, Maturing February 24, 2012 | 1,835,623 |
| Sunrise Medical Holdings, Inc. | | | |
| | 2,092,560 | Term Loan, 7.09%, Maturing May 13, 2010 | 1,726,362 |
| | | | |
| | Principal Amount* | Borrower/Tranche Description | Value |
| Healthcare (continued) | | | |
| Vanguard Health Holding Co., LLC | | | |
| | 942,228 | Term Loan, 5.13%, Maturing September 23, 2011 | \$ 910,034 |
| Viant Holdings, Inc. | | | |
| | 769,188 | Term Loan, 4.95%, Maturing June 25, 2014 | 653,809 |
| | | | \$ 96,171,834 |
| Home Furnishings 0.6% | | | |
| Hunter Fan Co. | | | |
| | 663,948 | Term Loan, 5.57%, Maturing April 16, 2014 | \$ 536,138 |
| Interline Brands, Inc. | | | |
| | 1,291,133 | Term Loan, 4.61%, Maturing June 23, 2013 | 1,220,121 |
| | 892,092 | Term Loan, 4.61%, Maturing June 23, 2013 | 843,027 |
| National Bedding Co., LLC | | | |
| | 2,347,526 | Term Loan, 4.74%, Maturing August 31, 2011 | 1,889,759 |
| | 1,050,000 | Term Loan, 7.70%, Maturing August 31, 2012 | 745,500 |
| Oreck Corp. | | | |
| | 1,797,753 | Term Loan, 7.66%, Maturing February 2, 2012 ⁽³⁾ | 837,753 |
| Sanitec, Ltd. Oy | | | |
| EUR | 500,000 | Term Loan, 7.54%, Maturing April 7, 2013 | 597,182 |
| EUR | 500,000 | Term Loan, 8.04%, Maturing April 7, 2014 | 597,182 |
| Simmons Co. | | | |
| | 3,677,152 | Term Loan, 5.61%, Maturing December 19, 2011 | 3,309,436 |
| | 1,000,000 | Term Loan, 8.20%, Maturing February 15, 2012 | 655,000 |
| | | | \$ 11,231,098 |
| Industrial Equipment 1.5% | | | |
| Brand Energy and Infrastructure Services, Inc. | | | |
| | 1,064,895 | Term Loan, 6.02%, Maturing February 7, 2014 | \$ 961,068 |
| CEVA Group PLC U.S. | | | |
| | 171,053 | Term Loan, 5.70%, Maturing January 4, 2014 | 155,230 |
| | 1,443,043 | | 1,323,992 |

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| | | | |
|--|-----------|---|-----------|
| | | Term Loan, 5.72%, Maturing November 4, 2013 | |
| EUR | 304,845 | Term Loan, 7.39%, Maturing January 4, 2014 | 442,972 |
| EUR | 517,661 | Term Loan, 7.39%, Maturing January 4, 2014 | 752,217 |
| EUR | 636,209 | Term Loan, 7.39%, Maturing January 4, 2014 | 924,479 |
| EUR | 1,597,365 | Term Loan, 7.73%, Maturing January 4, 2014 | 2,321,141 |
| Colfax Corp. | | | |
| | 2,233,370 | Term Loan, 5.00%, Maturing May 30, 2009 | 2,188,702 |
| EPD Holdings (Goodyear Engineering Products) | | | |
| | 115,336 | Term Loan, 5.37%, Maturing July 13, 2014 | 95,585 |
| | 805,328 | Term Loan, 5.40%, Maturing July 13, 2014 | 667,416 |
| | 1,100,000 | Term Loan, 8.65%, Maturing July 13, 2015 | 704,000 |
| Flowserve Corp. | | | |
| | 2,308,161 | Term Loan, 4.25%, Maturing August 10, 2012 | 2,198,523 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|--------------------------------------|----------------------|--|---------------|
| Industrial Equipment (continued) | | | |
| FR Brand Acquisition Corp. | | | |
| | 985,622 | Term Loan, 5.01%, Maturing February 7, 2014 | \$ 874,740 |
| Generac Acquisition Corp. | | | |
| | 2,677,819 | Term Loan, 5.18%, Maturing November 7, 2013 | 2,171,712 |
| | 500,000 | Term Loan, 8.68%, Maturing April 7, 2014 | 351,500 |
| Gleason Corp. | | | |
| | 743,297 | Term Loan, 4.65%, Maturing June 30, 2013 | 691,266 |
| | 280,361 | Term Loan, 4.65%, Maturing June 30, 2013 | 260,736 |
| Itron, Inc. | | | |
| EUR | 427,836 | Term Loan, 6.74%, Maturing April 18, 2014 | 597,823 |
| Jason, Inc. | | | |
| | 634,734 | Term Loan, 5.22%, Maturing April 30, 2010 | 561,739 |
| John Maneely Co. | | | |
| | 2,508,969 | Term Loan, 6.03%, Maturing December 8, 2013 | 2,266,136 |
| KION Group GmbH | | | |
| | 250,000 | Term Loan, 6.75%, Maturing December 23, 2014 | 233,125 |
| | 250,000 | Term Loan, 7.25%, Maturing December 23, 2015 | 233,125 |
| Polypore, Inc. | | | |
| | 4,317,375 | Term Loan, 5.11%, Maturing July 3, 2014 | 4,123,093 |
| Sequa Corp. | | | |
| | 997,500 | Term Loan, 5.95%, Maturing November 30, 2014 | 957,600 |
| TFS Acquisition Corp. | | | |
| | 886,500 | Term Loan, 6.20%, Maturing August 11, 2013 | 824,445 |
| | | | \$ 26,882,365 |
| Insurance 0.6% | | | |
| Alliant Holdings I, Inc. | | | |
| | 1,343,250 | Term Loan, 5.70%, Maturing August 21, 2014 | \$ 1,262,655 |
| Applied Systems, Inc. | | | |
| | 960,843 | Term Loan, 5.40%, Maturing September 26, 2013 | 893,584 |
| CCC Information Services Group, Inc. | | | |
| | 1,116,500 | Term Loan, 4.91%, Maturing February 10, 2013 | 1,083,005 |
| Conseco, Inc. | | | |
| | 4,686,813 | Term Loan, 4.86%, Maturing October 10, 2013 | 3,593,225 |
| Crawford & Company | | | |

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| | | | |
|----------------------------------|-----------|--|---------------|
| | 1,624,036 | Term Loan, 5.45%, Maturing October 31, 2013 | 1,514,413 |
| Crump Group, Inc. | | | |
| | 1,398,985 | Term Loan, 5.70%, Maturing August 4, 2014 | 1,287,067 |
| Hub International Holdings, Inc. | | | |
| | 973,039 | Term Loan, 5.20%, Maturing June 13, 2014 | 876,952 |
| | 218,580 | Term Loan, 5.20%, Maturing June 13, 2014 ⁽²⁾ | 196,996 |
| U.S.I. Holdings Corp. | | | |
| | 1,191,000 | Term Loan, 5.45%, Maturing May 4, 2014 | 1,119,540 |
| | | | \$ 11,827,437 |

| | Principal Amount* | Borrower/Tranche Description | Value |
|--|----------------------|--|--------------|
| Leisure Goods / Activities / Movies 3.7% | | | |
| 24 Hour Fitness Worldwide, Inc. | | | |
| | 1,979,600 | Term Loan, 5.93%, Maturing June 8, 2012 | \$ 1,771,742 |
| AMC Entertainment, Inc. | | | |
| | 1,725,088 | Term Loan, 4.64%, Maturing January 26, 2013 | 1,633,289 |
| AMF Bowling Worldwide, Inc. | | | |
| | 1,300,000 | Term Loan, 9.24%, Maturing December 8, 2013 | 1,007,500 |
| Butterfly Wendel US, Inc. | | | |
| | 381,914 | Term Loan, 7.65%, Maturing June 22, 2013 | 339,266 |
| | 381,914 | Term Loan, 7.40%, Maturing June 22, 2014 | 338,630 |
| Carmike Cinemas, Inc. | | | |
| | 2,932,161 | Term Loan, 6.60%, Maturing May 19, 2012 | 2,785,553 |
| Cedar Fair, L.P. | | | |
| | 491,250 | Term Loan, 4.86%, Maturing August 31, 2011 | 468,461 |
| | 2,819,326 | Term Loan, 4.86%, Maturing August 30, 2012 | 2,688,540 |
| Cinemark, Inc. | | | |
| | 3,778,936 | Term Loan, 4.66%, Maturing October 5, 2013 | 3,612,130 |
| Dave & Buster's, Inc. | | | |
| | 382,500 | Term Loan, 4.95%, Maturing March 8, 2013 | 355,725 |
| | 980,000 | Term Loan, 4.95%, Maturing March 8, 2013 | 911,400 |
| Deluxe Entertainment Services | | | |
| | 41,339 | Term Loan, 4.95%, Maturing January 28, 2011 | 36,171 |
| | 78,614 | Term Loan, 4.95%, Maturing January 28, 2011 | 68,787 |
| | 839,103 | Term Loan, 5.04%, Maturing January 28, 2011 | 734,215 |
| Easton-Bell Sports, Inc. | | | |
| | 1,470,000 | Term Loan, 4.65%, Maturing March 16, 2012 | 1,297,275 |
| Formula One (Project Alpha III) | | | |
| | 2,000,000 | Term Loan, 7.09%, Maturing October 13, 2014 | 1,868,334 |
| HEI Acquisition, LLC | | | |

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| | | | |
|--|------------|--|-----------|
| | 2,775,000 | Term Loan, 6.91%, Maturing April 13, 2014 | 2,358,750 |
| Mega Blocks, Inc. | | | |
| | 1,480,964 | Term Loan, 8.25%, Maturing July 26, 2012 | 1,301,398 |
| Metro-Goldwyn-Mayer Holdings, Inc. | | | |
| | 10,163,797 | Term Loan, 5.95%, Maturing April 8, 2012 | 8,165,981 |
| National CineMedia, LLC | | | |
| | 2,075,000 | Term Loan, 4.62%, Maturing February 13, 2015 | 1,934,197 |
| Red Football, Ltd. | | | |
| GBP | 2,750,000 | Term Loan, 8.50%, Maturing August 16, 2014 | 5,092,489 |
| GBP | 2,750,000 | Term Loan, 8.75%, Maturing August 16, 2015 | 5,092,489 |
| Regal Cinemas Corp. | | | |
| | 6,257,219 | Term Loan, 4.20%, Maturing November 10, 2010 | 5,956,090 |
| Revolution Studios Distribution Co., LLC | | | |
| | 1,506,984 | Term Loan, 6.62%, Maturing December 21, 2014 | 1,393,960 |
| | 1,050,000 | Term Loan, 9.87%, Maturing June 21, 2015 | 808,500 |
| Six Flags Theme Parks, Inc. | | | |
| | 4,491,063 | Term Loan, 5.20%, Maturing April 30, 2015 | 4,012,486 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| Principal Amount* | Borrower/Tranche Description | Value |
|---|---|---------------|
| Leisure Goods / Activities / Movies (continued) | | |
| Southwest Sports Group, LLC | | |
| 1,450,000 | Term Loan, 5.44%, Maturing December 22, 2010 | \$ 1,276,000 |
| Universal City Development Partners, Ltd. | | |
| 2,912,921 | Term Loan, 4.63%, Maturing June 9, 2011 | 2,843,739 |
| WMG Acquisition Corp. | | |
| 900,000 | Revolving Loan, 0.00%, Maturing February 28, 2010 ⁽²⁾ | 805,500 |
| 6,925,693 | Term Loan, 4.98%, Maturing February 28, 2011 | 6,401,937 |
| | | \$ 67,360,534 |
| Lodging and Casinos 1.9% | | |
| Bally Technologies, Inc. | | |
| 5,434,934 | Term Loan, 7.36%, Maturing September 5, 2009 | \$ 5,343,219 |
| CCM Merger, Inc. | | |
| 2,566,219 | Term Loan, 4.78%, Maturing April 25, 2012 | 2,412,246 |
| Gala Electric Casinos, Ltd. | | |
| GBP 1,000,000 | Term Loan, 8.01%, Maturing December 12, 2013 | 1,813,972 |
| GBP 1,000,000 | Term Loan, 8.51%, Maturing December 12, 2014 | 1,813,972 |
| Green Valley Ranch Gaming, LLC | | |
| 643,705 | Term Loan, 4.93%, Maturing February 16, 2014 | 518,182 |
| Harrah's Operating Co. | | |
| 1,000,000 | Term Loan, Maturing January 28, 2015 ⁽⁴⁾ | 943,750 |
| 400,000 | Term Loan, Maturing January 28, 2015 ⁽⁴⁾ | 373,749 |
| Herbst Gaming, Inc. | | |
| 1,000,000 | Term Loan, Maturing December 2, 2011 ⁽⁴⁾ | 715,625 |
| Isle of Capri Casinos, Inc. | | |
| 2,641,802 | Term Loan, 4.45%, Maturing November 30, 2013 | 2,337,995 |
| 796,533 | Term Loan, 4.45%, Maturing November 30, 2013 | 704,931 |
| 1,056,721 | Term Loan, 4.45%, Maturing November 30, 2013 | 935,198 |
| LodgeNet Entertainment Corp. | | |
| 1,191,000 | Term Loan, 4.70%, Maturing April 4, 2014 | 1,054,035 |
| New World Gaming Partners, Ltd. | | |
| 1,454,687 | Term Loan, 5.19%, Maturing June 30, 2014 | 1,240,121 |
| 291,667 | Term Loan, 5.19%, Maturing June 30, 2014 | 248,646 |
| Penn National Gaming, Inc. | | |
| 7,111,615 | | 6,894,313 |

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| | | | |
|---|-----------|---|---------------|
| | | Term Loan, 4.93%, Maturing October 3, 2012 | |
| Venetian Casino Resort/Las Vegas Sands Inc. | | | |
| | 1,135,272 | Term Loan, 0.00%, Maturing May 14, 2014 ⁽²⁾ | 1,045,353 |
| | 4,174,812 | Term Loan, 4.45%, Maturing May 23, 2014 | 3,844,146 |
| VML US Finance, LLC | | | |
| | 2,300,000 | Term Loan, 4.95%, Maturing May 25, 2013 | 2,198,082 |
| Wimar OpCo, LLC | | | |
| | 900,262 | Term Loan, 8.50%, Maturing January 3, 2012 | 868,472 |
| | | | \$ 35,306,007 |

| | Principal Amount* | Borrower/Tranche Description | Value |
|-----------------------------------|----------------------|---|--------------|
| Nonferrous Metals / Minerals 1.0% | | | |
| Alpha Natural Resources, LLC | | | |
| | 2,750,875 | Term Loan, 4.42%, Maturing October 26, 2012 | \$ 2,688,980 |
| Compass Minerals Group, Inc. | | | |
| | 2,763,573 | Term Loan, 4.94%, Maturing December 22, 2012 | 2,680,666 |
| Euramax International, Inc. | | | |
| | 698,264 | Term Loan, 8.00%, Maturing June 28, 2012 | 585,843 |
| | 501,316 | Term Loan, 10.98%, Maturing June 28, 2013 | 351,548 |
| | 248,684 | Term Loan, 10.98%, Maturing June 28, 2013 | 174,390 |
| Magnum Coal Co. | | | |
| | 245,455 | Term Loan, 9.75%, Maturing March 15, 2013 | 243,920 |
| | 1,423,636 | Term Loan, 9.75%, Maturing March 15, 2013 | 1,414,739 |
| Murray Energy Corp. | | | |
| | 950,600 | Term Loan, 7.91%, Maturing January 28, 2010 | 903,070 |
| Neo Material Technologies, Inc. | | | |
| | 1,176,781 | Term Loan, 6.62%, Maturing August 31, 2009 | 1,159,129 |
| Noranda Aluminum Acquisition | | | |
| | 531,158 | Term Loan, 5.07%, Maturing May 18, 2014 | 504,600 |
| Novelis, Inc. | | | |
| | 595,492 | Term Loan, 4.70%, Maturing June 28, 2014 | 567,206 |
| | 1,310,083 | Term Loan, 4.70%, Maturing June 28, 2014 | 1,247,854 |
| Oxbow Carbon and Mineral Holdings | | | |
| | 163,862 | Term Loan, 4.86%, Maturing May 8, 2014 | 148,637 |
| | 1,830,369 | Term Loan, 4.88%, Maturing May 8, 2014 | 1,660,296 |
| Thompson Creek Metals Co. | | | |
| | 1,452,188 | Term Loan, 7.48%, Maturing October 26, 2012 | 1,437,667 |
| Tube City IMS Corp. | | | |
| | 2,648,919 | Term Loan, 4.95%, Maturing January 25, 2014 | 2,410,516 |
| | 324,324 | | 295,135 |

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| | | | |
|-----------------------------------|-----------|--|---------------|
| | | Term Loan, 4.95%, Maturing January 25, 2014 | |
| | | | \$ 18,474,196 |
| Oil and Gas | 0.8% | | |
| Atlas Pipeline Partners, L.P. | | | |
| | 1,615,000 | Term Loan, 5.62%, Maturing July 20, 2014 | \$ 1,577,989 |
| Big West Oil, LLC | | | |
| | 577,500 | Term Loan, 4.97%, Maturing May 1, 2014 ⁽²⁾ | 543,572 |
| | 464,625 | Term Loan, 5.00%, Maturing May 1, 2014 | 437,328 |
| Citgo Petroleum Corp. | | | |
| | 1,908,620 | Term Loan, 4.11%, Maturing November 15, 2012 | 1,794,103 |
| Dresser, Inc. | | | |
| | 834,798 | Term Loan, 5.31%, Maturing May 4, 2014 | 806,972 |
| | 1,250,000 | Term Loan, 8.82%, Maturing May 4, 2015 | 1,159,375 |
| Enterprise GP Holdings, L.P. | | | |
| | 1,550,000 | Term Loan, 4.96%, Maturing October 31, 2014 | 1,524,813 |
| IFM (US) Colonial Pipeline 2, LLC | | | |
| | 940,500 | Term Loan, 5.09%, Maturing February 27, 2012 | 940,500 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|---------------------------------|----------------------|---|---------------|
| Oil and Gas (continued) | | | |
| Primary Natural Resources, Inc. | | | |
| | 1,960,000 | Term Loan, 5.00%, Maturing July 28, 2010 | \$ 1,859,256 |
| Targa Resources, Inc. | | | |
| | 1,602,972 | Term Loan, 4.70%, Maturing October 31, 2012 | 1,542,059 |
| | 1,419,897 | Term Loan, 6.83%, Maturing October 31, 2012 | 1,365,941 |
| Volnay Acquisition Co. | | | |
| | 887,500 | Term Loan, 4.88%, Maturing January 12, 2014 | 870,859 |
| | | | \$ 14,422,767 |
| Publishing 4.1% | | | |
| American Media Operations, Inc. | | | |
| | 3,825,000 | Term Loan, 7.25%, Maturing January 31, 2013 | \$ 3,504,656 |
| Xsys, Inc. | | | |
| | 1,075,000 | Term Loan, 4.88%, Maturing September 27, 2013 | 935,250 |
| EUR | 472,333 | Term Loan, 6.98%, Maturing September 27, 2013 | 644,188 |
| CanWest MediaWorks, Ltd. | | | |
| | 1,166,187 | Term Loan, 5.09%, Maturing July 10, 2014 | 1,119,540 |
| Dex Media West, LLC | | | |
| | 4,273,151 | Term Loan, 4.48%, Maturing March 9, 2010 | 4,174,868 |
| GateHouse Media Operating, Inc. | | | |
| | 800,000 | Term Loan, 4.75%, Maturing August 28, 2014 | 542,500 |
| | 1,850,000 | Term Loan, 5.09%, Maturing August 28, 2014 | 1,254,531 |
| | 975,000 | Term Loan, 5.25%, Maturing August 28, 2014 | 670,313 |
| Idearc, Inc. | | | |
| | 12,368,438 | Term Loan, 4.71%, Maturing November 17, 2014 | 10,234,882 |
| Laureate Education, Inc. | | | |
| | 433,619 | Term Loan, 0.00%, Maturing August 17, 2014 ⁽²⁾ | 401,531 |
| | 2,912,290 | Term Loan, 5.97%, Maturing August 17, 2014 | 2,696,780 |
| MediaNews Group, Inc. | | | |
| | 1,252,688 | Term Loan, 5.13%, Maturing August 2, 2013 | 920,725 |
| Mediannuaire Holding | | | |
| EUR | 1,000,000 | Term Loan, 6.61%, Maturing October 10, 2014 | 1,271,598 |
| EUR | 1,000,000 | Term Loan, 7.11%, Maturing October 10, 2015 | 1,273,933 |
| EUR | 1,000,000 | Term Loan, 8.61%, Maturing April 10, 2016 | 1,277,145 |

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| | | | |
|---|-------------------|---|------------|
| Merrill Communications, LLC | | | |
| | 1,448,266 | Term Loan, 4.95%, Maturing February 9, 2009 | 1,259,991 |
| Nebraska Book Co., Inc. | | | |
| | 914,790 | Term Loan, 5.13%, Maturing March 4, 2011 | 841,607 |
| Nelson Education, Ltd. | | | |
| | 671,625 | Term Loan, 5.20%, Maturing July 5, 2014 | 594,388 |
| Nielsen Finance, LLC | | | |
| | 7,990,695 | Term Loan, 5.10%, Maturing August 9, 2013 | 7,577,840 |
| Penton Media, Inc. | | | |
| | 990,000 | Term Loan, 5.15%, Maturing February 1, 2013 | 766,013 |
| | Principal Amount* | Borrower/Tranche Description | Value |
| Publishing (continued) | | | |
| Philadelphia Newspapers, LLC | | | |
| | 1,041,161 | Term Loan, 6.60%, Maturing June 29, 2013 | \$ 890,193 |
| R.H. Donnelley Corp. | | | |
| | 3,883,912 | Term Loan, 4.41%, Maturing June 30, 2010 | 3,690,323 |
| Reader's Digest Association, Inc. (The) | | | |
| | 7,895,250 | Term Loan, 4.94%, Maturing March 2, 2014 | 6,647,801 |
| SGS International, Inc. | | | |
| | 904,188 | Term Loan, 6.91%, Maturing December 30, 2011 | 836,373 |
| Source Media, Inc. | | | |
| | 2,325,586 | Term Loan, 4.95%, Maturing November 8, 2011 | 2,127,911 |
| Springer Science+Business Media | | | |
| | 563,580 | Term Loan, 7.09%, Maturing May 5, 2011 | 510,392 |
| | 505,808 | Term Loan, 7.47%, Maturing May 5, 2012 | 458,072 |
| | 430,613 | Term Loan, 7.47%, Maturing May 5, 2012 | 389,973 |
| TL Acquisitions, Inc. | | | |
| | 3,258,625 | Term Loan, 5.34%, Maturing July 5, 2014 | 3,029,162 |
| Trader Media Corp. | | | |
| GBP | 2,309,688 | Term Loan, 8.00%, Maturing March 23, 2015 | 3,800,605 |
| Tribune Co. | | | |
| | 2,660,000 | Term Loan, 5.48%, Maturing May 17, 2009 | 2,536,975 |
| | 4,242,938 | Term Loan, 5.54%, Maturing May 17, 2014 | 3,155,685 |
| Xsys, Inc. | | | |
| | 1,290,100 | Term Loan, 4.88%, Maturing September 27, 2013 | 1,122,387 |
| | 1,290,100 | Term Loan, 4.88%, Maturing September 27, 2014 | 1,124,538 |
| Xsys US, Inc. | | | |
| EUR | 527,667 | Term Loan, 6.98%, Maturing September 27, 2013 | 719,656 |
| Yell Group, PLC | | | |

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| | | | |
|----------------------------------|-----------|--|---------------|
| | 3,425,000 | Term Loan, 4.86%, Maturing February 10, 2013 | 3,047,637 |
| | | | \$ 76,049,962 |
| Radio and Television 2.4% | | | |
| Block Communications, Inc. | | | |
| | 2,052,750 | Term Loan, 4.70%, Maturing December 22, 2011 | \$ 1,950,113 |
| CMP KC, LLC | | | |
| | 971,188 | Term Loan, 6.75%, Maturing May 5, 2013 | 752,671 |
| CMP Susquehanna Corp. | | | |
| | 2,748,920 | Term Loan, 4.85%, Maturing May 5, 2013 | 2,153,320 |
| Discovery Communications, Inc. | | | |
| | 3,448,938 | Term Loan, 4.70%, Maturing April 30, 2014 | 3,348,704 |
| Emmis Operating Co. | | | |
| | 1,060,577 | Term Loan, 4.67%, Maturing November 2, 2013 | 923,763 |
| Entravision Communications Corp. | | | |
| | 1,739,000 | Term Loan, 4.20%, Maturing September 29, 2013 | 1,552,058 |
| Gray Television, Inc. | | | |
| | 2,651,604 | Term Loan, 4.19%, Maturing January 19, 2015 | 2,313,525 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|----------------------------------|----------------------|---|---------------|
| Radio and Television (continued) | | | |
| HIT Entertainment, Inc. | | | |
| | 1,835,658 | Term Loan, 5.07%, Maturing March 20, 2012 | \$ 1,661,271 |
| NEP II, Inc. | | | |
| | 841,495 | Term Loan, 4.95%, Maturing February 16, 2014 | 764,007 |
| Nexstar Broadcasting, Inc. | | | |
| | 2,113,082 | Term Loan, 4.45%, Maturing October 1, 2012 | 1,944,035 |
| | 2,000,420 | Term Loan, 4.65%, Maturing October 1, 2012 | 1,840,387 |
| NextMedia Operating, Inc. | | | |
| | 113,182 | Term Loan, 6.72%, Maturing November 15, 2012 | 100,732 |
| | 254,660 | Term Loan, 6.80%, Maturing November 15, 2012 | 226,648 |
| PanAmSat Corp. | | | |
| | 1,067,297 | Term Loan, 5.18%, Maturing January 3, 2014 | 1,014,267 |
| | 1,066,976 | Term Loan, 5.18%, Maturing January 3, 2014 | 1,013,962 |
| | 1,066,976 | Term Loan, 5.18%, Maturing January 3, 2014 | 1,013,962 |
| Paxson Communications Corp. | | | |
| | 3,250,000 | Term Loan, 5.96%, Maturing January 15, 2012 | 2,600,000 |
| Raycom TV Broadcasting, LLC | | | |
| | 1,900,000 | Term Loan, 4.44%, Maturing June 25, 2014 | 1,786,000 |
| SFX Entertainment | | | |
| | 1,488,760 | Term Loan, 5.45%, Maturing June 21, 2013 | 1,369,659 |
| Sirius Satellite Radio, Inc. | | | |
| | 746,250 | Term Loan, 5.13%, Maturing December 19, 2012 | 645,506 |
| Tyrol Acquisition 2 SAS | | | |
| EUR | 1,050,000 | Term Loan, 6.39%, Maturing January 19, 2015 | 1,384,331 |
| EUR | 1,050,000 | Term Loan, 6.65%, Maturing January 19, 2016 | 1,384,331 |
| Univision Communications, Inc. | | | |
| | 1,000,000 | Term Loan, 5.36%, Maturing March 29, 2009 | 961,667 |
| | 11,650,000 | Term Loan, 5.15%, Maturing September 29, 2014 | 9,840,615 |
| Young Broadcasting, Inc. | | | |
| | 2,327,931 | Term Loan, 5.36%, Maturing November 3, 2012 | 2,103,868 |
| | | | \$ 44,649,402 |
| Rail Industries 0.3% | | | |
| Kansas City Southern Railway Co. | | | |
| | 3,340,500 | | \$ 3,227,758 |

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| | | | |
|--|-------------------|---|--------------|
| | | Term Loan, 4.99%, Maturing April 26, 2013 | |
| RailAmerica, Inc. | | | |
| | 2,225,000 | Term Loan, 5.32%, Maturing August 14, 2008 | 2,169,375 |
| | | | \$ 5,397,133 |
| Retailers (Except Food and Drug) 1.3% | | | |
| American Achievement Corp. | | | |
| | 1,255,061 | Term Loan, 4.98%, Maturing March 25, 2011 | \$ 1,160,931 |
| Amscan Holdings, Inc. | | | |
| | 717,750 | Term Loan, 5.16%, Maturing May 25, 2013 | 613,676 |
| | | | |
| | Principal Amount* | Borrower/Tranche Description | Value |
| Retailers (Except Food and Drug) (continued) | | | |
| Claire's Stores, Inc. | | | |
| | 496,250 | Term Loan, 5.56%, Maturing May 24, 2014 | \$ 396,845 |
| Cumberland Farms, Inc. | | | |
| | 2,033,296 | Term Loan, 4.86%, Maturing September 29, 2013 | 1,911,298 |
| FTD, Inc. | | | |
| | 752,397 | Term Loan, 4.61%, Maturing July 28, 2013 | 722,302 |
| Harbor Freight Tools USA, Inc. | | | |
| | 1,936,252 | Term Loan, 5.15%, Maturing July 15, 2010 | 1,696,640 |
| Josten's Corp. | | | |
| | 1,991,336 | Term Loan, 6.72%, Maturing October 4, 2011 | 1,918,320 |
| Mapco Express, Inc. | | | |
| | 1,723,406 | Term Loan, 5.62%, Maturing April 28, 2011 | 1,628,619 |
| Neiman Marcus Group, Inc. | | | |
| | 1,542,722 | Term Loan, 4.76%, Maturing April 5, 2013 | 1,476,835 |
| Orbitz Worldwide, Inc. | | | |
| | 1,691,500 | Term Loan, 5.79%, Maturing July 25, 2014 | 1,454,690 |
| Oriental Trading Co., Inc. | | | |
| | 1,150,000 | Term Loan, 8.87%, Maturing January 31, 2013 | 862,500 |
| | 2,083,889 | Term Loan, 5.23%, Maturing July 31, 2013 | 1,687,950 |
| Rent-A-Center, Inc. | | | |
| | 1,259,544 | Term Loan, 4.92%, Maturing November 15, 2012 | 1,185,545 |
| Savers, Inc. | | | |
| | 450,000 | Term Loan, 5.48%, Maturing August 11, 2012 | 423,000 |
| | 491,028 | Term Loan, 5.49%, Maturing August 11, 2012 | 461,566 |
| The Yankee Candle Company, Inc. | | | |
| | 3,485,341 | Term Loan, 4.61%, Maturing February 6, 2014 | 3,182,117 |
| Vivarte | | | |
| | | Term Loan, 6.35%, Maturing May 29, 2015 | |
| EUR | 836,310 | | 1,030,099 |
| EUR | 130,208 | | 160,380 |

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| | | | |
|--------------------------|-----------|--|---------------|
| | | Term Loan, 6.35%, Maturing May 29, 2015 | |
| EUR | 33,482 | Term Loan, 6.35%, Maturing May 29, 2015 | 41,241 |
| EUR | 836,310 | Term Loan, 6.85%, Maturing May 29, 2016 | 1,030,691 |
| EUR | 130,208 | Term Loan, 6.85%, Maturing May 29, 2016 | 160,472 |
| EUR | 33,482 | Term Loan, 6.85%, Maturing May 29, 2016 | 41,264 |
| | | | \$ 23,246,981 |
| Steel 0.2% | | | |
| Algoma Acquisition Corp. | | | |
| | 2,249,840 | Term Loan, 7.33%, Maturing June 20, 2013 | \$ 2,086,727 |
| Niagara Corp. | | | |
| | 1,463,938 | Term Loan, 7.86%, Maturing June 29, 2014 | 1,215,068 |
| | | | \$ 3,301,795 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount* | Borrower/Tranche Description | Value |
|--|----------------------|---|--------------|
| Surface Transport 0.3% | | | |
| Gainey Corp. | | Term Loan, 9.82%, Maturing April 20, 2012 | \$ 905,241 |
| | 1,876,147 | | |
| Oshkosh Truck Corp. | | Term Loan, 4.76%, Maturing December 6, 2013 | 1,019,095 |
| | 1,061,250 | | |
| Ozburn-Hessey Holding Co., LLC | | Term Loan, 6.16%, Maturing August 9, 2012 | 532,474 |
| | 585,136 | | |
| Swift Transportation Co., Inc. | | Term Loan, 6.50%, Maturing May 10, 2014 | 2,251,221 |
| | 3,020,930 | | |
| | | | \$ 4,708,031 |
| Telecommunications 2.2% | | | |
| Alltel Communication | | Term Loan, Maturing May 16, 2014 ⁽⁴⁾ | \$ 1,841,806 |
| | 2,000,000 | | |
| | 1,965,125 | Term Loan, 5.47%, Maturing May 16, 2015 | 1,809,690 |
| Asurion Corp. | | Term Loan, 6.10%, Maturing July 13, 2012 | 2,267,272 |
| | 2,450,000 | | |
| | 1,000,000 | Term Loan, 9.39%, Maturing January 13, 2013 | 898,750 |
| BCM Luxembourg, Ltd. | | Term Loan, 6.61%, Maturing September 30, 2014 | 4,182,112 |
| EUR | 2,875,000 | | |
| EUR | 2,875,000 | Term Loan, 6.86%, Maturing September 30, 2015 | 4,185,903 |
| EUR | 1,500,000 | Term Loan, 8.98%, Maturing March 31, 2016 | 2,139,764 |
| Centennial Cellular Operating Co., LLC | | Term Loan, 4.72%, Maturing February 9, 2011 | 3,153,873 |
| | 3,226,468 | | |
| CommScope, Inc. | | Term Loan, 5.19%, Maturing November 19, 2014 | 751,604 |
| | 785,991 | | |
| Intelsat Bermuda, Ltd. | | Term Loan, 5.20%, Maturing February 1, 2014 | 1,423,931 |
| | 1,425,000 | | |
| Intelsat Subsidiary Holding Co. | | Term Loan, 5.18%, Maturing July 3, 2013 | 1,226,719 |
| | 1,280,500 | | |
| Iowa Telecommunications Services | | Term Loan, 4.44%, Maturing November 23, 2011 | 3,131,810 |
| | 3,208,000 | | |
| IPC Systems, Inc. | | Term Loan, 8.27%, Maturing May 31, 2014 | 2,556,387 |
| GBP | 1,687,250 | | |
| Macquarie UK Broadcast Ventures, Ltd. | | Term Loan, 7.95%, Maturing December 26, 2014 | 1,895,386 |
| GBP | 1,100,000 | | |

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| | | | |
|--|-------------------|--|---------------|
| NTelos, Inc. | | | |
| | 1,225,202 | Term Loan, 5.27%, Maturing August 24, 2011 | 1,199,932 |
| Palm, Inc. | | | |
| | 1,069,625 | Term Loan, 6.39%, Maturing April 24, 2014 | 778,152 |
| Stratos Global Corp. | | | |
| | 1,198,500 | Term Loan, 5.44%, Maturing February 13, 2012 | 1,139,324 |
| | Principal Amount* | Borrower/Tranche Description | Value |
| Telecommunications (continued) | | | |
| Trilogy International Partners | | | |
| | 1,225,000 | Term Loan, 6.20%, Maturing June 29, 2012 | \$ 1,047,375 |
| Windstream Corp. | | | |
| | 4,010,342 | Term Loan, 4.22%, Maturing July 17, 2013 | 3,922,259 |
| | | | \$ 39,552,049 |
| Utilities 1.4% | | | |
| AEI Finance Holding, LLC | | | |
| | 388,674 | Revolving Loan, 5.70%, Maturing March 30, 2012 | \$ 343,977 |
| | 2,866,267 | Term Loan, 5.69%, Maturing March 30, 2014 | 2,536,647 |
| Astoria Generating Co. | | | |
| | 872,220 | Term Loan, 4.66%, Maturing February 23, 2013 | 827,519 |
| | 1,250,000 | Term Loan, 6.35%, Maturing August 23, 2013 | 1,156,250 |
| BRSP, LLC | | | |
| | 2,335,754 | Term Loan, 7.91%, Maturing July 13, 2009 | 2,172,252 |
| Calpine Corp. | | | |
| | 1,188,022 | DIP Loan, 5.58%, Maturing March 30, 2009 | 1,119,817 |
| Electricinvest Holding Co. | | | |
| EUR | 536,193 | Term Loan, 8.50%, Maturing October 24, 2012 | 736,015 |
| GBP | 540,000 | Term Loan, 9.63%, Maturing October 24, 2012 | 942,048 |
| LS Power Acquisition Co. | | | |
| | 798,744 | Term Loan, 6.45%, Maturing November 1, 2014 | 791,755 |
| Mirant North America, LLC | | | |
| | 837,582 | Term Loan, 4.61%, Maturing January 3, 2013 | 816,941 |
| NRG Energy, Inc. | | | |
| | 2,994,481 | Term Loan, 4.20%, Maturing June 1, 2014 | 2,879,568 |
| | 6,130,777 | Term Loan, 4.20%, Maturing June 1, 2014 | 5,895,508 |
| Pike Electric, Inc. | | | |
| | 470,384 | Term Loan, 4.25%, Maturing July 1, 2012 | 448,041 |
| | 354,382 | Term Loan, 4.44%, Maturing December 10, 2012 | 337,548 |
| TXU Texas Competitive Electric Holdings Co., LLC | | | |
| | 1,144,250 | Term Loan, 6.58%, Maturing October 10, 2014 | 1,097,765 |

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| | | | |
|---|-----------|--|------------------|
| | 3,134,250 | Term Loan, 6.58%, Maturing October 10, 2014 | 3,004,768 |
| Vulcan Energy Corp. | | | |
| | 1,412,275 | Term Loan, 4.36%, Maturing July 23, 2010 | 1,362,846 |
| | | | \$ 26,469,265 |
| Total Senior Floating-Rate Interests (identified cost \$1,162,923,708) | | | \$ 1,067,983,948 |

See notes to financial statements

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Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | | | | |
|---|-----------------|---------------------------------|----------|---------------|
| Corporate Bonds & Notes | 42.2% | | | |
| | Principal | | | |
| | Amount | | | |
| | (000's omitted) | | Security | Value |
| Aerospace and Defense | 0.3% | | | |
| Alion Science and Technologies Corp. | | | | |
| \$ | 1,500 | 10.25%, 2/1/15 | | \$ 961,875 |
| Bombardier, Inc. | | | | |
| | 1,425 | 8.00%, 11/15/14 ⁽⁵⁾ | | 1,524,750 |
| DRS Technologies, Inc., Sr. Sub. Notes | | | | |
| | 875 | 7.625%, 2/1/18 | | 896,875 |
| Hawker Beechcraft Acquisition | | | | |
| | 1,755 | 9.75%, 4/1/17 | | 1,860,300 |
| Vought Aircraft Industries, Inc., Sr. Notes | | | | |
| | 800 | 8.00%, 7/15/11 | | 764,000 |
| | | | | \$ 6,007,800 |
| Automotive | 0.9% | | | |
| Allison Transmission, Inc. | | | | |
| \$ | 2,555 | 11.00%, 11/1/15 ⁽⁵⁾ | | \$ 2,523,062 |
| Altra Industrial Motion, Inc. | | | | |
| | 3,590 | 9.00%, 12/1/11 | | 3,572,050 |
| American Axle & Manufacturing, Inc. | | | | |
| | 1,480 | 7.875%, 3/1/17 | | 1,332,000 |
| Commercial Vehicle Group, Inc., Sr. Notes | | | | |
| | 1,100 | 8.00%, 7/1/13 | | 948,750 |
| Tenneco Automotive, Inc., Series B | | | | |
| | 6,073 | 10.25%, 7/15/13 | | 6,452,562 |
| Tenneco, Inc., Sr. Notes | | | | |
| | 1,085 | 8.125%, 11/15/15 ⁽⁵⁾ | | 1,117,550 |
| United Components, Inc., Sr. Sub. Notes | | | | |
| | 990 | 9.375%, 6/15/13 | | 982,575 |
| | | | | \$ 16,928,549 |
| Broadcast Radio and Television | 0.1% | | | |
| CanWest Media, Inc. | | | | |
| \$ | 930 | 8.00%, 9/15/12 | | \$ 895,586 |
| Warner Music Group, Sr. Sub. Notes | | | | |
| | 1,570 | 7.375%, 4/15/14 | | 1,310,950 |
| | | | | \$ 2,206,536 |
| | Principal | | | |
| | Amount | | | |
| | (000's omitted) | | Security | Value |
| Brokers / Dealers / Investment Houses | 0.3% | | | |
| Nuveen Investments, Inc. | | | | |
| \$ | 540 | 5.00%, 9/15/10 | | \$ 476,550 |

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Nuveen Investments, Inc., Sr. Notes

| | | |
|-------|---------------------------------|--------------|
| 4,440 | 10.50%, 11/15/15 ⁽⁵⁾ | 4,295,700 |
| | | \$ 4,772,250 |

Building and Development 0.4%

Interline Brands, Inc., Sr. Sub. Notes

| | | |
|----------|-----------------|--------------|
| \$ 1,475 | 8.125%, 6/15/14 | \$ 1,441,812 |
|----------|-----------------|--------------|

Nortek, Inc., Sr. Sub. Notes

| | | |
|-------|---------------|-----------|
| 1,795 | 8.50%, 9/1/14 | 1,323,812 |
|-------|---------------|-----------|

Panolam Industries International, Sr. Sub. Notes

| | | |
|-------|-----------------|-----------|
| 5,995 | 10.75%, 10/1/13 | 4,825,975 |
|-------|-----------------|-----------|

Stanley Martin Co.

| | | |
|-----|----------------|--------------|
| 870 | 9.75%, 8/15/15 | 430,650 |
| | | \$ 8,022,249 |

Business Equipment and Services 3.4%

Affinion Group, Inc.

| | | |
|----------|-------------------|--------------|
| \$ 1,065 | 10.125%, 10/15/13 | \$ 1,080,975 |
| 2,560 | 11.50%, 10/15/15 | 2,524,800 |

Ceridian Corp., Sr. Notes

| | | |
|-------|---------------------------------|-----------|
| 7,460 | 11.25%, 11/15/15 ⁽⁵⁾ | 7,040,375 |
|-------|---------------------------------|-----------|

Education Management, LLC, Sr. Notes

| | | |
|-------|---------------|-----------|
| 5,270 | 8.75%, 6/1/14 | 4,716,650 |
|-------|---------------|-----------|

Education Management, LLC, Sr. Sub. Notes

| | | |
|-------|----------------|-----------|
| 7,270 | 10.25%, 6/1/16 | 6,143,150 |
|-------|----------------|-----------|

KAR Holdings, Inc., Sr. Notes

| | | |
|-----|---------------|---------|
| 360 | 8.75%, 5/1/14 | 347,400 |
|-----|---------------|---------|

KAR Holdings, Inc., Sr. Sub. Notes, Variable Rate

| | | |
|-------|----------------|-----------|
| 1,295 | 7.239%, 5/1/14 | 1,176,831 |
|-------|----------------|-----------|

MediMedia USA, Inc., Sr. Sub. Notes

| | | |
|-------|----------------------------------|-----------|
| 2,415 | 11.375%, 11/15/14 ⁽⁵⁾ | 2,475,375 |
|-------|----------------------------------|-----------|

Muzak, LLC/Muzak Finance, Sr. Notes

| | | |
|-------|-----------------|-----------|
| 5,250 | 10.00%, 2/15/09 | 4,646,250 |
|-------|-----------------|-----------|

Neff Corp., Sr. Notes

| | | |
|-----|----------------|---------|
| 705 | 10.00%, 6/1/15 | 348,975 |
|-----|----------------|---------|

Norcross Safety Products, LLC/Norcross Capital Corp., Sr. Sub. Notes, Series B

| | | |
|-------|-----------------|-----------|
| 5,100 | 9.875%, 8/15/11 | 5,370,963 |
|-------|-----------------|-----------|

Rental Service Corp.

| | | |
|-------|----------------|-----------|
| 3,020 | 9.50%, 12/1/14 | 2,718,000 |
|-------|----------------|-----------|

Safety Products Holdings, Inc., Sr. Notes (PIK)

| | | |
|-------|----------------|-----------|
| 7,736 | 11.75%, 1/1/12 | 8,051,962 |
|-------|----------------|-----------|

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount (000's omitted) | Security | Value |
|--|--|----------------------------------|---------------|
| Business Equipment and Services (continued) | | | |
| SunGard Data Systems, Inc. | | | |
| \$ | 1,165 | 9.125%, 8/15/13 | \$ 1,223,250 |
| Travelport, LLC | | | |
| | 6,850 | 9.875%, 9/1/14 | 6,653,062 |
| | 1,289 | 11.875%, 9/1/16 | 1,185,880 |
| United Rentals North America, Inc. | | | |
| | 365 | 6.50%, 2/15/12 | 344,012 |
| West Corp. | | | |
| | 6,150 | 9.50%, 10/15/14 | 5,904,000 |
| | | | \$ 61,951,910 |
| Cable and Satellite Television 1.1% | | | |
| Cablevision Systems Corp., Sr. Notes, Series B | | | |
| \$ | 1,345 | 8.00%, 4/15/12 | \$ 1,345,000 |
| CCO Holdings, LLC/CCO Capital Corp., Sr. Notes | | | |
| | 10,295 | 8.75%, 11/15/13 | 9,522,875 |
| Charter Communications, Inc., Sr. Notes | | | |
| | 2,740 | 10.875%, 9/15/14 ⁽⁵⁾ | 2,911,250 |
| Kabel Deutschland GmbH | | | |
| | 1,955 | 10.625%, 7/1/14 | 2,042,975 |
| Mediacom Broadband Group Corp., LLC, Sr. Notes | | | |
| | 2,830 | 8.50%, 10/15/15 | 2,617,750 |
| National Cable PLC | | | |
| | 540 | 8.75%, 4/15/14 | 525,150 |
| National Cable PLC, Sr. Notes | | | |
| | 800 | 9.125%, 8/15/16 | 776,000 |
| | | | \$ 19,741,000 |
| Chemicals and Plastics 0.7% | | | |
| CII Carbon, LLC | | | |
| \$ | 1,300 | 11.125%, 11/15/15 ⁽⁵⁾ | \$ 1,254,500 |
| INEOS Group Holdings PLC | | | |
| | 2,455 | 8.50%, 2/15/16 ⁽⁵⁾ | 2,000,825 |
| Nova Chemicals Corp., Sr. Notes, Variable Rate | | | |
| | 2,145 | 7.863%, 11/15/13 | 1,866,150 |
| Reichhold Industries, Inc., Sr. Notes | | | |
| | 7,255 | 9.00%, 8/15/14 ⁽⁵⁾ | 7,291,275 |
| | | | \$ 12,412,750 |
| Clothing / Textiles 1.5% | | | |
| Levi Strauss & Co., Sr. Notes | | | |
| \$ | 2,925 | 9.75%, 1/15/15 | \$ 3,071,250 |
| | 410 | 8.875%, 4/1/16 | 419,225 |

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| | Principal Amount (000's omitted) | Security | Value |
|---|--|------------------|---------------|
| Clothing / Textiles (continued) | | | |
| Oxford Industries, Inc., Sr. Notes | | | |
| \$ | 13,450 | 8.875%, 6/1/11 | \$ 12,878,375 |
| Perry Ellis International, Inc., Sr. Sub. Notes | | | |
| | 8,190 | 8.875%, 9/15/13 | 7,821,450 |
| Phillips Van Heusen, Sr. Notes | | | |
| | 610 | 7.25%, 2/15/11 | 620,675 |
| | 2,500 | 8.125%, 5/1/13 | 2,600,000 |
| | | | \$ 27,410,975 |
| Conglomerates 0.2% | | | |
| RBS Global & Rexnord Corp. | | | |
| \$ | 1,905 | 9.50%, 8/1/14 | \$ 1,914,525 |
| | 1,705 | 11.75%, 8/1/16 | 1,645,325 |
| | | | \$ 3,559,850 |
| Containers and Glass Products 0.5% | | | |
| Intertape Polymer US, Inc., Sr. Sub. Notes | | | |
| \$ | 3,220 | 8.50%, 8/1/14 | \$ 2,769,200 |
| Pliant Corp. (PIK) | | | |
| | 5,667 | 11.85%, 6/15/09 | 5,441,412 |
| | | | \$ 8,210,612 |
| Cosmetics / Toiletries 0.3% | | | |
| Amscan Holdings, Inc., Sr. Sub. Notes | | | |
| \$ | 5,580 | 8.75%, 5/1/14 | \$ 5,077,800 |
| | | | \$ 5,077,800 |
| Ecological Services and Equipment 0.2% | | | |
| Waste Services, Inc., Sr. Sub. Notes | | | |
| \$ | 4,085 | 9.50%, 4/15/14 | \$ 4,023,725 |
| | | | \$ 4,023,725 |
| Electronics / Electrical 1.2% | | | |
| Advanced Micro Devices, Inc., Sr. Notes | | | |
| \$ | 7,830 | 7.75%, 11/1/12 | \$ 6,401,025 |
| Amkor Technologies, Inc., Sr. Notes | | | |
| | 7,465 | 7.75%, 5/15/13 | 7,175,731 |
| Avago Technologies Finance | | | |
| | 1,850 | 10.125%, 12/1/13 | 1,979,500 |
| | 3,045 | 11.875%, 12/1/15 | 3,288,600 |
| NXP BV/NXP Funding, LLC, Variable Rate | | | |
| | 1,630 | 7.875%, 10/15/14 | 1,617,775 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount (000's omitted) | Security | Value |
|--|--|-------------------------------------|---------------|
| Electronics / Electrical (continued) | | | |
| NXP BV/NXP Funding, LLC, Variable Rate | | | |
| \$ | 1,025 | 5.463%, 10/15/13 ⁽¹¹⁾ | \$ 946,844 |
| | | | \$ 21,409,475 |
| Equipment Leasing 0.3% | | | |
| Hertz Corp. | | | |
| \$ | 5,270 | 10.50%, 1/1/16 | \$ 5,329,287 |
| | | | \$ 5,329,287 |
| Financial Intermediaries 1.9% | | | |
| E*Trade Financial Corp. | | | |
| \$ | 3,410 | 7.875%, 12/1/15 | \$ 2,762,100 |
| Ford Motor Credit Co. | | | |
| | 9,165 | 7.375%, 10/28/09 | 8,825,483 |
| Ford Motor Credit Co., Sr. Notes | | | |
| | 890 | 5.80%, 1/12/09 | 870,392 |
| | 5,535 | 7.875%, 6/15/10 | 5,270,892 |
| | 180 | 9.875%, 8/10/11 | 174,289 |
| | 1,110 | 7.80%, 6/1/12 | 993,410 |
| | 3,540 | 12.00%, 5/15/15 | 3,639,032 |
| General Motors Acceptance Corp. | | | |
| | 915 | 6.375%, 5/1/08 | 915,000 |
| | 2,980 | 7.75%, 1/19/10 | 2,743,001 |
| | 6,625 | 7.20%, 1/15/11 | 5,879,687 |
| | 1,755 | 7.25%, 3/2/11 | 1,489,674 |
| General Motors Acceptance Corp., Variable Rate | | | |
| | 2,060 | 4.315%, 5/15/09 | 1,879,917 |
| | | | \$ 35,442,877 |
| Food Products 0.4% | | | |
| ASG Consolidated, LLC/ASG Finance, Inc., Sr. Disc. Notes | | | |
| \$ | 5,680 | 11.50%, (0.00% until 2008), 11/1/11 | \$ 5,254,000 |
| Dole Foods Co., Sr. Notes | | | |
| | 2,140 | 8.625%, 5/1/09 | 2,081,150 |
| Pierre Foods, Inc., Sr. Sub. Notes | | | |
| | 950 | 9.875%, 7/15/12 | 460,750 |
| | | | \$ 7,795,900 |
| Food Service 0.5% | | | |
| El Pollo Loco, Inc. | | | |
| \$ | 4,050 | 11.75%, 11/15/13 | \$ 3,948,750 |
| NPC International, Inc., Sr. Sub. Notes | | | |
| | 5,155 | 9.50%, 5/1/14 | 4,768,375 |
| | | | \$ 8,717,125 |

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| | Principal Amount (000's omitted) | Security | Value |
|--|--|----------------------------------|---------------|
| Food / Drug Retailers 0.9% | | | |
| General Nutrition Center, Sr. Notes, Variable Rate (PIK) | | | |
| \$ | 4,515 | 7.199%, 3/15/14 | \$ 3,961,912 |
| General Nutrition Center, Sr. Sub. Notes | | | |
| | 4,015 | 10.75%, 3/15/15 | 3,523,162 |
| Rite Aid Corp. | | | |
| | 7,542 | 6.125%, 12/15/08 ⁽⁵⁾ | 7,410,015 |
| | 2,245 | 7.50%, 3/1/17 | 2,093,462 |
| | | | \$ 16,988,551 |
| Forest Products 1.5% | | | |
| Georgia-Pacific Corp. | | | |
| \$ | 1,450 | 9.50%, 12/1/11 | \$ 1,537,000 |
| Jefferson Smurfit Corp., Sr. Notes | | | |
| | 2,205 | 8.25%, 10/1/12 | 2,017,575 |
| | 820 | 7.50%, 6/1/13 | 711,350 |
| NewPage Corp. | | | |
| | 6,675 | 10.00%, 5/1/12 ⁽⁵⁾ | 7,158,937 |
| | 3,145 | 10.00%, 5/1/12 | 3,373,012 |
| | 4,015 | 12.00%, 5/1/13 | 4,275,975 |
| NewPage Corp., Variable Rate | | | |
| | 1,545 | 9.489%, 5/1/12 | 1,618,387 |
| Rock-Tenn Co. | | | |
| | 890 | 9.25%, 3/15/16 ⁽⁵⁾ | 938,950 |
| Smurfit-Stone Container Enterprises, Inc., Sr. Notes | | | |
| | 5,960 | 8.00%, 3/15/17 | 5,066,000 |
| | | | \$ 26,697,186 |
| Healthcare 2.7% | | | |
| Accellent, Inc. | | | |
| \$ | 2,300 | 10.50%, 12/1/13 | \$ 1,978,000 |
| Advanced Medical Optics, Inc., Sr. Sub. Notes | | | |
| | 170 | 7.50%, 5/1/17 | 154,700 |
| AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes | | | |
| | 4,270 | 10.00%, 2/15/15 | 4,558,225 |
| Bausch & Lomb, Inc., Sr. Notes | | | |
| | 3,545 | 9.875%, 11/1/15 ⁽⁵⁾ | 3,784,287 |
| Biomet, Inc. | | | |
| | 4,500 | 11.625%, 10/15/17 ⁽⁵⁾ | 4,803,750 |
| HCA, Inc. | | | |
| | 4,559 | 8.75%, 9/1/10 | 4,707,167 |
| | 322 | 7.875%, 2/1/11 | 327,635 |
| | 2,385 | 9.125%, 11/15/14 | 2,534,062 |
| | 3,210 | 9.25%, 11/15/16 | 3,458,775 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount (000's omitted) | Security | Value |
|---|--|---------------------------------|---------------|
| Healthcare (continued) | | | |
| MultiPlan Inc., Sr. Sub. Notes | | | |
| \$ | 4,860 | 10.375%, 4/15/16 ⁽⁵⁾ | \$ 4,738,500 |
| National Mentor Holdings, Inc. | | | |
| | 4,115 | 11.25%, 7/1/14 | 4,238,450 |
| Res-Care, Inc., Sr. Notes | | | |
| | 2,160 | 7.75%, 10/15/13 | 2,062,800 |
| Service Corp. International, Sr. Notes | | | |
| | 335 | 7.00%, 6/15/17 | 337,512 |
| US Oncology, Inc. | | | |
| | 3,065 | 9.00%, 8/15/12 | 3,126,300 |
| | 5,350 | 10.75%, 8/15/14 | 5,430,250 |
| Viant Holdings, Inc. | | | |
| | 4,127 | 10.125%, 7/15/17 ⁽⁵⁾ | 3,404,775 |
| | | | \$ 49,645,188 |
| Industrial Equipment 0.3% | | | |
| Chart Industries, Inc., Sr. Sub. Notes | | | |
| \$ | 2,170 | 9.125%, 10/15/15 | \$ 2,224,250 |
| ESCO Corp., Sr. Notes | | | |
| | 1,595 | 8.625%, 12/15/13 ⁽⁵⁾ | 1,595,000 |
| ESCO Corp., Sr. Notes, Variable Rate | | | |
| | 1,595 | 6.675%, 12/15/13 ⁽⁵⁾ | 1,459,425 |
| | | | \$ 5,278,675 |
| Insurance 0.1% | | | |
| Alliant Holdings I, Inc. | | | |
| \$ | 1,885 | 11.00%, 5/1/15 ⁽⁵⁾ | \$ 1,555,125 |
| | | | \$ 1,555,125 |
| Leisure Goods / Activities / Movies 2.3% | | | |
| AMC Entertainment, Inc. | | | |
| \$ | 9,540 | 11.00%, 2/1/16 | \$ 9,540,000 |
| HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp. | | | |
| | 2,170 | 12.50%, 4/1/13 ⁽⁵⁾ | 1,974,700 |
| HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate | | | |
| | 3,975 | 7.383%, 4/1/12 ⁽⁵⁾ | 3,637,125 |
| Marquee Holdings, Inc., Sr. Disc. Notes | | | |
| | 6,895 | 9.505%, 8/15/14 | 5,412,575 |
| Universal City Development Partners, Sr. Notes | | | |
| | 11,825 | 11.75%, 4/1/10 | 12,268,437 |
| Universal City Florida Holdings, Sr. Notes, Variable Rate | | | |
| | 10,195 | 7.989%, 5/1/10 | 10,131,281 |
| | | | \$ 42,964,118 |

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| | Principal Amount (000's omitted) | Security | Value |
|--|--|--|--------------|
| Lodging and Casinos 4.3% | | | |
| Buffalo Thunder Development Authority | | | |
| \$ | 4,080 | 9.375%, 12/15/14 ⁽⁵⁾ | \$ 2,794,800 |
| CCM Merger, Inc. | | | |
| | 4,025 | 8.00%, 8/1/13 ⁽⁵⁾ | 3,481,625 |
| Chukchansi EDA, Sr. Notes, Variable Rate | | | |
| | 3,080 | 8.238%, 11/15/12 ⁽⁵⁾ | 2,656,500 |
| Fontainebleau Las Vegas Casino, LLC | | | |
| | 8,870 | 10.25%, 6/15/15 ⁽⁵⁾ | 6,408,575 |
| Galaxy Entertainment Finance | | | |
| | 1,970 | 9.875%, 12/15/12 ⁽⁵⁾ | 1,999,550 |
| Galaxy Entertainment Finance, Variable Rate | | | |
| | 1,260 | 9.829%, 12/15/10 ⁽⁵⁾ | 1,260,000 |
| Greektown Holdings, LLC, Sr. Notes | | | |
| | 1,140 | 10.75%, 12/1/13 ⁽⁵⁾ | 1,054,500 |
| Indianapolis Downs, LLC & Capital Corp., Sr. Notes | | | |
| | 2,980 | 11.00%, 11/1/12 ⁽⁵⁾ | 2,696,900 |
| Inn of the Mountain Gods, Sr. Notes | | | |
| | 5,575 | 12.00%, 11/15/10 | 4,850,250 |
| Majestic HoldCo, LLC | | | |
| | 1,540 | 12.50%, (0.00% until 2008), 10/15/11 ⁽⁵⁾ | 161,700 |
| Majestic Star Casino, LLC | | | |
| | 3,965 | 9.50%, 10/15/10 | 3,489,200 |
| MGM Mirage, Inc. | | | |
| | 2,985 | 7.50%, 6/1/16 | 2,716,350 |
| Mohegan Tribal Gaming Authority, Sr. Sub. Notes | | | |
| | 675 | 8.00%, 4/1/12 | 634,500 |
| | 3,265 | 7.125%, 8/15/14 | 2,816,063 |
| | 2,780 | 6.875%, 2/15/15 | 2,369,950 |
| OED Corp./Diamond Jo, LLC | | | |
| | 5,115 | 8.75%, 4/15/12 | 4,680,225 |
| Park Place Entertainment | | | |
| | 7,805 | 7.875%, 3/15/10 | 7,375,725 |
| Pinnacle Entertainment, Inc. | | | |
| | 355 | 8.25%, 3/15/12 | 355,000 |
| Pinnacle Entertainment, Inc., Sr. Sub. Notes | | | |
| | 2,620 | 7.50%, 6/15/15 ⁽⁵⁾ | 2,181,150 |
| Pokagon Gaming Authority, Sr. Notes | | | |
| | 1,101 | 10.375%, 6/15/14 ⁽⁵⁾ | 1,180,823 |
| San Pasqual Casino | | | |
| | 1,215 | 8.00%, 9/15/13 ⁽⁵⁾ | 1,139,063 |
| Seminole Hard Rock Entertainment, Variable Rate | | | |
| | 1,930 | 5.30%, 3/15/14 ⁽⁵⁾ | 1,626,025 |
| Station Casinos, Inc. | | | |
| | 560 | 7.75%, 8/15/16 | 469,000 |

See notes to financial statements

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Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount (000's omitted) | Security | Value |
|--|--|--------------------------------|---------------|
| Lodging and Casinos (continued) | | | |
| Station Casinos, Inc., Sr. Notes | | | |
| \$ | 3,230 | 6.00%, 4/1/12 | \$ 2,741,463 |
| Trump Entertainment Resorts, Inc. | | | |
| | 11,945 | 8.50%, 6/1/15 | 7,734,388 |
| Tunica-Biloxi Gaming Authority, Sr. Notes | | | |
| | 3,405 | 9.00%, 11/15/15 ⁽⁵⁾ | 3,336,900 |
| Turning Stone Resort Casinos, Sr. Notes | | | |
| | 830 | 9.125%, 9/15/14 ⁽⁵⁾ | 821,700 |
| Waterford Gaming, LLC, Sr. Notes | | | |
| | 6,078 | 8.625%, 9/15/14 ⁽⁵⁾ | 5,895,660 |
| | | | \$ 78,927,585 |
| Nonferrous Metals / Minerals 0.7% | | | |
| Aleris International, Inc., Sr. Notes | | | |
| \$ | 4,390 | 9.00%, 12/15/14 | \$ 3,248,600 |
| Aleris International, Inc., Sr. Sub. Notes | | | |
| | 1,005 | 10.00%, 12/15/16 | 628,125 |
| FMG Finance PTY, Ltd. | | | |
| | 5,410 | 10.625%, 9/1/16 ⁽⁵⁾ | 6,180,925 |
| FMG Finance PTY, Ltd., Variable Rate | | | |
| | 2,195 | 7.076%, 9/1/11 ⁽⁵⁾ | 2,134,638 |
| | | | \$ 12,192,288 |
| Oil and Gas 4.3% | | | |
| Allis-Chalmers Energy, Inc., Sr. Notes | | | |
| \$ | 4,730 | 9.00%, 1/15/14 | \$ 4,588,100 |
| Cimarex Energy Co., Sr. Notes | | | |
| | 1,205 | 7.125%, 5/1/17 | 1,229,100 |
| Clayton Williams Energy, Inc. | | | |
| | 2,200 | 7.75%, 8/1/13 | 2,068,000 |
| Compton Pet Finance Corp. | | | |
| | 2,360 | 7.625%, 12/1/13 | 2,342,300 |
| Denbury Resources, Inc., Sr. Sub. Notes | | | |
| | 520 | 7.50%, 12/15/15 | 538,200 |
| El Paso Corp., Sr. Notes | | | |
| | 2,305 | 9.625%, 5/15/12 | 2,534,910 |
| Encore Acquisition Co., Sr. Sub. Notes | | | |
| | 1,730 | 7.25%, 12/1/17 | 1,686,750 |
| Forbes Energy Services, Sr. Notes | | | |
| | 3,410 | 11.00%, 2/15/15 ⁽⁵⁾ | 3,427,050 |
| Inergy L.P./Finance, Sr. Notes | | | |
| | 2,835 | 6.875%, 12/15/14 | 2,774,756 |

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| | Principal Amount (000's omitted) | Security | Value |
|--|--|---------------------------------|---------------|
| Oil and Gas (continued) | | | |
| OPTI Canada, Inc., Sr. Notes | | | |
| \$ | 1,795 | 7.875%, 12/15/14 | \$ 1,835,388 |
| | 1,970 | 8.25%, 12/15/14 | 2,043,875 |
| Parker Drilling Co., Sr. Notes | | | |
| | 1,930 | 9.625%, 10/1/13 | 2,036,150 |
| Petrohawk Energy Corp., Sr. Notes | | | |
| | 8,800 | 9.125%, 7/15/13 | 9,350,000 |
| Petroleum Development Corp., Sr. Notes | | | |
| | 1,805 | 12.00%, 2/15/18 ⁽⁵⁾ | 1,895,250 |
| Petroplus Finance, Ltd. | | | |
| | 430 | 6.75%, 5/1/14 ⁽⁵⁾ | 406,350 |
| | 6,020 | 7.00%, 5/1/17 ⁽⁵⁾ | 5,628,700 |
| Plains Exploration & Production Co. | | | |
| | 2,800 | 7.00%, 3/15/17 | 2,772,000 |
| Quicksilver Resources, Inc. | | | |
| | 2,295 | 7.125%, 4/1/16 | 2,283,525 |
| SemGroup L.P., Sr. Notes | | | |
| | 5,990 | 8.75%, 11/15/15 ⁽⁵⁾ | 5,705,475 |
| SESI, LLC, Sr. Notes | | | |
| | 660 | 6.875%, 6/1/14 | 650,100 |
| Sonat, Inc. | | | |
| | 5,000 | 7.625%, 7/15/11 | 5,273,630 |
| Stewart & Stevenson, LLC, Sr. Notes | | | |
| | 6,280 | 10.00%, 7/15/14 | 6,123,000 |
| United Refining Co., Sr. Notes | | | |
| | 11,495 | 10.50%, 8/15/12 | 11,265,100 |
| VeraSun Energy Corp. | | | |
| | 1,170 | 9.875%, 12/15/12 | 1,079,325 |
| | | | \$ 79,537,034 |
| Publishing 1.5% | | | |
| Dex Media West/Finance, Series B | | | |
| \$ | 3,250 | 9.875%, 8/15/13 | \$ 3,071,250 |
| Harland Clarke Holdings | | | |
| | 2,145 | 9.50%, 5/15/15 | 1,742,813 |
| Idearc, Inc., Sr. Notes | | | |
| | 3,565 | 8.00%, 11/15/16 | 2,335,075 |
| Nielsen Finance, LLC | | | |
| | 6,130 | 10.00%, 8/1/14 | 6,405,850 |
| R.H. Donnelley Corp. | | | |
| | 10,105 | 8.875%, 10/15/17 ⁽⁵⁾ | 6,568,250 |
| Reader's Digest Association, Inc., (The), Sr. Sub. Notes | | | |
| | 9,535 | 9.00%, 2/15/17 ⁽⁵⁾ | 6,865,200 |
| | | | \$ 26,988,438 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount (000's omitted) | Security | Value |
|--|--|---------------------------------|---------------|
| Radio and Television 0.1% | | | |
| Rainbow National Services, LLC, Sr. Sub. Debs. | | | |
| \$ | 1,470 | 10.375%, 9/1/14 ⁽⁵⁾ | \$ 1,587,600 |
| | | | \$ 1,587,600 |
| Rail Industries 0.3% | | | |
| American Railcar Industry, Sr. Notes | | | |
| \$ | 1,940 | 7.50%, 3/1/14 | \$ 1,755,700 |
| Kansas City Southern Mexico, Sr. Notes | | | |
| | 2,530 | 7.625%, 12/1/13 | 2,431,963 |
| | 1,055 | 7.375%, 6/1/14 ⁽⁵⁾ | 1,003,569 |
| | | | \$ 5,191,232 |
| Retailers (Except Food and Drug) 3.4% | | | |
| GameStop Corp. | | | |
| \$ | 14,070 | 8.00%, 10/1/12 | \$ 15,054,900 |
| Michaels Stores, Inc., Sr. Notes | | | |
| | 1,995 | 10.00%, 11/1/14 | 1,945,125 |
| Michaels Stores, Inc., Sr. Sub. Notes | | | |
| | 4,140 | 11.375%, 11/1/16 | 3,736,350 |
| Neiman Marcus Group, Inc. | | | |
| | 3,420 | 9.00%, 10/15/15 | 3,573,900 |
| | 16,205 | 10.375%, 10/15/15 | 17,096,275 |
| Penny (JC) Co., Inc. | | | |
| | 1,875 | 8.00%, 3/1/10 | 1,935,249 |
| Sally Holdings, LLC, Sr. Notes | | | |
| | 6,180 | 10.50%, 11/15/16 | 6,180,000 |
| Toys "R" Us | | | |
| | 4,025 | 7.375%, 10/15/18 | 3,008,688 |
| Yankee Acquisition Corp., Series B | | | |
| | 8,905 | 8.50%, 2/15/15 | 7,569,250 |
| | 3,820 | 9.75%, 2/15/17 | 3,084,650 |
| | | | \$ 63,184,387 |
| Steel 0.5% | | | |
| RathGibson, Inc., Sr. Notes | | | |
| \$ | 4,905 | 11.25%, 2/15/14 | \$ 4,794,638 |
| Ryerson, Inc., Sr. Notes | | | |
| | 540 | 12.00%, 11/1/15 ⁽⁵⁾ | 537,300 |
| Ryerson, Inc., Sr. Notes, Variable Rate | | | |
| | 360 | 10.614%, 11/1/14 ⁽⁵⁾ | 329,400 |
| Steel Dynamics, Inc., Sr. Notes | | | |
| | 3,805 | 7.375%, 11/1/12 ⁽⁵⁾ | 3,890,613 |
| | | | \$ 9,551,951 |

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| | Principal Amount (000's omitted) | Security | Value |
|--|--|---------------------------------|---------------|
| Surface Transport 0.2% | | | |
| CEVA Group, PLC, Sr. Notes | | | |
| \$ | 3,750 | 10.00%, 9/1/14 ⁽⁵⁾ | \$ 3,881,250 |
| | | | \$ 3,881,250 |
| Telecommunications 1.8% | | | |
| Centennial Cellular Operating Co./Centennial Communication Corp., Sr. Notes | | | |
| \$ | 2,820 | 10.125%, 6/15/13 | \$ 2,953,950 |
| Digicel Group, Ltd., Sr. Notes | | | |
| | 3,585 | 9.25%, 9/1/12 ⁽⁵⁾ | 3,638,775 |
| | 2,815 | 8.875%, 1/15/15 ⁽⁵⁾ | 2,420,900 |
| | 9,343 | 9.125%, 1/15/15 ⁽⁵⁾ | 7,941,550 |
| Intelsat Bermuda, Ltd. | | | |
| | 3,560 | 9.25%, 6/15/16 | 3,608,950 |
| Qwest Communications International, Inc. | | | |
| | 6,540 | 7.50%, 2/15/14 | 6,458,250 |
| Qwest Corp., Sr. Notes | | | |
| | 1,940 | 7.625%, 6/15/15 | 1,954,550 |
| Qwest Corp., Sr. Notes, Variable Rate | | | |
| | 1,000 | 6.05%, 6/15/13 | 962,500 |
| Windstream Corp., Sr. Notes | | | |
| | 2,085 | 8.125%, 8/1/13 | 2,168,400 |
| | 635 | 8.625%, 8/1/16 | 668,338 |
| Windstream Regatta Holdings, Inc., Sr. Sub. Notes | | | |
| | 1,430 | 11.00%, 12/1/17 ⁽⁵⁾ | 965,250 |
| | | | \$ 33,741,413 |
| Utilities 3.1% | | | |
| AES Corp. | | | |
| \$ | 965 | 8.00%, 10/15/17 | \$ 1,010,838 |
| AES Corp., Sr. Notes | | | |
| | 6,000 | 9.50%, 6/1/09 | 6,247,500 |
| | 2,223 | 8.75%, 5/15/13 ⁽⁵⁾ | 2,331,371 |
| Dynegy Holdings, Inc. | | | |
| | 535 | 7.75%, 6/1/19 | 535,000 |
| Dynegy Holdings, Inc., Sr. Notes | | | |
| | 995 | 8.375%, 5/1/16 | 1,042,263 |
| Edison Mission Energy, Sr. Notes | | | |
| | 1,750 | 7.50%, 6/15/13 | 1,828,750 |
| Energy Future Holdings, Sr. Notes | | | |
| | 6,820 | 10.875%, 11/1/17 ⁽⁵⁾ | 7,297,400 |
| NGC Corp. | | | |
| | 4,395 | 7.625%, 10/15/26 | 4,054,388 |
| NRG Energy, Inc. | | | |
| | 140 | 7.25%, 2/1/14 | 144,200 |
| | 3,610 | 7.375%, 1/15/17 | 3,727,325 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Principal Amount (000's omitted) | Security | Value |
|---|--|---|----------------|
| Utilities (continued) | | | |
| NRG Energy, Inc., Sr. Notes | | | |
| \$ | 1,325 | 7.375%, 2/1/16 | \$ 1,368,063 |
| Orion Power Holdings, Inc., Sr. Notes | | | |
| | 12,415 | 12.00%, 5/1/10 | 13,749,613 |
| Reliant Energy, Inc., Sr. Notes | | | |
| | 350 | 7.625%, 6/15/14 | 365,750 |
| Southwestern Energy Co. | | | |
| | 4,755 | 7.50%, 2/1/18 ⁽⁵⁾ | 5,064,070 |
| Texas Competitive Electric Holdings Co., LLC, Series A, Sr. Notes | | | |
| | 4,490 | 10.25%, 11/1/15 ⁽⁵⁾ | 4,703,275 |
| Texas Competitive Electric Holdings Co., LLC, Series B, Sr. Notes | | | |
| | 3,615 | 10.25%, 11/1/15 ⁽⁵⁾ | 3,786,713 |
| | | | \$ 57,256,519 |
| Total Corporate Bonds & Notes (identified cost \$804,699,818) | | | \$ 774,189,210 |
| Mortgage Pass-Throughs 34.8% | | | |
| | Principal Amount (000's omitted) | Security | Value |
| Federal Home Loan Mortgage Corp.: | | | |
| \$ | 7,474 | 5.50%, with various maturities to 2014 | \$ 7,617,789 |
| | 13,009 | 6.00%, with various maturities to 2026 | 13,423,300 |
| | 32,628 | 6.50%, with various maturities to 2028 | 34,054,127 |
| | 73,172 | 7.00%, with various maturities to 2031 ⁽⁶⁾ | 76,429,539 |
| | 636 | 7.13%, with maturity at 2023 | 671,697 |
| | 38,826 | 7.50%, with various maturities to 2029 | 41,589,642 |
| | 1,026 | 7.65%, with maturity at 2022 | 1,110,091 |
| | 206 | 7.70%, with maturity at 2022 | 223,063 |
| | 21,922 | 8.00%, with various maturities to 2030 | 23,941,622 |
| | 631 | 8.25%, with maturity at 2020 | 693,279 |
| | 1,726 | 8.30%, with maturity at 2020 | 1,900,153 |
| | 16,105 | 8.50%, with various maturities to 2031 | 17,714,399 |
| | 45 | 8.75%, with maturity at 2010 | 45,410 |
| | 5,917 | 9.00%, with various maturities to 2031 | 6,576,634 |
| | 5,029 | 9.50%, with various maturities to 2025 | 5,649,163 |
| | 807 | 10.00%, with maturity at 2020 | 909,633 |
| | 710 | 10.50%, with maturity at 2020 | 808,567 |
| | 1,065 | 12.00%, with maturity at 2020 | 1,200,201 |

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| | | | |
|-------------------------------------|--|---|----------------|
| | 63 | 13.00%, with maturity at 2015 | 72,431 |
| | | | \$ 234,630,740 |
| | | | |
| | Principal Amount (000's omitted) | Security | Value |
| Federal National Mortgage Assn.: | | | |
| \$ | 6,915 | 5.123%, with maturity at 2036 ⁽⁷⁾ | \$ 6,902,089 |
| | 13,933 | 5.50%, with various maturities to 2028 ⁽⁶⁾ | 14,163,306 |
| | 18,807 | 6.00%, with various maturities to 2026 | 19,318,961 |
| | 20,530 | 6.321%, with maturity at 2032 ⁽⁶⁾⁽⁷⁾ | 21,037,297 |
| | 4,449 | 6.447%, with maturity at 2022 ⁽⁶⁾⁽⁷⁾ | 4,487,063 |
| | 41,982 | 6.50%, with various maturities to 2031 ⁽⁶⁾ | 43,779,856 |
| | 678 | 6.75%, with maturity at 2023 | 710,609 |
| | 62,304 | 7.00%, with various maturities to 2031 ⁽⁶⁾ | 65,429,768 |
| | 18,165 | 7.50%, with various maturities to 2031 | 19,438,611 |
| | 13,980 | 8.00%, with various maturities to 2031 | 15,213,476 |
| | 78 | 8.25%, with maturity at 2018 | 84,543 |
| | 3,182 | 8.415%, with maturity at 2027 ⁽⁸⁾ | 3,531,517 |
| | 16,383 | 8.50%, with various maturities to 2030 | 18,094,527 |
| | 1,510 | 8.626%, with maturity at 2028 ⁽⁸⁾ | 1,672,329 |
| | 940 | 8.694%, with maturity at 2029 ⁽⁸⁾ | 1,049,128 |
| | 1,418 | 8.77%, with maturity at 2027 ⁽⁸⁾ | 1,575,072 |
| | 18,551 | 9.00%, with various maturities to 2027 | 20,640,227 |
| | 479 | 9.235%, with maturity at 2024 ⁽⁸⁾ | 513,323 |
| | 6,146 | 9.50%, with various maturities to 2030 | 6,926,771 |
| | 964 | 9.624%, with maturity at 2018 ⁽⁸⁾ | 1,080,006 |
| | 1,697 | 10.00%, with various maturities to 2020 | 1,919,215 |
| | 1,574 | 10.229%, with maturity at 2025 ⁽⁸⁾ | 1,775,806 |
| | 1,817 | 10.382%, with maturity at 2019 ⁽⁸⁾ | 2,027,350 |
| | 1,535 | 10.50%, with maturity at 2021 | 1,738,344 |
| | 638 | 11.50%, with maturity at 2016 | 719,462 |
| | 39 | 12.50%, with maturity at 2011 | 42,858 |
| | | | \$ 273,871,514 |
| Government National Mortgage Assn.: | | | |
| \$ | 4,908 | 6.00%, with maturity at 2024 | \$ 5,054,894 |
| | 26,127 | 6.50%, with maturity at 2024 | 27,371,361 |
| | 8,995 | 7.00%, with various maturities to 2025 | 9,578,463 |
| | 27,626 | 7.50%, with various maturities to 2031 | 29,781,404 |
| | 28,323 | 8.00%, with various maturities to 2034 | 31,048,537 |
| | 844 | 8.30%, with maturity at 2020 | 917,336 |
| | 1,895 | 8.50%, with various maturities to 2022 | 2,099,163 |
| | 8,923 | 9.00%, with various maturities to 2026 | 9,995,368 |

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| | | | |
|---|--------|---|----------------|
| | 12,805 | 9.50%, with various maturities to 2026 | 14,545,957 |
| | 792 | 10.00%, with maturity at 2019 | 899,645 |
| | | | \$ 131,292,128 |
| Total Mortgage Pass-Throughs (identified cost \$634,259,051) | | | \$ 639,794,382 |

See notes to financial statements

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Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| Collateralized Mortgage Obligations 9.8% | | | |
|--|---------------------|---|---------------|
| | Principal Amount | Security | Value |
| Federal Home Loan Mortgage Corp.: | | | |
| \$ | 2,335 | Series 24, Class J, 6.25%, 11/25/23 | \$ 2,390,971 |
| | 2,864 | Series 1497, Class K, 7.00%, 4/15/23 | 2,956,531 |
| | 4,707 | Series 1529, Class Z, 7.00%, 6/15/23 | 4,868,940 |
| | 4,157 | Series 1620, Class Z, 6.00%, 11/15/23 | 4,249,293 |
| | 1,328 | Series 1677, Class Z, 7.50%, 7/15/23 | 1,422,539 |
| | 9,967 | Series 1702, Class PZ, 6.50%, 3/15/24 ⁽⁶⁾ | 10,197,491 |
| | 331 | Series 1720, Class PJ, 7.25%, 1/15/24 | 336,154 |
| | 7,386 | Series 2113, Class QG, 6.00%, 1/15/29 | 7,498,917 |
| | 985 | Series 2122, Class K, 6.00%, 2/15/29 | 998,508 |
| | 667 | Series 2130, Class K, 6.00%, 3/15/29 | 678,253 |
| | 684 | Series 2167, Class BZ, 7.00%, 6/15/29 | 713,885 |
| | 4,993 | Series 2182, Class ZB, 8.00%, 9/15/29 ⁽⁶⁾ | 5,343,025 |
| | 3,957 | Series 2198, Class ZA, 8.50%, 11/15/29 | 4,396,443 |
| | 15,867 | Series 2245, Class A, 8.00%, 8/15/27 ⁽⁶⁾ | 17,053,652 |
| | | | \$ 63,104,602 |
| Federal National Mortgage Assn.: | | | |
| | 471 | Series 1988-14, Class I, 9.20%, 6/25/18 | 511,813 |
| | 462 | Series 1989-1, Class D, 10.30%, 1/25/19 | 506,771 |
| | 785 | Series 1989-34, Class Y, 9.85%, 7/25/19 | 872,242 |
| | 615 | Series 1990-17, Class G, 9.00%, 2/25/20 | 671,468 |
| | 281 | Series 1990-27, Class Z, 9.00%, 3/25/20 | 307,618 |
| | 291 | Series 1990-29, Class J, 9.00%, 3/25/20 | 320,143 |
| | 1,234 | Series 1990-43, Class Z, 9.50%, 4/25/20 | 1,373,798 |
| | 440 | Series 1991-98, Class J, 8.00%, 8/25/21 | 474,165 |
| | 3,530 | Series 1992-77, Class ZA, 8.00%, 5/25/22 | 3,812,354 |
| | 235 | Series 1992-103, Class Z, 7.50%, 6/25/22 | 248,633 |
| | 458 | Series 1992-113, Class Z, 7.50%, 7/25/22 | 487,433 |
| | 866 | Series 1992-185, Class ZB, 7.00%, 10/25/22 | 905,762 |
| | 2,156 | Series 1993-16, Class Z, 7.50%, 2/25/23 | 2,296,854 |
| | 1,634 | Series 1993-22, Class PM, 7.40%, 2/25/23 | 1,732,582 |
| | 2,746 | | 2,910,403 |

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| | | |
|-------|--|-----------|
| | Series 1993-25, Class J, 7.50%, 3/25/23 | |
| 4,972 | Series 1993-30, Class PZ, 7.50%, 3/25/23 | 5,268,562 |
| 5,875 | Series 1993-42, Class ZQ, 6.75%, 4/25/23 ⁽⁶⁾ | 6,138,261 |
| 948 | Series 1993-56, Class PZ, 7.00%, 5/25/23 | 988,585 |
| 1,084 | Series 1993-156, Class ZB, 7.00%, 9/25/23 | 1,146,527 |
| 7,948 | Series 1994-45, Class Z, 6.50%, 2/25/24 ⁽⁶⁾ | 8,209,643 |
| 4,058 | Series 1994-89, Class ZQ, 8.00%, 7/25/24 | 4,396,439 |
| 3,919 | Series 1996-57, Class Z, 7.00%, 12/25/26 | 4,110,861 |
| 2,241 | Series 1997-77, Class Z, 7.00%, 11/18/27 | 2,355,098 |
| 1,691 | Series 1998-44, Class ZA, 6.50%, 7/20/28 | 1,746,037 |
| 843 | Series 1999-45, Class ZG, 6.50%, 9/25/29 | 867,935 |
| 7,236 | Series 2000-22, Class PN, 6.00%, 7/25/30 ⁽⁶⁾ | 7,333,928 |
| 1,342 | Series 2001-37, Class GA, 8.00%, 7/25/16 | 1,431,626 |
| 1,512 | Series 2002-1, Class G, 7.00%, 7/25/23 | 1,585,351 |

| Principal Amount | Security | Value |
|--|--|----------------|
| Federal National Mortgage Assn. (continued): | | |
| 738 | Series G92-44, Class Z, 8.00%, 7/25/22 | \$ 794,642 |
| 1,202 | Series G92-44, Class ZQ, 8.00%, 7/25/22 | 1,293,010 |
| 1,661 | Series G92-46, Class Z, 7.00%, 8/25/22 | 1,744,285 |
| 2,972 | Series G92-60, Class Z, 7.00%, 10/25/22 | 3,112,899 |
| 29,903 | Series G93-35, Class ZQ, 6.50%, 11/25/23 ⁽⁶⁾ | 31,166,770 |
| 6,324 | Series G93-40, Class H, 6.40%, 12/25/23 ⁽⁶⁾ | 6,538,345 |
| | | \$ 107,660,843 |
| Government National Mortgage Assn.: | | |
| 7,260 | Series 2002-45, Class PG, 6.00%, 3/17/32 ⁽⁶⁾ | 7,403,279 |
| 793 | Series 2005-72, Class E, 12.00%, 11/16/15 | 921,150 |
| | | \$ 8,324,429 |
| Total Collateralized Mortgage Obligations (identified cost \$178,754,633) | | \$ 179,089,874 |

Asset Backed Securities 0.3%

| Principal Amount (000's omitted) | Security | Value |
|--|--|------------|
| \$ 750 | Alzette European CLO SA, Series 2004-1A, Class E2, 11.86%, 12/15/20 ⁽⁵⁾⁽¹¹⁾ | \$ 680,422 |
| 760 | Avalon Capital Ltd. 3, Series 1A, Class D, 5.043%, 2/24/19 ⁽⁵⁾⁽¹¹⁾ | 540,292 |
| 1,000 | Babson Ltd., Series 2005-1A, Class C1, 4.663%, 4/15/19 ⁽⁵⁾⁽¹¹⁾ | 671,038 |
| 1,000 | | 690,437 |

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| | | | |
|--|--------|---|--------------|
| | | Bryant Park CDO Ltd., Series 2005-1A, Class C, 4.763%, 1/15/19 ⁽⁵⁾⁽¹¹⁾ | |
| | 1,000 | Carlyle High Yield Partners, Series 2004-6A, Class C, 5.546%, 8/11/16 ⁽⁵⁾⁽¹¹⁾ | 735,226 |
| | 1,000 | Centurion CDO 8 Ltd., Series 2005-8A, Class D, 8.49%, 3/8/17 ⁽¹¹⁾ | 752,670 |
| | 500 | Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 9.35%, 7/17/19 | 346,672 |
| | 1,500 | Dryden Leveraged Loan, Series 2004-6A, Class C1, 5.801%, 7/30/16 ⁽⁵⁾⁽¹¹⁾ | 1,066,415 |
| Total Asset Backed Securities (identified cost \$7,498,410) | | | \$ 5,483,172 |
| Common Stocks 0.3% | | | |
| | Shares | Security | Value |
| Commercial Services 0.0% | | | |
| | 2,484 | Environmental Systems Products Holdings, Inc. ⁽³⁾⁽⁹⁾⁽¹⁰⁾ | \$ 0 |
| | | | \$ 0 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

| | Shares | Security | Value |
|---|------------------|--|----------------|
| Containers and Glass Products 0.3% | | | |
| | 142,857 | Anchor Glass Container Corp. ⁽³⁾ | \$ 5,574,280 |
| | | | \$ 5,574,280 |
| Lodging and Casinos 0.0% | | | |
| | 298,284 | Trump Entertainment Resorts, Inc. ⁽¹⁰⁾ | \$ 832,213 |
| | | | \$ 832,213 |
| Total Common Stocks (identified cost \$9,319,000) | | | \$ 6,406,493 |
| Convertible Bonds 0.2% | | | |
| | Principal Amount | Security | Value |
| Aerospace and Defense 0.2% | | | |
| | \$ 3,540,000 | L-3 Communications Corp., 3.00%, 8/1/35 ⁽⁵⁾ | \$ 4,491,375 |
| Total Convertible Bonds (identified cost \$3,578,781) | | | \$ 4,491,375 |
| Convertible Preferred Stocks 0.1% | | | |
| | Shares | Security | Value |
| Cable and Satellite Television 0.0% | | | |
| | 2,500,000 | Adelphia, Inc., 13.00% | \$ 225,000 |
| Oil and Gas 0.1% | | | |
| | 11,070 | Chesapeake Energy Corp., 4.50% | \$ 1,425,263 |
| Telecommunications 0.0% | | | |
| | 4,958 | Crown Castle International Corp., 6.25% (PIK) | \$ 287,564 |
| Total Convertible Preferred Stocks (identified cost \$1,309,893) | | | \$ 1,937,827 |
| Preferred Stocks 0.2% | | | |
| | Shares/Units | Security | Value |
| Lodging and Casinos 0.2% | | | |
| | 5,212 | Fontainebleau Resorts LLC (PIK) ⁽³⁾⁽⁹⁾ | \$ 4,085,949 |
| | | | |
| | Shares | Security | Value |
| Commercial Services 0.0% | | | |
| | 2,484 | Environmental Systems Products Holdings, Series A ⁽³⁾⁽⁹⁾⁽¹⁰⁾ | \$ 223,535 |
| Total Preferred Stocks (identified cost \$5,255,140) | | | \$ 4,309,484 |
| Miscellaneous 0.0% | | | |
| Cable and Satellite Television 0.0% | | | |
| | 2,496,146 | Adelphia Recovery Trust ⁽¹⁰⁾ | \$ 190,331 |
| Total Miscellaneous (identified cost \$2,237,499) | | | \$ 190,331 |
| Short-Term Investments 6.2% | | | |
| | Description | Interest (000's omitted) | Value |
| Investment in Cash Management Portfolio, 2.49% ⁽¹²⁾ | | \$ 113,760 | \$ 113,760,139 |

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| | |
|---|------------------|
| Total Short-Term Investments (identified cost \$113,760,139) | \$ 113,760,139 |
| Total Investments 152.3% (identified cost \$2,923,596,072) | \$ 2,797,636,235 |
| Less Unfunded Loan | |
| Commitments (0.3)% | \$ (5,769,021) |
| Net Investments 152.0% (identified cost \$2,917,827,051) | \$ 2,791,867,214 |
| Other Assets, Less Liabilities (8.4)% | \$ (155,221,214) |
| Auction Preferred Shares Plus Cumulative Unpaid | |
| Dividends (43.6)% | \$ (800,255,128) |
| Net Assets Applicable to Common Shares 100.0% | \$ 1,836,390,872 |

DIP - Debtor in Possession

PIK - Payment In Kind

REIT - Real Estate Investment Trust

EUR - Euro

GBP - British Pound Sterling

See notes to financial statements

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Eaton Vance Limited Duration Income Fund as of April 30, 2008

PORTFOLIO OF INVESTMENTS CONT'D

* In U.S. dollars unless otherwise indicated.

(1) Senior floating-rate interests often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, it is anticipated that the senior floating-rate interests will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility. 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. See Note 1G for description.

(3) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.

(4) This Senior Loan will settle after April 30, 2008, at which time the interest rate will be determined.

(5) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in transactions exempt from registration, normally to qualified institutional buyers. At April 30, 2008, the aggregate value of the securities is \$210,656,801 or 11.5% of the Fund's net assets.

(6) All or a portion of this security was on loan at April 30, 2008.

(7) Adjustable rate mortgage.

(8) Weighted average fixed-rate coupon that changes/updates monthly.

(9) Restricted security.

(10) Non-income producing security.

(11) Variable rate mortgage security. The stated interest rate represents the rate in effect at April 30, 2008.

(12) 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, 2008.

(13) Defaulted security. Currently the issuer is in default with respect to interest payments.

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

FINANCIAL STATEMENTS

Statement of Assets and Liabilities

As of April 30, 2008

| | |
|---|------------------|
| Assets | |
| Unaffiliated investments, at value including \$170,615,348 of securities on loan (identified cost, \$2,804,066,912) | \$ 2,678,107,075 |
| Affiliated investment, at value (identified cost, \$113,760,139) | 113,760,139 |
| Cash | 3,185,975 |
| Foreign currency, at value (identified cost, \$1,713,444) | 1,721,315 |
| Receivable for investments sold | 3,733,697 |
| Dividends and interest receivable | 33,795,681 |
| Interest receivable from affiliated investment | 195,174 |
| Receivable for open forward foreign currency contracts | 766,758 |
| Receivable for open swap contracts | 24,388 |
| Prepaid expenses | 7,143,490 |
| Total assets | \$ 2,842,433,692 |
| Liabilities | |
| Collateral for securities loaned | \$ 174,234,772 |
| Payable for investments purchased | 29,799,676 |
| Payable to affiliate for investment adviser fee | 1,217,928 |
| Payable to affiliate for Trustees' fees | 2,500 |
| Payable for open forward foreign currency contracts | 2,180 |
| Accrued expenses | 530,636 |
| Total liabilities | \$ 205,787,692 |
| Auction preferred shares (32,000 shares outstanding) at liquidation value plus cumulative unpaid dividends | \$ 800,255,128 |
| Net assets applicable to common shares | \$ 1,836,390,872 |
| Sources of Net Assets | |
| Common shares, \$0.01 par value, unlimited number of shares authorized, 112,462,747 shares issued and outstanding | \$ 1,124,627 |
| Additional paid-in capital | 2,138,573,388 |
| Accumulated net realized loss (computed on the basis of identified cost) | (176,261,996) |
| Accumulated distributions in excess of net investment income | (2,005,491) |
| Net unrealized depreciation (computed on the basis of identified cost) | (125,039,656) |
| Net assets applicable to common shares | \$ 1,836,390,872 |
| Net Asset Value Per Common Share (\$1,836,390,872 ÷ 112,462,747 common shares issued and outstanding) | \$ 16.33 |

Statement of Operations

For the Year Ended
April 30, 2008

| |
|-------------------|
| Investment Income |
|-------------------|

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| | |
|--|------------------|
| Interest | \$ 201,619,360 |
| Dividends | 71,285 |
| Securities lending income, net | 8,425,273 |
| Interest income allocated from affiliated investment | 1,746,726 |
| Expenses allocated from affiliated investment | (190,455) |
| Total investment income | \$ 211,672,189 |
| Expenses | |
| Investment adviser fee | \$ 22,690,881 |
| Trustees' fees and expenses | 32,233 |
| Preferred shares remarketing agent fee | 2,098,518 |
| Custodian fee | 663,853 |
| Printing and postage | 373,543 |
| Legal and accounting services | 266,101 |
| Interest expense and fees | 237,401 |
| Transfer and dividend disbursing agent fees | 54,218 |
| Miscellaneous | 159,572 |
| Total expenses | \$ 26,576,320 |
| Deduct | |
| Reduction of investment adviser fee | \$ 6,098,749 |
| Reduction of custodian fee | 7,933 |
| Total expense reductions | \$ 6,106,682 |
| Net expenses | \$ 20,469,638 |
| Net investment income | \$ 191,202,551 |
| Realized and Unrealized Gain (Loss) | |
| Net realized gain (loss) | |
| Investment transactions (identified cost basis) | \$ (20,431,590) |
| Swap contracts | 48,800 |
| Foreign currency and forward foreign currency exchange contract transactions | (16,289,540) |
| Net realized loss | \$ (36,672,330) |
| Change in unrealized appreciation (depreciation) | |
| Investments (identified cost basis) | \$ (168,634,165) |
| Swap contracts | (54,240) |
| Foreign currency and forward foreign currency exchange contracts | 1,156,519 |
| Net change in unrealized appreciation (depreciation) | \$ (167,531,886) |
| Net realized and unrealized loss | \$ (204,204,216) |
| Distributions to preferred shareholders | |
| From net investment income | (40,469,661) |
| Net decrease in net assets from operations | \$ (53,471,326) |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

FINANCIAL STATEMENTS CONT'D

Statements of Changes in Net Assets

| Increase (Decrease) in Net Assets | Year Ended April 30, 2008 | Year Ended April 30, 2007 |
|---|------------------------------|------------------------------|
| From operations | | |
| Net investment income | \$ 191,202,551 | \$ 190,390,749 |
| Net realized gain (loss) from investment transactions, swap contracts, and foreign currency and forward foreign currency exchange contract transactions | (36,672,330) | 8,315,440 |
| Net change in unrealized appreciation (depreciation) of investments, swap contracts, and foreign currency and forward foreign currency exchange contracts | (167,531,886) | 22,709,443 |
| Distributions to preferred shareholders | | |
| From net investment income | (40,469,661) | (40,156,508) |
| Net increase (decrease) in net assets from operations | \$ (53,471,326) | \$ 181,259,124 |
| Distributions to common shareholders | | |
| From net investment income | \$ (170,145,738) | \$ (169,333,751) |
| Total distributions to common shareholders | \$ (170,145,738) | \$ (169,333,751) |
| Capital share transactions | | |
| Reinvestment of distributions to common shareholders | \$ 3,165,285 | \$ 9,170,158 |
| Total increase in net assets from capital share transactions | \$ 3,165,285 | \$ 9,170,158 |
| Net increase (decrease) in net assets | \$ (220,451,779) | \$ 21,095,531 |
| Net Assets Applicable to Common Shares | | |
| At beginning of year | \$ 2,056,842,651 | \$ 2,035,747,120 |
| At end of year | \$ 1,836,390,872 | \$ 2,056,842,651 |
| Accumulated undistributed (distributions in excess of) net investment income included in net assets applicable to common shares | | |
| At end of year | \$ (2,005,491) | \$ 10,334,806 |

Statement of Cash Flows

For the Year Ended April 30, 2008

| | |
|---|-----------------|
| Cash Flows From Operating Activities | |
| Net decrease in net assets from operations | \$ (53,471,326) |
| Distributions to preferred shareholders | 40,469,661 |
| Net decrease in net assets from operations excluding distributions to preferred shareholders | \$ (13,001,665) |

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Adjustments to reconcile net decrease in net assets from operations

to net cash provided by (used in) operating activities:

| | |
|---|------------------|
| Investments purchased | (1,160,879,438) |
| Investments sold and principal repayments | 1,390,665,439 |
| Increase in short-term investments | (87,374,734) |
| Net amortization of premium (discount) | 11,891,215 |
| Decrease in dividends and interest receivable | 1,387,240 |
| Increase in interest receivable from affiliated investment | (6,194) |
| Increase in payable for investments purchased | 11,345,845 |
| Decrease in receivable for investments sold | 1,461,959 |
| Decrease in receivable for open swap contracts | 54,240 |
| Increase in receivable for open forward foreign currency contracts | (766,758) |
| Increase in prepaid expenses | (7,054,460) |
| Decrease in payable for open forward foreign currency contracts | (278,602) |
| Decrease in payable to affiliate for investment adviser fee | (184,223) |
| Decrease in payable to affiliate for Trustees' fees | (34) |
| Increase in unfunded loan commitments | 1,594,283 |
| Decrease in collateral for securities loaned | (156,255,598) |
| Decrease in accrued expenses | (56,066) |
| Net change in unrealized (appreciation) depreciation on investments | 168,634,165 |
| Net realized (gain) loss on investments | 20,431,590 |
| Net cash provided by operating activities | \$ 181,608,204 |
| Cash Flows From Financing Activities | |
| Cash distributions paid to common shareholders net of reinvestments \$(166,980,453) | |
| Distributions to preferred shareholders | (40,630,401) |
| Net cash used in financing activities | \$ (207,610,854) |
| Net decrease in cash | \$ (26,002,650) |
| Cash at beginning of year | \$ 30,909,940 |
| Cash at end of year | \$ 4,907,290 |
| Supplemental disclosure of cash flow information: | |
| Noncash financing activities not included herein consist of reinvestment of dividends and distributions of: | \$ 3,165,285 |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

| | 2008 ⁽¹⁾ | Year Ended April 30, 2007 ⁽¹⁾ | 2006 ⁽¹⁾ | 2005 ⁽¹⁾ | Period Ended April 30, 2004 ⁽¹⁾⁽²⁾ |
|---|-------------------------|---|-------------------------|-------------------------|--|
| Net asset value Beginning of period (Common shares) | \$ 18.320 | \$ 18.210 | \$ 18.430 | \$ 19.070 | \$ 19.100 ⁽³⁾ |
| Income (loss) from operations | | | | | |
| Net investment income | \$ 1.700 ⁽⁴⁾ | \$ 1.701 ⁽⁴⁾ | \$ 1.512 ⁽⁴⁾ | \$ 1.373 ⁽⁴⁾ | \$ 1.061 ⁽⁴⁾ |
| Net realized and unrealized gain (loss) | (1.817) ⁽⁴⁾ | 0.281 ⁽⁴⁾ | 0.048 ⁽⁴⁾ | (0.254) ⁽⁴⁾ | 0.426 ⁽⁴⁾ |
| Distributions to preferred shareholders from net investment income | (0.360) | (0.359) | (0.267) | (0.153) | (0.075) |
| Total income (loss) from operations | \$ (0.477) | \$ 1.623 | \$ 1.293 | \$ 0.966 | \$ 1.412 |
| Less distributions to common shareholders | | | | | |
| From net investment income | \$ (1.513) | \$ (1.513) | \$ (1.513) | \$ (1.606) | \$ (1.345) |
| Total distributions to common shareholders | \$ (1.513) | \$ (1.513) | \$ (1.513) | \$ (1.606) | \$ (1.345) |
| Preferred and Common shares offering costs charged to paid-in capital | \$ | \$ | \$ | \$ | \$ (0.011) |
| Preferred shares underwriting discounts | \$ | \$ | \$ | \$ | \$ (0.086) |
| Net asset value End of period (Common shares) | \$ 16.330 | \$ 18.320 | \$ 18.210 | \$ 18.430 | \$ 19.070 |
| Market value End of period (Common shares) | \$ 15.300 | \$ 18.700 | \$ 17.090 | \$ 17.690 | \$ 17.810 |
| Total Investment Return on | | | | | |
| Net Asset Value ⁽⁵⁾ | (1.99)% | 9.42% | 7.72% | 5.29% | 7.22% ⁽⁶⁾⁽¹²⁾ |
| Total Investment Return on | | | | | |
| Market Value ⁽⁵⁾ | (10.04)% | 19.01% | 5.32% | 8.22% | 0.13% ⁽⁶⁾⁽¹²⁾ |

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2008

FINANCIAL STATEMENTS CONT'D

Financial Highlights

Selected data for a common share outstanding during the periods stated

| | 2008 ⁽¹⁾ | Year Ended April 30, 2007 ⁽¹⁾ | 2006 ⁽¹⁾ | 2005 ⁽¹⁾ | Period Ended April 30, 2004 ⁽¹⁾⁽²⁾ |
|--|---------------------|---|---------------------|---------------------|--|
| Ratios/Supplemental Data | | | | | |
| Net assets applicable to common shares, end of year (000's omitted) | \$ 1,836,391 | \$ 2,056,843 | \$ 2,035,747 | \$ 2,060,484 | \$ 2,118,909 |
| Ratios (As a percentage of average net assets applicable to common shares):⁽⁷⁾ | | | | | |
| Expenses before custodian fee reduction ⁽⁸⁾ | 1.07% | 1.02% | 1.00% | 1.01% | 0.93% ⁽⁹⁾ |
| Net investment income | 9.89% | 9.39% | 8.27% | 7.29% | 6.02% ⁽⁹⁾ |
| Portfolio Turnover | 39% | 49% | 53% | 60% | 72% |

The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares, are as follows:

| | | | | | |
|---|-----------|-----------|-----------|-----------|----------------------|
| Ratios (As a percentage of average total net assets applicable to common shares and preferred shares):⁽⁷⁾ | | | | | |
| Expenses before custodian fee reduction ⁽⁸⁾ | 0.76% | 0.73% | 0.72% | 0.71% | 0.67% ⁽⁹⁾ |
| Net investment income | 7.00% | 6.73% | 5.94% | 5.16% | 4.37% ⁽⁹⁾ |
| Senior Securities: | | | | | |
| Total preferred shares outstanding | 32,000 | 32,000 | 32,000 | 32,000 | 38,000 |
| Asset coverage per preferred share ⁽¹⁰⁾ | \$ 82,395 | \$ 89,289 | \$ 88,630 | \$ 89,395 | \$ 80,762 |
| Involuntary liquidation preference per preferred share ⁽¹¹⁾ | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Approximate market value per preferred share ⁽¹¹⁾ | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |

(1) Net investment income per share was computed using average common shares outstanding.

(2) For the period from the start of business, May 30, 2003, to April 30, 2004.

(3) Net asset value at beginning of period reflects the deduction of the sales load of \$0.900 per share paid by the shareholder from the \$20.000 offering price.

(4) For Federal income tax purposes, net investment income per share was \$1.787, \$1.899, \$1.807, \$1.699 and \$1.531, respectively, and net realized and unrealized loss per share was \$1.904, \$0.080, \$0.247, \$0.580 and \$0.044 for the years ended April 30, 2008, 2007, 2006 and 2005 and the period ended April 30, 2004, respectively. Computed using average common shares outstanding.

(5) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested.

(6) Total investment return on net asset value is calculated assuming a purchase at the offering price of \$20.000 less the sales load of \$0.900 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 \$20.000 less the sales load of \$0.900 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.

(7) Ratios do not reflect the effect of dividend payments to preferred shareholders.

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(8) Excludes the effect of custody fee credits, if any, of less than 0.005%.

(9) Annualized.

(10) Calculated by subtracting the Fund's total liabilities (not including the preferred shares) from the Fund's total assets, and dividing this by the number of preferred shares outstanding.

(11) Plus accumulated and unpaid dividends.

(12) Not annualized.

See notes to financial statements

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Eaton Vance Limited Duration Income Fund as of April 30, 2008

NOTES TO FINANCIAL STATEMENTS

1 Significant Accounting Policies

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

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

A Investment Valuation Interests in senior floating-rate loans (Senior Loans) for which reliable market quotations are readily available are valued on the basis of prices furnished by an independent pricing service. Other Senior Loans are valued at fair value by the investment adviser under procedures approved by the Trustees. In fair valuing a Senior Loan, the investment adviser utilizes one or more of the following valuation techniques: (i) 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; (ii) a comparison of the value of the borrower's outstanding equity and debt to that of comparable public companies; (iii) a discounted cash flow analysis; or (iv) when the investment adviser believes it is likely that a borrower will be liquidated or sold, an analysis of the terms of such liquidation or sale. In certain cases, the investment adviser will use a combination of analytical methods to determine fair value, such as when only a portion of a borrower's assets are likely to be sold. In conducting its assessment and analyses for purposes of determining fair value of a Senior Loan, the investment adviser will use its discretion and judgment in considering and appraising relevant factors. Fair value determinations are made by the portfolio managers of the Fund based on information available to such managers. The portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may not possess the same information about a Senior Loan borrower as the portfolio managers of the Fund. At times, the fair value of a Senior Loan determined by the portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may vary from the fair value of the same Senior Loan determined by the portfolio managers of the Fund. The fair value of each Senior Loan is periodically reviewed and approved by the investment adviser's Valuation Committee and by the

Trustees based upon procedures approved by the Trustees. Junior loans are valued in the same manner as Senior Loans.

Debt obligations, including listed securities and securities for which quotations are available will normally be valued on the basis of market valuations provided by independent pricing services. The pricing services consider various factors relating to bonds and/or market transactions to determine market value. Most seasoned fixed rate 30-year mortgage-backed securities (MBS) are valued through the use of the investment adviser's matrix pricing system, which takes into account bond prices, yield differentials, anticipated prepayments and interest rates provided by dealers. Short-term debt securities with a remaining maturity of sixty days or less are valued at amortized cost, which approximates market value. If short-term debt securities are acquired with a remaining maturity of more than sixty days, they will be valued by a pricing service.

Equity securities listed on a U.S. securities exchange generally are valued at the last sale price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by an independent pricing service. Credit default swaps are valued by a broker-dealer (usually the counterparty to the agreement). Forward foreign currency exchange contracts are generally valued using prices supplied by a pricing vendor. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by an independent quotation service. Investments for which valuations or market quotations are not readily available are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund considering relevant factors, data and information including the market value of freely tradable securities of the same class in the principal market on which such securities are normally traded.

The Fund may invest in Cash Management Portfolio (Cash Management), an affiliated investment company managed by Boston Management and Research (BMR), a subsidiary of Eaton Vance Management (EVM). Cash

Eaton Vance Limited Duration Income Fund as of April 30, 2008

NOTES TO FINANCIAL STATEMENTS CONT'D

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

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

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

At April 30, 2008, the Fund, for federal income tax purposes, had a capital loss carryforward of \$122,271,867 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. Such capital loss carryforward will expire on April 30, 2012 (\$26,481,368), April 30, 2013 (\$40,885,552), April 30, 2014 (\$28,843,098), April 30, 2015 (\$18,093,992) and April 30, 2016 (\$7,967,857).

Additionally, at April 30, 2008, the Fund had a net currency loss of \$2,731,111 and a net capital loss of \$32,918,267 attributable to foreign currency and security transactions incurred after October 31, 2007. These net currency and capital losses are treated as arising on the first day of the Fund's taxable year ending April 30, 2009.

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 on the last business day of the first required financial reporting period for fiscal years beginning after December 15, 2006. Management has concluded that as of April 30, 2008, there are no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. Each of the Fund's federal tax returns filed in the 3-year period ended April 30, 2008 remains subject to examination by the Internal Revenue Service.

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

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

G Unfunded Loan Commitments The Fund may enter into certain credit agreements all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion. The commitments are disclosed in the accompanying Portfolio of Investments.

H Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during

Eaton Vance Limited Duration Income Fund as of April 30, 2008

NOTES TO FINANCIAL STATEMENTS CONT'D

the reporting period. Actual results could differ from those estimates.

I Indemnifications Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund, 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.

J Forward Foreign Currency Exchange Contracts The Fund may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The Fund enters into forward contracts for hedging purposes as well as non-hedging purposes. The forward foreign currency exchange contract is adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contract has been closed or offset by another contract with the same broker for the same settlement date and currency. 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.

K Credit Default Swaps The Fund may enter into credit default swap contracts to buy or sell protection against default on an individual issuer or a basket of issuers of bonds. When the Fund is a 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 (or basket of debt obligations) from the counterparty to the contract in the event of default by a third party, such as a U.S. or foreign corporate issuer, on the debt obligation. In return, the Fund pays 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 spent the stream of payments and received no benefits from the contract. When the Fund is the seller of a credit default swap contract, it receives the stream of payments, but is obligated to pay upon default of the referenced debt obligations. As the seller, the Fund effectively adds leverage to its portfolio because, in addition to its total net assets, the Fund is subject to investment exposure on the notional amount of the swap. The interest fee paid or received on the swap contract, which is based on a specified interest rate on a fixed notional amount, is accrued daily as a component of unrealized appreciation (depreciation) and is recorded

as realized gain upon receipt or realized loss upon payment. The Fund also records an increase or decrease to unrealized appreciation (depreciation) in an amount equal to the daily valuation. Up-front payments or receipts, if any, are recorded as other assets or other liabilities, respectively, and amortized over the life of the swap contract as realized gains or losses. The Fund segregates assets in the form of cash and cash equivalents 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.

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

2 Auction Preferred Shares

The Fund issued Auction Preferred Shares (APS) on July 25, 2003 in a public offering. The underwriting discount and other offering costs incurred in connection with the offering were recorded as a reduction of the paid-in capital of the common shares. Dividends on the APS, which accrue daily, are cumulative at rates which are reset every seven days by an auction, unless a special dividend period has been set. Series of APS are identical in all respects except for the reset dates of the dividend rates. Rates are reset weekly for Series A, Series B, Series C and Series D APS, and approximately monthly for Series E APS. If the APS auctions do not successfully clear, the dividend payment rate over the next period for the APS holders is set at a specified maximum applicable rate until such time as the APS auctions are successful. The maximum applicable rate on the APS is 150% of the "AA" Financial Composite Commercial Paper Rate on the date of the auction.

The number of APS issued and outstanding as of April 30, 2008 is as follows:

| | APS Issued and Outstanding |
|----------|-------------------------------|
| Series A | 6,400 |
| Series B | 6,400 |
| Series C | 6,400 |
| Series D | 6,400 |
| Series E | 6,400 |

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The APS are redeemable at the option of the Fund at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, on any dividend

Eaton Vance Limited Duration Income Fund as of April 30, 2008

NOTES TO FINANCIAL STATEMENTS CONT'D

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

Effective April 11, 2008, the Fund's Trustees approved a committed financing arrangement (see Note 10) and the planned redemption of approximately two-thirds of the Fund's outstanding APS of each series at a liquidation price of \$25,000 per share. The APS are expected to be redeemed at the next dividend payable date on or after May 1, 2008. As of May 7, 2008, 4,267 shares of each series of the Fund's APS were redeemed.

3 Distributions to Shareholders

The Fund intends to make monthly distributions of net investment income to common shareholders, after payment of any dividends on any outstanding APS. In addition, at least annually, the Fund intends to distribute all or substantially all of its net realized capital gains, (reduced by available capital loss carryforwards from prior years, if any). Distributions to common shareholders are recorded on the ex-dividend date. Distributions to preferred shareholders are recorded daily and are payable at the end of each dividend period. The dividend rates for the APS at April 30, 2008, and the amount of dividends paid (including capital gains, if any) to APS shareholders, average APS dividend rates, and dividend rate ranges for the year then ended were as follows:

| Series APS Dividend Rates at April 30, 2008 | Dividends Paid to APS Shareholders | Average APS Dividend Rates | Dividend Rate Ranges | |
|--|---|-------------------------------------|-------------------------|-------|
| A 3.64% | \$ 8,124,103 | 5.04% | 3.61% | 7.50% |
| B 3.85% | \$ 8,131,436 | 5.07% | 3.61% | 7.50% |
| C 3.89% | \$ 8,092,171 | 5.04% | 3.61% | 6.60% |
| D 4.12% | \$ 8,097,248 | 5.05% | 3.53% | 7.50% |
| E 4.17% | \$ 8,024,703 | 5.00% | 3.53% | 7.25% |

Beginning February 13, 2008 and consistent with the patterns in the broader market for auction-rate securities, the Fund's APS auctions were unsuccessful in clearing due to an imbalance of sell orders over bids to buy the APS. As a result, the dividend rates of the APS were reset to the maximum applicable rate. The table above reflects such maximum dividend rate for each series as of April 30, 2008.

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. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

The tax character of distributions declared for the years ended April 30, 2008 and April 30, 2007 was as follows:

| | Year Ended April 30, | |
|------------------------------|----------------------|----------------|
| | 2008 | 2007 |
| Distributions declared from: | | |
| Ordinary income | \$ 210,615,399 | \$ 209,490,259 |

During the year ended April 30, 2008, accumulated net realized loss was increased by \$14,261,951, accumulated distributions in excess of net investment income was decreased by \$7,072,551, and paid-in capital was increased by \$7,189,400 due to differences between book and tax accounting, primarily for mixed straddles, swap contracts, paydown gain (loss), premium amortization and foreign currency gain (loss). These reclassifications had no effect on the net assets or net asset value per share of the Fund.

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As of April 30, 2008, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

| | |
|---|------------------|
| Capital loss carryforward and post October losses | \$ (157,921,245) |
| Net unrealized depreciation | \$ (145,385,898) |

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

Eaton Vance Limited Duration Income Fund as of April 30, 2008

NOTES TO FINANCIAL STATEMENTS CONT'D

4 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. The fee is computed at an annual rate of 0.75% of the Fund's average weekly gross assets and is payable monthly. The portion of the adviser fee payable by Cash Management on the Fund's investment of cash therein is credited against the Fund's adviser fee. For the year ended April 30, 2008, the Fund's adviser fee totaled \$22,870,309 of which \$179,428 was allocated from Cash Management and \$22,690,881 was paid or accrued directly by the Fund. EVM also serves as administrator of the Fund, but receives no compensation. In addition, EVM has contractually agreed to reimburse the Fund for fees and other expenses at an annual rate of 0.20% of the Fund's average weekly gross assets during the first five full years of the Fund's operations, 0.15% of the Fund's average weekly gross assets in year six, 0.10% in year seven and 0.05% in year eight. Pursuant to this agreement, EVM waived \$6,098,749 of its adviser fee for the year ended April 30, 2008.

Except for Trustees of the Fund who are not members of EVM's organization, officers and Trustees receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the year ended April 30, 2008, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

5 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations and including maturities, paydowns and principal repayments on Senior Loans, for the year ended April 30, 2008 were as follows:

| | |
|---------------------------------------|------------------|
| Purchases | |
| Investments (non-U.S. Government) | \$ 971,997,523 |
| U.S. Government and Agency Securities | 188,881,915 |
| | \$ 1,160,879,438 |
| Sales | |
| Investments (non-U.S. Government) | \$ 1,100,770,818 |
| U.S. Government and Agency Securities | 289,894,621 |
| | \$ 1,390,665,439 |

6 Common Shares of Beneficial Interest

Common shares issued pursuant to the Fund's dividend reinvestment plan for the years ended April 30, 2008 and April 30, 2007 were 174,249 and 504,516, respectively.

7 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at April 30, 2008, as determined on a federal income tax basis, were as follows:

| | |
|-------------------------------|------------------|
| Aggregate cost | \$ 2,938,173,293 |
| Gross unrealized appreciation | \$ 3,705,254 |
| Gross unrealized depreciation | (150,011,333) |
| Net unrealized depreciation | \$ (146,306,079) |

8 Restricted Securities

At April 30, 2008, the Fund owned the following securities (representing 0.2% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Fund has various registration rights (exercisable under a variety of

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circumstances) with respect to these securities. The fair value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

| Description | Date of Acquisition | Shares/ Units | Cost | Value |
|-----------------------------|---------------------|------------------|--------------|--------------|
| Common Stocks | | | | |
| Environmental Systems | | | | |
| Products Holdings, Inc. | 10/25/07 | 2,484 | \$ 0 | \$ 0 |
| Preferred Stocks | | | | |
| Environmental Systems | | | | |
| Products Holdings, | | | | |
| Series A | 10/25/07 | 2,484 | 43,470 | 223,535 |
| Fontainebleau Resorts | | | | |
| LLC (PIK) | 6/1/07 | 5,212 | 5,211,670 | 4,085,949 |
| Total Restricted Securities | | | \$ 5,255,140 | \$ 4,309,484 |

Eaton Vance Limited Duration Income Fund as of April 30, 2008

NOTES TO FINANCIAL STATEMENTS CONT'D

9 Financial Instruments

The Fund may trade 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 may include forward foreign currency exchange 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, 2008 is as follows:

Forward Foreign Currency Exchange Contracts

Sales

| Settlement Date | Deliver | In Exchange For | Net Unrealized Appreciation |
|-----------------|--------------------------------------|-------------------------------------|-----------------------------|
| 5/30/08 | British Pound Sterling 21,546,928 | United States Dollar 42,876,663 | \$ 281,882 |
| 5/30/08 | Euro 68,519,142 | United States Dollar 107,055,678 | 484,876 |
| | | | \$ 766,758 |

Purchases

| Settlement Date | In Exchange For | Deliver | Net Unrealized Depreciation |
|-----------------|-----------------------------------|-----------------------------------|-----------------------------|
| 5/30/08 | British Pound Sterling 903,777 | United States Dollar 1,788,801 | \$(2,180) |
| | | | \$ (2,180) |

Credit Default Swaps

| Counterparty | Reference Entity | Buy/Sell | Notional Amount (000's omitted) | Pay/Receive Annual Fixed Rate | Termination Date | Net Unrealized Appreciation |
|-----------------------|------------------|----------|------------------------------------|----------------------------------|------------------|-----------------------------|
| Lehman Brothers, Inc. | Inergy, L.P. | Sell | \$2,000 | 2.40% | 3/20/10 | \$24,388 |

At April 30, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

10 Revolving Credit and Security Agreement

Effective April 11, 2008, the Fund entered into a Revolving Credit and Security Agreement (the Agreement) with conduit lenders and a bank to borrow up to an initial limit of \$715,625,000 for a period of five years, the proceeds of which are primarily intended to partially redeem the Fund's APS (see Note 2). The Agreement provides for a renewable 364-day backstop financing arrangement, which ensures that alternate financing will continue to be available to the Fund should the conduits be unable to place their commercial paper. Borrowings under the Agreement are secured by the assets of the Fund. Interest is charged at a rate above the conduits' commercial paper issuance rate and is payable monthly. Under the terms of the Agreement, the Fund pays a monthly program fee of 0.60% per annum on its outstanding borrowings to administer the facility and a monthly liquidity fee of 0.40% per annum on the borrowing limit under the Agreement. The Fund also paid a structuring fee of \$7,156,250, which is included as an asset on the Statement of Assets and Liabilities and is being amortized to interest expense over a period of five years. The Fund is required to maintain certain net asset levels during the term of the Agreement. For the period from April 11, 2008 through April 30, 2008, the Fund did not incur any borrowings under the Agreement.

11 Risks Associated with Foreign Investments

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

Eaton Vance Limited Duration Income Fund as of April 30, 2008

NOTES TO FINANCIAL STATEMENTS CONT'D

overall governmental supervision and regulation of foreign securities markets, broker-dealers and issuers than in the United States.

12 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 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 \$14,910,148 for the year ended April 30, 2008. At April 30, 2008, the value of the securities loaned and the value of the collateral amounted to \$170,615,348 and \$174,234,772, 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 loans. The Fund has the right under the lending agreement to recover the securities from the borrower on demand.

13 Recently Issued Accounting Pronouncements

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. As of April 30, 2008, management does not believe the adoption of FAS 157 will impact the amounts reported in the financial statements; however, additional disclosures may be required about the inputs used to develop the measurements of fair value and the effect of certain of the measurements on changes in net assets for the period.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161 (FAS 161), "Disclosures about Derivative Instruments and Hedging Activities". FAS 161 requires enhanced disclosures about an entity's derivative and hedging activities, including qualitative disclosures about the objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk related contingent features in derivative instruments. FAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. Management is currently evaluating the impact the adoption of FAS 161 will have on the Fund's financial statement disclosures.

Eaton Vance Limited Duration Income Fund as of April 30, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the accompanying statement of assets and liabilities of Eaton Vance Limited Duration Income Fund (the "Fund"), including the portfolio of investments, as of April 30, 2008, and the related statements of operations, and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the four years in the period then ended, and the period from the start of business, May 30, 2003 to April 30, 2004. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities and senior loans owned as of April 30, 2008, by correspondence with the custodian, brokers and selling or agent banks; where replies were not received from brokers and selling or agent banks, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights present fairly, in all material respects, the financial position of the Eaton Vance Limited Duration Income Fund as of April 30, 2008, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the four years in the period then ended, and the period from the start of business, May 30, 2003 to April 30, 2004, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP
Boston, Massachusetts
June 16, 2008

Eaton Vance Limited Duration Income Fund as of April 30, 2008

ANNUAL MEETING OF SHAREHOLDERS (Unaudited)

The Fund held its Annual Meeting of Shareholders on February 29, 2008. The following action was taken by the shareholders of the Fund:

Item 1: The election of Thomas E. Faust Jr., William A. Park and Heidi L. Steiger as Class II Trustees of the Fund for a three-year term expiring in 2011. Allen R. Freedman was elected as a Class I Trustee of the Fund to serve until 2010.

| Nominee for Trustee | Number of Shares | |
|-----------------------------|------------------|-----------|
| | For | Withheld |
| Elected by All Shareholders | | |
| Thomas E. Faust Jr. | 101,142,085 | 1,651,457 |
| Allen R. Freedman | 101,113,647 | 1,679,895 |
| William A. Park | 101,150,474 | 1,643,068 |
| Heidi L. Steiger | 101,144,019 | 1,649,523 |

Eaton Vance Limited Duration Income Fund as of April 30, 2008

FEDERAL TAX INFORMATION (Unaudited)

The Form 1099-DIV you receive in January 2009 will show the tax status of all distributions paid to your account in calendar 2008. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Fund.

Eaton Vance Limited Duration 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 reinvested in common shares (the Shares) of the Fund. You may elect to participate in the Plan by completing the Dividend Reinvestment Plan Application Form. If you do not participate, you will receive all distributions in cash paid by check mailed directly to you by American Stock Transfer and Trust Company 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, American Stock Transfer and Trust Company 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 inquiries regarding the Plan can be directed to the Plan Agent, American Stock Transfer and Trust Company, at 1-866-706-0514.

Eaton Vance Limited Duration 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:

c/o American Stock Transfer and Trust Company
P.O. Box 922
Wall Street Station
New York, NY 10269-0560

Number of Employees

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

Number of Shareholders

As of April 30, 2008, our records indicate that there are 124 registered shareholders and approximately 102,599 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 our 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

American Stock Exchange symbol

The American Stock Exchange symbol is EVV.

Eaton Vance Limited Duration 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 21, 2008, 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 Contract Review Committee of the Board (formerly the Special Committee), which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished for a series of meetings of the Contract Review Committee held in February, March and April 2008. 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, and any changes in portfolio management processes and personnel;

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;

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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 Limited Duration Income Fund

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

In addition to the information identified above, the Contract Review 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, 2008, the Board met eleven times and the Contract Review Committee, the Audit Committee and the Governance Committee, each of which is a Committee comprised solely of Independent Trustees, met twelve, seven and five 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. The Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee are newly established and did not meet during the twelve-month period ended April 30, 2008.

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 Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review 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 Contract Review 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 Contract Review Committee concluded that the continuance of the investment advisory agreement between the Eaton Vance Limited Duration Income Fund (the "Fund"), and Eaton Vance Management (the "Adviser"), including its fee structure, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the investment 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, where relevant, 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, mortgage-backed securities and high-yield bonds. Specifically, the Board considered the Adviser's in-house research capabilities as well as other resources available to personnel of the Adviser, including research services. 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.

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 investment advisory agreement.

Eaton Vance Limited Duration Income Fund

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

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 one-year and three-year periods ending September 30, 2007 for the Fund. The Board concluded that the Fund's performance was 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"). As part of its review, the Board considered the Fund's management fees and total expense ratio for the year ended September 30, 2007, 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 with and 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 in connection with its relationship with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Fund and other investment advisory clients.

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 at this time. 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 Limited Duration Income Fund

MANAGEMENT AND ORGANIZATION

Fund Management. The Trustees of Eaton Vance Limited Duration Income Fund (the Fund) are responsible for the overall management and supervision of the Fund's affairs. The Trustees and officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. Trustees and officers of the Fund hold indefinite terms of office. The "noninterested Trustees" consist of those Trustees who are not "interested persons" of the Fund, as that term is defined under the 1940 Act. The business address of each Trustee and officer is The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109. As used below, "EVC" refers to Eaton Vance Corp., "EV" refers to Eaton Vance, Inc., "EVM" refers to Eaton Vance Management, "BMR" refers to Boston Management and Research and "EVD" refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVC and BMR. EVD is the Fund's principal underwriter and an affiliate of EVC. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below.

| Name and Date of Birth | Position(s) with the Fund | Term of Office and Length of Service | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen By Trustee ⁽¹⁾ | Other Directorships Held |
|--|---------------------------|--------------------------------------|--|---|---|
| Interested Trustee | | | | | |
| Thomas E. Faust Jr. 5/31/58 | Class II Trustee | Since 2007 | Chairman, Chief Executive Officer and President of EVC, President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or Officer of 177 registered investment companies and 5 private investment companies managed by EVM or BMR. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV which are affiliates of the Fund. | 177 | Director of EVC |
| Noninterested Trustees | | | | | |
| Benjamin C. Esty ^(A) 1/2/63 | Class I Trustee | Since 2005 | Roy and Elizabeth Simmons Professor of Business Administration, Harvard University Graduate School of Business Administration. | 177 | None |
| Allen R. Freedman 4/3/40 | Class I Trustee | Since 2007 | Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Formerly, Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2006-2007). | 177 | Director of Assurant, Inc. (insurance provider) and Stonemor Partners L.P. (owner and operator of cemeteries) |
| William H. Park 9/19/47 | Class II Trustee | Since 2003 | Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (since 2006). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). | 177 | None |
| Ronald A. Pearlman 7/10/40 | Class III Trustee | Since 2003 | Professor of Law, Georgetown University Law Center. | 177 | None |
| Norton H. Reamer ^(A) 9/21/35 | Class III Trustee | Since 1985 | Chairman (since 2007) and President, Chief Executive Officer and a Director (since 2003) of Asset Management Finance Corp. (a specialty finance company serving the investment management industry). President, Unicorn Corporation (an investment and financial advisory services company) (since September 2000). Formerly, Chairman and Chief Operating Officer, Hellman, Jordan Management Co., Inc. (an investment management company) (2000-2003). Formerly, Advisory Director of Berkshire Capital Corporation (investment banking firm) (2002-2003). | 177 | None |

Eaton Vance Limited Duration Income Fund

MANAGEMENT AND ORGANIZATION CONT'D

| Name and Date of Birth | Position(s) with the Fund | Term of Office and Length of Service | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen By Trustee ⁽¹⁾ | Other Directorships Held |
|---|---|---|---|---|---|
| Heidi L. Steiger 7/8/53 | Class II Trustee | Since 2007 | President, Lowenhaupt Global Advisors, LLC (global wealth management firm) (since 2005). Formerly, President and Contributing Editor, Worth Magazine (2004-2005). Formerly, Executive Vice President and Global Head of Private Asset Management (and various other positions), Neuberger Berman (investment firm) (1986-2004). | 176 | Director of Nuclear Electric Insurance Ltd. (nuclear insurance provider) and Aviva USA (insurance provider) |
| Lynn A. Stout 9/14/57 | Class I Trustee | Since 1998 | Paul Hastings Professor of Corporate and Securities Law (since 2006) and Professor of Law (2001-2006), University of California at Los Angeles School of Law. | 177 | None |
| Ralph F. Verni 1/26/43 | Chairman of the Board and Class III Trustee | Chairman of the Board since 2007 and Trustee since 2005 | Consultant and private investor. | 177 | None |
| Principal Officers who are not Trustees | | | | | |

| Name and Date of Birth | Position(s) with the Fund | Term of Office and Length of Service | Principal Occupation(s) During Past Five Years |
|-----------------------------------|---------------------------|--------------------------------------|---|
| Payson F. Swaffield 8/13/56 | President | Since 2003 | Chief Income Investment Officer of EVC. Vice President of EVM and BMR. Officer of 3 registered investment companies managed by EVM or BMR. |
| Christine M. Johnston 11/9/72 | Vice President | Since 2006 | Vice President of EVM and BMR. Officer of 35 registered investment companies managed by EVM or BMR. |
| Catherine C. McDermott 5/13/64 | Vice President | Since 2008 | Vice President of EVM and BMR. Officer of 2 registered investment companies managed by EVM or BMR. |
| Scott H. Page 11/30/59 | Vice President | Since 2003 | Vice President of EVM and BMR. Officer of 15 registered investment companies managed by EVM or BMR. |
| Susan Schiff 3/13/61 | Vice President | Since 2003 | Vice President of EVM and BMR. Officer of 35 registered investment companies managed by EVM or BMR. |
| Mark S. Venezia 5/23/49 | Vice President | Since 2004 | Vice President of EVM and BMR. Officer of 35 registered investment companies managed by EVM or BMR. |
| Michael W. Weilheimer 2/11/61 | Vice President | Since 2003 | Vice President of EVM and BMR. Officer of 26 registered investment companies managed by EVM or BMR. |
| Barbara E. Campbell 6/19/57 | Treasurer | Since 2005 | Vice President of EVM and BMR. Officer of 177 registered investment companies managed by EVM or BMR. |
| Maureen A. Gemma 5/24/60 | Secretary | Since 2007 | Chief Legal Officer of the Eaton Vance Family of Funds and Vice President of EVM and BMR. Officer of 177 registered investment companies managed by EVM or BMR. |
| Paul M. O'Neil 7/11/53 | Chief Compliance Officer | Since 2004 | Vice President of EVM and BMR. Officer of 177 registered investment companies managed by EVM or BMR. |

(1) Includes both master and feeder funds in a master-feeder structure.

(A) APS Trustee

**Investment Adviser and Administrator of Eaton Vance Limited Duration Income Fund
Eaton Vance Management**

The Eaton Vance Building

255 State Street

Boston, MA 02109

**Custodian
State Street Bank and Trust Company**

200 Clarendon Street

Boston, MA 02116

**Transfer Agent
American Stock Transfer & Trust Company**

59 Maiden Lane
Plaza Level
New York, NY 10038

**Independent Registered Public Accounting Firm
Deloitte & Touche LLP**

200 Berkeley Street

Boston, MA 02116-5022

**Eaton Vance Limited Duration Income Fund
The Eaton Vance Building
255 State Street
Boston, MA 02109**

1856-6/08 CE-LDISRC

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 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. 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

(a)-(d)

The following table presents the aggregate fees billed to the registrant for the registrant's respective fiscal years ended April 30, 2007 and April 30, 2008 by the Fund's principal accountant for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by the principal accountant during those periods.

| Fiscal Years Ended | 4/30/2007 | 4/30/2008 |
|-----------------------|-----------|------------|
| Audit Fees | \$ 78,700 | \$ 86,450 |
| Audit-Related Fees(1) | \$ 5,000 | \$ 5,150 |
| Tax Fees(2) | \$ 8,720 | \$ 14,130 |
| All Other Fees(3) | \$ 0 | \$ 1,510 |
| Total | \$ 92,420 | \$ 107,240 |

(1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under the category of audit fees and specifically include fees for the performance of certain agreed-upon procedures relating to the registrant's auction preferred shares.

(2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation and other tax related compliance/planning matters.

(3) All other fees consist of the aggregate fees billed for products and services provided by the registrant's principal accountant other than audit, audit-related, and tax services.

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

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

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

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the registrant by the registrant's principal accountant for the registrant's fiscal year ended April 30, 2007 and the fiscal year ended April 30, 2008; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the Eaton Vance organization by the registrant's principal accountant for the same time periods, respectively.

| Fiscal Years Ended | 4/30/ 2007 | | 4/30/2008 | |
|-----------------------|------------|--------|-----------|---------|
| Registrant | \$ | 13,720 | \$ | 19,280 |
| Eaton Vance(1) | \$ | 58,500 | \$ | 295,569 |

(1) Eaton Vance Management, a subsidiary of Eaton Vance Corp., acts as the registrant's investment adviser and administrator.

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

Item 5. Audit Committee of Listed registrants

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. Norton H. Reamer (Chair), William H. Park, Lynn A. Stout, Heidi L. Steiger and Ralph E. Verni are the members of the registrant's audit committee.

Item 6. Schedule of Investments

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

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

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

Christine M. Johnston, Catherine C. McDermott, Scott H. Page, Susan Schiff, Payson F. Swaffield and other Eaton Vance Management (EVM) investment professionals comprise the investment team responsible for the overall management of the Fund's investments as well as allocations among the Fund's three principal investment categories.

Ms. Johnston has been with Eaton Vance since 1994 and is a Vice President of EVM and Boston Management and Research, an Eaton Vance subsidiary (BMR). Ms. McDermott joined Eaton Vance in 2000 and is a Vice President of EVM and BMR. Mr. Page has been an Eaton Vance portfolio manager since 1996 and is a Vice President of EVM and BMR. He is head of Eaton Vance's Senior Loan Group. Ms. Schiff has been an Eaton Vance portfolio manager since 1991 and is a Vice President of EVM and BMR. Mr. Swaffield has been an Eaton Vance portfolio manager since 1996, and is Chief Income Investment Officer and Vice President of EVM and BMR. This information is provided as of the date of filing of this report.

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

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| | Number of All Accounts | Total Assets of All Accounts* | Number of Accounts Paying a Performance Fee | Total assets of Accounts Paying a Performance Fee* |
|----------------------------------|------------------------------|-------------------------------------|---|---|
| Christine M. Johnston | | | | |
| Registered Investment Companies | 3 | \$ 3,997.9 | 0 | \$ 0 |
| Other Pooled Investment Vehicles | 0 | \$ 0 | 0 | \$ 0 |
| Other Accounts | 0 | \$ 0 | 0 | \$ 0 |
| Catherine C. McDermott | | | | |
| Registered Investment Companies | 2 | \$ 3,614.3 | 0 | \$ 0 |
| Other Pooled Investment Vehicles | 0 | \$ 0 | 0 | \$ 0 |
| Other Accounts | 0 | \$ 0 | 0 | \$ 0 |
| Scott H. Page | | | | |
| Registered Investment Companies | 11 | \$ 16,073.1 | 0 | \$ 0 |
| Other Pooled Investment Vehicles | 7 | \$ 6387.5 | 6 | \$ 3,219.9 |
| Other Accounts | 2 | \$ 1,006.7 | 0 | \$ 0 |
| Susan Schiff | | | | |
| Registered Investment Companies | 5 | \$ 4,361.1 | 0 | \$ 0 |
| Other Pooled Investment Vehicles | 0 | \$ 0 | 0 | \$ 0 |
| Other Accounts | 0 | \$ 0 | 0 | \$ 0 |
| Payson F. Swaffield | | | | |
| Registered Investment Companies | 3 | \$ 3,837.4 | 0 | \$ 0 |
| Other Pooled Investment Vehicles | 0 | \$ 0 | 0 | \$ 0 |
| Other Accounts | 0 | \$ 0 | 0 | \$ 0 |
| Mark S. Venezia | | | | |
| Registered Investment Companies | 10 | \$ 5,614.2 | 0 | \$ 0 |
| Other Pooled Investment Vehicles | 0 | \$ 0 | 0 | \$ 0 |
| Other Accounts | 0 | \$ 0 | 0 | \$ 0 |
| Michael W. Weilheimer | | | | |
| Registered Investment Companies | 6 | \$ 6,235.6 | 0 | \$ 0 |
| Other Pooled Investment Vehicles | 12 | \$ 504.6 | 0 | \$ 0 |
| Other Accounts | 0 | \$ 0 | 0 | \$ 0 |

*In millions of dollars. For registered investment companies, assets represent net assets of all open-end investment companies and gross assets of all closed-end investment companies.

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

| Portfolio Manager | Dollar Range of Equity Securities Owned in the Fund |
|--------------------------|--|
| Christine M. Johnston | \$10,001-\$50,000 |
| Catherine C. McDermott | None |
| Scott H. Page | \$100,001-\$500,000 |
| Susan Schiff | None |
| Payson F. Swaffield | \$100,001-\$500,000 |
| Mark S. Venezia | None |
| Michael W. Weilheimer | None |

Potential for Conflicts of Interest. The portfolio managers manage multiple investment portfolios. Conflicts of interest may arise between a portfolio manager's management of the Fund and his or her management of these other investment portfolios. Potential areas of conflict may include allocation of a portfolio manager's time, investment opportunities and trades among investment portfolios, including the Fund, personal securities transactions and use of Fund portfolio holdings information. In addition, some investment portfolios may compensate the investment adviser or sub-adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for a portfolio manager in the allocation of management time and investment opportunities. EVM has adopted policies and procedures that it believes are reasonably designed to address these conflicts. There is no guarantee that such policies and procedures will be effective or that all potential conflicts will be anticipated.

Portfolio Manager Compensation Structure

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

Method to Determine Compensation. EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus appropriate peer groups or benchmarks. Performance is normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is evaluated primarily versus peer groups of funds as determined by Lipper Inc. and/or Morningstar, Inc. In

evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to risk-adjusted performance. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.

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

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

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

No such purchases this period.

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

No Material Changes.

Item 11. Controls and Procedures

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

the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits

- (a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).
 - (a)(2)(i) Treasurer's Section 302 certification.
 - (a)(2)(ii) President's Section 302 certification.
 - (b) Combined Section 906 certification.
-

Signatures

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

Eaton Vance Limited Duration Income Fund

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

Date: June 12, 2008

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

Date: June 12, 2008

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

Date: June 12, 2008
