

EATON VANCE LTD DURATION INCOME FUND
Form N-CSR
July 06, 2006

**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 02109

(Address of Principal Executive Offices)

Alan R. Dynner

The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109

(Name and Address of Agent for Services)

(617) 482-8260

(registrant's Telephone Number)

April 30

Date of Fiscal Year End

April 30, 2006

Date of Reporting Period

Item 1. Reports to Stockholders

Annual Report April 30, 2006

EATON VANCE
LIMITED
DURATION
INCOME
FUND

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Eaton Vance Limited Duration Income Fund as of April 30, 2006

MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE

The Fund

Performance

- Based on share price, Eaton Vance Limited Duration Income Fund (the Fund) a closed-end fund traded on the American Stock Exchange (AMEX) had a total return of 5.32% for the year ended April 30, 2006.(1) That return was the result of a decrease in share price to \$17.09 on April 30, 2006, from \$17.69 on April 30, 2005, and the reinvestment of \$1.513 in monthly dividends.
- Based on net asset value (NAV), the Fund had a total return of 7.72% for the year ended April 30, 2006.(1) That return was the result of a decrease in NAV per share to \$18.21 on April 30, 2006, from \$18.43 on April 30, 2005, and the reinvestment of \$1.513 in dividends.
- Based on its April 30, 2006, monthly dividend of \$0.1261 and a closing share price of \$17.09 on that date, the Fund had a market yield of 8.85%.(2)

Recent Fund Developments

- The Fund's managers continued to diversify the Fund's bond and senior loan investments across a wide range of industry sectors. The Fund had exposure to companies that typically respond to economic growth, as well as non-cyclical companies whose earnings are less dependent on economic expansion.
- The portion of the Fund that invests in floating-rate loans generally benefited from an environment of rising short-term interest rates; however, credit spreads continued to narrow and new issuance surged. Management kept the loan Portfolio well diversified across a wide range of industry sectors and holdings. Building and development (including manufacturers of building products and companies that manage and/or own apartments, shopping malls and commercial office buildings, among others), health care, leisure goods/activities/movies and chemicals/plastics and publishing were the largest industry weightings.
- During the year, the high-yield portion of the Fund saw an increased focus on shorter-duration bonds, which performed relatively well amid a flattening yield curve. The performance of the Fund's highyield holdings was also bolstered by exposure to the air transportation and building materials sectors. Investments in wireless telecommunication service providers also fared well, as many of these companies enjoyed continuing strong cash flow, subscriber growth and, in some cases, the benefits of refinancing older, higher-coupon debt. In the relatively strong market, no particular high-yield bond sector dramatically hurt performance. However, railroads, metals and homebuilders areas in which the Fund held small positions were among the market's laggards.
- Within the mortgage-backed securities (MBS) portion of the Fund, management continued to emphasize seasoned MBS with shorter average maturities and more predictable prepayment rates than unseasoned MBS. Seasoned MBS prepayment rates declined over the 12-month period. Accordingly, yield spreads on the Fund's seasoned MBS tightened by approximately 70 basis points (0.70%) during the same annual period. This tightening resulted in outperformance versus U.S. Treasuries.

- At April 30, 2006, the Fund had leverage in the amount of approximately 35.2% of the Fund's total assets. The Fund is leveraged through the issuance of Auction Preferred Shares and its securities lending program. Use of financial leverage creates an opportunity for increased income, but, at the same time, creates special risks (including the likelihood of greater volatility of net asset value and market price of common shares).

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

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

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

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

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

Eaton Vance Limited Duration Income Fund as of April 30, 2006

FUND PERFORMANCE

Performance(1)

Average Annual Total Return (by share price, AMEX)	
One Year	5.32 %
Life of Fund (5/30/03)	4.63

Average Annual Total Return (at net asset value)

One Year	7.72 %
Life of Fund (5/30/03)	6.93

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

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

Fund Allocations(2)

By Total Investments

(2) Fund allocations are shown as a percentage of the Fund's total investments as of 4/30/06. Fund allocations may not be representative of the Fund's current or future investments and are subject to change due to active

management.

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Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS

Senior, Floating Rate Interests 55.5%			
Principal			
Amount		Borrower/Tranche Description	Value
Aerospace and Defense 1.4%			
Alliant Techsystems, Inc.			
\$	702,000	Term Loan, 5.81%, Maturing March 31, 2009	\$ 704,486
Awas Capital Inc.			
	3,375,000	Term Loan, 11.00%, Maturing March 22, 2013	3,434,062
CACI International, Inc.			
	1,347,500	Term Loan, 6.25%, Maturing May 3, 2011	1,361,255
Delta Air Lines, Inc.			
	1,725,000	Term Loan, 7.26%, Maturing March 27, 2008	1,757,653
	2,000,000	Term Loan, 12.01%, Maturing March 27, 2008	2,062,916
DRS Technologies, Inc.			
	1,225,000	Term Loan, 6.45%, Maturing January 31, 2013	1,237,441
Hexcel Corp.			
	3,299,111	Term Loan, 6.73%, Maturing March 1, 2012	3,334,850
IAP Worldwide Services, Inc.			
	2,244,375	Term Loan, 8.00%, Maturing December 30, 2012	2,275,235
K&F Industries, Inc.			
	2,829,663	Term Loan, 7.17%, Maturing November 18, 2012	2,869,897
Mid-Western Aircraft Systems, Inc.			
	1,574,356	Term Loan, 7.32%, Maturing December 31, 2011	1,601,662
Standard Aero Holdings, Inc.			
	1,780,983	Term Loan, 7.08%, Maturing August 24, 2012	1,780,983
Transdigm, Inc.			
	5,194,000	Term Loan, 7.15%, Maturing July 22, 2010	5,269,474
Vought Aircraft Industries, Inc.			
	1,314,353	Term Loan, 7.50%, Maturing December 22, 2011	1,328,113
Wyle Laboratories, Inc.			
	311,850	Term Loan, 7.44%, Maturing January 28, 2011	316,918
			\$ 29,334,945
Air Transport 0.1%			
United Airlines, Inc.			
\$	1,684,375	Term Loan, 8.63%, Maturing February 1, 2012	\$ 1,711,325
	240,625	Term Loan, 8.75%, Maturing February 1, 2012	244,475
			\$ 1,955,800
Automotive 2.6%			

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Accuride Corp.			
\$	3,289,973	Term Loan, 6.94%, Maturing January 31, 2012	\$ 3,335,210
Affina Group, Inc.			
	1,076,874	Term Loan, 8.13%, Maturing November 30, 2011	1,069,134
Principal			
Amount		Borrower/Tranche Description	Value
Automotive (continued)			
Axletech International Holding, Inc.			
\$	1,950,000	Term Loan, 11.52%, Maturing April 21, 2013	\$ 1,967,876
Collins & Aikman Products Co.			
	881,938	Term Loan, 11.25%, Maturing August 31, 2011	865,087
CSA Acquisition Corp.			
	1,012,599	Term Loan, 7.50%, Maturing December 23, 2011	1,018,295
	641,461	Term Loan, 7.50%, Maturing December 23, 2011	645,069
	498,750	Term Loan, 7.50%, Maturing December 23, 2011	502,179
Dana Corp.			
	1,400,000	DIP Loan, 7.22%, Maturing April 13, 2008	1,412,688
Dayco Products, LLC			
	2,936,982	Term Loan, 7.97%, Maturing June 23, 2011	2,977,366
Delphi Corp.			
	1,000,000	Term Loan, 7.38%, Maturing October 8, 2007	1,019,583
Dura Operating Corp.			
	1,450,000	Term Loan, 8.61%, Maturing May 3, 2011	1,466,917
Exide Technologies, Inc.			
	617,005	Term Loan, 11.25%, Maturing May 5, 2010	625,746
	624,566	Term Loan, 11.25%, Maturing May 5, 2010	633,414
Federal-Mogul Corp.			
	1,950,000	DIP Loan, 6.81%, Maturing December 9, 2006	1,956,398
	5,626,706	Term Loan, 8.75%, Maturing December 9, 2006	5,654,840
Goodyear Tire & Rubber Co.			
	950,000	Term Loan, 4.73%, Maturing April 30, 2010	959,670
	3,185,000	Term Loan, 7.95%, Maturing April 30, 2010	3,233,772
	1,000,000	Term Loan, 8.70%, Maturing March 1, 2011	1,016,042
HLI Operating Co., Inc.			
	2,134,400	Term Loan, 8.36%, Maturing June 3, 2009	2,149,264
Key Automotive Group			
	1,082,877	Term Loan, 7.82%, Maturing June 29, 2010	1,093,706
Keystone Automotive Operations, Inc.			
	2,094,750	Term Loan, 7.46%, Maturing October 30, 2010	2,102,605

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R.J. Tower Corp.		DIP Revolving Loan, 8.25%, Maturing February 2, 2007	
	1,880,000		1,916,929
Tenneco Automotive, Inc.		Term Loan, 6.77%, Maturing December 12, 2009	
	1,861,375		1,890,226
	817,670	Term Loan, 6.83%, Maturing December 12, 2010	830,344
TI Automotive, Ltd.		Term Loan, 7.94%, Maturing June 30, 2011	
	1,371,884		1,351,305
Trimas Corp.		Term Loan, 8.87%, Maturing December 31, 2009	
	4,175,446		4,248,516
TRW Automotive, Inc.		Term Loan, 6.00%, Maturing October 31, 2010	
	1,975,000		1,985,863
	2,296,666	Term Loan, 6.25%, Maturing June 30, 2012	2,305,597

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount	Borrower/Tranche Description	Value
Automotive (continued)		
United Components, Inc.		
\$ 1,446,667	Term Loan, 7.22%, Maturing June 30, 2010	\$ 1,458,421
Visteon Corp.		
1,650,000	Term Loan, 9.18%, Maturing June 20, 2007	1,672,894
\$ 53,364,956		
Beverage and Tobacco 0.9%		
Alliance One International, Inc.		
\$ 955,350	Term Loan, 8.48%, Maturing May 13, 2010	\$ 966,098
Constellation Brands, Inc.		
6,091,371	Term Loan, 6.36%, Maturing November 30, 2011	6,143,531
Culligan International Co.		
1,188,000	Term Loan, 7.40%, Maturing September 30, 2011	1,206,563
MafCo Worldwide Corp.		
1,356,818	Term Loan, 6.93%, Maturing December 8, 2011	1,371,234
National Dairy Holdings, L.P.		
2,301,725	Term Loan, 7.00%, Maturing March 15, 2012	2,314,672
National Distribution Co.		
950,000	Term Loan, 11.50%, Maturing June 22, 2010	952,375
Southern Wine & Spirits of America, Inc.		
4,297,586	Term Loan, 6.48%, Maturing June 1, 2012	4,342,577
Sunny Delight Beverages Co.		
444,706	Term Loan, 9.22%, Maturing August 20, 2010	443,038
\$ 17,740,088		
Building and Development 3.7%		
AP-Newkirk Holdings, LLC		
\$ 2,413,055	Term Loan, 7.43%, Maturing December 21, 2007	\$ 2,432,285
Biomed Realty, L.P.		
3,690,000	Term Loan, 7.08%, Maturing May 31, 2010	3,699,225
Capital Automotive (REIT)		
3,924,806	Term Loan, 6.58%, Maturing December 16, 2010	3,961,601
DMB / CH II, LLC		
400,000	Term Loan, 7.33%, Maturing September 9, 2009	401,000
EpcO / Fantome, LLC		
1,975,000	Term Loan, 8.00%, Maturing November 23, 2010	1,979,938
Formica Corp.		

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	1,350,000	Term Loan, 7.96%, Maturing March 15, 2013	1,362,235
FT-FIN Acquisition, LLC			
	1,413,217	Term Loan, 9.19%, Maturing November 17, 2007	1,416,750
Gables GP, Inc.			
	964,895	Term Loan, 6.59%, Maturing September 30, 2006	969,546
Principal			
Amount		Borrower/Tranche Description	Value
Building and Development (continued)			
General Growth Properties, Inc.			
\$	2,000,000	Term Loan, 6.20%, Maturing February 24, 2011	\$ 1,997,500
Hovstone Holdings, LLC			
	1,485,000	Term Loan, 7.23%, Maturing February 28, 2009	1,488,713
Kyle Acquisition Group, LLC			
	802,819	Term Loan, 7.00%, Maturing July 20, 2010	810,847
Landsource Communities, LLC			
	1,002,000	Term Loan, 7.38%, Maturing March 31, 2010	1,007,636
LNR Property Corp.			
	1,027,850	Term Loan, 7.69%, Maturing February 3, 2008	1,035,987
	3,947,306	Term Loan, 7.83%, Maturing February 3, 2008	3,984,004
LNR Property Holdings			
	948,024	Term Loan, 9.33%, Maturing March 3, 2008	959,874
MAAX Corp.			
	807,147	Term Loan, 7.95%, Maturing June 4, 2011	803,112
Mueller Group, Inc.			
	3,905,375	Term Loan, 7.26%, Maturing October 3, 2012	3,962,909
NCI Building Systems, Inc.			
	1,837,403	Term Loan, 6.71%, Maturing June 18, 2010	1,849,461
Newkirk Master, L.P.			
	4,418,880	Term Loan, 6.58%, Maturing August 11, 2008	4,454,094
Nortek, Inc.			
	4,014,187	Term Loan, 6.70%, Maturing August 27, 2011	4,051,193
Panolam Industries Holdings, Inc.			
	1,718,869	Term Loan, 7.73%, Maturing September 30, 2012	1,744,652
Ply Gem Industries, Inc.			
	128,125	Term Loan, 7.21%, Maturing August 15, 2011	129,406
	1,921,875	Term Loan, 7.21%, Maturing August 15, 2011	1,941,094
South Edge, LLC			
	287,500	Term Loan, 7.06%, Maturing October 31, 2009	289,896
St. Mary's Cement, Inc.			
	1,959,912	Term Loan, 6.98%, Maturing December 4, 2010	1,990,536

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Stile Acquisition Corp.		Term Loan, 7.11%, Maturing April 6, 2013	
	971,847		966,381
Stile U.S. Acquisition Corp.		Term Loan, 7.11%, Maturing April 6, 2013	
	973,503		968,027
Sugarloaf Mills, L.P.		Term Loan, 5.75%, Maturing April 7, 2007	
	1,000,000		1,005,000
		Term Loan, 7.85%, Maturing April 7, 2007	
	2,000,000		2,000,000
TE / Touse Senior, LLC		Term Loan, 7.75%, Maturing July 29, 2008	
	1,750,000		1,769,688
The Woodlands Community Property Co.		Term Loan, 7.24%, Maturing November 30, 2007	
	1,169,215		1,177,984
		Term Loan, 9.24%, Maturing November 30, 2007	
	360,119		365,521

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Building and Development (continued)			
Tousa / Kolter, LLC			
\$ 2,330,000		Term Loan, 6.27%, Maturing January 7, 2008 ⁽²⁾	\$ 2,341,650
TRU 2005 RE Holding Co.			
7,325,000		Term Loan, 7.83%, Maturing December 9, 2008	7,337,592
Truststreet Properties, Inc.			
1,800,000		Term Loan, 6.83%, Maturing April 8, 2010	1,819,125
United Subcontractors, Inc.			
1,000,000		Term Loan, 11.95%, Maturing June 27, 2013	1,002,500
WCI Communities, Inc.			
5,000,000		Term Loan, 6.83%, Maturing December 23, 2010	5,012,500
			\$ 74,489,462
Business Equipment and Services 2.8%			
Acco Brands Corp.			
\$ 2,098,743		Term Loan, 6.67%, Maturing August 17, 2012	\$ 2,118,419
Affinion Group, Inc.			
3,526,744		Term Loan, 7.50%, Maturing October 17, 2012	3,542,174
Allied Security Holdings, LLC			
774,439		Term Loan, 8.86%, Maturing June 30, 2010	780,247
Baker & Taylor, Inc.			
2,850,000		Term Loan, 11.84%, Maturing May 6, 2011	2,878,500
DynCorp International, LLC			
1,346,400		Term Loan, 7.63%, Maturing February 11, 2011	1,364,913
Global Imaging Systems, Inc.			
2,387,312		Term Loan, 6.38%, Maturing May 10, 2010	2,404,472
Info USA, Inc.			
748,125		Term Loan, 6.75%, Maturing February 14, 2012	752,801
Iron Mountain, Inc.			
2,642,477		Term Loan, 6.56%, Maturing April 2, 2011	2,668,352
6,975,000		Term Loan, 6.66%, Maturing April 2, 2011	7,037,482
Language Line, Inc.			
2,773,329		Term Loan, 9.35%, Maturing June 11, 2011	2,788,064
Mitchell International, Inc.			
808,067		Term Loan, 6.98%, Maturing August 15, 2011	817,663
Protection One, Inc.			
1,086,866			1,096,037

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Term Loan, 7.36%, Maturing April
18, 2011

RGIS Holdings, LLC			
	1,396,500	Term Loan, 7.48%, Maturing February 15, 2013	1,401,737
Serena Software, Inc.			
	800,000	Term Loan, 7.41%, Maturing March 10, 2013	811,083
SGS International, Inc.			
	922,688	Term Loan, 7.29%, Maturing December 30, 2011	934,221
Principal Amount		Borrower/Tranche Description	Value
Business Equipment and Services (continued)			
SS&C Technologies, Inc.			
\$	195,363	Term Loan, 7.48%, Maturing November 23, 2012	\$ 198,131
	2,298,387	Term Loan, 7.48%, Maturing November 23, 2012	2,330,948
Sungard Data Systems, Inc.			
	15,021,488	Term Loan, 7.22%, Maturing February 11, 2013	15,213,282
Transaction Network Services, Inc.			
	948,834	Term Loan, 6.64%, Maturing May 4, 2012	953,578
US Investigations Services, Inc.			
	3,259,484	Term Loan, 7.43%, Maturing October 14, 2012	3,310,413
	692,350	Term Loan, 7.43%, Maturing October 14, 2013	702,735
Western Inventory Services			
	625,000	Term Loan, 11.75%, Maturing October 14, 2011	629,688
Williams Scotsman, Inc.			
	2,250,000	Term Loan, 7.13%, Maturing June 28, 2010	2,271,094
			\$ 57,006,034
Cable and Satellite Television 2.2%			
Adelphia Communications Corp.			
\$	3,664,191	DIP Loan, 6.94%, Maturing August 7, 2006	\$ 3,682,512
Atlantic Broadband Finance, LLC			
	1,935,000	Term Loan, 7.62%, Maturing September 1, 2011	1,967,653
Bragg Communications, Inc.			
	2,154,693	Term Loan, 6.81%, Maturing August 31, 2011	2,185,667
Bresnan Broadband Holdings, LL			
	1,550,000	Term Loan, 9.42%, Maturing March 29, 2014	1,592,625
Canadian Cable Acquisition Co., Inc.			
	492,500	Term Loan, 7.96%, Maturing July 30, 2011	498,964
Cebridge Connections, Inc.			
	2,562,924	Term Loan, 10.95%, Maturing February 23, 2010	2,665,441
CSC Holdings, Inc.			
	3,925,000	Term Loan, 6.66%, Maturing March 29, 2013	3,946,666

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Insight Midwest Holdings, LLC	9,256,478	Term Loan, 7.00%, Maturing December 31, 2009	9,374,813
Liberty Cablevision of Puerto Rico, Ltd.	475,000	Term Loan, 7.09%, Maturing March 1, 2013	479,453
MCC Iowa, LLC	3,395,000	Term Loan, 6.01%, Maturing March 31, 2010	3,394,392
	2,451,512	Term Loan, 6.79%, Maturing February 3, 2014	2,468,175
Mediacom Illinois, LLC	4,838,750	Term Loan, 7.07%, Maturing March 31, 2013	4,872,771
UGS Corp.	4,470,827	Term Loan, 7.00%, Maturing March 31, 2012	4,530,437

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Cable and Satellite Television (continued)			
UPC Broadband Holdings B.V.			
\$	2,560,000	Term Loan, 7.33%, Maturing September 30, 2012	\$ 2,576,532
			\$ 44,236,101
Chemicals and Plastics 2.7%			
Brenntag Holding GmbH and Co. KG			
\$	490,909	Term Loan, 7.44%, Maturing January 18, 2014	\$ 498,886
	2,009,091	Term Loan, 7.44%, Maturing January 18, 2014	2,042,241
	1,300,000	Term Loan, 11.43%, Maturing December 23, 2015	1,339,000
Celanese Holdings, LLC			
	4,790,015	Term Loan, 6.98%, Maturing April 6, 2011	4,867,254
Gentek, Inc.			
	601,124	Term Loan, 7.06%, Maturing February 25, 2011	605,539
	875,000	Term Loan, 9.32%, Maturing February 25, 2012	882,793
Hercules, Inc.			
	1,818,124	Term Loan, 6.53%, Maturing October 8, 2010	1,837,158
Huntsman, LLC			
	6,496,105	Term Loan, 6.68%, Maturing August 16, 2012	6,540,765
Innophos, Inc.			
	473,500	Term Loan, 7.23%, Maturing August 13, 2010	480,405
Invista B.V.			
	3,260,955	Term Loan, 6.75%, Maturing April 29, 2011	3,294,925
	1,657,648	Term Loan, 6.75%, Maturing April 29, 2011	1,674,916
ISP Chemo, Inc.			
	4,200,000	Term Loan, 6.50%, Maturing February 16, 2013	4,238,720
Kraton Polymer, LLC			
	2,656,315	Term Loan, 7.49%, Maturing December 23, 2010	2,662,956
Mosaic Co.			
	1,544,400	Term Loan, 6.19%, Maturing February 21, 2012	1,560,037
Nalco Co.			
	6,993,009	Term Loan, 6.57%, Maturing November 4, 2010	7,081,394
PQ Corp.			
	1,909,106	Term Loan, 7.00%, Maturing February 11, 2012	1,938,140
Propex Fabrics, Inc.			
	1,911,538	Term Loan, 7.00%, Maturing July 31, 2012	1,925,875

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Rockwood Specialties Group, Inc.	3,776,850	Term Loan, 7.13%, Maturing December 10, 2012	3,829,371
Solo Cup Co.	4,394,296	Term Loan, 7.53%, Maturing February 27, 2011	4,445,107
	725,000	Term Loan, 11.25%, Maturing March 31, 2012	741,766
Solutia, Inc.	1,000,000	DIP Loan, 8.33%, Maturing March 31, 2007	1,009,375
Principal Amount		Borrower/Tranche Description	Value
Chemicals and Plastics (continued)			
Wellman, Inc.	\$ 1,250,000	Term Loan, 8.68%, Maturing February 10, 2009	\$ 1,268,750
			\$ 54,765,373
Clothing / Textiles 0.1%			
St. John Knits International, Inc.	\$ 1,625,442	Term Loan, 7.25%, Maturing March 23, 2012	\$ 1,645,760
The William Carter Co.	932,292	Term Loan, 6.70%, Maturing July 14, 2012	942,004
			\$ 2,587,764
Conglomerates 1.4%			
Blount, Inc.	\$ 517,134	Term Loan, 6.66%, Maturing August 9, 2010	\$ 522,305
Bushnell Performance Optics	995,116	Term Loan, 8.00%, Maturing August 19, 2011	1,005,689
Euramax International, Inc.	731,363	Term Loan, 7.69%, Maturing June 28, 2012	741,876
	501,316	Term Loan, 12.00%, Maturing June 28, 2013	501,316
	248,684	Term Loan, 12.00%, Maturing June 28, 2013	248,684
Goodman Global Holdings, Inc.	1,197,643	Term Loan, 6.63%, Maturing December 23, 2011	1,208,871
Jarden Corp.	1,228,958	Term Loan, 6.74%, Maturing January 24, 2012	1,237,868
	4,022,258	Term Loan, 6.99%, Maturing January 24, 2012	4,066,430
Johnson Diversey, Inc.	7,511,082	Term Loan, 7.21%, Maturing December 16, 2011	7,630,004
Polymer Group, Inc.	4,339,125	Term Loan, 7.21%, Maturing November 22, 2012	4,411,445
PP Acquisition Corp.	4,318,041	Term Loan, 7.98%, Maturing November 12, 2011	4,372,017
Rexnord Corp.	3,139,730		3,178,324

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Term Loan, 7.11%, Maturing
December 31, 2011

			\$ 29,124,829
Containers and Glass Products	2.1%		
Berry Plastics Corp.			
		Term Loan, 6.84%, Maturing December 2, 2011	\$ 4,277,819
\$	4,233,716		
BWAY Corp.			
		Term Loan, 6.81%, Maturing June 30, 2011	2,068,006
	2,038,700		
Consolidated Container Holding, LLC			
		Term Loan, 8.37%, Maturing December 15, 2008	1,235,033
	1,228,125		

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Containers and Glass Products (continued)			
Crown Americas, Inc.			
\$	700,000	Term Loan, 6.44%, Maturing November 15, 2012	\$ 704,157
Dr. Pepper/Seven Up Bottling Group, Inc.			
	3,366,541	Term Loan, 6.93%, Maturing December 19, 2010	3,395,157
Graham Packaging Holdings Co.			
	4,443,751	Term Loan, 7.11%, Maturing October 7, 2011	4,499,760
	475,000	Term Loan, 7.38%, Maturing October 7, 2011	480,987
	2,142,857	Term Loan, 9.25%, Maturing April 7, 2012	2,197,768
Graphic Packaging International, Inc.			
	10,792,061	Term Loan, 7.44%, Maturing August 8, 2010	10,969,363
IPG (US), Inc.			
	1,255,875	Term Loan, 7.16%, Maturing July 28, 2011	1,274,190
Owens-Illinois, Inc.			
	4,189,555	Term Loan, 6.61%, Maturing April 1, 2007	4,200,029
Smurfit-Stone Container Corp.			
	652,032	Term Loan, 4.73%, Maturing November 1, 2010	661,528
	1,632,102	Term Loan, 7.13%, Maturing November 1, 2011	1,655,564
	4,667,194	Term Loan, 7.19%, Maturing November 1, 2011	4,734,285
			\$ 42,353,646
Cosmetics / Toiletries 0.3%			
American Safety Razor Co.			
\$	928,056	Term Loan, 7.56%, Maturing February 28, 2012	\$ 937,336
Prestige Brands, Inc.			
	3,235,683	Term Loan, 7.23%, Maturing April 6, 2011	3,279,501
Revlon Consumer Products Corp.			
	1,461,250	Term Loan, 10.85%, Maturing July 9, 2010	1,501,434
			\$ 5,718,271
Drugs 0.3%			
Warner Chilcott Corp.			
\$	11,041	Term Loan, 7.19%, Maturing June 30, 2006	\$ 11,136
	55,205	Term Loan, 7.40%, Maturing January 12, 2012	55,679
	3,467,537	Term Loan, 7.39%, Maturing January 18, 2012	3,496,019
	645,489	Term Loan, 7.61%, Maturing January 18, 2012	650,791
	1,397,248		1,408,725

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		Term Loan, 7.61%, Maturing January 18, 2012	
			\$ 5,622,350
Ecological Services and Equipment 0.8%			
Alderwoods Group, Inc.			
\$	548,119	Term Loan, 6.85%, Maturing September 29, 2009	\$ 553,087
Principal			
Amount		Borrower/Tranche Description	Value
Ecological Services and Equipment (continued)			
Allied Waste Industries, Inc.			
\$	1,598,250	Term Loan, 4.88%, Maturing January 15, 2012	\$ 1,605,605
	4,116,311	Term Loan, 6.76%, Maturing January 15, 2012	4,136,893
Envirocare of Utah, LLC			
	3,909,989	Term Loan, 7.85%, Maturing April 15, 2010	3,959,678
Environmental Systems, Inc.			
	1,118,320	Term Loan, 8.48%, Maturing December 12, 2008	1,125,309
	1,000,000	Term Loan, 14.95%, Maturing December 12, 2010	1,025,000
IESI Corp.			
	3,464,706	Term Loan, 6.76%, Maturing January 20, 2012	3,509,099
Sensus Metering Systems, Inc.			
	106,709	Term Loan, 7.35%, Maturing December 17, 2010	107,910
	803,355	Term Loan, 7.43%, Maturing December 17, 2010	812,392
			\$ 16,834,973
Electronics / Electrical 2.0%			
AMI Semiconductor, Inc.			
\$	2,408,259	Term Loan, 6.50%, Maturing April 1, 2012	\$ 2,425,317
Aspect Software, Inc.			
	3,725,000	Term Loan, 7.44%, Maturing September 22, 2010	3,778,547
Communications & Power, Inc.			
	3,102,778	Term Loan, 8.08%, Maturing July 23, 2010	3,133,806
Enersys Capital, Inc.			
	1,547,437	Term Loan, 6.82%, Maturing March 17, 2011	1,566,780
Fairchild Semiconductor Corp.			
	8,915,891	Term Loan, 6.63%, Maturing December 31, 2010	8,982,760
Infor Global Solutions			
	290,909	Term Loan, 7.80%, Maturing April 18, 2011	291,394
	1,309,091	Term Loan, 7.80%, Maturing April 18, 2011	1,311,273
	600,000	Term Loan, 7.80%, Maturing April 18, 2011	601,000
	65,435	Term Loan, 12.05%, Maturing April 18, 2011	66,048
	304,348	Term Loan, 12.05%, Maturing April 18, 2011	306,250
	505,217		508,375

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		Term Loan, 12.05%, Maturing April 18, 2011	
Invensys International Holdings Limited			
	1,140,328	Term Loan, 8.50%, Maturing September 4, 2009	1,154,582
Network Solutions, LLC			
	1,172,063	Term Loan, 9.96%, Maturing January 9, 2012	1,177,923
Open Solutions, Inc.			
	989,655	Term Loan, 7.33%, Maturing September 3, 2011	1,002,026
	1,350,000	Term Loan, 11.33%, Maturing March 3, 2012	1,385,438
Rayovac Corp.			
	3,878,280	Term Loan, 7.41%, Maturing February 7, 2012	3,907,367

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Electronics / Electrical (continued)			
Security Co., Inc.			
\$	982,516	Term Loan, 8.25%, Maturing June 30, 2010	\$ 991,113
	1,500,000	Term Loan, 12.63%, Maturing June 30, 2011	1,520,625
SSA Global Technologies, Inc.			
	496,250	Term Loan, 6.97%, Maturing September 22, 2011	501,213
Telcordia Technologies, Inc.			
	3,553,876	Term Loan, 7.31%, Maturing September 15, 2012	3,557,579
Vertafore, Inc.			
	975,000	Term Loan, 10.87%, Maturing January 31, 2013	989,016
Viasystems, Inc.			
	1,735,587	Term Loan, 11.00%, Maturing September 30, 2009	1,751,858
			\$ 40,910,290
Equipment Leasing 0.5%			
Ashtead Group, PLC			
\$	990,000	Term Loan, 6.50%, Maturing November 12, 2009	\$ 1,001,447
The Hertz Corp.			
	807,378	Term Loan, 0.0%, Maturing December 21, 2012 ⁽²⁾	815,864
	688,889	Term Loan, 4.93%, Maturing December 21, 2012	696,738
	4,691,974	Term Loan, 7.10%, Maturing December 21, 2012	4,745,434
United Rentals, Inc.			
	565,000	Term Loan, 6.83%, Maturing February 14, 2011	571,945
	2,768,500	Term Loan, 7.00%, Maturing February 14, 2011	2,802,531
			\$ 10,633,959
Farming / Agriculture 0.1%			
Central Garden & Pet Co.			
\$	2,550,000	Term Loan, 6.52%, Maturing February 28, 2014	\$ 2,567,001
			\$ 2,567,001
Financial Intermediaries 1.4%			
AIMCO Properties, L.P.			
\$	7,050,000	Term Loan, 6.36%, Maturing November 2, 2009	\$ 7,094,063
Ameritrade Holding Corp.			
	5,125,000	Term Loan, 6.49%, Maturing December 31, 2012	5,151,266
Coinstar, Inc.			
	598,945	Term Loan, 7.03%, Maturing July 7, 2011	607,930
Extensy S.A.R.L.- GEAC U.S.			

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	2,100,000	Term Loan, 7.56%, Maturing March 14, 2011	2,109,188
Fidelity National Information Solutions, Inc.			
	8,219,167	Term Loan, 6.60%, Maturing March 9, 2013	8,281,493
LPL Holdings, Inc.			
	4,688,250	Term Loan, 8.20%, Maturing June 30, 2013	4,739,530
Principal			
Amount		Borrower/Tranche Description	Value
Financial Intermediaries (continued)			
The Macerich Partnership, L.P.			
\$	1,465,000	Term Loan, 6.38%, Maturing April 25, 2010	\$ 1,474,156
			\$ 29,457,626
Food Products 1.3%			
Acosta, Inc.			
\$	3,615,938	Term Loan, 7.13%, Maturing December 6, 2012	\$ 3,660,009
American Seafoods Group, LLC			
	1,462,500	Term Loan, 6.73%, Maturing September 30, 2011	1,481,695
BF Bolthouse HoldCo, LLC			
	2,992,500	Term Loan, 7.37%, Maturing December 16, 2012	3,044,246
	1,475,000	Term Loan, 10.37%, Maturing December 16, 2013	1,516,791
Chiquita Brands, LLC			
	3,305,037	Term Loan, 7.00%, Maturing June 28, 2012	3,340,841
Del Monte Corp.			
	955,350	Term Loan, 6.50%, Maturing February 8, 2012	960,246
Doane Pet Care Co.			
	2,292,739	Term Loan, 7.17%, Maturing October 21, 2012	2,324,265
Herbalife International, Inc.			
	257,269	Term Loan, 6.75%, Maturing December 21, 2010	259,681
Michael Foods, Inc.			
	1,771,673	Term Loan, 6.70%, Maturing November 21, 2010	1,794,557
Pinnacle Foods Holdings Corp.			
	5,421,800	Term Loan, 8.24%, Maturing November 25, 2010	5,513,971
Reddy Ice Group, Inc.			
	3,130,000	Term Loan, 6.79%, Maturing August 9, 2012	3,161,300
			\$ 27,057,602
Food Service 1.2%			
AFC Enterprises, Inc.			
\$	918,686	Term Loan, 7.25%, Maturing May 11, 2011	\$ 926,725
Buffets, Inc.			
	418,182	Term Loan, 4.98%, Maturing June 28, 2009	421,318
	1,911,181	Term Loan, 8.20%, Maturing June 28, 2009	1,925,514
Burger King Corp.			

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	2,283,906	Term Loan, 6.50%, Maturing June 30, 2012	2,295,123
Carrols Corp.			
	561,790	Term Loan, 7.38%, Maturing December 31, 2010	570,655
CKE Restaurants, Inc.			
	1,241,925	Term Loan, 6.94%, Maturing May 1, 2010	1,255,896
Denny's, Inc.			
	528,318	Term Loan, 8.18%, Maturing September 30, 2009	538,115

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Food Service (continued)			
Domino's, Inc.			
\$	9,538,339	Term Loan, 6.49%, Maturing June 25, 2010	\$ 9,631,738
Dunkin' Brands, Inc.			
	3,750,000	Term Loan, 7.33%, Maturing March 1, 2013	3,758,438
Jack in the Box, Inc.			
	1,466,250	Term Loan, 6.52%, Maturing January 8, 2011	1,482,440
Maine Beverage Co., LLC			
	895,312	Term Loan, 6.73%, Maturing June 30, 2010	893,074
Sagittarius Restaurants, LLC			
	500,000	Term Loan, 7.07%, Maturing March 29, 2013	506,875
Weight Watchers International, Inc.			
	935,750	Term Loan, 6.58%, Maturing March 31, 2010	937,114
			\$ 25,143,025
Food / Drug Retailers 0.9%			
Cumberland Farms, Inc.			
\$	3,879,788	Term Loan, 7.11%, Maturing September 8, 2008	\$ 3,899,187
	1,400,345	Term Loan, 7.25%, Maturing September 8, 2008	1,403,846
General Nutrition Centers, Inc.			
	2,255,884	Term Loan, 7.90%, Maturing December 7, 2009	2,291,838
Giant Eagle, Inc.			
	2,069,813	Term Loan, 6.42%, Maturing November 7, 2012	2,083,072
Roundy's Supermarkets, Inc.			
	3,790,500	Term Loan, 7.79%, Maturing November 3, 2011	3,844,988
The Jean Coutu Group (PJC), Inc.			
	2,898,027	Term Loan, 7.62%, Maturing July 30, 2011	2,927,813
The Pantry, Inc.			
	972,563	Term Loan, 6.75%, Maturing January 2, 2012	983,200
			\$ 17,433,944
Forest Products 1.6%			
Appleton Papers, Inc.			
\$	2,237,785	Term Loan, 7.00%, Maturing June 11, 2010	\$ 2,271,352
Boise Cascade Holdings, LLC			
	6,718,140	Term Loan, 6.75%, Maturing October 29, 2011	6,811,656
Buckeye Technologies, Inc.			
	709,672		711,890

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Term Loan, 6.88%, Maturing
March 15, 2008

Georgia-Pacific Corp.			
	10,748,063	Term Loan, 6.88%, Maturing December 20, 2012	10,820,279
	3,250,000	Term Loan, 7.94%, Maturing December 23, 2013	3,324,376
NewPage Corp.			
	2,653,818	Term Loan, 7.96%, Maturing May 2, 2011	2,663,770
RLC Industries Co.			
	2,028,272	Term Loan, 6.48%, Maturing February 24, 2010	2,039,681

Principal

Amount	Borrower/Tranche Description	Value
Forest Products (continued)		
Xerium Technologies, Inc.		
\$ 4,247,956	Term Loan, 7.23%, Maturing November 19, 2011	\$ 4,253,266
		\$ 32,896,270
Healthcare 4.3%		
Accellent, Inc.		
\$ 1,446,375	Term Loan, 6.80%, Maturing November 22, 2012	\$ 1,457,223
Alliance Imaging, Inc.		
	Term Loan, 7.56%, Maturing December 29, 2011	2,286,840
Ameripath, Inc.		
	Term Loan, 6.83%, Maturing October 31, 2012	1,770,235
AMN Healthcare, Inc.		
	Term Loan, 6.73%, Maturing November 2, 2011	607,313
AMR HoldCo, Inc.		
	Term Loan, 6.84%, Maturing February 10, 2012	1,333,650
Angiotech Pharmaceuticals, Inc.		
	Term Loan, 6.45%, Maturing March 23, 2013	1,731,738
Caremore Holdings, Inc.		
	Term Loan, 8.23%, Maturing February 28, 2013	1,133,790
Community Health Systems, Inc.		
	Term Loan, 6.56%, Maturing August 19, 2011	11,800,484
Concentra Operating Corp.		
	Term Loan, 6.69%, Maturing September 30, 2011	4,944,517
Conmed Corp.		
	Term Loan, 6.68%, Maturing April 13, 2013	1,441,477
CRC Health Corp.		
	Term Loan, 7.23%, Maturing February 6, 2013	607,500
Davita, Inc.		
	Term Loan, 6.95%, Maturing October 5, 2012	10,289,818
DJ Orthopedics, LLC		
		475,000

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		Term Loan, 6.56%, Maturing April 7, 2013	
Encore Medical IHC, Inc.	1,471,331	Term Loan, 7.65%, Maturing October 4, 2010	1,487,884
FHC Health Systems, Inc.	1,857,143	Term Loan, 10.82%, Maturing December 18, 2009	1,894,286
	1,300,000	Term Loan, 12.82%, Maturing December 18, 2009	1,326,000
Fresenius Medical Care Holdings	4,925,000	Term Loan, 6.38%, Maturing March 31, 2013	4,935,259
Gentiva Health Services, Inc.	994,595	Term Loan, 7.27%, Maturing February 28, 2014	1,006,820
Hanger Orthopedic Group, Inc.	489,949	Term Loan, 8.73%, Maturing September 30, 2009	496,839
Healthcare Partners, LLC	427,500	Term Loan, 6.89%, Maturing March 2, 2011	432,042

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount	Borrower/Tranche Description	Value
Healthcare (continued)		
HealthSouth Corp.		
\$ 2,800,000	Term Loan, 8.15%, Maturing March 10, 2013	\$ 2,834,250
Kinetic Concepts, Inc.		
3,048,628	Term Loan, 6.73%, Maturing August 11, 2010	3,087,370
Leiner Health Products, Inc.		
1,105,313	Term Loan, 8.61%, Maturing May 27, 2011	1,121,201
Lifecare Holdings, Inc.		
970,125	Term Loan, 7.07%, Maturing August 11, 2012	923,033
Lifepoint Hospitals, Inc.		
5,647,698	Term Loan, 6.19%, Maturing April 15, 2012	5,684,566
Magellan Health Services, Inc.		
277,778	Term Loan, 4.71%, Maturing August 15, 2008	281,250
312,500	Term Loan, 7.16%, Maturing August 15, 2008	316,406
Matria Healthcare, Inc.		
128,205	Term Loan, 7.02%, Maturing January 19, 2007	128,526
600,000	Term Loan, 11.52%, Maturing January 19, 2007	610,875
1,517,990	Term Loan, 7.15%, Maturing January 19, 2012	1,530,324
Medcath Holdings Corp.		
201,250	Term Loan, 7.50%, Maturing July 2, 2011	201,376
Multiplan Merger Corp.		
675,000	Term Loan, 6.86%, Maturing April 12, 2013	683,438
National Mentor, Inc.		
800,801	Term Loan, 7.35%, Maturing September 30, 2011	804,805
National Rental Institutes, Inc.		
1,150,000	Term Loan, 9.00%, Maturing March 31, 2013	1,163,297
PER-SE Technologies, Inc.		
1,239,080	Term Loan, 7.23%, Maturing January 6, 2013	1,256,118
Quintiles Transnational Corp.		
2,225,000	Term Loan, 8.82%, Maturing March 31, 2014	2,267,066
Renal Advantage, Inc.		
398,000	Term Loan, 7.42%, Maturing October 5, 2012	402,851
Select Medical Holding Corp.		
2,054,250	Term Loan, 6.52%, Maturing February 24, 2012	2,039,414
Sunrise Medical Holdings, Inc.		

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	2,999,773	Term Loan, 8.06%, Maturing May 13, 2010	3,007,272
Talecris Biotherapeutics, Inc.			
	1,183,050	Term Loan, 8.02%, Maturing March 31, 2010	1,188,965
Vanguard Health Holding Co., LLC			
	2,254,124	Term Loan, 6.95%, Maturing September 23, 2011	2,285,470
Ventiv Health, Inc.			
	995,000	Term Loan, 6.48%, Maturing October 5, 2011	999,975
VWR International, Inc.			
	2,619,988	Term Loan, 7.34%, Maturing April 7, 2011	2,660,107
			\$ 86,936,670

Principal Amount		Borrower/Tranche Description	Value
Home Furnishings 1.0%			
Interline Brands, Inc.			
\$	3,381,114	Term Loan, 7.23%, Maturing December 31, 2010	\$ 3,423,378
Knoll, Inc.			
	1,688,750	Term Loan, 6.73%, Maturing October 3, 2012	1,714,081
National Bedding Co., LLC			
	1,050,000	Term Loan, 9.91%, Maturing August 31, 2012	1,070,344
Oreck Corp.			
	1,834,916	Term Loan, 7.73%, Maturing February 2, 2012	1,861,293
Sealy Mattress Co.			
	6,671,671	Term Loan, 6.62%, Maturing April 6, 2012	6,758,196
Simmons Co.			
	4,394,203	Term Loan, 7.35%, Maturing December 19, 2011	4,469,730
			\$ 19,297,022
Industrial Equipment 0.8%			
Aearo Technologies, Inc.			
\$	500,000	Term Loan, 11.45%, Maturing September 24, 2013	\$ 511,094
Alliance Laundry Holdings, LLC			
	517,725	Term Loan, 7.09%, Maturing January 27, 2012	524,520
Amsted Industries, Inc.			
	2,275,000	Term Loan, 7.00%, Maturing October 15, 2010	2,307,703
Colfax Corp.			
	2,278,814	Term Loan, 7.00%, Maturing December 19, 2011	2,311,572
Douglas Dynamics Holdings, Inc.			
	1,992,462	Term Loan, 6.73%, Maturing December 16, 2010	2,017,368
Flowserve Corp.			
	2,365,183	Term Loan, 6.66%, Maturing August 10, 2012	2,399,552
Gleason Corp.			
	421,453	Term Loan, 7.47%, Maturing July 27, 2011	426,721

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	1,243,750	Term Loan, 10.50%, Maturing January 31, 2012	1,265,516
John Maneely Co.			
	675,000	Term Loan, 8.09%, Maturing March 25, 2013	686,391
Mainline, L.P.			
	751,111	Term Loan, 7.31%, Maturing December 16, 2011	756,744
Maxim Crane Works, L.P.			
	1,437,355	Term Loan, 6.94%, Maturing January 28, 2012	1,458,017
MTD Products, Inc.			
	982,500	Term Loan, 6.50%, Maturing June 1, 2010	991,097
Nacco Materials Handling Group, Inc.			
	1,000,000	Term Loan, 0%, Maturing March 22, 2013 ⁽²⁾	1,010,000
			\$ 16,666,295

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Insurance	0.7%		
ARG Holding, Inc.			
\$	1,246,875	Term Loan, 7.88%, Maturing November 30, 2011	\$ 1,262,072
	2,625,000	Term Loan, 12.13%, Maturing November 30, 2012	2,667,656
CCC Information Services Group			
	1,350,000	Term Loan, 7.58%, Maturing February 10, 2013	1,369,406
Conseco, Inc.			
	3,116,056	Term Loan, 6.65%, Maturing June 22, 2010	3,144,621
U.S.I. Holdings Corp.			
	5,547,887	Term Loan, 7.38%, Maturing March 24, 2011	5,610,301
			\$ 14,054,056
Leisure Goods / Activities / Movies 3.0%			
24 Hour Fitness Worldwide, Inc.			
\$	2,020,000	Term Loan, 7.85%, Maturing June 8, 2012	\$ 2,048,617
Alliance Atlantis Communications, Inc.			
	710,820	Term Loan, 6.48%, Maturing December 20, 2011	716,892
AMC Entertainment, Inc.			
	2,269,313	Term Loan, 7.11%, Maturing January 26, 2013	2,294,842
AMF Bowling Worldwide, Inc.			
	1,585,049	Term Loan, 7.85%, Maturing August 27, 2009	1,600,404
Carmike Cinemas, Inc.			
	2,992,462	Term Loan, 7.43%, Maturing May 19, 2012	3,025,194
Cinemark, Inc.			
	1,960,000	Term Loan, 6.28%, Maturing March 31, 2011	1,986,215
Dave & Buster's, Inc.			
	1,000,000	Term Loan, 0.00%, Maturing March 8, 2013 ⁽²⁾	1,005,625
	1,000,000	Term Loan, 7.38%, Maturing March 8, 2013	1,005,625
Deluxe Entertainment Services			
	1,100,000	Term Loan, 4.88%, Maturing January 28, 2011	1,083,500
Easton-Bell Sports, Inc.			
	750,000	Term Loan, 6.80%, Maturing March 16, 2013	759,062
Fender Musical Instruments Co.			
	1,330,000	Term Loan, 9.62%, Maturing March 30, 2012	1,356,600
HEI Acquisition, LLC			
	725,000	Term Loan, 7.55%, Maturing December 31, 2011	734,969

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Metro-Goldwyn-Mayer Holdings, Inc.			
	10,875,000	Term Loan, 7.23%, Maturing April 8, 2012	11,007,545
Regal Cinemas Corp.			
	10,740,657	Term Loan, 6.48%, Maturing November 10, 2010	10,823,231
Six Flags Theme Parks, Inc.			
	8,192,182	Term Loan, 7.15%, Maturing June 30, 2009	8,260,939
Southwest Sports Group, LLC			
	1,450,000	Term Loan, 7.44%, Maturing December 22, 2010	1,468,125
Principal			
Amount		Borrower/Tranche Description	Value
Leisure Goods / Activities / Movies (continued)			
Universal City Development Partners, Ltd.			
\$	3,084,606	Term Loan, 6.94%, Maturing June 9, 2011	\$ 3,123,805
WMG Acquisition Corp.			
	900,000	Revolving Loan, 0.00%, Maturing February 28, 2010 ⁽²⁾	879,075
	7,094,231	Term Loan, 6.81%, Maturing February 28, 2011	7,175,148
Yankees Holdings & YankeeNets, LLC			
	455,714	Term Loan, 7.32%, Maturing April 30, 2007	457,993
			\$ 60,813,406
Lodging and Casinos 2.0%			
Ameristar Casinos, Inc.			
\$	1,197,000	Term Loan, 6.50%, Maturing November 10, 2012	\$ 1,208,222
Bally Technologies, Inc.			
	5,844,299	Term Loan, 8.18% Maturing September 4, 2009	5,906,394
Boyd Gaming Corp.			
	2,902,839	Term Loan, 6.54%, Maturing June 30, 2011	2,935,797
CCM Merger, Inc.			
	2,618,974	Term Loan, 6.92%, Maturing July 13, 2012	2,640,253
Columbia Entertainment			
	1,705,714	Term Loan, 7.48%, Maturing October 24, 2011	1,720,639
Globalcash Access, LLC			
	755,829	Term Loan, 6.75%, Maturing March 10, 2010	765,514
Isle of Capri Casinos, Inc.			
	4,483,449	Term Loan, 6.76%, Maturing February 4, 2011	4,545,657
Penn National Gaming, Inc.			
	7,885,375	Term Loan, 6.66%, Maturing October 3, 2012	7,997,497
Pinnacle Entertainment, Inc.			
	925,000	Term Loan, 0.00%, Maturing December 14, 2011 ⁽²⁾	926,734
	2,800,000	Term Loan, 6.93%, Maturing December 14, 2011	2,825,376
Resorts International Holdings, LLC			
	1,749,216		1,771,299

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		Term Loan, 8.98%, Maturing April 26, 2012	
	814,530	Term Loan, 15.98%, Maturing April 26, 2013	827,512
Venetian Casino Resort, LLC			
	4,104,268	Term Loan, 6.73%, Maturing June 15, 2011	4,152,686
	846,241	Term Loan, 6.73%, Maturing June 15, 2011	856,224
Wynn Las Vegas, LLC			
	1,410,000	Term Loan, 7.09%, Maturing December 14, 2011	1,426,597
			\$ 40,506,401
Nonferrous Metals / Minerals	1.2%		
Alpha Natural Resources, LLC			
\$	2,942,625	Term Loan, 6.32%, Maturing October 26, 2012	\$ 2,966,534

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount	Borrower/Tranche Description	Value
Nonferrous Metals / Minerals (continued)		
Carmeuse Lime, Inc.		
\$ 706,538	Term Loan, 6.94%, Maturing May 2, 2011	\$ 710,070
CII Carbon, LLC		
498,744	Term Loan, 7.00%, Maturing August 23, 2012	504,666
Compass Minerals Group, Inc.		
1,938,000	Term Loan, 6.48%, Maturing December 22, 2012	1,952,535
Foundation Coal Corp.		
1,425,532	Term Loan, 6.62%, Maturing July 30, 2011	1,449,231
ICG, LLC		
139,204	Term Loan, 7.71%, Maturing November 5, 2010	139,160
International Mill Service, Inc.		
2,000,000	Term Loan, 10.98%, Maturing October 26, 2011	2,015,000
Magnequench International, Inc.		
2,212,750	Term Loan, 8.50%, Maturing August 31, 2009	2,218,282
Magnum Coal Co.		
2,454,545	Term Loan, 8.45%, Maturing March 15, 2013	2,485,227
245,455	Term Loan, 8.50%, Maturing March 15, 2013	248,523
Murray Energy Corp.		
970,200	Term Loan, 8.00%, Maturing January 28, 2010	984,753
Novelis, Inc.		
1,568,756	Term Loan, 6.44%, Maturing January 6, 2012	1,587,385
2,726,586	Term Loan, 6.44%, Maturing January 6, 2012	2,758,964
Stillwater Mining Co.		
4,892,328	Term Loan, 7.25%, Maturing June 30, 2007	4,959,598
		\$ 24,979,928
Oil and Gas 1.8%		
Citgo Petroleum Corp.		
\$ 2,144,625	Term Loan, 6.21%, Maturing November 15, 2012	\$ 2,152,935
Coffeyville Resources, LLC		
400,601	Term Loan, 4.46%, Maturing June 24, 2011	406,735
596,406	Term Loan, 7.50%, Maturing June 24, 2012	605,539
850,000	Term Loan, 11.75%, Maturing June 24, 2013	877,094
Dresser Rand Group, Inc.		
1,490,084	Term Loan, 6.92%, Maturing October 29, 2011	1,515,695

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Dresser, Inc.			
	536,596	Term Loan, 7.50%, Maturing March 31, 2007	545,763
El Paso Corp.			
	5,769,875	Term Loan, 4.73%, Maturing November 23, 2009	5,837,192
	3,314,018	Term Loan, 7.75%, Maturing November 23, 2009	3,355,443
Epco Holdings, Inc.			
	632,620	Term Loan, 7.10%, Maturing August 18, 2008	638,650
	3,796,650	Term Loan, 7.09%, Maturing August 18, 2010	3,849,742
Principal			
Amount		Borrower/Tranche Description	Value
Oil and Gas (continued)			
Key Energy Services, Inc.			
\$	1,000,000	Term Loan, 5.00%, Maturing June 30, 2012	\$ 1,013,542
	1,376,550	Term Loan, 8.01%, Maturing June 30, 2012	1,396,052
LB Pacific, L.P.			
	1,581,537	Term Loan, 7.72%, Maturing March 3, 2012	1,605,261
Lyondell-Citgo Refining, L.P.			
	2,940,137	Term Loan, 6.98%, Maturing May 21, 2007	2,962,188
Targa Resources, Inc.			
	1,885,000	Term Loan, 6.83%, Maturing October 31, 2007	1,890,499
	1,602,972	Term Loan, 7.23%, Maturing October 31, 2012	1,623,844
	3,322,353	Term Loan, 7.26%, Maturing October 31, 2012	3,365,614
Universal Compression, Inc.			
	2,143,359	Term Loan, 6.48%, Maturing February 15, 2012	2,166,132
			\$ 35,807,920
Publishing 1.8%			
American Media Operations, Inc.			
\$	3,825,000	Term Loan, 8.12%, Maturing January 31, 2013	\$ 3,874,247
Caribe Information Investments			
	1,025,000	Term Loan, 7.40%, Maturing March 31, 2013	1,036,531
CBD Media, LLC			
	1,441,771	Term Loan, 7.41%, Maturing December 31, 2009	1,465,200
Dex Media East, LLC			
	4,209,471	Term Loan, 6.34%, Maturing May 8, 2009	4,232,362
Dex Media West, LLC			
	7,184,658	Term Loan, 6.40%, Maturing March 9, 2010	7,228,067
Hanley-Wood, LLC			
	170,252	Term Loan, 0%, Maturing August 1, 2012 ⁽²⁾	170,997
	1,429,748	Term Loan, 7.04%, Maturing August 1, 2012	1,436,003
Herald Media, Inc.			

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	304,400	Term Loan, 7.67%, Maturing July 22, 2011	305,732
	625,000	Term Loan, 10.67%, Maturing January 22, 2012	632,813
Liberty Group Operating, Inc.			
	1,441,992	Term Loan, 7.25%, Maturing February 28, 2012	1,455,782
Merrill Communications, LLC			
	1,481,602	Term Loan, 7.25%, Maturing May 5, 2011	1,497,575
Nebraska Book Co., Inc.			
	940,800	Term Loan, 7.61%, Maturing March 4, 2011	948,444
R.H. Donnelley Corp.			
	683,677	Term Loan, 6.29%, Maturing December 31, 2009	686,746
	4,906,439	Term Loan, 6.44%, Maturing June 30, 2011	4,932,625
Source Media, Inc.			
	2,707,993	Term Loan, 7.21%, Maturing November 8, 2011	2,743,535

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Publishing (continued)			
SP Newsprint Co.			
\$	1,305,204	Term Loan, 5.00%, Maturing January 9, 2010	\$ 1,324,782
	486,639	Term Loan, 7.38%, Maturing January 9, 2010	493,938
Sun Media Corp.			
	2,540,832	Term Loan, 6.42%, Maturing February 7, 2009	2,566,769
			\$ 37,032,148
Radio and Television 2.6%			
Adams Outdoor Advertising, L.P.			
\$	2,343,236	Term Loan, 7.09%, Maturing October 18, 2012	\$ 2,376,920
ALM Media Holdings, Inc.			
	1,149,447	Term Loan, 7.49%, Maturing March 5, 2010	1,156,631
Block Communications, Inc.			
	2,094,750	Term Loan, 6.98%, Maturing December 22, 2011	2,120,934
DirecTV Holdings, LLC			
	4,210,000	Term Loan, 6.42%, Maturing April 13, 2013	4,250,454
Emmis Operating Co.			
	2,404,878	Term Loan, 6.72%, Maturing November 10, 2011	2,423,477
Entravision Communications Corp.			
	1,840,750	Term Loan, 6.49%, Maturing September 29, 2013	1,855,898
Gray Television, Inc.			
	1,670,813	Term Loan, 6.49%, Maturing November 22, 2015	1,682,299
HIT Entertainment, Inc.			
	1,990,000	Term Loan, 7.17%, Maturing March 20, 2012	2,006,915
NEP Supershooters, L.P.			
	1,916,927	Term Loan, 12.98%, Maturing August 3, 2011	1,907,342
Nexstar Broadcasting, Inc.			
	2,156,427	Term Loan, 6.73%, Maturing October 1, 2012	2,167,209
	2,144,938	Term Loan, 6.73%, Maturing October 1, 2012	2,155,663
NextMedia Operating, Inc.			
	137,769	Term Loan, 6.84%, Maturing November 15, 2012	139,298
	309,981	Term Loan, 6.90%, Maturing November 15, 2012	313,420
PanAmSat Corp.			
	6,185,034	Term Loan, 6.90%, Maturing August 20, 2011	6,263,380
Patriot Media and Communications CNJ, LLC			

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	600,000	Term Loan, 9.85%, Maturing October 4, 2013	614,344
Paxson Communications Corp.			
	3,250,000	Term Loan, 8.32%, Maturing January 15, 2012	3,264,219
Rainbow National Services, LLC			
	3,097,376	Term Loan, 7.56%, Maturing March 31, 2012	3,136,416
Raycom TV Broadcasting, LLC			
	3,441,043	Term Loan, 6.50%, Maturing August 28, 2013	3,458,248
SFX Entertainment			
	1,820,438	Term Loan, 7.23%, Maturing June 21, 2013	1,828,402
Principal			
Amount		Borrower/Tranche Description	Value
Radio and Television (continued)			
Susquehanna Media Co.			
\$	6,967,406	Term Loan, 8.00%, Maturing March 9, 2012	\$ 6,980,469
Young Broadcasting, Inc.			
	2,375,806	Term Loan, 7.09%, Maturing November 3, 2012	2,381,004
			\$ 52,482,942
Rail Industries 0.2%			
Railamerica, Inc.			
\$	4,100,781	Term Loan, 7.06%, Maturing September 29, 2011	\$ 4,162,293
	484,757	Term Loan, 7.06%, Maturing September 29, 2011	492,028
			\$ 4,654,321
Retailers (Except Food and Drug) 1.8%			
Advantage Sales & Marketing, Inc.			
\$	2,650,000	Term Loan, 6.90%, Maturing March 29, 2013	\$ 2,673,188
American Achievement Corp.			
	1,770,811	Term Loan, 7.34%, Maturing March 25, 2011	1,779,665
Amscan Holdings, Inc.			
	1,850,000	Term Loan, 7.77%, Maturing December 23, 2012	1,868,885
Coinmach Laundry Corp.			
	4,545,410	Term Loan, 7.77%, Maturing December 15, 2012	4,624,009
FTD, Inc.			
	680,793	Term Loan, 7.30%, Maturing February 28, 2011	689,091
Harbor Freight Tools USA, Inc.			
	2,701,506	Term Loan, 6.65%, Maturing July 15, 2010	2,718,390
Home Interiors & Gifts, Inc.			
	1,063,814	Term Loan, 9.81%, Maturing March 31, 2011	1,010,624
Josten's Corp.			
	2,557,428	Term Loan, 7.07%, Maturing October 4, 2010	2,591,953
Mapco Express, Inc.			
	2,449,881	Term Loan, 7.69%, Maturing April 28, 2011	2,488,161

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Movie Gallery, Inc.		Term Loan, 9.98%, Maturing April 27, 2011	
	1,187,884		1,100,463
Neiman Marcus Group, Inc.		Term Loan, 7.34%, Maturing April 5, 2013	
	1,780,063		1,806,606
Oriental Trading Co., Inc.		Term Loan, 7.25%, Maturing August 4, 2010	
	4,904,423		4,941,206
Rent-A-Center, Inc.		Term Loan, 6.47%, Maturing June 30, 2010	
	2,545,356		2,573,673
Savers, Inc.		Term Loan, 8.24%, Maturing August 4, 2009	
	657,682		661,381
	1,000,000	Term Loan, 12.99%, Maturing August 4, 2010	1,015,000

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount		Borrower/Tranche Description	Value
Retailers (Except Food and Drug) (continued)			
Travelcenters of America, Inc.			
\$	3,700,725	Term Loan, 6.62%, Maturing November 30, 2008	\$ 3,743,283
			\$ 36,285,578
Steel 0.1%			
Gibraltar Industries, Inc.			
\$	1,122,188	Term Loan, 6.69%, Maturing December 8, 2010	\$ 1,130,604
			\$ 1,130,604
Surface Transport 0.1%			
Horizon Lines, LLC			
\$	967,763	Term Loan, 7.17%, Maturing July 7, 2011	\$ 981,069
Sirva Worldwide, Inc.			
	1,759,718	Term Loan, 9.50%, Maturing December 1, 2010	1,757,518
			\$ 2,738,587
Telecommunications 2.1%			
Alaska Communications Systems Holdings, Inc.			
\$	2,100,000	Term Loan, 6.73%, Maturing February 1, 2011	\$ 2,121,263
Cellular South, Inc.			
	2,238,608	Term Loan, 6.83%, Maturing May 4, 2011	2,265,191
Centennial Cellular Operating Co., LLC			
	3,533,773	Term Loan, 7.21%, Maturing February 9, 2011	3,585,677
Cincinnati Bell, Inc.			
	746,250	Term Loan, 6.36%, Maturing August 31, 2012	752,080
Consolidated Communications, Inc.			
	3,648,439	Term Loan, 6.68%, Maturing April 14, 2011	3,692,524
Epicor Software Corp.			
	500,000	Term Loan, 7.77%, Maturing March 30, 2012	504,688
Fairpoint Communications, Inc.			
	3,200,000	Term Loan, 6.75%, Maturing February 8, 2012	3,223,200
Hawaiian Telcom Communications, Inc.			
	1,105,000	Term Loan, 7.23%, Maturing October 31, 2012	1,116,741
Intelsat, Ltd.			
	987,501	Term Loan, 6.75%, Maturing July 28, 2011	997,068
Iowa Telecommunications Services			
	3,208,000	Term Loan, 6.69%, Maturing November 23, 2011	3,243,423
IPC Acquisition Corp.			
	1,479,065		1,503,470

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Principal Amount	Borrower/Tranche Description	Value
	Term Loan, 7.59%, Maturing August 5, 2011	
Madison River Capital, LLC		
1,310,310	Term Loan, 7.26%, Maturing July 31, 2012	1,326,893
NTelos, Inc.		
1,797,250	Term Loan, 7.50%, Maturing February 18, 2011	1,824,658
Principal Amount	Borrower/Tranche Description	Value
Telecommunications (continued)		
Qwest Corp.		
\$ 5,000,000	Term Loan, 9.65%, Maturing June 4, 2007	\$ 5,127,085
Stratos Global Corp.		
1,275,000	Term Loan, 7.73%, Maturing February 13, 2012	1,291,337
Triton PCS, Inc.		
4,541,294	Term Loan, 8.25%, Maturing November 18, 2009	4,581,030
Valor Telecom Enterprise, LLC		
3,110,000	Term Loan, 6.75%, Maturing February 14, 2012	3,120,829
Westcom Corp.		
853,999	Term Loan, 7.54%, Maturing December 17, 2010	856,134
1,000,000	Term Loan, 11.79%, Maturing June 17, 2011	1,017,500
		\$ 42,150,791
Utilities 1.6%		
Allegheny Energy Supply Co., LLC		
\$ 5,150,319	Term Loan, 6.34%, Maturing July 21, 2011	\$ 5,166,949
Astoria Generating Co.		
1,000,000	Term Loan, 8.69%, Maturing August 23, 2013	1,021,250
Cellnet Technology, Inc.		
704,675	Term Loan, 7.89%, Maturing April 26, 2012	716,126
Cogentrix Delaware Holdings, Inc.		
808,841	Term Loan, 6.50%, Maturing April 14, 2012	818,362
Covanta Energy Corp.		
1,188,943	Term Loan, 4.96%, Maturing June 25, 2012	1,207,520
851,998	Term Loan, 7.96%, Maturing June 25, 2012	865,311
875,000	Term Loan, 10.47%, Maturing June 24, 2013	896,875
KGen, LLC		
960,300	Term Loan, 7.60%, Maturing August 5, 2011	969,903
La Paloma Generating Co., LLC		
1,114,964	Term Loan, 6.73%, Maturing August 16, 2012	1,128,204
87,887	Term Loan, 6.73%, Maturing August 16, 2012	88,931
189,321	Term Loan, 6.75%, Maturing August 16, 2012	191,569
Mirant North America, LLC		

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	1,396,500	Term Loan, 6.60%, Maturing January 3, 2013	1,409,842
NRG Energy, Inc.			
	9,625,000	Term Loan, 6.82%, Maturing February 1, 2013	9,740,635
	2,225,000	Term Loan, 6.98%, Maturing February 1, 2013	2,251,769
Pike Electric, Inc.			
	863,762	Term Loan, 6.38%, Maturing July 1, 2012	876,718
	650,750	Term Loan, 6.44%, Maturing July 1, 2012	660,511
Reliant Energy, Inc.			
	324,471	Term Loan, 7.47%, Maturing December 22, 2010	324,572
Vulcan Energy Corp.			
	2,026,171	Term Loan, 6.25%, Maturing August 12, 2011	2,041,367

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal

Amount		Borrower/Tranche Description	Value
Utilities (continued)			
Wolf Hollow I.L.P.			
\$	1,506,219	Term Loan, 7.19%, Maturing June 22, 2012	\$ 1,523,164
	1,325,000	Term Loan, 7.20%, Maturing June 22, 2012	1,339,906
	200,000	Term Loan, 7.20%, Maturing June 22, 2012	202,188
			\$ 33,441,672
		Total Senior, Floating Rate Interests (identified cost \$1,121,216,479)	\$ 1,130,212,650

Mortgage Pass-Throughs 45.5%

Principal Amount
(000's omitted)

		Security	Value
Federal Home Loan Mortgage Corp.:			
\$	1,467	4.44%, with maturity at 2025 ⁽³⁾	\$ 1,476,514
	1,305	6.00%, with maturity at 2026	1,318,375
	22,395	6.50%, with various maturities to 2025 ⁽⁴⁾	22,982,547
	124,374	7.00%, with various maturities to 2027 ⁽⁴⁾	128,088,342
	1,132	7.13%, with maturity at 2023	1,185,192
	59,583	7.50%, with various maturities to 2029 ⁽⁴⁾	62,854,021
	1,496	7.65%, with maturity at 2022	1,588,011
	478	7.70%, with maturity at 2022	508,833
	27,711	8.00%, with various maturities to 2030	29,530,947
	26,946	8.50%, with various maturities to 2031	29,225,392
	186	8.75%, with maturity at 2010	191,307
	10,265	9.00%, with various maturities to 2031	11,187,587
	7,480	9.50%, with various maturities to 2025	8,300,800
	3,368	10.00%, with various maturities to 2022	3,735,884
	2,226	10.50%, with various maturities to 2021	2,479,388
	123	11.00%, with maturity at 2015	134,113
	180	11.50%, with various maturities to 2020	199,559
	2,042	12.00%, with various maturities to 2020	2,298,683
	858	12.50%, with various maturities to 2015	970,049
	349	13.00%, with maturity at 2015	402,636
	26	13.50%, with maturity at 2014	28,988
	111	14.00%, with maturity at 2014	131,701
			\$ 308,818,869

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Federal National Mortgage Assn.:

\$	9,722	4.622%, with maturity at 2036 ⁽³⁾	\$ 9,763,302
	20,598	5.50%, with maturity at 2014 ⁽⁴⁾	20,485,010
	6,998	5.858%, with maturity at 2022 ⁽³⁾	7,052,738
	1,015	6.00%, with maturity at 2023	1,022,111
	80,592	6.50%, with various maturities to 2029 ⁽⁴⁾	82,293,909
	1,000	6.75%, with maturity at 2023	1,031,009

Principal Amount
(000's omitted)

		Security	Value
\$	100,957	7.00%, with various maturities to 2028 ⁽⁴⁾	\$ 104,222,599
	18,719	7.50%, with various maturities to 2031	19,739,469
	20,468	8.00%, with various maturities to 2029	21,855,448
	125	8.25%, with maturity at 2018	133,321
	4,954	8.444%, with maturity at 2027 ⁽³⁾	5,390,958
	21,626	8.50%, with various maturities to 2028	23,460,159
	2,458	8.651%, with maturity at 2028	2,671,562
	1,497	8.77%, with maturity at 2029 ⁽³⁾	1,642,604
	2,224	8.789%, with maturity at 2027 ⁽³⁾	2,426,012
	21,198	9.00%, with various maturities to 2027	23,239,959
	1,037	9.315%, with maturity at 2024 ⁽³⁾	1,122,402
	14,357	9.50%, with various maturities to 2030	15,943,246
	1,751	9.554%, with maturity at 2018 ⁽³⁾	1,947,384
	4,406	10.00%, with various maturities to 2021	4,907,305
	2,774	10.232%, with maturity at 2025 ⁽³⁾	3,091,302
	3,111	10.337%, with maturity at 2019 ⁽³⁾	3,427,131
	3,774	10.50%, with various maturities to 2025	4,214,120
	1,306	11.00%, with various maturities to 2020	1,459,619
	127	11.25%, with maturity at 2016	141,758
	3,466	11.50%, with various maturities to 2021	3,908,741
	14	11.75%, with maturity at 2014	14,628
	570	12.00%, with various maturities to 2016	650,520
	432	12.50%, with various maturities to 2015	488,803
	518	13.00%, with various maturities to 2015	594,842
	151	13.50%, with various maturities to 2017	176,404
	76	14.50%, with maturity at 2014	89,564
			\$ 368,607,939

Government National Mortgage Assn.:

\$	6,673	6.00%, with maturity at 2024	\$ 6,739,950
	10,135		10,571,517

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		7.00%, with various maturities to 2024	
	11,995	7.50%, with various maturities to 2028	12,734,870
	42,176	8.00%, with various maturities to 2027 ⁽⁴⁾	45,093,803
	1,545	8.30%, with maturity at 2020	1,667,702
	2,874	8.50%, with various maturities to 2022	3,125,899
	13,541	9.00%, with various maturities to 2026	14,931,344
	19,443	9.50%, with various maturities to 2026	21,707,232
	1,306	10.00%, with maturity at 2019	1,463,955
			\$ 118,036,272
Collateralized Mortgage Obligations:			
		Federal Home Loan Mortgage Corp., Series 1497,	
\$	4,151	Class K, 7.00%, 4/15/23	\$ 4,269,646
		Federal Home Loan Mortgage Corp., Series 1529,	
	6,753	Class Z, 7.00%, 6/15/23	6,931,865
		Federal Home Loan Mortgage Corp., Series 1620,	
	5,653	Class Z, 6.00%, 11/15/23	5,726,538

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount (000's omitted)	Security	Value
\$ 939	Federal Home Loan Mortgage Corp., Series 1720, Class PJ, 7.25%, 1/15/24	\$ 953,408
936	Federal Home Loan Mortgage Corp., Series 2167, Class BZ, 7.00%, 6/15/29	970,815
7,645	Federal Home Loan Mortgage Corp., Series 2182, Class ZB, 8.00%, 9/15/29	8,053,959
3,340	Federal Home Loan Mortgage Corp., Series 2198, Class ZA, 8.50%, 11/15/29	3,694,767
24,148	Federal Home Loan Mortgage Corp., Series 2245, Class A, 8.00%, 8/15/27 ⁽⁴⁾	25,455,379
3,466	Federal Home Loan Mortgage Corp., Series 24, Class J, 6.25%, 11/25/23	3,512,321
801	Federal National Mortgage Assn., Series 1988-14, Class I, 9.20%, 6/25/18	861,877
777	Federal National Mortgage Assn., Series 1989-1, Class D, 10.30%, 1/25/19	862,218
1,605	Federal National Mortgage Assn., Series 1989-34, Class Y, 9.85%, 7/25/19	1,769,560
945	Federal National Mortgage Assn., Series 1990-17, Class G, 9.00%, 2/25/20	1,014,940
420	Federal National Mortgage Assn., Series 1990-27, Class Z, 9.00%, 3/25/20	453,445
386	Federal National Mortgage Assn., Series 1990-29, Class J, 9.00%, 3/25/20	423,605
1,908	Federal National Mortgage Assn., Series 1990-43, Class Z, 9.50%, 4/25/20	2,129,154
598	Federal National Mortgage Assn., Series 1991-98, Class J, 8.00%, 8/25/21	630,235
367	Federal National Mortgage Assn., Series 1992-103, Class Z, 7.50%, 6/25/22	386,741
667	Federal National Mortgage Assn., Series 1992-113, Class Z, 7.50%, 7/25/22	698,971
1,306	Federal National Mortgage Assn., Series 1992-185, Class ZB, 7.00%, 10/25/22	1,356,269
5,103	Federal National Mortgage Assn., Series 1992-77,	5,421,587

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		Class ZA, 8.00%, 5/25/22	
		Federal National Mortgage Assn., Series 1993-16,	
	2,687	Class Z, 7.50%, 2/25/23	2,830,234
		Federal National Mortgage Assn., Series 1993-22,	
	2,506	Class PM, 7.40%, 2/25/23	2,628,812
		Federal National Mortgage Assn., Series 1993-25,	
	3,558	Class J, 7.50%, 3/25/23	3,752,927
		Federal National Mortgage Assn., Series 1993-30,	
	7,707	Class PZ, 7.50%, 3/25/23	8,125,695
		Federal National Mortgage Assn., Series 1994-89,	
	5,698	Class ZQ, 8.00%, 7/25/24	6,090,808
		Federal National Mortgage Assn., Series 1996-57,	
	5,879	Class Z, 7.00%, 12/25/26	6,106,939
		Federal National Mortgage Assn., Series 1997-77,	
	3,366	Class Z, 7.00%, 11/18/27	3,503,950

Principal Amount
(000's omitted)

		Security	Value
		Federal National Mortgage Assn., Series 2001-37,	
\$	3,512	Class GA, 8.00%, 7/25/16	\$ 3,659,671
		Federal National Mortgage Assn., Series 2002-1,	
	2,185	Class G, 7.00%, 7/25/23	2,263,681
		Federal National Mortgage Assn., Series G92-44,	
	1,136	Class Z, 8.00%, 7/25/22	1,200,399
		Federal National Mortgage Assn., Series G92-44,	
	1,848	Class ZQ, 8.00%, 7/25/22	1,951,848
		Government National Mortgage Assn., Series 2002-45,	
	9,000	Class PG, 6.00%, 3/17/32	9,082,516
		Government National Mortgage Assn., Series 2005-72,	
	1,190	Class E, 12.00%, 11/16/15	1,365,311
		Merrill Lynch Trust, Series 45,	
	2,368	Class Z, 9.10%, 9/20/20	2,367,525
			130,507,616
		Total Mortgage Pass-Throughs (identified cost \$944,813,648)	\$ 925,970,696

Corporate Bonds & Notes 48.8%

Principal Amount
(000's omitted)

		Security	Value
Aerospace and Defense	0.6%		
Argo Tech Corp., Sr. Notes			
\$	1,815	9.25%, 6/1/11	\$ 1,921,631
Armor Holdings, Inc., Sr. Sub. Notes			
	1,895	8.25%, 8/15/13	2,032,387
Delta Air Lines, Inc.			
	1,401	9.50%, 11/18/08 ⁽⁵⁾⁽⁶⁾	1,372,980

DRS Technologies, Inc., Sr. Sub. Notes

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	875	7.625%, 2/1/18	902,344
Sequa Corp.			
	5,350	8.875%, 4/1/08	5,604,125
			\$ 11,833,467
Air Transport 0.2%			
American Airlines			
\$	3,615	7.80%, 10/1/06	\$ 3,625,925
			\$ 3,625,925
Automotive 3.2%			
Altra Industrial Motion, Inc.			
\$	2,250	9.00%, 12/1/11	\$ 2,272,500
Commercial Vehicle Group, Inc., Sr. Notes			
	1,100	8.00%, 7/1/13	1,105,500

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount (000's omitted)		Security	Value
Automotive (continued)			
Ford Motor Credit Co.			
\$	2,190	6.50%, 1/25/07	\$ 2,176,825
	9,165	7.375%, 10/28/09	8,474,536
	4,355	7.875%, 6/15/10	4,025,322
Ford Motor Credit Co., Variable Rate			
	10,995	8.149%, 11/2/07	10,795,738
General Motors Acceptance Corp.			
	2,770	6.125%, 9/15/06	2,748,436
	2,160	5.125%, 5/9/08	2,040,204
	1,075	5.85%, 1/14/09	1,011,354
	435	7.00%, 2/1/12	408,919
	3,205	8.00%, 11/1/31	3,046,984
Keystone Automotive Operations, Inc., Sr. Sub. Notes			
	1,080	9.75%, 11/1/13	982,800
Metaldyne, Inc.			
	1,175	10.00%, 11/1/13	1,136,812
Tenneco Automotive, Global Shares, Series B			
	10,855	10.25%, 7/15/13	12,076,187
Tenneco Automotive, Inc., Sr. Sub. Notes			
	2,680	8.625%, 11/15/14	2,726,900
TRW Automotive, Inc., Sr. Notes			
	2,230	9.375%, 2/15/13	2,408,400
TRW Automotive, Inc., Sr. Sub. Notes			
	3,900	11.00%, 2/15/13	4,329,000
United Components, Inc., Sr. Sub. Notes			
	990	9.375%, 6/15/13	975,150
Visteon Corp., Sr. Notes			
	2,025	8.25%, 8/1/10	1,827,562
			\$ 64,569,129
Brokers / Dealers / Investment Houses 0.4%			
E*Trade Financial Corp., Sr. Notes			
\$	785	8.00%, 6/15/11	\$ 814,437
Residential Capital Corp.			
	1,735	6.875%, 6/30/15	1,761,840
Residential Capital Corp., Sub. Notes, Variable Rate			
	5,390	6.898%, 4/17/09 ⁽⁶⁾	5,391,029
			\$ 7,967,306
Building and Development 1.7%			
CB Richard Ellis Services, Inc., Sr. Sub. Notes			
\$	2,600	11.25%, 6/15/11	\$ 2,795,000
Coleman Cable, Inc., Sr. Notes			
	1,310	9.875%, 10/1/12 ⁽⁶⁾	1,195,375

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Principal Amount (000's omitted)	Security	Value
Building and Development (continued)		
Dayton Superior Corp., Sr. Notes		
\$ 2,975	10.75%, 9/15/08	\$ 3,101,437
General Cable Corp., Sr. Notes		
2,520	9.50%, 11/15/10	2,734,200
MAAX Corp., Sr. Sub. Notes		
920	9.75%, 6/15/12	795,800
Mueller Group, Inc., Sr. Sub. Notes		
2,625	10.00%, 5/1/12	2,887,500
Mueller Holdings, Inc., Disc. Notes		
1,440	14.75%, 4/15/14	1,195,200
Nortek, Inc., Sr. Sub Notes		
5,715	8.50%, 9/1/14	5,886,450
NTK Holdings, Inc., Sr. Disc. Notes		
2,575	10.75%, 3/1/14 ⁽⁶⁾	1,973,094
Panoram Industries International, Sr. Sub. Notes		
3,215	10.75%, 10/1/13 ⁽⁶⁾	3,166,775
RMCC Acquisition Co., Sr. Sub. Notes		
8,170	9.50%, 11/1/12 ⁽⁶⁾	8,578,500
Stanley-Martin Co.		
870	9.75%, 8/15/15 ⁽⁶⁾	800,400
		\$ 35,109,731
Business Equipment and Services 2.3%		
Activant Solutions, Inc., Sr. Sub. Notes		
\$ 1,070	9.50%, 5/1/16 ⁽⁶⁾	\$ 1,094,075
Affinion Group, Inc.		
1,065	10.125%, 10/15/13 ⁽⁶⁾	1,104,937
Affinion Group, Inc., Sr. Sub. Notes		
1,490	11.50%, 10/15/15 ⁽⁶⁾	1,534,700
Avis Budget Car Rental, LLC, Sr. Notes, Variable Rate		
850	7.576%, 5/15/14 ⁽⁶⁾	878,687
Hydrochem Industrial Services, Inc., Sr. Sub Notes		
2,430	9.25%, 2/15/13 ⁽⁶⁾	2,423,925
Knowledge Learning Center, Sr. Sub. Notes		
2,200	7.75%, 2/1/15 ⁽⁶⁾	2,098,250
Muzak, LLC / Muzak Finance, Sr. Notes		
5,250	10.00%, 2/15/09	4,620,000
Norcross Safety Products, LLC / Norcross Capital Corp., Sr. Sub. Notes, Series B		
5,100	9.875%, 8/15/11	5,367,750
Safety Products Holdings, Inc., Sr. Notes (PIK)		
6,139	11.75%, 1/1/12 ⁽⁷⁾	6,205,352
Sungard Data Systems, Inc., Sr. Notes		
4,590	9.125%, 8/15/13 ⁽⁶⁾	4,922,775

See notes to financial statements

Eaton Vance Limited Duration Income Fund as of April 30, 2006

PORTFOLIO OF INVESTMENTS CONT'D

Principal Amount (000's omitted)		Security	Value
Business Equipment and Services (continued)			
Sungard Data Systems, Inc., Sr. Notes, Variable Rate			
\$ 1,100		9.431%, 8/15/13 ⁽⁶⁾	\$ 1,171,500
Sungard Data Systems, Inc., Sr. Sub. Notes			
6,080		10.25%, 8/15/15 ⁽⁶⁾	6,566,400
Xerox Corp.			
5,175		9.75%, 1/15/09	5,653,687
Xerox Corp., Sr. Notes			
1,855		7.125%, 6/15/10	1,919,925
1,485		7.625%, 6/15/13	1,540,687
			\$ 47,102,650
Cable and Satellite Television 2.3%			
Adelphia Communications Corp.			