

EATON VANCE SENIOR FLOATING RATE TRUST

Form N-Q

March 31, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM N-Q

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

Investment Company Act File Number

811-21411

Eaton Vance Senior Floating-Rate Trust

(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

Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109
(Name and Address of Agent for Service)

Registrant's Telephone Number, Including Area
Code:

(617) 482-8260

Date of Fiscal Year End:

October 31

Date of Reporting Period:

January 31, 2008

Item 1. Schedule of Investments

Eaton Vance Senior Floating-Rate Trust

as of January 31, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Senior Floating-Rate Interests 156.2% (1)

Principal Amount*	Borrower/Tranche Description	Value
Aerospace and Defense 2.9%		
	ACTS Aero Technical Support & Service, Inc.	
709,366	Term Loan, 7.31%, Maturing October 5, 2014	\$ 652,617
	Colt Defense, LLC	
995,000	Term Loan, 6.52%, Maturing July 9, 2014	988,781
	DAE Aviation Holdings, Inc.	
485,066	Term Loan, 7.75%, Maturing July 31, 2009	484,763
414,731	Term Loan, 6.99%, Maturing July 31, 2014	413,435
547,791	Term Loan, 7.93%, Maturing July 31, 2014	546,079
	Evergreen International Aviation	
1,395,302	Term Loan, 6.81%, Maturing October 31, 2011	1,325,537
	Hawker Beechcraft Acquisition	
117,836	Term Loan, Maturing March 26, 2014 (2)	111,944
1,382,164	Term Loan, Maturing March 26, 2014 (2)	1,313,056
176,702	Term Loan, 6.83%, Maturing March 26, 2014	159,813
2,072,636	Term Loan, 6.83%, Maturing March 26, 2014	1,874,536
	Hexcel Corp.	
820,506	Term Loan, 6.46%, Maturing March 1, 2012	808,199
	IAP Worldwide Services, Inc.	
955,500	Term Loan, 11.13%, Maturing December 30, 2012	848,484
	Spirit AeroSystems, Inc.	
1,609,784	Term Loan, 5.68%, Maturing December 31, 2011	1,599,723
	TransDigm, Inc.	
1,625,000	Term Loan, 6.86%, Maturing June 23, 2013	1,566,094
	Vought Aircraft Industries, Inc.	
2,123,306	Term Loan, 7.34%, Maturing December 17, 2011	2,010,064
	Wesco Aircraft Hardware Corp.	
1,142,688	Term Loan, 7.08%, Maturing September 29, 2013	1,099,837
		\$ 15,802,962
Air Transport 0.9%		
	Airport Development and Investment, Ltd.	
GBP 986,070	Term Loan, 9.64%, Maturing April 7, 2011	\$ 1,806,852
	Delta Air Lines, Inc.	
1,194,000	Term Loan, 8.08%, Maturing April 30, 2014	1,087,038
	Northwest Airlines, Inc.	
2,079,000	DIP Loan, 5.99%, Maturing August 21, 2008	1,905,751
		\$ 4,799,641
Automotive 5.7%		
	Accuride Corp.	
1,957,967	Term Loan, 7.56%, Maturing January 31, 2012	\$ 1,888,214
	Adesa, Inc.	
4,203,875	Term Loan, 7.08%, Maturing October 18, 2013	3,691,154
	Affina Group, Inc.	
1,370,985	Term Loan, 6.24%, Maturing November 30, 2011	1,340,138
	Allison Transmission, Inc.	
2,992,500	Term Loan, 7.43%, Maturing September 30, 2014	2,631,796
	AxleTech International Holding, Inc.	

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1,750,000	Term Loan, 11.23%, Maturing April 21, 2013	1,723,750
	Chrysler Financial	
1,500,000	Term Loan, Maturing August 1, 2014 (2)	1,350,000
	CSA Acquisition Corp.	
358,353	Term Loan, 7.38%, Maturing December 23, 2011	341,033
895,604	Term Loan, 7.38%, Maturing December 23, 2011	852,317
490,000	Term Loan, 7.38%, Maturing December 23, 2012	463,050

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		Dayco Products, LLC	
	1,748,610	Term Loan, 9.27%, Maturing June 21, 2011	\$ 1,455,718
		Delphi Corp.	
	1,000,000	DIP Loan, 7.38%, Maturing July 1, 2008	987,500
		Ford Motor Co.	
	1,757,250	Term Loan, 8.00%, Maturing December 15, 2013	1,543,185
		General Motors Corp.	
	3,422,956	Term Loan, 7.06%, Maturing November 29, 2013	3,140,990
		Goodyear Tire & Rubber Co.	
	2,400,000	Term Loan, 6.43%, Maturing April 30, 2010	2,199,000
		HLI Operating Co., Inc.	
EUR	109,091	Term Loan, 6.94%, Maturing May 30, 2014	157,482
EUR	1,886,182	Term Loan, 7.59%, Maturing May 30, 2014	2,694,937
		Keystone Automotive Operations, Inc.	
	1,388,487	Term Loan, 7.44%, Maturing January 12, 2012	1,219,554
		LKQ Corp.	
	975,000	Term Loan, 6.57%, Maturing October 12, 2014	966,469
		TriMas Corp.	
	234,375	Term Loan, 5.39%, Maturing August 2, 2011	230,566
	1,002,930	Term Loan, 5.49%, Maturing August 2, 2013	986,632
		United Components, Inc.	
	1,197,003	Term Loan, 6.86%, Maturing June 30, 2010	1,144,634
			\$ 31,008,119
Beverage and Tobacco	0.5%		
		Constellation Brands, Inc.	
	560,000	Term Loan, 6.60%, Maturing June 5, 2013	\$ 543,050
		Culligan International Co.	
EUR	975,000	Term Loan, 9.32%, Maturing May 31, 2013	851,715
		Southern Wine & Spirits of America, Inc.	
	1,424,128	Term Loan, 6.34%, Maturing May 31, 2012	1,413,447
			\$ 2,808,212
Brokers, Dealers and Investment Houses	0.1%		
		AmeriTrade Holding Corp.	
	730,172	Term Loan, 4.77%, Maturing December 31, 2012	\$ 700,783
			\$ 700,783
Building and Development	6.5%		
		Beacon Sales Acquisition, Inc.	
	691,250	Term Loan, 6.78%, Maturing September 30, 2013	\$ 629,037
		Brickman Group Holdings, Inc.	
	1,215,813	Term Loan, 7.14%, Maturing January 23, 2014	1,130,706
		Building Materials Corp. of America	
	1,410,803	Term Loan, 6.69%, Maturing February 22, 2014	1,144,767
		Capital Automotive (REIT)	
	1,232,598	Term Loan, 6.39%, Maturing December 16, 2010	1,181,333
		Epco/Fantome, LLC	
	1,403,000	Term Loan, 5.90%, Maturing November 23, 2010	1,395,985
		Forestar USA Real Estate Group, Inc.	
	1,550,000	Term Loan, 8.32%, Maturing December 1, 2010	1,534,500
	1,550,000	Term Loan, 8.60%, Maturing December 1, 2010 (3)	1,526,750
		Hovstone Holdings, LLC	
	1,162,726	Term Loan, 5.80%, Maturing February 28, 2009 (4)	1,033,082
		LNR Property Corp.	
	2,800,000	Term Loan, 7.63%, Maturing July 3, 2011	2,590,000
		Metroflag BP, LLC	
	500,000	Term Loan, 13.02%, Maturing July 1, 2008	450,000
		Mueller Water Products, Inc.	
	1,784,739	Term Loan, 5.14%, Maturing May 24, 2014	1,691,040
		NCI Building Systems, Inc.	

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553,061	Term Loan, 6.73%, Maturing June 18, 2010	528,865
	Nortek, Inc.	
2,704,138	Term Loan, 5.53%, Maturing August 27, 2011	2,501,328

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		November 2005 Land Investors	
	306,506	Term Loan, 7.27%, Maturing May 9, 2011	\$ 245,205
		Panolam Industries Holdings, Inc.	
	1,000,288	Term Loan, 7.59%, Maturing September 30, 2012	875,252
		PLY GEM Industries, Inc.	
	1,841,744	Term Loan, 7.58%, Maturing August 15, 2011	1,631,785
	57,607	Term Loan, 7.58%, Maturing August 15, 2011	51,040
		Re/Max International, Inc.	
	700,000	Term Loan, 6.79%, Maturing December 17, 2012	630,000
	500,000	Term Loan, 12.50%, Maturing December 17, 2012	450,000
		Realogy Corp.	
	897,008	Term Loan, 7.76%, Maturing September 1, 2014	756,290
	3,331,742	Term Loan, 7.51%, Maturing September 1, 2014	2,809,075
		South Edge, LLC	
	787,500	Term Loan, 5.31%, Maturing October 31, 2009	602,437
		Stile Acquisition Corp.	
	1,160,497	Term Loan, 5.65%, Maturing April 6, 2013	1,004,753
		Stile U.S. Acquisition Corp.	
	1,162,479	Term Loan, 5.65%, Maturing April 6, 2013	1,006,469
		Tousa/Kolter, LLC	
	1,297,200	Term Loan, 7.00%, Maturing March 31, 2031 (4)	1,123,375
		TRU 2005 RE Holding Co.	
	4,100,000	Term Loan, 7.63%, Maturing December 9, 2008	3,856,562
		United Subcontractors, Inc.	
	825,000	Term Loan, 12.21%, Maturing June 27, 2013 (4)	591,195
		Wintergames Acquisition ULC	
	2,782,468	Term Loan, 6.55%, Maturing April 24, 2008	2,737,253
			\$ 35,708,084
Business Equipment and Services	10.3%		
		ACCO Brands Corp.	
	1,017,825	Term Loan, 6.38%, Maturing August 17, 2012	\$ 951,666
		Activant Solutions, Inc.	
	721,446	Term Loan, 6.77%, Maturing May 1, 2013	662,828
		Affiliated Computer Services	
	808,500	Term Loan, 5.29%, Maturing March 20, 2013	775,971
	2,142,375	Term Loan, 5.85%, Maturing March 20, 2013	2,056,179
		Affinion Group, Inc.	
	2,402,406	Term Loan, 7.44%, Maturing October 17, 2012	2,254,257
		Allied Security Holdings, LLC	
	1,240,909	Term Loan, 7.83%, Maturing June 30, 2010	1,172,659
		Buhrmann US, Inc.	
	2,058,838	Term Loan, 7.00%, Maturing December 31, 2010	2,017,661
		DynCorp International, LLC	
	1,073,596	Term Loan, 6.88%, Maturing February 11, 2011	1,012,758
		Education Management, LLC	
	2,710,005	Term Loan, 6.63%, Maturing June 1, 2013	2,512,023
		Info USA, Inc.	
	612,563	Term Loan, 6.83%, Maturing February 14, 2012	597,248
		Intergraph Corp.	
	1,000,000	Term Loan, Maturing May 29, 2014 (2)	960,000
		iPayment, Inc.	
	1,662,773	Term Loan, 6.45%, Maturing May 10, 2013	1,463,240
		ista International GmbH	
EUR	1,063,683	Term Loan, 6.77%, Maturing May 14, 2015	1,338,656
EUR	211,317	Term Loan, 6.77%, Maturing May 14, 2015	265,944
		Kronos, Inc.	
	1,086,643	Term Loan, 7.08%, Maturing June 11, 2014	969,829
		Language Line, Inc.	

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2,153,357	Term Loan, 6.52%, Maturing June 11, 2011 Mitchell International, Inc.	2,080,681
1,000,000	Term Loan, 10.13%, Maturing March 28, 2015 N.E.W. Holdings I, LLC	890,000
981,955	Term Loan, 7.13%, Maturing May 22, 2014	864,120

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		Protection One, Inc.	
	902,857	Term Loan, 6.45%, Maturing March 31, 2012	\$ 830,628
		Quantum Corp.	
	382,500	Term Loan, 8.33%, Maturing July 12, 2014	371,025
		Quintiles Transnational Corp.	
	1,700,000	Term Loan, 8.83%, Maturing March 31, 2014	1,634,125
		Sabre, Inc.	
	6,057,297	Term Loan, 5.24%, Maturing September 30, 2014	4,982,884
		Serena Software, Inc.	
	480,000	Term Loan, 7.18%, Maturing March 10, 2013	457,400
		Sitel (Client Logic)	
	1,995,594	Term Loan, 5.94%, Maturing January 29, 2014	1,781,068
		Solera Holdings, LLC	
EUR	789,735	Term Loan, 7.00%, Maturing May 15, 2014	1,128,357
		SunGard Data Systems, Inc.	
	12,774,465	Term Loan, 6.90%, Maturing February 11, 2013	11,870,940
		TDS Investor Corp.	
EUR	1,054,228	Term Loan, 7.02%, Maturing August 23, 2013	1,400,898
	1,345,107	Term Loan, 7.08%, Maturing August 23, 2013	1,244,014
	269,897	Term Loan, 7.08%, Maturing August 23, 2013	249,612
		Transaction Network Services, Inc.	
	623,911	Term Loan, 7.48%, Maturing May 4, 2012	602,074
		Valassis Communications, Inc.	
	238,601	Term Loan, 0.00%, Maturing March 2, 2014 (3)	213,548
	1,215,724	Term Loan, 6.58%, Maturing March 2, 2014	1,088,073
		VWR International, Inc.	
	1,625,000	Term Loan, 7.33%, Maturing June 28, 2013	1,497,031
		WAM Acquisition, S.A.	
EUR	245,946	Term Loan, 6.96%, Maturing May 4, 2014	328,809
EUR	154,054	Term Loan, 6.96%, Maturing May 4, 2014	206,113
EUR	245,946	Term Loan, 7.21%, Maturing May 4, 2015	330,630
EUR	154,054	Term Loan, 7.21%, Maturing May 4, 2015	207,149
		West Corp.	
	3,406,961	Term Loan, 5.85%, Maturing October 24, 2013	3,152,717
			\$ 56,422,815
Cable and Satellite Television	10.7%		
		Atlantic Broadband Finance, LLC	
	4,230,267	Term Loan, 7.08%, Maturing February 10, 2011	\$ 4,046,957
		Bragg Communications, Inc.	
	2,144,625	Term Loan, 7.58%, Maturing August 31, 2014	2,123,179
		Bresnan Broadband Holdings, LLC	
	500,000	Term Loan, 5.93%, Maturing March 29, 2014	467,291
	1,200,000	Term Loan, 9.47%, Maturing March 29, 2014	1,155,000
		Cequel Communications, LLC	
	1,550,000	Term Loan, 9.41%, Maturing May 5, 2014	1,330,094
	3,436,112	Term Loan, 10.91%, Maturing May 5, 2014	2,955,056
		Charter Communications Operating, Inc.	
	12,118,808	Term Loan, 5.26%, Maturing April 28, 2013	10,609,786
		CSC Holdings, Inc.	
	4,990,768	Term Loan, 6.90%, Maturing March 29, 2013	4,603,539
		CW Media Holdings, Inc.	
	623,438	Term Loan, 8.08%, Maturing February 15, 2015	604,734
		Insight Midwest Holdings, LLC	
	3,594,375	Term Loan, 6.73%, Maturing April 6, 2014	3,306,325
		Mediacom Broadband Group	
	5,836,496	Term Loan, 5.46%, Maturing January 31, 2015	5,192,397
		Mediacom Illinois, LLC	
	2,756,903	Term Loan, 5.46%, Maturing January 31, 2015	2,458,567

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NTL Investment Holdings, Ltd.			
	2,492,490	Term Loan, 6.06%, Maturing March 30, 2012	2,355,403
GBP	530,337	Term Loan, 7.68%, Maturing March 30, 2012	971,020
GBP	269,663	Term Loan, 7.68%, Maturing March 30, 2012	493,739
Orion Cable GmbH			
EUR	1,075,000	Term Loan, 7.47%, Maturing October 31, 2014	1,514,905
EUR	1,075,000	Term Loan, 7.98%, Maturing October 31, 2015	1,517,178

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ProSiebenSat.1 Media AG				
EUR	608,000	Term Loan, 6.07%, Maturing March 2, 2015	\$	707,111
EUR	11,076	Term Loan, 6.55%, Maturing June 26, 2015		14,342
EUR	272,924	Term Loan, 6.55%, Maturing June 26, 2015		353,396
EUR	608,000	Term Loan, 6.30%, Maturing March 2, 2016		711,612
EUR	575,000	Term Loan, 8.10%, Maturing September 2, 2016		615,097
EUR	375,568	Term Loan, 6.86%, Maturing March 2, 2017		398,514
UPC Broadband Holding B.V.				
EUR	4,050,000	Term Loan, 6.30%, Maturing October 16, 2011		5,398,148
	1,950,000	Term Loan, 6.38%, Maturing December 31, 2014		1,762,617
YPSO Holding SA				
EUR	541,621	Term Loan, 6.70%, Maturing July 28, 2014		704,190
EUR	209,021	Term Loan, 6.70%, Maturing July 28, 2014		271,759
EUR	249,358	Term Loan, 6.70%, Maturing July 28, 2014		324,203
EUR	1,000,000	Term Loan, 6.95%, Maturing July 28, 2015		1,317,734
			\$	58,283,893
Chemicals and Plastics 9.5%				
AZ Chem US, Inc.				
	500,000	Term Loan, 10.57%, Maturing February 28, 2014	\$	408,333
Brenntag Holding GmbH and Co. KG				
	373,091	Term Loan, 5.79%, Maturing December 23, 2013		345,731
	1,526,909	Term Loan, 5.79%, Maturing December 23, 2013		1,414,936
	1,000,000	Term Loan, 7.79%, Maturing December 23, 2015		935,000
Celanese Holdings, LLC				
	4,193,313	Term Loan, 6.48%, Maturing April 2, 2014		3,956,273
Cognis GmbH				
EUR	803,279	Term Loan, 6.95%, Maturing September 15, 2013		1,058,755
EUR	196,721	Term Loan, 6.95%, Maturing September 15, 2013		259,287
First Chemical Holding				
EUR	1,000,000	Term Loan, 6.75%, Maturing December 18, 2014 (3)		1,396,919
Foamex L.P.				
	1,542,353	Term Loan, 6.48%, Maturing February 12, 2013		1,346,988
Georgia Gulf Corp.				
	795,563	Term Loan, 7.03%, Maturing October 3, 2013		741,199
Hercules, Inc.				
	577,463	Term Loan, 5.52%, Maturing October 8, 2010		573,853
Hexion Specialty Chemicals, Inc.				
	497,500	Term Loan, 7.13%, Maturing May 5, 2012		468,548
	4,474,981	Term Loan, 7.00%, Maturing May 5, 2013		4,214,564
	972,093	Term Loan, 7.13%, Maturing May 5, 2013		915,523
Huish Detergents, Inc.				
	945,250	Term Loan, 6.83%, Maturing April 26, 2014		757,888
INEOS Group				
	1,592,500	Term Loan, 7.86%, Maturing December 14, 2014		1,476,380
Innophos, Inc.				
	578,842	Term Loan, 7.08%, Maturing August 10, 2010		555,688
Invista B.V.				
	2,491,854	Term Loan, 6.33%, Maturing April 29, 2011		2,383,875
	1,320,868	Term Loan, 6.33%, Maturing April 29, 2011		1,263,630
ISP Chemco, Inc.				
	2,587,000	Term Loan, 6.68%, Maturing June 4, 2014		2,413,994
Kleopatra				
	825,000	Term Loan, 7.04%, Maturing January 3, 2016		665,156
EUR	575,000	Term Loan, 7.12%, Maturing January 3, 2016		651,988
Kranton Polymers, LLC				
	2,879,071	Term Loan, 6.75%, Maturing May 12, 2013		2,673,937
Lucite International Group Holdings				
	601,715	Term Loan, 5.50%, Maturing July 7, 2013		553,578

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	213,052	Term Loan, 5.50%, Maturing July 7, 2013	196,007
		MacDermid, Inc.	
EUR	832,042	Term Loan, 7.02%, Maturing April 12, 2014	1,176,485
		Millenium Inorganic Chemicals	
	350,000	Term Loan, 7.08%, Maturing April 30, 2014	313,250
	975,000	Term Loan, 10.48%, Maturing October 31, 2014	758,062

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		Momentive Performance Material		
	1,707,750	Term Loan, 7.13%, Maturing December 4, 2013	\$	1,573,874
		Nalco Co.		
	5,411,119	Term Loan, 5.87%, Maturing November 4, 2010		5,291,625
		Propex Fabrics, Inc.		
	780,858	Term Loan, 10.00%, Maturing July 31, 2012		564,170
		Rockwood Specialties Group, Inc.		
	4,316,500	Term Loan, 4.74%, Maturing December 10, 2012		4,109,368
		Schoeller Arca Systems Holding		
EUR	443,417	Term Loan, 7.46%, Maturing November 16, 2015		646,675
EUR	144,523	Term Loan, 7.46%, Maturing November 16, 2015		210,770
		Solo Cup Co.		
	1,663,802	Term Loan, 8.41%, Maturing February 27, 2011		1,614,780
		Solutia, Inc.		
	1,748,505	DIP Loan, 6.49%, Maturing March 31, 2008		1,727,742
		Sshoeller Arca Systems Holding		
EUR	412,060	Term Loan, 7.46%, Maturing November 16, 2015		600,945
		Wellman, Inc.		
	2,250,000	Term Loan, 8.91%, Maturing February 10, 2009		1,800,000
			\$	52,015,776
Clothing/Textiles	0.6%			
		Hanesbrands, Inc.		
	1,255,179	Term Loan, 5.00%, Maturing September 5, 2013	\$	1,213,797
	850,000	Term Loan, 6.99%, Maturing March 5, 2014		843,271
		St. John Knits International, Inc.		
	558,625	Term Loan, 7.84%, Maturing March 23, 2012		550,246
		The William Carter Co.		
	631,829	Term Loan, 4.75%, Maturing July 14, 2012		608,661
			\$	3,215,975
Conglomerates	3.8%			
		Amsted Industries, Inc.		
	1,706,253	Term Loan, 6.38%, Maturing October 15, 2010	\$	1,652,933
		Blount, Inc.		
	281,091	Term Loan, 6.38%, Maturing August 9, 2010		272,658
		Doncasters (Dunde HoldCo 4 Ltd.)		
	431,763	Term Loan, 6.82%, Maturing July 13, 2015		410,984
	431,763	Term Loan, 7.32%, Maturing July 13, 2015		412,064
GBP	500,000	Term Loan, 10.20%, Maturing January 13, 2016		919,450
		GenTek, Inc.		
	503,669	Term Loan, 6.44%, Maturing February 25, 2011		490,448
		Goodman Global Holdings, Inc.		
	262,087	Term Loan, 6.59%, Maturing December 23, 2011		260,941
		ISS Holdings A/S		
EUR	147,368	Term Loan, 6.95%, Maturing December 31, 2013		200,411
EUR	1,052,632	Term Loan, 6.95%, Maturing December 31, 2013		1,431,506
		Jarden Corp.		
	2,150,395	Term Loan, 6.58%, Maturing January 24, 2012		2,019,879
	1,211,782	Term Loan, 6.58%, Maturing January 24, 2012		1,138,234
		Johnson Diversey, Inc.		
	1,661,444	Term Loan, 6.88%, Maturing December 16, 2011		1,603,294
		Polymer Group, Inc.		
	2,451,274	Term Loan, 7.09%, Maturing November 22, 2012		2,402,249
		RBS Global, Inc.		
	2,284,836	Term Loan, 6.43%, Maturing July 19, 2013		2,197,251
	296,250	Term Loan, 7.40%, Maturing July 19, 2013		284,894
		RGIS Holdings, LLC		
	2,844,045	Term Loan, 5.76%, Maturing April 30, 2014		2,488,539
	142,202	Term Loan, 5.77%, Maturing April 30, 2014		124,427

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	US Investigations Services, Inc.	
1,920,175	Term Loan, 7.91%, Maturing February 21, 2015	1,788,163
	Vertrue, Inc.	
847,875	Term Loan, 7.83%, Maturing August 16, 2014	784,284
		\$ 20,882,609

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Containers and Glass Products 4.6%			
	Berry Plastics Corp.		
1,885,750	Term Loan, 7.16%, Maturing April 3, 2015	\$	1,634,828
	Bluegrass Container Co.		
374,300	Term Loan, 6.57%, Maturing June 30, 2013		364,408
1,250,950	Term Loan, 6.68%, Maturing June 30, 2013		1,217,889
284,848	Term Loan, 8.40%, Maturing December 30, 2013		283,780
890,152	Term Loan, 8.40%, Maturing December 30, 2013		886,813
	Consolidated Container Co.		
1,000,000	Term Loan, 9.58%, Maturing September 28, 2014		591,667
	Crown Americas, Inc.		
612,500	Term Loan, 6.62%, Maturing November 15, 2012		597,187
	Graham Packaging Holdings Co.		
4,218,125	Term Loan, 7.25%, Maturing October 7, 2011		3,922,270
	Graphic Packaging International, Inc.		
5,528,673	Term Loan, 6.03%, Maturing May 16, 2014		5,090,216
	IPG (US), Inc.		
1,278,225	Term Loan, 8.08%, Maturing July 28, 2011		1,270,236
	JSG Acquisitions		
1,845,000	Term Loan, 6.50%, Maturing December 31, 2013		1,772,353
1,845,000	Term Loan, 6.75%, Maturing December 13, 2014		1,781,578
	Kranson Industries, Inc.		
840,563	Term Loan, 7.09%, Maturing July 31, 2013		806,940
	Owens-Brockway Glass Container		
1,555,938	Term Loan, 5.82%, Maturing June 14, 2013		1,504,073
	Smurfit-Stone Container Corp.		
650,961	Term Loan, 6.60%, Maturing November 1, 2011		623,476
630,522	Term Loan, 6.69%, Maturing November 1, 2011		603,725
1,431,516	Term Loan, 7.02%, Maturing November 1, 2011		1,370,677
729,847	Term Loan, 7.06%, Maturing November 1, 2011		699,031
		\$	25,021,147
Cosmetics/Toiletries 0.7%			
	American Safety Razor Co.		
497,475	Term Loan, 5.95%, Maturing July 31, 2013	\$	482,550
900,000	Term Loan, 11.69%, Maturing July 31, 2014		891,000
	Bausch & Lomb, Inc.		
440,000	Term Loan, 8.08%, Maturing April 30, 2015		430,100
110,000	Term Loan, 8.51%, Maturing April 30, 2015 (3)		107,525
	KIK Custom Products, Inc.		
975,000	Term Loan, 9.84%, Maturing November 30, 2014		458,250
	Prestige Brands, Inc.		
1,522,268	Term Loan, 6.98%, Maturing April 7, 2011		1,479,454
		\$	3,848,879
Drugs 1.2%			
	Graceway Pharmaceuticals, LLC		
797,500	Term Loan, 7.58%, Maturing May 3, 2012	\$	742,472
1,000,000	Term Loan, 11.33%, Maturing May 3, 2013		870,000
275,000	Term Loan, 13.08%, Maturing November 3, 2013		233,750
	Pharmaceutical Holdings Corp.		
501,188	Term Loan, 6.53%, Maturing January 30, 2012		488,658
	Stiefel Laboratories, Inc.		
750,843	Term Loan, 6.69%, Maturing December 28, 2013		720,809
981,657	Term Loan, 6.69%, Maturing December 28, 2013		942,391
	Warner Chilcott Corp.		
738,179	Term Loan, 6.59%, Maturing January 18, 2012		704,961
2,146,127	Term Loan, 6.77%, Maturing January 18, 2012		2,049,551
		\$	6,752,592
Ecological Services and Equipment 2.4%			

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Allied Waste Industries, Inc.			
1,284,460	Term Loan, 6.10%, Maturing January 15, 2012	\$	1,206,663
2,136,226	Term Loan, 5.89%, Maturing January 15, 2012		2,006,839

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		Blue Waste B.V. (AVR Acquisition)		
EUR	1,000,000	Term Loan, 7.02%, Maturing April 1, 2015	\$	1,421,376
		Cory Environmental Holdings		
GBP	500,000	Term Loan, 10.05%, Maturing September 30, 2014		985,924
		Environmental Systems Products Holdings, Inc.		
	1,165,123	Term Loan, 10.91%, Maturing December 12, 2010 (4)		1,165,123
		IESI Corp.		
	970,588	Term Loan, 6.61%, Maturing January 20, 2012		913,566
		Kemble Water Structure Ltd.		
GBP	1,250,000	Term Loan, 10.05%, Maturing October 13, 2013		2,335,125
		Sensus Metering Systems, Inc.		
	2,243,478	Term Loan, 6.67%, Maturing December 17, 2010		2,142,522
	145,761	Term Loan, 6.88%, Maturing December 17, 2010		139,202
		Waste Services, Inc.		
	750,000	Term Loan, 7.40%, Maturing March 31, 2011		705,000
			\$	13,021,340
Electronics/Electrical	4.7%			
		AMI Semiconductor, Inc.		
	1,808,451	Term Loan, 6.83%, Maturing April 1, 2012	\$	1,799,409
		Aspect Software, Inc.		
	1,790,205	Term Loan, 7.94%, Maturing July 11, 2011		1,718,597
	1,800,000	Term Loan, 11.50%, Maturing July 11, 2013		1,701,000
		EnerSys Capital, Inc.		
	1,061,775	Term Loan, 6.67%, Maturing March 17, 2011		1,029,922
		FCI International S.A.S.		
	216,536	Term Loan, 6.85%, Maturing November 1, 2013		204,626
	208,464	Term Loan, 6.85%, Maturing November 1, 2013		196,999
	208,464	Term Loan, 6.85%, Maturing November 1, 2013		200,073
	216,536	Term Loan, 6.85%, Maturing November 1, 2013		207,820
		Freescale Semiconductor, Inc.		
	4,281,750	Term Loan, 6.38%, Maturing December 1, 2013		3,647,516
		Infor Enterprise Solutions Holdings		
	2,938,854	Term Loan, 8.58%, Maturing July 28, 2012		2,674,357
	1,533,315	Term Loan, 8.58%, Maturing July 28, 2012		1,395,317
	500,000	Term Loan, 10.33%, Maturing March 2, 2014		428,750
	183,333	Term Loan, 11.08%, Maturing March 2, 2014		157,208
	316,667	Term Loan, 11.08%, Maturing March 2, 2014		271,542
		Network Solutions, LLC		
	712,538	Term Loan, 6.99%, Maturing March 7, 2014		637,722
		Open Solutions, Inc.		
	2,084,618	Term Loan, 5.85%, Maturing January 23, 2014		1,925,666
		Sensata Technologies Finance Co.		
	1,000,000	Term Loan, Maturing April 27, 2013 (2)		942,500
	1,777,950	Term Loan, 5.06%, Maturing April 27, 2013		1,561,624
		Spectrum Brands, Inc.		
	57,701	Term Loan, 8.63%, Maturing March 30, 2013		53,691
	1,148,556	Term Loan, 8.65%, Maturing March 30, 2013		1,068,731
		TTM Technologies, Inc.		
	270,000	Term Loan, 5.57%, Maturing October 27, 2012		264,600
		VeriFone, Inc.		
	728,500	Term Loan, 5.25%, Maturing October 31, 2013		703,002
		Vertafore, Inc.		
	2,233,167	Term Loan, 7.52%, Maturing January 31, 2012		2,110,343
	850,000	Term Loan, 11.02%, Maturing January 31, 2013		794,750
			\$	25,695,765
Equipment Leasing	1.6%			
		AWAS Capital, Inc.		
	2,063,354	Term Loan, 10.94%, Maturing March 22, 2013	\$	1,867,335

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	Maxim Crane Works, L.P.	
870,625	Term Loan, 6.60%, Maturing June 29, 2014	787,916
	The Hertz Corp.	
400,000	Term Loan, 6.66%, Maturing December 21, 2012	383,292
2,217,684	Term Loan, 6.89%, Maturing December 21, 2012	2,125,049

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		United Rentals, Inc.		
	1,030,874	Term Loan, 6.75%, Maturing February 14, 2011	\$	989,639
	2,444,349	Term Loan, 6.09%, Maturing February 14, 2011		2,346,575
			\$	8,499,806
Farming/Agriculture	0.5%			
		BF Bolthouse HoldCo, LLC		
	1,150,000	Term Loan, 10.33%, Maturing December 16, 2013	\$	1,063,750
		Central Garden & Pet Co.		
	2,038,688	Term Loan, 5.67%, Maturing February 28, 2014		1,778,755
			\$	2,842,505
Financial Intermediaries	2.0%			
		Citco III, Ltd.		
	1,275,000	Term Loan, 6.97%, Maturing June 30, 2014	\$	1,209,656
		Grosvenor Capital Management		
	1,508,826	Term Loan, 6.82%, Maturing December 5, 2013		1,440,929
		INVESTools, Inc.		
	450,000	Term Loan, 8.09%, Maturing August 13, 2012		441,000
		Jupiter Asset Management Group		
GBP	418,271	Term Loan, 8.73%, Maturing June 30, 2015		756,166
		LPL Holdings, Inc.		
	4,061,902	Term Loan, 6.83%, Maturing December 18, 2014		3,833,420
		Nuveen Investments, Inc.		
	1,475,000	Term Loan, 7.29%, Maturing November 2, 2014		1,431,787
		Oxford Acquisition III, Ltd.		
	929,820	Term Loan, 5.64%, Maturing May 24, 2014		835,288
		RJO Holdings Corp. (RJ O Brien)		
	473,813	Term Loan, 6.28%, Maturing July 31, 2014		377,865
		Travelex America Holdings, Inc.		
	375,000	Term Loan, 6.49%, Maturing October 31, 2013		365,625
	375,000	Term Loan, 6.98%, Maturing October 31, 2014		367,500
			\$	11,059,236
Food Products	4.5%			
		Acosta, Inc.		
	3,055,352	Term Loan, 5.53%, Maturing July 28, 2013	\$	2,856,754
		Advantage Sales & Marketing, Inc.		
	833,921	Term Loan, 5.77%, Maturing March 29, 2013		775,547
	423,830	Term Loan, 5.77%, Maturing March 29, 2013		394,162
		Black Lion Beverages III B.V.		
EUR	147,059	Term Loan, 6.71%, Maturing December 31, 2013		204,025
EUR	852,941	Term Loan, 6.71%, Maturing December 31, 2014		1,183,343
		Chiquita Brands, LLC		
	1,033,641	Term Loan, 6.31%, Maturing June 28, 2012		1,009,868
		Dean Foods Co.		
	500,000	Term Loan, Maturing April 2, 2014 (2)		473,125
	3,948,938	Term Loan, 6.58%, Maturing April 2, 2014		3,687,139
		Dole Food Company, Inc.		
	162,791	Term Loan, 6.38%, Maturing April 12, 2013		148,709
	1,199,564	Term Loan, 6.55%, Maturing April 12, 2013		1,095,802
	359,869	Term Loan, 6.70%, Maturing April 12, 2013		328,740
		Michael Foods, Inc.		
	2,821,847	Term Loan, 6.85%, Maturing November 21, 2010		2,769,821
		Pinnacle Foods Finance, LLC		
	3,756,125	Term Loan, 7.48%, Maturing April 2, 2014		3,399,293
		Provimi Group SA		
EUR	46,773	Term Loan, 6.42%, Maturing June 28, 2015 (3)		60,365
EUR	457,186	Term Loan, 6.46%, Maturing June 28, 2015		627,833
EUR	265,285	Term Loan, 6.46%, Maturing June 28, 2015		364,304
EUR	438,752	Term Loan, 6.46%, Maturing June 28, 2015		602,518

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EUR	598,067	Term Loan, 6.46%, Maturing June 28, 2015	821,300
	252,404	Term Loan, 6.57%, Maturing June 28, 2015	234,105
	205,103	Term Loan, 6.57%, Maturing June 28, 2015	190,233
	282,126	Term Loan, 8.57%, Maturing December 28, 2016 (3)	245,920
EUR	697,446	Term Loan, 8.46%, Maturing December 28, 2016 (3)	900,116

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		Reddy Ice Group, Inc.	
	1,970,000	Term Loan, 6.13%, Maturing August 9, 2012	\$ 1,881,350
			\$ 24,254,372
Food Service	3.0%		
		AFC Enterprises, Inc.	
	463,079	Term Loan, 7.13%, Maturing May 23, 2009	\$ 451,502
		Aramark Corp.	
	180,813	Term Loan, 7.23%, Maturing January 26, 2014	167,026
	2,842,419	Term Loan, 6.71%, Maturing January 26, 2014	2,625,685
GBP	990,000	Term Loan, 8.17%, Maturing January 27, 2014	1,800,830
		Buffets, Inc.	
	415,966	DIP Loan, Maturing January 22, 2009 (2)	407,647
	1,178,571	DIP Loan, Maturing January 22, 2009 (2)	1,155,000
	186,667	Term Loan, 7.83%, Maturing May 1, 2013	117,227
	1,397,393	Term Loan, 7.98%, Maturing November 1, 2013	877,563
		CBRL Group, Inc.	
	1,762,296	Term Loan, 6.40%, Maturing April 27, 2013	1,660,964
		Denny s, Inc.	
	123,333	Term Loan, 6.63%, Maturing March 31, 2012	119,633
	508,409	Term Loan, 6.85%, Maturing March 31, 2012	493,157
		JRD Holdings, Inc.	
	1,379,688	Term Loan, 7.19%, Maturing June 26, 2014	1,321,051
		NPC International, Inc.	
	380,000	Term Loan, 6.12%, Maturing May 3, 2013	351,025
		OSI Restaurant Partners, LLC	
	148,885	Term Loan, 4.88%, Maturing May 9, 2013	125,963
	1,829,673	Term Loan, 7.13%, Maturing May 9, 2014	1,547,980
		QCE Finance, LLC	
	1,234,962	Term Loan, 7.03%, Maturing May 5, 2013	1,113,396
	950,000	Term Loan, 10.58%, Maturing November 5, 2013	823,334
		Sagittarius Restaurants, LLC	
	393,000	Term Loan, 7.08%, Maturing March 29, 2013	353,700
		Selecta	
EUR	741,246	Term Loan, 8.77%, Maturing December 28, 2015	962,132
			\$ 16,474,815
Food/Drug Retailers	2.9%		
		General Nutrition Centers, Inc.	
	1,937,614	Term Loan, 7.04%, Maturing September 16, 2013	\$ 1,657,629
		Iceland Foods Group, Ltd.	
GBP	1,250,000	Term Loan, 8.71%, Maturing May 2, 2014	2,447,725
GBP	1,250,000	Term Loan, 9.21%, Maturing May 2, 2015	2,460,150
		Krispy Kreme Doughnut Corp.	
	395,332	Term Loan, 6.74%, Maturing February 16, 2014	374,577
		Pantry, Inc. (The)	
	238,889	Term Loan, 0.00%, Maturing May 15, 2014 (3)	218,583
	831,931	Term Loan, 5.03%, Maturing May 15, 2014	761,216
		Rite Aid Corp.	
	1,000,000	Term Loan, Maturing June 1, 2014 (2)	940,000
	3,900,000	Term Loan, 5.71%, Maturing June 1, 2014	3,592,500
		Roundy s Supermarkets, Inc.	
	3,356,842	Term Loan, 7.91%, Maturing November 3, 2011	3,233,059
			\$ 15,685,439
Forest Products	3.2%		
		Appleton Papers, Inc.	
	1,343,250	Term Loan, 6.51%, Maturing June 5, 2014	\$ 1,242,506
		Boise Cascade Holdings, LLC	
	766,582	Term Loan, 4.78%, Maturing April 30, 2014	756,042
	3,405,760	Term Loan, 4.78%, Maturing April 30, 2014	3,358,931

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	Georgia-Pacific Corp.	
8,673,000	Term Loan, 6.87%, Maturing December 20, 2012	8,027,946
	INEOS Group	
1,592,500	Term Loan, 7.36%, Maturing December 14, 2013	1,476,380

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		Newpage Corp.	
	1,500,000	Term Loan, 8.69%, Maturing December 5, 2014	\$ 1,460,833
		Xerium Technologies, Inc.	
	1,250,468	Term Loan, 7.52%, Maturing May 18, 2012	1,134,799
			\$ 17,457,437
Healthcare	13.7%		
		Accellent, Inc.	
	2,325,304	Term Loan, 7.79%, Maturing November 22, 2012	\$ 1,988,135
		Alliance Imaging, Inc.	
	1,066,583	Term Loan, 6.26%, Maturing December 29, 2011	1,007,921
		American Medical Systems	
	1,458,858	Term Loan, 7.54%, Maturing July 20, 2012	1,327,561
		AMN Healthcare, Inc.	
	328,331	Term Loan, 6.58%, Maturing November 2, 2011	313,556
		AMR HoldCo, Inc.	
	1,879,214	Term Loan, 7.13%, Maturing February 10, 2012	1,818,139
		Biomet, Inc.	
EUR	1,221,938	Term Loan, 7.78%, Maturing December 26, 2014	1,754,925
	2,743,125	Term Loan, 7.86%, Maturing December 26, 2014	2,668,624
		Capio AB	
EUR	227,051	Term Loan, 6.55%, Maturing April 24, 2015	324,826
EUR	272,949	Term Loan, 6.55%, Maturing April 24, 2015	390,489
EUR	227,051	Term Loan, 6.68%, Maturing April 16, 2016	326,087
EUR	272,949	Term Loan, 6.68%, Maturing April 24, 2016	392,004
		Cardinal Health 409, Inc.	
	2,263,625	Term Loan, 7.08%, Maturing April 10, 2014	2,020,285
		Carestream Health, Inc.	
	500,000	Term Loan, Maturing April 30, 2013 (2)	457,500
	2,507,781	Term Loan, 5.76%, Maturing April 30, 2013	2,211,906
	1,000,000	Term Loan, 9.40%, Maturing October 30, 2013	906,667
		Carl Zeiss Vision Holding GmbH	
	1,300,000	Term Loan, 7.64%, Maturing March 23, 2015	1,239,333
		Community Health Systems, Inc.	
	385,151	Term Loan, 0.00%, Maturing July 25, 2014 (3)	356,413
	7,658,082	Term Loan, 7.33%, Maturing July 25, 2014	7,086,674
		Concentra, Inc.	
	600,000	Term Loan, 10.33%, Maturing June 25, 2015	540,000
		ConMed Corp.	
	480,639	Term Loan, 4.79%, Maturing April 13, 2013	468,623
		CRC Health Corp.	
	493,750	Term Loan, 7.09%, Maturing February 6, 2013	477,703
	491,281	Term Loan, 7.09%, Maturing February 6, 2013	475,315
		Dako EQT Project Delphi	
	500,000	Term Loan, 8.66%, Maturing December 12, 2016 (4)	434,900
		DaVita, Inc.	
	4,047,997	Term Loan, 5.57%, Maturing October 5, 2012	3,847,896
		DJO Finance, LLC	
	800,000	Term Loan, 7.83%, Maturing May 15, 2014	785,000
		Fenwal, Inc.	
	500,000	Term Loan, 10.33%, Maturing August 28, 2014	466,875
		Fresenius Medical Care Holdings	
	2,497,924	Term Loan, 6.25%, Maturing March 31, 2013	2,381,503
		Hanger Orthopedic Group, Inc.	
	713,972	Term Loan, 7.09%, Maturing May 30, 2013	680,058
		HCA, Inc.	
	6,707,250	Term Loan, 7.08%, Maturing November 18, 2013	6,214,160
		Health Management Association, Inc.	
	4,053,368	Term Loan, 6.56%, Maturing February 28, 2014	3,576,590

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	HealthSouth Corp.	
1,569,562	Term Loan, 6.91%, Maturing March 10, 2013	1,471,465
	Iasis Healthcare, LLC	
848,556	Term Loan, 5.25%, Maturing March 14, 2014	775,722
292,130	Term Loan, 5.55%, Maturing March 14, 2014 (3)	267,056
77,901	Term Loan, 5.93%, Maturing March 14, 2014	71,215

insurance policy then in effect pursuant to a disability insurance program sponsored by HomeTrust Bank or HomeTrust Bancshares.

- (7) Under his employment agreement, Mr. Sellinger is not entitled to any disability benefits until after the exhaustion of his paid time off for the current calendar year.
- (8) Under his employment agreement, if Mr. Sellinger's employment terminates due to disability during the one-year period following a change in control, Mr. Sellinger is entitled to either (i) continuation of his Salary and Average Bonus Benefit (payable monthly) for the remaining term of the agreement (reduced by the proceeds of any disability insurance policy then in effect pursuant to a disability insurance program sponsored by HomeTrust Bank or HomeTrust Bancshares) or (ii) 299% of his "base amount," whichever is greater in value as determined on a present value basis.

Compensation Committee Report

The Compensation Committee of the HomeTrust Bancshares Board of Directors has reviewed and discussed the Compensation Discussion and Analysis contained above with management and, based on such review and discussion, the Compensation Committee recommended to the HomeTrust Bancshares Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Submitted by the following members of the Compensation Committee of the HomeTrust Bancshares Board of Directors:

Robert E. Shepherd, Sr. (Chairman)

Robert G. Dinsmore, Jr.

J. Steven Goforth

Craig C. Koontz

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee of the Board of Directors during the fiscal year ended June 30, 2013 included former Director Beam and Directors Dinsmore, Koontz, McDevitt, Melville and Shepherd. Mr. Beam ceased to be a member of the Compensation Committee upon his retirement from the Board on November 19, 2012 and Mr. McDevitt and Ms. Melville ceased to be members of the Compensation Committee on January 17, 2013.

As discussed under "Transactions with Related Persons," Ms. Melville is a former officer of HomeTrust Bank, having retired as Senior Vice President and Chief Administration Officer in 2008. As also discussed under "Transactions with Related Persons," Mr. McDevitt is a principal of a law firm to which HomeTrust Bank made payments during the fiscal year ended June 30, 2013.

TRANSACTIONS WITH RELATED PERSONS

Review and Approval of Related Party Transactions. The charter of the ACER Committee of the HomeTrust Bancshares Board of Directors provides that the committee is to review and approve all related party transactions (defined as transactions requiring disclosure under Item 404 of SEC Regulation S-K) on an ongoing basis.

Loans. HomeTrust Bank has followed a policy of granting loans to officers and directors, which fully complies with all applicable federal regulations. Loans to directors and executive officers and their related persons are made in the ordinary course of business and on substantially the same terms and conditions, including interest rates and collateral, as those of comparable transactions with persons not related to HomeTrust Bank prevailing at the time, in accordance with our underwriting guidelines, and do not involve more than the normal risk of collectibility or present other unfavorable features.

H. Stanford Allen. Director H. Stanford Allen is employed by HomeTrust Bank as President of the Cherryville Federal Bank banking division. For his services as an employee of HomeTrust Bank during fiscal 2013, Mr. Allen received a salary of \$131,647, a bonus of \$20,000, a payout for unused time off of \$13,196, an employer contribution to his 401(k) plan account of \$7,825, an allocation to his employee stock ownership plan account with a value as of June 30, 2013 of \$10,267, tax related reimbursements of \$5,491, life insurance premiums paid on his behalf of \$582 and reimbursement of long-term disability insurance premiums that he paid of \$1,034. Mr. Allen also received above market interest on amounts deferred under the EMCP of \$3,333. Mr. Allen participated in the HomeTrust Bank Director Emeritus Plan during fiscal 2012, but his participation terminated during fiscal 2012 in exchange for an

additional benefit under the SERP that is identical to the benefit he would have been entitled to under the HomeTrust Bank Director Emeritus Plan. Under his joinder agreement to the SERP, Mr. Allen's supplemental retirement income benefit will be comprised of the following: (1) a 20-year annual benefit, payable monthly, of \$84,500; and (2) a separate, additional 15-year retirement benefit, payable monthly, in the annual amount of \$43,500. The additional benefit was added subsequent to June 30, 2011 in exchange for the termination

of his participation in the HomeTrust Bank Director Emeritus Plan as described above. Mr. Allen first became a participant in the SERP during fiscal 2011. The increase from June 30, 2012 to June 30, 2013 in the actuarial present value of his accumulated benefit under the SERP was \$216,010, using a 5% discount rate and assuming that he will retire in 2014.

Sidney A. Biesecker. Director Sidney A. Biesecker is employed by HomeTrust Bank as President of the Industrial Federal Bank banking division. For his services as an employee during fiscal 2012, Mr. Biesecker received a salary of \$175,211, a bonus of \$27,000, a payout for unused time off of \$7,060, an employer contribution to his 401(k) plan account of \$10,544, an allocation to his employee stock ownership plan account with a value as of June 30, 2013 of \$13,028, tax related reimbursements of \$9,668, life insurance premiums paid on his behalf of \$960 and reimbursement of long-term disability insurance premiums that he paid of \$1,445. Mr. Biesecker also received above market interest on amounts deferred under the EMCP of \$6,314. In addition, Mr. Biesecker is a participant in the SERP. Under his joinder agreement to the SERP, Mr. Biesecker's supplemental retirement income benefit will be comprised of the following: (1) a 20-year annual benefit, payable monthly, of \$150,000; and (2) a separate, additional 20-year retirement benefit, payable monthly, in the initial annual amount of \$30,000 subject to an annual increase of 5% per year commencing with the second year of the payout period. Mr. Biesecker first became a participant in the SERP during fiscal 2010. Mr. Biesecker has an additional retirement benefit under a Supplemental Income Agreement that he originally entered into with Industrial Federal Bank in 1996, which HomeTrust Bank assumed in connection with its acquisition of Industrial Federal Bank in fiscal 2010. The increase from June 30, 2012 to June 30, 2013 in the actuarial present value of his aggregate accumulated benefit under the SERP and the Supplemental Income Agreement was \$234,771, using a 5% discount rate and assuming that he will retire in 2015.

William T. Flynt. Director William T. Flynt retired as an employee of HomeTrust Bank in 2007. Mr. Flynt is a participant in the SERP. Under his joinder agreement to the SERP, Mr. Flynt's supplemental retirement income benefit is comprised of the following: (1) a 20-year annual benefit, payable monthly, of \$133,200; and (2) a separate, additional 20-year retirement benefit, payable monthly, in the initial annual amount of \$18,000 subject to an annual increase of 4% per year commencing with the second year of the payout period and continuing through the 15th year of the payout period. The actuarial present value of Mr. Flynt's accumulated benefit under the SERP decreased by \$64,873 from June 30, 2012 to June 30, 2013. During fiscal 2013, Mr. Flynt received a payout under the SERP of \$133,200. In addition, during fiscal 2013, Mr. Flynt received above-market interest on amounts deferred under the EMCP of \$7,159.

Peggy C. Melville. Director Peggy C. Melville retired as an employee of HomeTrust Bank in 2008. Ms. Melville is a participant in the SERP. Under her joinder agreement to the SERP, Ms. Melville's supplemental retirement income benefit is comprised of a 20-year annual benefit, payable monthly, of \$172,650. During fiscal 2013, Ms. Melville received payments under the SERP totaling \$172,650. The actuarial present value of Ms. Melville's accumulated benefit under the SERP decreased by \$78,561 from June 30, 2012 to June 30, 2013. During fiscal 2013, Ms. Melville also received payments under HomeTrust Bank's Management Capital Growth Recognition Plan of \$72,219, which she earned while an employee of HomeTrust Bank. In addition, during fiscal 2013, Ms. Melville received above-market interest of \$10,588 on amounts deferred under the EMCP while an employee under the EMCP.

Larry S. McDevitt. Director Larry S. McDevitt is a principal of The Van Winkle Law Firm, which has represented HomeTrust Bank in connection with various matters. During the fiscal year ended June 30, 2013, the fees paid by HomeTrust Bank to The Van Winkle Law Firm totaled \$756,361.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial

reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than 10% stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

The Company believes that, based solely on a review of the copies of such reports furnished to it and written representations that no other reports were required during the fiscal year ended June 30, 2013, all Section

16(a) filing requirements applicable to its executive officers, directors and greater than 10% beneficial owners were complied with during fiscal year 2013.

REPORT OF THE AUDIT, COMPLIANCE AND ENTERPRISE RISK MANAGEMENT COMMITTEE OF THE
BOARD OF DIRECTORS

The information contained in this report shall not be deemed to be “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference in such filing.

The ACER Committee has reviewed and discussed the audited financial statements of the Company for the fiscal year ended June 30, 2013 with management. The ACER Committee has discussed with Dixon Hughes Goodman LLP, the Company’s independent auditors, the matters required to be discussed by Auditing Standard No. 16, Communications With Audit Committees.

The ACER Committee has also received the written disclosures and the letter from Dixon Hughes Goodman LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding Dixon Hughes Goodman LLP’s communications with the ACER Committee concerning independence as currently in effect and discussed with Dixon Hughes Goodman LLP their independence.

Based on the ACER Committee’s review and discussions noted above, the ACER Committee recommended to the HomeTrust Bancshares Inc. Board of Directors that the Company’s audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2013, for filing with the SEC.

The foregoing report is furnished by the following members of the ACER Committee of the HomeTrust Bancshares, Inc. Board of Directors.

Robert G. Dinsmore, Jr. (Chairman)
William T. Flynt
J. Steven Goforth
Craig C. Koontz
F.K. McFarland III
Peggy C. Melville
Robert E. Shepherd, Sr.

PROPOSAL II
RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS

The ACER Committee of the Company's Board of Directors has renewed the Company's arrangement for Dixon Hughes Goodman LLP to be the Company's independent auditors for the fiscal year ending June 30, 2014, subject to the ratification of that appointment by the Company's stockholders at the annual meeting. A representative of Dixon Hughes Goodman LLP is expected to attend the annual meeting to respond to appropriate questions and will have an opportunity to make a statement if he or she so desires.

During the fiscal years ended June 30, 2013 and 2012, Dixon Hughes Goodman LLP provided various audit, audit related and non-audit services to the Company. Set forth below are the aggregate fees billed for these services:

- (a) **Audit Fees:** Aggregate fees billed for professional services rendered during both fiscal years for the audit of annual financial statements, statutory internal control attestation and review of financial statements included in the Company's Quarterly Reports on Form 10-Q: \$177,873 - fiscal 2013; \$162,111 – fiscal 2012.
- (b) **Audit Related Fees:** Aggregate fees billed for professional services rendered during both fiscal years for the audit of HomeTrust Bank's 401(k) plan and, in fiscal 2013 only, consents for two Form S-8 Registration Statements filed by the Company and, in fiscal 2012 only, review and assistance in connection with the filing of the Company's Form S-1 Registration Statement for its initial public offering, consents for such registration statement, comfort letter in connection with the initial public offering, and opinion issued in connection with regulatory application for HomeTrust Bank's mutual-to-stock conversion: \$27,000 - fiscal 2013; \$194,656 – fiscal 2012.
- (c) **Tax Fees:** Aggregate fees billed for professional services rendered during both fiscal years related to tax compliance and tax return preparation and, in fiscal 2013 only, issuance of opinion on state tax consequences related to the acquisition of BankGreenville Financial Corporation and, in fiscal 2012 only, issuance of opinion on state tax consequences of HomeTrust Bank's mutual-to-stock conversion: \$36,250- fiscal 2013; \$24,475 – fiscal 2012.
- (d) **All other fees:** None.

The ACER Committee pre-approves all audit and permissible non-audit services to be provided by Dixon Hughes Goodman LLP and the estimated fees for these services. None of the services provided by Dixon Hughes Goodman LLP described in items (a)-(c) above was approved by the ACER Committee pursuant to a waiver of the pre-approval requirements of the SEC's rules and regulations.

The Company's Board of Directors unanimously recommends that stockholders vote FOR the ratification of the appointment of Dixon Hughes Goodman LLP as the Company's independent auditors for the fiscal year ending June 30, 2014.

STOCKHOLDER PROPOSALS

In order to be eligible for inclusion in the Company's proxy materials for the Company's next annual meeting of stockholders, any stockholder proposal to take action at the meeting must be received at the Company's executive office at 10 Woodfin Street, Asheville, North Carolina no later than June 16, 2014. All stockholder proposals submitted for inclusion in the Company's proxy materials will be subject to the requirements of the proxy rules

adopted under the Securities Exchange Act of 1934, as amended, and, as with any stockholder proposal (regardless of whether included in the Company's proxy materials), the Company's charter and bylaws.

In addition to the deadline and other requirements referred to above for submitting a stockholder proposal to be included in the Company's proxy materials for its next annual meeting of stockholders, the Company's bylaws require a separate notification to be made in order for a stockholder proposal to be eligible for presentation at the meeting, regardless of whether the proposal is included in the Company's proxy materials for the meeting. In order to be eligible for presentation at the Company's next annual meeting of stockholders, written notice of a stockholder proposal containing the information specified in Article I, Section 6 of the Company's bylaws must be received by

the Secretary of the Company not earlier than the close of business on July 28, 2014 and not later than the close of business on August 27, 2014. If, however, the date of the next annual meeting is before November 5, 2014 or after January 24, 2015, the notice of the stockholder proposal must instead be received by the Company's Secretary not earlier than the close of business on the 120th day prior to the date of the next annual meeting and not later than the close of business on the later of the 90th day before the date of the next annual meeting or the tenth day following the first to occur of the day on which notice of the date of the next annual meeting is mailed or otherwise transmitted or the day on which public announcement of the date of the next annual meeting is first made by the Company.

OTHER MATTERS

The Board of Directors is not aware of any business to come before the annual meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that holders of the proxies will act in accordance with their best judgment.

ADDITIONAL INFORMATION

The Company will pay the costs of soliciting proxies. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. In addition to solicitation by mail, directors, officers and employees of the Company may solicit proxies personally or by facsimile, telephone, e-mail or other electronic means, without additional compensation.

