

ING PRIME RATE TRUST
Form N-30B-2
August 08, 2005

First Quarter Report

May 31, 2005

ING Prime Rate Trust

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This report is submitted for general information to shareholders of the ING Funds. It is not authorized for distribution to prospective shareholders unless accompanied or preceded by a prospectus which includes details regarding the funds' investment objectives, risks, charges, expenses and other information. This

information should be read carefully.

ING Prime Rate Trust	
FIRST QUARTER REPORT	
May 31, 2005	

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ING Prime Rate Trust

PORTFOLIO MANAGERS REPORT

Dear Shareholders:

ING Prime Rate Trust (the Trust) is a diversified, closed-end management investment company that seeks to provide investors with as high a level of current income as is consistent with the preservation of capital. The Trust seeks to achieve this objective by investing in a professionally managed portfolio comprised primarily of senior loans.

PORTFOLIO CHARACTERISTICS AS OF MAY 31, 2005			
	Net Assets		\$1,066,280,266
	Total Assets		\$2,087,323,795
	Assets Invested in Senior Loans		\$2,032,719,457
	Senior Loans Represented		467
	Average Amount Outstanding per Loan		\$4,352,718
	Industries Represented		38
	Average Loan Amount per Industry		\$53,492,617
	Portfolio Turnover Rate		26%
	Weighted Average Days to Interest Rate Reset		39
	Average Loan Final Maturity		65 months
	Total Leverage as a Percentage of Total Assets (including Preferred Shares)		47.14%

PERFORMANCE SUMMARY

The Trust declared \$0.11 of dividends during the first fiscal quarter ended May 31, 2005. Based on the average month-end net asset value (NAV) per share of \$7.35, this resulted in an annualized distribution rate of 5.98% for the quarter. The Trust's total return for the first fiscal quarter, based on NAV, was 0.01%, versus a total return on the S&P/LSTA Leveraged Loan Index of 0.59% for the same quarter. The total market value return (based on full reinvestment of dividends) for the Trust's common shares during the first fiscal quarter was 5.08%.

MARKET OVERVIEW

After a succession of very strong quarters, the non-investment grade (leveraged) loan market re-trenched somewhat during the Trust's first fiscal quarter, enduring a mid-May correction prompted chiefly by Standard & Poor's downgrade of General Motors (GM) and Ford debt securities to

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non-investment grade. The impact of the ratings actions, while not directly affecting the Trust (as it did not hold any GM or Ford obligations during the period), rippled through the non-investment grade credit markets, and in turn, caused many non-traditional buyers of loans (e.g., hedge funds) to liquidate positions in order to ensure sufficient liquidity to meet potential redemptions. Occurring over a relatively condensed time period, such selling activity had a marked deflationary effect on loan prices. At the time, the resultant correction seemed an important inflection point: the loan market had clearly come a long way in a reasonably short period of time and was arguably somewhat expensive relative to historical experience. In retrospect, however, the pullback was fairly short-lived; loan prices have since recovered most of the lost ground, buoyed by a still low default environment and persistent investor demand for ultra-short duration floating rate, secured assets. Nonetheless, while brief, the correction proved somewhat beneficial as it refocused loan investors' attention on the importance of structural integrity (i.e., proper covenant protections) and earning an appropriate risk-adjusted return for shareholders.

(1) The distribution rate is calculated by annualizing dividends declared during the period and dividing the resulting annualized dividend by the Trust's average month-end net asset value (in the case of NAV) or the average month-end NYSE Composite closing price (in the case of Market). The distribution rate is based solely on the actual dividends and distributions, which are made at the discretion of management. The distribution rate may or may not include all investment income and ordinarily will not include capital gains or losses, if any.

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PORTFOLIO MANAGERS REPORT (continued)

PORTFOLIO OVERVIEW

With limited exception, as compared to the fiscal quarter ended February 28, 2005, the composition of the Trust's portfolio remained statistically unchanged during the first fiscal quarter. As noted above, performance was adversely impacted by a reduction in loan bid levels, particularly prevalent in the larger, more actively traded loans, several of which comprise the Trust's top holdings (see table at right for percentage holdings). Generally speaking, sector weightings and issuer concentrations did not vary materially from the prior quarter, save for the introduction into the portfolio of a select number of investments in new multi-billion dollar transactions. Specifically, positions were taken in loans issued by Metro-Goldwyn-Mayer Studios, Inc. (Ba3/B+), one of the largest and most prolific producers/distributors of motion pictures and television programs, Fidelity National Information Solutions, Inc. (Ba3/BB), a leading provider of technology solutions and information services to the financial services and real estate industries, and Kerr-McGee Corporation (Ba3/BB+), a global energy and chemical company. (See table below for percentage holdings.) Each of these issuers is now considered a bellwether of their respective sector. The Trust's continued underweight of the automotive sector was a positive contributor to quarterly results, as auto component suppliers continue to suffer directly from escalating raw material costs, and, indirectly but perhaps more significantly, from reduced demand/production of high margin vehicles and increasing foreign competition. As of May 31, 2005, the broad automotive sector represented roughly 3.5% of the Trust's total assets under management (or approximately 2.1% if only direct automotive OEM supplier are considered), versus approximately 4.1% for the S&P/LSTA Leveraged Loan Index.

TOP TEN INDUSTRY SECTORS AS OF MAY 31, 2005 AS A PERCENTAGE OF:

	TOTAL ASSETS	NET ASSETS
North American Cable	8.8%	17.1%
Printing and Publishing	6.6%	12.9%
Healthcare, Education and Childcare	6.6%	12.8%
Leisure, Amusement, Entertainment	5.4%	10.5%
Buildings and Real Estate	5.1%	10.0%
Chemicals, Plastics and Rubber	5.0%	9.9%
Containers, Packaging and Glass	4.5%	8.8%
Oil and Gas	3.9%	7.7%
Retail Stores	3.9%	7.7%
Utilities	3.9%	7.6%

Portfolio holdings are subject to change daily.

TOP TEN SENIOR LOAN ISSUERS AS OF MAY 31, 2005 AS A PERCENTAGE OF:

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	TOTAL ASSETS	NET ASSETS
Charter Communications Operating, LLC.	2.7%	5.2%
General Growth Properties, Inc.	1.7%	3.3%
Metro-Goldwyn-Mayer Studios, Inc.	1.6%	3.1%
Olympus Cable Holdings, LLC	1.3%	2.6%
Fidelity National	1.3%	2.6%
Century Cable Holdings, LLC	1.2%	2.4%
Community Health Systems, Inc.	1.2%	2.3%
Kerr-McGee Corporation	1.0%	2.0%
Dex Media West, LLC	1.0%	2.0%
Allied Waste North America, Inc.	0.9%	1.8%

Portfolio holdings are subject to change daily.

The Trust remains well diversified. As of May 31, 2005, the average individual loan position represented approximately 0.21% of total assets, while the average industry sector exposure accounted for roughly 2.56%. Both measures are essentially unchanged from the prior quarter-end.

USE OF LEVERAGE

The Trust utilizes financial leverage to seek to increase the yield to the holders of common shares. As of May 31, 2005, the Trust had \$450 million of Aaa/AA⁽²⁾ rated cumulative auction rate preferred shares outstanding, and \$534 million of borrowings outstanding under \$625 million in available credit facilities. Total leverage, as a percentage of total assets (including preferred shares), was 47.14% at

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PORTFOLIO MANAGERS REPORT (continued)

period end. The use of leverage for investment purposes increases both investment opportunity and investment risk.

OUTLOOK

Looking ahead, the late-Spring swoon apparently behind us, the loan market and the Trust enter the middle of the year on reasonably strong footing. While the threat of a material dislocation caused by an event external to the loan and capital markets is ever-present, based on prevailing market conditions and indicators, we expect investor demand to remain robust over the intermediate term. Factors such as record oil prices and the expectation of slowing corporate earnings have, at least to this point, been comfortably offset by the strength of the housing sector and a steadily improving job market, thusly enabling economists to maintain a fairly healthy consensus GDP estimate for the balance of the year. Consequently, while there are clearly differing views, a growing number of Fed watchers are seemingly convinced the end of short-term rate hikes is not in sight yet. A further rise in rates, coupled with the expectation of continued low default rates, provides the ideal backdrop for favorable performance on the part of floating rate loans.

Investment Types

as of May 31, 2005

(as a percent of total investments)

Portfolio holdings are subject to change daily.

We thank you for your investment in ING Prime Rate Trust.

Jeffrey A. Bakalar
Senior Vice President
Senior Portfolio Manager
ING Investment Management Co.

Daniel A. Norman
Senior Vice President
Senior Portfolio Manager
ING Investment Management Co.

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PORTFOLIO MANAGERS REPORT (continued)

	Average Annual Total Returns for the Years Ended May 31, 2005			
	1 Year	3 Years	5 Years	10 Years
Based on Net Asset Value (NAV)	5.83%	6.88%	3.62%	5.58%
Based on Market Value	(5.04)%	8.38%	3.25%	5.87%
S&P/LSTA Leveraged Loan Index(a)	4.43%	5.19%	5.09%	
Credit Suisse First Boston Leveraged Loan Index	4.89%	5.64%	5.02%	5.70%

Performance data represents past performance and is no guarantee of future results. Investment return and principal value of an investment in the Trust will fluctuate. Shares, when sold, may be worth more or less than their original cost. The Trust's performance may be lower or higher than the performance data shown. Please log on to www.ingfunds.com or call (800) 992-0180 to get performance through the most recent month end.

Assumes rights were exercised and excludes sales charges and commissions(b),(c)

(a) Performance since inception for the index is 5.22% from January 1, 1997.

(b) Calculation of total return assumes a hypothetical initial investment at the net asset value (in the case of NAV) or the NYSE Composite closing price (in the case of Market Value) on the last business day before the first day of the stated period, with all dividends and distributions reinvested at the actual reinvestment price.

(c) On October 18, 1996, the Trust issued to its shareholders non-transferable rights which entitled the holders to subscribe for 18,122,963 shares of the Trust's common stock at the rate of one share of common stock for each five rights held. On November 12, 1996, the offering expired and was fully subscribed. The Trust issued 18,122,963 shares of its common stock to exercising rights holders at a subscription price of \$9.09. Offering costs of \$6,972,203 were charged against the offering proceeds.

Senior loans are subject to credit risks and the potential for non-payment of scheduled principal or interest payments, which may result in a reduction of the Trust's NAV.

This report contains statements that may be forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements.

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The views expressed in this report reflect those of the portfolio managers, only through the end of the period of the report as stated on the cover. The portfolio managers' views are subject to change at any time based on market and other conditions.

INDEX DESCRIPTIONS

The **Credit Suisse First Boston Leveraged Loan Index** is an unmanaged index of below investment grade loans designed to mirror the investable universe of the U.S. dollar-denominated leveraged loan market. An investor cannot invest directly in an index.

The **S&P/LSTA Leveraged Loan Index (LLI)** is an unmanaged total return index that captures accrued interest, repayments, and market value changes. It represents a broad cross section of leveraged loans syndicated in the United States, including dollar-denominated loans to overseas issuers. Standard & Poor's and the Loan Syndications & Trading Association (LSTA) conceived the LLI to establish a performance benchmark for the syndicated leveraged loan industry. An investor cannot invest directly in an index.

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PORTFOLIO MANAGERS REPORT (continued)

YIELDS AND DISTRIBUTIONS RATES

Quarter Ended	Prime Rate	Net Asset Value (NAV)	Market	Average	Average
		30-Day SEC Yield(A)	30-Day SEC Yield(A)	Annualized Distribution Rate at NAV(B)	Annualized Distribution Rate at Market(B)
May 31, 2005	6.00%	6.17%	6.48%	5.98%	6.15%
February 28, 2005	5.50%	6.84%	6.75%	5.80%	5.68%
November 30, 2004	5.00%	5.83%	5.80%	5.86%	5.62%
August 31, 2004	4.50%	6.03%	5.55%	5.74%	5.31%

(A) Yield is calculated by dividing the Trust's net investment income per share for the most recent thirty days by the net asset value (in the case of NAV) or the NYSE Composite closing price (in the case of market) at quarter-end. Yield calculations do not include any commissions or sales charges, and are compounded for six months and annualized for a twelve-month period to derive the Trust's yield consistent with the SEC standardized yield formula for investment companies.

(B) The distribution rate is calculated by annualizing each monthly dividend, then averaging the annualized dividends declared for each month during the quarter and dividing the resulting average annualized dividend amount by the Trust's average net asset value (in the case of NAV) or the NYSE Composite closing price (in the case of Market) at the end of the period.

Principal Risk Factor(s): This closed-end Trust may invest in below investment grade senior loans. Investment in the Trust involves the risk that borrowers may default on obligations, or that lenders may have difficulty liquidating the collateral securing the loans or enforcing their rights under the terms of the senior loans. Senior loans are subject to credit risks and the potential for non-payment of scheduled principal or interest payments, which may result in a reduction of the Trust's NAV. The use of leverage for investment purposes increases both investment opportunity and investment risk. In the event of a general market decline in the value of assets such as those in which the Trust invests, the effect of that decline will be magnified in the Trust because of the additional assets purchased with the proceeds of the leverage.

Interest Rate Risk: Changes in short-term market interest rates will directly affect the yield on the Trust's Common Shares. If short-term market interest rates fall, the yield on the Trust's Common Shares will also fall. To the extent that the interest rate spreads on loans in the Trust's portfolio experience a general decline, the yield on the Trust's Common Shares will fall and the value of the Trust's assets may decrease, which will cause the Trust's NAV to decrease. Conversely, when short-term market interest rates rise, because of the lag between changes in such short-term rates and the resetting of the floating rates on assets in the Trust's portfolio, the impact of rising rates will be delayed to the extent of such lag.

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STATEMENT OF ASSETS AND LIABILITIES as of May 31, 2005 (Unaudited)

ASSETS:

Investments in securities at value (Cost \$2,058,563,618)	\$ 2,063,998,323
Cash	
Receivables:	
Investment securities sold	9,877,199
Interest	13,181,471
Other	47,743
Prepaid expenses	219,059
Total assets	2,087,323,795

LIABILITIES:

Notes payable	534,000,000
Payable for investments purchased	29,224,920
Deferred arrangement fees on senior loans	1,572,638
Dividends payable - preferred shares	150,593
Payable to affiliates	1,825,350
Payable to custodian for bank overdraft	1,687,901
Other accrued expenses and liabilities	2,582,127
Total liabilities	571,043,529
Preferred shares, \$25,000 stated value per share at liquidation value (18,000 shares outstanding)	450,000,000

NET ASSETS \$ 1,066,280,266

Net assets value per common share outstanding (net assets less preferred shares at liquidation value, divided by 145,033,235 shares of beneficial interest authorized and outstanding, no par value) \$ 7.35

NET ASSETS CONSIST OF:

Paid-in capital	\$ 1,343,955,826
Undistributed net investment income	4,363,936
Accumulated net realized loss on investments	(287,474,201)
Net unrealized appreciation of investments	5,434,705
NET ASSETS	\$ 1,066,280,266

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

STATEMENT OF OPERATIONS for the three months ended May 31, 2005 (Unaudited)

INVESTMENT INCOME:

Interest	\$	28,855,746
Arrangement fees earned		337,333
Dividends		123,028
Other		781,148
Total investment income		30,097,255

EXPENSES:

Investment management fees		4,126,379
Administration fees		1,289,493
Transfer agent and registrar fees		33,764
Interest		4,417,751
Shareholder reporting expense		42,780
Custodian fees		245,364
Professional fees		301,731
Preferred Shares - Dividend disbursing agent fees		300,541
Insurance expense		11,457
Pricing expense		23,050
ICI fees		2,478
Postage expense		58,972
Trustee fees		14,089
Miscellaneous expense		75,395
Total expenses		10,943,244
Net investment income		19,154,011

REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:

Net realized gain on investments		1,290,896
Net change in unrealized appreciation or depreciation of investments		(17,902,181)
Net realized and unrealized loss on investments		(16,611,285)

DISTRIBUTIONS TO PREFERRED SHAREHOLDERS:

From net investment income		(3,419,013)
Net decrease in net assets resulting from operations	\$	(876,287)

See Accompanying Notes to Financial Statements

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STATEMENT OF CHANGES IN NET ASSETS (Unaudited)

	Three Months Ended May 31, 2005	Year Ended February 28, 2005
FROM OPERATIONS:		
Net investment income	\$ 19,154,011	\$ 62,675,310
Net realized gain (loss) on investments	1,290,896	(7,289,446)
Net change in unrealized appreciation or depreciation on investments	(17,902,181)	28,507,450
Distributions to preferred shareholders from net investment income	(3,419,013)	(7,597,393)
Net increase (decrease) in net assets resulting from operations	(876,287)	76,295,921
FROM DISTRIBUTIONS TO COMMON SHAREHOLDERS:		
From net investment income	(15,591,922)	(59,700,239)
Total distributions to common shareholders	(15,591,922)	(59,700,239)
CAPITAL SHARE TRANSACTIONS:		
Dividends reinvested for common shares		4,891,202
Sale of shares in connection with shelf offerings		50,936,150
Net increase from capital share transactions		55,827,352
Net increase (decrease) in net assets	(16,468,209)	72,423,034
NET ASSETS:		
Beginning of period	1,082,748,475	1,010,325,441
End of period (including undistributed net investment income of \$4,363,936 and \$4,220,860, respectively)	\$ 1,066,280,266	\$ 1,082,748,475
SUMMARY OF CAPITAL SHARE TRANSACTIONS:		
Shares issued in payment of distributions from net investment income		652,703
Shares sold in connection with shelf offering		6,742,261
Net increase in shares outstanding		7,394,964

See Accompanying Notes to Financial Statements

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STATEMENT OF CASH FLOWS for the three months ended May 31, 2005 (Unaudited)

INCREASE (DECREASE) IN CASH**Cash Flows From Operating Activities:**

Interest received	\$	26,534,880
Dividends received		123,028
Dividend paid to preferred shareholder		(3,413,232)
Arrangement fee received		143,143
Other income received		811,158
Interest paid		(4,417,751)
Other operating expenses paid		(5,848,882)
Purchases of securities		(579,392,342)
Proceeds from sales of securities		529,951,111
Net cash used in operating activities	\$	(35,508,887)

Cash Flows From Financing Activities:

Distributions paid to common shareholders	\$	(15,591,922)
Net issuance of notes payable		38,000,000
Increase in payable to custodian for bank overdraft		1,687,901
Net cash flows provided by financing activities		24,095,979
Net decrease		(11,412,908)
Cash at beginning of period		11,412,908
Payable to custodian for bank overdraft at end of period	\$	

Reconciliation of Net Increase in Net Assets Resulting from Operations to Net Cash Used in Operating Activities:

Net decrease in net assets resulting from operations	\$	(876,287)
Adjustments to reconcile net decrease in net assets resulting from operations to net cash used in operating activities:		
Change in unrealized appreciation of securities		17,902,181
Net accretion of discounts on securities		(450,148)
Realized loss on sale of securities		(1,290,896)
Purchase of securities		(579,392,342)
Proceeds on sale of securities		529,951,111
Decrease in other assets		30,010
Increase in interest receivable		(1,870,718)
Increase in prepaid expenses		(108,614)
Decrease in deferred arrangement fees on senior loans		(194,190)
Increase in preferred shareholder dividend payable		5,781
Increase in affiliate payable		213,571
Decrease in accrued trustees fees		(881)
Increase in accrued expenses		572,535
Total adjustments		(34,632,600)
Net cash used in operating activities	\$	(35,508,887)

See Accompanying Notes to Financial Statements

ING PRIME RATE TRUST (UNAUDITED)	FINANCIAL HIGHLIGHTS
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For a common share outstanding throughout the period

		Three Months Ended May 31, 2005	2005	Years Ended February 28 or February 29,			2001
		2005	2005	2004	2003	2002	2001
Per Share Operating Performance							
Net asset value, beginning of period	\$	7.47	7.34	6.73	7.20	8.09	8.95
Income from investment operations:							
Net investment income	\$	0.13	0.45	0.46	0.50	0.74	0.88
Net realized and unrealized gain (loss) on investments	\$	(0.12)	0.16	0.61	(0.47)	(0.89)	(0.78)
Total from investment operations	\$	0.01	0.61	1.07	0.03	(0.15)	0.10
Distributions to Common Shareholders							
from net investment income	\$	(0.11)	(0.43)	(0.42)	(0.45)	(0.63)	(0.86)
Distribution to Preferred Shareholders	\$	(0.02)	(0.05)	(0.04)	(0.05)	(0.11)	(0.06)
Reduction in net asset value from							
Preferred Shares offerings	\$						(0.04)
Net asset value, end of year	\$	7.35	7.47	7.34	6.73	7.20	8.09
Closing market price at end of period	\$	7.07	7.56	7.84	6.46	6.77	8.12
Total Investment Return ⁽¹⁾							
Total investment return at closing market price ⁽²⁾	%	(5.08)	2.04	28.77	2.53	(9.20)	9.10
Total investment return at net asset value ⁽³⁾	%	0.01	7.70	15.72	0.44	(3.02)	0.19
Ratios/Supplemental Data							
Net assets end of period (000 s)	\$	1,066,280	1,082,748	1,010,325	922,383	985,982	1,107,432
Preferred Shares-Aggregate amount outstanding (000 s)	\$	450,000	450,000	450,000	450,000	450,000	450,000
Liquidation and market value per share							
of Preferred Shares	\$	25,000	25,000	25,000	25,000	25,000	25,000
Borrowings at end of year (000 s)	\$	534,000	496,000	225,000	167,000	282,000	510,000
Asset coverage per \$1,000 of debt ⁽⁴⁾	\$	2,080	2,140	2,500	2,500	2,350	2,150
Average borrowings (000 s)	\$	521,728	414,889	143,194	190,671	365,126	450,197
Ratios to average net assets including Preferred Shares⁽⁵⁾							
Expenses (before interest and other fees related to revolving credit facility) ⁽⁶⁾	%	1.71	1.60	1.45	1.49	1.57	1.62
Net expenses after expense reimbursement ⁽⁶⁾	%	2.86	2.21	1.65	1.81	2.54	3.97
Gross expenses prior to expense reimbursement ⁽⁶⁾	%	2.86	2.22	1.65	1.81	2.54	3.97
Net investment income ⁽⁶⁾	%	5.00	4.21	4.57	4.97	6.83	9.28
Ratios to average net assets plus borrowings							
Expenses (before interest and other fees related to revolving credit facility) ⁽⁶⁾	%	1.63	1.63	1.84	1.82	1.66	1.31
Net expenses after expense reimbursement ⁽⁶⁾	%	2.74	2.26	2.09	2.23	2.70	3.21
Gross expenses prior to expense reimbursement ⁽⁶⁾	%	2.74	2.27	2.09	2.23	2.70	3.21
Net investment income ⁽⁶⁾	%	4.76	4.32	5.82	6.10	7.24	7.50
Ratios to average net assets							

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Expenses (before interest and other fees related to revolving credit facility) ⁽⁶⁾	%	2.42	2.29	2.11	2.19	2.25	1.81
Net expenses after expense reimbursement ⁽⁶⁾	%	4.05	3.17	2.40	2.68	3.64	4.45
Gross expenses prior to expense reimbursement ⁽⁶⁾	%	4.05	3.18	2.40	2.68	3.64	4.45
Net investment income ⁽⁶⁾	%	7.06	6.04	6.68	7.33	9.79	10.39
Portfolio turnover rate	%	26	93	87	48	53	46
Common shares outstanding at end of period (000 s)		145,033	145,033	137,638	136,973	136,973	136,847

- (1) Total investment return calculations are attributable to common shares.
- (2) Total investment return measures the change in the market value of your investment assuming reinvestment of dividends and capital gain distributions, if any, in accordance with the provisions of the Trust's dividend reinvestment plan.
- (3) Total investment return at net asset value has been calculated assuming a purchase at net asset value at the beginning of each period and a sale at net asset value at the end of each period and assumes reinvestment of dividends and capital gain distributions in accordance with the provisions of the dividend reinvestment plan. This calculation differs from total investment return because it excludes the effects of changes in the market values of the Trust's shares.
- (4) Asset coverage represents the total assets available for settlement of Preferred Stockholder's interest and notes payables in relation to the Preferred Shareholder interest and notes payable balance outstanding. The Preferred Shares were first offered November 2, 2000.
- (5) Ratios do not reflect the effect of dividend payments to Preferred Shareholders; income ratios reflect income earned on assets attributable to the Preferred Shares.
- (6) Annualized for periods less than one year.

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2005 (Unaudited)

NOTE 1 ORGANIZATION

ING Prime Rate Trust (the Trust), a Massachusetts business trust, is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end, management investment company. The Trust invests primarily in senior loans which are exempt from registration under the Securities Act of 1933, as amended (the 33 Act), but which contain certain restrictions on resale and cannot be sold publicly. These loans bear interest (unless otherwise noted) at rates that float periodically at a margin above the Prime Rate of a U.S. bank specified in the credit agreement, the London Inter-Bank Offered Rate (LIBOR), the certificate of deposit rate, or in some cases another base lending rate.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies consistently followed by the Trust in the preparation of its financial statements. The policies are in conformity with accounting principals generally accepted in the United States of America for investment companies.

A. *Senior Loan and Other Security Valuation.* Senior loans held by the Trust are normally valued at the mean of the means of one or more bid and ask quotations obtained from an independent pricing service or other sources determined by the Board of Trustees to be independent and believed to be reliable. Loans for which reliable market value quotations are not readily available may be valued with reference to another loan or a group of loans for which reliable quotations are readily available and whose characteristics are comparable to the loan being valued. Under this approach, the comparable loan or loans serve as a proxy for changes in value of the loan being valued.

The Trust has engaged an independent pricing service to provide readily available, reliable market value quotations from dealers in loans and, when such quotations are not readily available, to calculate values under the proxy procedure described above. As of May 31, 2005, 98.84% of total investments were valued based on these procedures. It is expected that most of the loans held by the Trust will continue to be valued with reference to quotations from the independent pricing service or with reference to the proxy procedure described above.

Prices from a pricing source may not be available for all loans and ING Investments, LLC (the Investment Manager) or ING Investment Management Co. (ING IM, the Sub-Adviser), may believe that the price for a loan derived from market quotations or the proxy procedure described above is not reliable or accurate. Among other reasons, this may be the result of information about a particular loan or borrower known to the Investment Manager or the Sub-Adviser that the Investment Manager or the Sub-Adviser believes may not be known to the pricing

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service or reflected in a price quote. In this event, the loan is valued at fair value as determined in good faith under procedures established by the Trust's Board of Trustees and in accordance with the provisions of the 1940 Act. Under these procedures, fair value is determined by the Investment Manager and monitored by the Trust's Board of Trustees through its Valuation, Brokerage and Proxy Committee. In fair valuing a loan, consideration is given to several factors, which may include, among others, the following: (i) the characteristics of and fundamental analytical data relating to the loan, including the cost, size, current interest rate, period until the next interest rate reset, maturity and base lending rate of the loan, the terms and conditions of the loan and any related agreements, and the position of the loan in the borrower's debt structure; (ii) the nature, adequacy and value of the collateral, including the Trust's rights, remedies and interests with respect to the collateral; (iii) the creditworthiness of the borrower and the cash flow coverage of outstanding principal and interest, based on an evaluation of its financial condition, financial statements and information about the borrower's business, cash flows, capital structure and future prospects; (iv) information relating to the

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2005 (Unaudited) (continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

market for the loan, including price quotations for, and trading in, the loan and interests in similar loans; (v) the reputation and financial condition of the agent for the loan and any intermediate participants in the loan; (vi) the borrower's management; and (vii) the general economic and market conditions affecting the fair value of the loan. Securities for which the primary market is a national securities exchange are valued at the last reported sale price. Securities reported by NASDAQ will be valued at the NASDAQ official closing price. Securities traded in the over-the-counter market and listed securities for which no sale was reported on a valuation date are valued at the mean between the last reported bid and ask price on such exchange. Securities other than senior loans for which reliable market value quotations are not readily available and all other assets will be valued at their respective fair values as determined in good faith by, and under procedures established by, the Board of Trustees of the Trust. Investments in securities maturing in 60 days or less from the date of valuation are valued at amortized cost, which, when combined with accrued interest approximates market value.

B. *Federal Income Taxes.* It is the Trust's policy to comply with subchapter M of the Internal Revenue Code and related excise tax provisions applicable to regulated investment companies and to distribute substantially all of its net investment income and net realized capital gains to its shareholders. Therefore, no federal income tax provision is required. No capital gain distributions will be made by the Trust until any capital loss carryforwards have been fully utilized or expire.

C. *Security Transactions and Revenue Recognition.* Revolver and delayed draw loans are booked on a settlement date basis. Security transactions and senior loans are accounted for on trade date (date the order to buy or sell is executed). Realized gains or losses are reported on the basis of identified cost of securities sold. Dividend income is recognized on the ex-dividend date. Interest income is recorded on an accrual basis at the then-current interest rate of the loan. The accrual of interest on loans is discontinued when, in the opinion of management, there is an indication that the borrower may be unable to meet payments as they become due. Upon such discontinuance, all unpaid accrued interest is reversed. Cash collections on non-accrual senior loans are generally applied as a reduction to the recorded investment of the loan. Senior loans are generally returned to accrual status only after all past due amounts have been received. For all loans acquired prior to March 1, 2001, arrangement fees received, which represent non-refundable fees associated with the acquisition of loans, were deferred and recognized over the shorter of 2.5 years or the actual terms of the loan. For all loans, except revolving credit facilities, acquired subsequent to February 28, 2001, fees received are treated as discounts and are accreted whereas premiums are amortized. Fees associated with revolving credit facilities acquired subsequent to February 28, 2001 are deferred and recognized over the shorter of four years or the actual term of the loan.

D. *Distributions to Common Shareholders.* The Trust declares dividends monthly from net investment income. Distributions from capital gains, if any, are declared and paid annually. The Trust may make additional distributions

to comply with the distribution requirements of the Internal Revenue Code. The character and amounts of income and gains to be distributed are determined in accordance with federal income tax regulations, which may differ from accounting principles generally accepted in the United States of America for investment companies. Dividends paid by the Trust from net investment income and distributions of net realized short-term capital gains are, for federal income tax purposes, taxable as ordinary income to shareholders. The Trust records distributions to its shareholders on the ex-dividend date.

E. *Dividend Reinvestments.* Pursuant to the Trust's Shareholder Investment Program (formerly known as the Automatic Dividend Reinvestment Plan), DST Systems, Inc., the Plan Agent,

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2005 (Unaudited) (continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

purchases, from time to time, shares of beneficial interest of the Trust on the open market to satisfy dividend reinvestments. Such shares are purchased on the open market only when the closing sale or bid price plus commission is less than the net asset value per share of the Trust's common shares on the valuation date. If the market price plus commissions is equal to or exceeds the net asset value, new shares are issued by the Trust at the greater of (i) net asset value or (ii) the market price of the shares during the pricing period, minus a discount of 5%.

F. *Use of Estimates.* Management of the Trust has made certain estimates and assumptions relating to the reporting of assets, liabilities, revenues, expenses and contingencies to prepare these financial statements in conformity with generally accepted accounting principles in the United States of America for investment companies. Actual results could differ from these estimates.

G. *Share Offerings.* Beginning in the year ended February 28, 1999, the Trust began issuing shares under various shelf registration statements, whereby the net proceeds received by the Trust from share sales may not be less than the greater of (i) the NAV per share or (ii) 94% of the average daily market price over the relevant pricing period.

NOTE 3 INVESTMENTS

For the three months ended May 31, 2005, the cost of purchases and the proceeds from principal repayment and sales of investments, excluding short-term notes, totaled \$559,469,739 and \$532,672,769, respectively. At May 31, 2005, the Trust held senior loans valued at \$2,032,719,457 representing 98.5% of its total investments. The market value of these assets is established as set forth in Note 2.

The senior loans acquired by the Trust typically take the form of a direct lending relationship with the borrower, and are typically acquired through an assignment of another lender's interest in a loan. The lead lender in a typical corporate loan syndicate administers the loan and monitors the collateral securing the loan.

Common and preferred shares, and stock purchase warrants held in the portfolio were acquired in conjunction with loans held by the Trust. Certain of these stocks and warrants are restricted and may not be publicly sold without registration under the 33 Act, or without an exemption under the 33 Act. In some cases, these restrictions expire after a designated period of time after issuance of the shares or warrants.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2005 (Unaudited) (continued)

NOTE 3 INVESTMENTS (continued)

Dates of acquisition and cost or assigned basis of restricted securities are as follows:

	<u>Date of Acquisition</u>	<u>Cost or Assigned Basis</u>
Acterna, Inc. Contingent Right	11/24/03	\$
Allied Digital Technologies Corporation Residual Interest in Bankruptcy Estate	06/05/02	186,961
AM Cosmetics Corporation Liquidation Interest	03/07/03	50
Block Vision Holdings Corporation Common Shares	09/30/02	
Boston Chicken, Inc. Residual Interest in Boston Chicken Plan Trust	12/26/00	6,044,327
Cedar Chemical Liquidation Interest	12/31/02	
Covenant Care, Inc. Warrants	12/22/95	
Covenant Care, Inc. Warrants	01/18/02	
Decision One Corporation Common Shares	06/16/00	
Electro Mechanical Solutions Residual Interest in Bankruptcy Estate	10/02/02	15
Enginen Realty Common Shares	11/24/03	
Enterprise Profit Solutions Liquidation Interest	10/21/02	
EquityCo, LLC Warrants	02/25/05	
Euro United Corporation Residual Interest in Bankruptcy Estate	06/21/02	2,335,366
Galey & Lord, Inc. Common Shares	03/31/04	
Gate Gourment Borrower, LLC Warrants	12/04/03	
Gemini Leasing, Inc. Common Shares	01/08/04	
Grand Union Company Residual Interest in Bankruptcy Estate	07/01/02	2,576
Holmes Group, Inc. Common Shares	05/26/04	
Humphreys, Inc. Residual Interest in Bankruptcy Estate	05/15/02	50
Imperial Home Décor Group, Inc. Common Shares	05/02/01	1,654,378
Imperial Home Décor Group, Inc. Liquidation Interest	01/22/04	
Insilco Technologies Residual Interest in Bankruptcy Estate	05/02/03	10,008
Intera Group, Inc. Common Shares	11/29/02	
IT Group, Inc. Residual Interest in Bankruptcy Estate	09/12/03	87,001
Kevco, Inc. Residual Interest in Bankruptcy Estate	06/05/02	147,443
Lincoln Pulp and Eastern Fine Residual Interest in Bankruptcy Estate	06/08/04	
London Clubs International Warrants	12/08/04	
Malden Mills Industries, Inc. Common Shares	11/04/03	
Malden Mills Industries, Inc. Preferred Shares	11/04/03	
Morris Material Handling, Inc. Common Shares	10/09/01	3,009,059
MP Holdings, Inc. Common Shares	04/16/01	6
Murray s Discount Auto Stores, Inc. Escrow Interest	08/11/03	40,136
Neoplan USA Corporation Common Shares	08/29/03	
Neoplan USA Corporation Series B Preferred Shares	08/29/03	
Neoplan USA Corporation Series C Preferred Shares	08/29/03	428,603

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Neoplan USA Corporation Series D Preferred Shares	08/29/03	3,524,300
New Piper Aircraft, Inc. Residual Interest in Litigation Proceeds	07/02/03	
New World Restaurant Group, Inc. Warrants	09/27/01	40
Norwood Promotional Products, Inc. Common Shares	08/23/04	32,939
Safelite Glass Corporation Common Shares	10/17/00	
Safelite Realty Corporation Common Shares	10/17/00	
Soho Publishing Common Shares	01/10/02	176
Targus Group, Inc. Common Shares	03/11/03	
Transtar Metals Residual Interest in Bankruptcy Estate	01/09/03	80,459
TSR Wireless, LLC Residual Interest in Bankruptcy Estate	10/15/02	
U.S. Aggregates Residual Interest in Bankruptcy Estate	04/07/03	
U.S. Office Products Company Residual Interest in Bankruptcy Estate	02/11/04	
Total restricted securities excluding senior loans (market value of \$19,694,805 was 1.8% of net assets at May 31, 2005)		\$ 17,583,893

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2005 (Unaudited) (continued)

NOTE 4 MANAGEMENT AND ADMINISTRATION AGREEMENTS

The Trust has entered into an Investment Management Agreement with the Investment Manager, a wholly-owned subsidiary of ING Fund Services, LLC (the Administrator), to provide advisory and management services. The Investment Management Agreement compensates the Investment Manager with a fee, computed daily and payable monthly, at an annual rate of 0.80% of the Trust's Managed Assets. For purposes of this Agreement, Managed Assets shall mean the Trust's average daily gross asset value, minus the sum of the Trust's accrued and unpaid dividends on any outstanding preferred shares and accrued liabilities (other than liabilities for the principal amount of any borrowings incurred, commercial paper or notes issued by the Trust and the liquidation preference of any outstanding preferred shares).

The Investment Manager entered into a Sub-Advisory Agreement with ING IM, a wholly-owned subsidiary of ING Groep N.V., effective August 19, 2003. Subject to such policies as the Board or the Investment Manager may determine, ING IM manages the Trust's assets in accordance with the Trust's investment objectives, policies, and limitations.

The Trust has also entered into an Administration Agreement with the Administrator to provide administrative services and also to furnish facilities. The Administrator is compensated with a fee, computed daily and payable monthly, at an annual rate of 0.25% of the Trust's average daily Managed Assets.

NOTE 5 TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES

At May 31, 2005, the Trust had the following amounts recorded in payables to affiliates on the accompanying Statement of Assets and Liabilities:

<u>Accrued Investment Management Fees</u>	<u>Accrued Administrative Fees</u>	<u>Total</u>
\$1,390,743	\$434,607	\$1,825,350

The Trust has adopted a Retirement Policy covering all independent trustees of the Trust who will have served as an independent trustee for at least five years at the time of retirement. Benefits under this plan are based on an annual rate as defined in the plan agreement.

NOTE 6 COMMITMENTS

The Trust has entered into both a \$90 million 364-day revolving credit agreement which matures on August 24, 2005 and a \$535 million 364-day revolving securitization facility which matures on July 11, 2005, collateralized by assets of the Trust. Borrowing rates under these agreements are based on a fixed spread over LIBOR, the federal funds rate, or a commercial paper-based rate. Prepaid arrangement fees for these facilities are amortized over the term of the agreements. The amount of borrowings outstanding at May 31, 2005, was \$534 million. Weighted average interest rate on outstanding borrowings was 3.40%, excluding fees related to the unused portion of the facilities, and other fees. The amount of borrowings represented 25.58% of total assets at May 31, 2005. Average borrowings for the period ended May 31, 2005 were \$521,728,261 and the average annualized interest rate was 3.36% excluding other fees related to the unused portion of the facilities, and other fees.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2005 (Unaudited) (continued)

NOTE 6 COMMITMENTS (continued)

As of May 31, 2005, the Trust had unfunded loan commitments pursuant to the terms of the following loan agreements:

American Airlines, Inc.	\$	62,500
Baker & Taylor, Inc.		442,500
Block Vision Holdings Corporation		91,815
Builders Firstsource, Inc.		1,500,000
Envirosolutions, Inc.		277,273
Federal-Mogul Corporation		1,650,000
Green Valley Ranch Gaming, LLC		500,000
Insight Health Services Corporation		240,241
Insight Health Services Corporation		55,440
Insight Health Services Corporation		27,720
Isle of Capri Casinos, Inc.		1,000,000
Kerasotes Theatres, Inc.		1,500,000
Motorsport Aftermarket Group, Inc.		360,000
NCI Building Systems, Inc.		48,750
Neoplan USA Corporation	\$	382,500
Outsourcing Solutions, Inc.		63,692
Owens-Illinois Group, Inc.		100
Ply Gem Industries, Inc.		696,429
Primedia, Inc.		937,964
Six Flags Theme Parks, Inc.		900,000
Syniverse Holding, LLC		1,500,000
Trump Entertainment Resorts Holdings, L.P.		1,250,000
United States Shipping, LLC		576,922
Vanguard Health Systems, Inc.		3,500,000
Venetian Casino Resorts, LLC		2,564,103
	\$	20,127,949

NOTE 7 RIGHTS AND OTHER OFFERINGS

As of May 31, 2005, outstanding share offerings pursuant to shelf registrations were as follows:

Registration Date	Shares Registered	Shares Remaining
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9/15/98	25,000,000	12,374,909
3/04/99	5,000,000	3,241,645

On November 2, 2000, the Trust issued 3,600 shares each of Series M, Series W and Series F Auction Rate Cumulative Preferred Shares, \$0.01 Par Value, \$25,000 liquidation preference, for a total issuance of \$270 million. Also, on November 16, 2000, the Trust issued 3,600 shares of Series T and Series Th Auction Rate Cumulative Preferred Shares, \$0.01 Par Value, \$25,000, liquidation preference, for a total issuance of \$180 million. Costs associated with the offering of approximately \$5,438,664 were charged against the proceeds received. The Trust used the net proceeds of the offering to partially pay down the then existing indebtedness and to purchase additional senior loans. Preferred Shares pay dividends based on a rate set at auctions, normally held every 7 days. In most instances dividends are also payable every 7 days, on the first business day following the end of the rate period. Preferred shares have no stated conversion, redemption or liquidation date, but may be redeemed at the election of the Trust. Such shares may only be redeemed by the Preferred Shareholders if the Trust fail to meet certain credit quality thresholds within its portfolio.

NOTE 8 CUSTODIAL AGREEMENT

State Street Bank and Trust Company (SSB) serves as the Trust s custodian and recordkeeper. Custody fees paid to SSB are reduced by earnings credits based on the cash balances held by SSB for the Trust. There were no earnings credits for the three months ended May 31, 2005.

NOTE 9 SUBORDINATED LOANS AND UNSECURED LOANS

The Trust may invest in subordinated loans and in unsecured loans. The primary risk arising from investing in subordinated loans or in unsecured loans is the potential loss in the event of default by the issuer of the loans. The Trust may acquire a subordinated loan only if, at the time of acquisition, it acquires or holds a senior loan from the same borrower. The Trust will acquire unsecured loans only where the Investment Manager believes, at the time of acquisition, that the Trust would have the right to payment upon default that is not subordinate to any other creditor. The Trust may invest up to 5% of its total assets, measured at the time of investment, in subordinated loans and unsecured loans. As of May 31, 2005, the Trust held 0.28% of its total assets in subordinated loans and unsecured loans.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2005 (Unaudited) (continued)

NOTE 10 FEDERAL INCOME TAXES

For the year ended February 28, 2005, federal excise tax of \$117,314 was paid by the Trust and subsequently reimbursed by the investment advisor. The amount of distributions from net investment income and net realized capital gains are determined in accordance with federal income tax regulations, which may differ from accounting principles generally accepted in the United States of America for investment companies. These book/tax differences may be either temporary or permanent. Permanent differences are reclassified within the capital accounts based on their federal tax-basis treatment; temporary differences are not reclassified. Key differences include the treatment of short-term capital gains and wash sale deferrals. Distributions in excess of net investment income and/or net realized capital gains for tax purposes are reported as distributions of paid-in capital.

Dividends paid by the Trust from net investment income and distributions of net realized short-term capital gains are, for federal income tax purposes, taxable as ordinary income to shareholders.

The tax composition of dividends and distributions to shareholders was as follows:

Three months ended May 31, 2005	Year ended February 28, 2005
Ordinary Income	Ordinary Income
\$19,010,935	\$67,297,632

The tax-basis components of distributable earnings and the expiration dates of the capital loss carryforwards which may be used to offset future realized capital gains for federal income tax purposes as of May 31, 2005 were:

<u>Undistributed Ordinary Income</u>	<u>Undistributed Long-Term Capital Gains</u>	<u>Unrealized Appreciation/ (Depreciation)</u>	<u>Post-October Capital Losses Deferred</u>	<u>Capital Loss Carryforwards</u>	<u>Expiration Dates</u>
\$4,356,782	\$	\$21,346,306	\$(223,838)	\$ (12,542,170)	2006
				(10,485,033)	2007
				(38,118,850)	2008
				(847,193)	2009
				(47,376,376)	2010
				(97,064,717)	2011
				(57,686,392)	2012
				(22,421,058)	2013

\$ (286,541,789)

NOTE 11 SUBSEQUENT EVENTS

Subsequent to May 31, 2005, the Trust paid to Common Shareholders the following dividends from net investment income:

<u>Per Share Amount</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Payable Date</u>
\$0.038	5/31/05	6/10/05	6/22/05

Subsequent to May 31, 2005, the Trust paid to Preferred Shareholders the following dividends from net investment income:

<u>Preferred Shares</u>	<u>Total Per Share Amount</u>	<u>Auction Dates</u>	<u>Record Dates</u>	<u>Payable Dates</u>
Series M	\$90.84	06/06/05 to 07/11/05	06/13/05 to 07/18/05	06/14/05 to 07/19/05
Series T	\$88.67	06/07/05 to 07/12/05	06/14/05 to 07/19/05	06/15/05 to 07/20/05
Series W	\$90.80	06/01/05 to 07/06/05	06/08/05 to 07/13/05	06/09/05 to 07/14/05
Series Th	\$86.60	06/02/05 to 07/07/05	06/09/05 to 07/14/05	06/10/05 to 07/15/05
Series F	\$89.26	06/03/05 to 07/08/05	06/10/05 to 07/15/05	06/13/05 to 07/18/05

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited)

Senior Loans*: 190.6%

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Aerospace and Defense: 2.7%					
\$ 2,437,500	American Airlines, Inc. Revolver, 7.620%-7.820%, maturing June 30, 2009	B2		B+	\$ 2,388,750
997,500	Term Loan, 8.120%-8.280%, maturing December 31, 2010				990,910
990,000	Arinc, Inc. Term Loan, 5.030%, maturing March 10, 2011	Ba3		BB	1,001,138
2,487,500	Ceradyne, Inc. Term Loan, 5.125%-5.250%, maturing August 18, 2011	Ba3		BB-	2,512,375
3,000,000	Dyncorp, Inc. Term Loan, 6.063%, maturing February 11, 2011	B2		B+	3,028,125
1,500,000	Hexcel Corporation Term Loan, 4.875%-6.750%, maturing March 01, 2012	B2		B+	1,506,095
4,750,000	K&F Industries, Inc. Term Loan, 5.590%-5.670%, maturing November 16, 2012	B2		B+	4,802,449
985,000	Northwest Airlines, Inc. Term Loan, 9.830%, maturing November 23, 2010	B1		B+	944,164
1,000,000	Term Loan, 9.470%, maturing November 23, 2010				945,000
4,361,538	Standard Aero Holdings, Inc. Term Loan, 5.341%-5.358%, maturing August 20, 2012	B2		B+	4,432,413
1,975,050	Transdigm, Inc. Term Loan, 5.300%, maturing July 22, 2010	B1		B+	1,999,122
1,980,875	United Air Lines, Inc. Debtor in Possession Term Loan, 7.500%, maturing September 30, 2005	Ba2		BB-	1,994,905
2,000,000	Wyle Holdings, Inc. Term Loan, 5.840%-5.960%, maturing January 28, 2011	NR		B+	2,031,250
					28,576,696
Automobile: 6.9%					
6,467,273	Accuride Corporation Term Loan, 5.250%-5.500%, maturing January 31, 2012	B2		B+	6,469,970
1,995,000	Affinia Group, Inc. Term Loan, 5.440%, maturing November 30, 2011	B2		BB-	1,970,063
	Aftermarket Technology Corporation	Ba3		BB-	

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808,353	Term Loan, 6.150%-6.170%, maturing February 08, 2008	817,194
1,203,331	Term Loan, 6.140%-6.170%, maturing February 08, 2008	1,215,364

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Automobile: (continued)</i>					
\$ 2,500,000	Carey International, Inc. Term Loan, 8.750%, maturing April 18, 2011	NR		NR	\$ 2,496,095
1,463,763	Dayco Products, LLC Term Loan, 5.770%-6.520%, maturing June 23, 2011	B1		BB-	1,481,145
4,000,000	Dura Operating Corporation Term Loan, 6.590%, maturing May 03, 2011	B2		B+	4,000,000
(2) 3,350,000	Federal-Mogul Corporation Revolver, 5.250%-5.500%, maturing November 01, 2009	NR		B+	3,350,000
5,000,000	Goodyear Tire & Rubber Company Term Loan, 4.670%, maturing April 30, 2010	Ba3		BB	5,007,815
6,000,000	Goodyear Tire & Rubber Company Term Loan, 5.890%, maturing April 30, 2010	B2		B+	5,989,998
2,977,500	Grand Vehicle Works Holdings Corporation Term Loan, 6.100%-8.100%, maturing July 31, 2010	B2		B+	2,828,625
909,301	HLI Operating Company, Inc. Term Loan, 6.020%-7.120%, maturing June 03, 2009	B1		BB-	912,711
1,926,298	Key Automotive Group Term Loan, 6.080%-8.000%, maturing June 29, 2010	B1		BB-	1,916,667
1,245,652	Keystone Automotive Industries, Inc. Term Loan, 4.710%-5.030%, maturing October 30, 2009	B1		B+	1,253,957
540,000	Motorsport Aftermarket Group, Inc. Term Loan, 6.110%, maturing December 15, 2011	B2		B	543,375
1,593,800	Term Loan, 6.350%, maturing December 15, 2011				1,603,761
4,000,000	RJ Tower Corporation Term Loan, 6.188%, maturing February 02, 2007	Ba3		BBB	3,998,752
6,175,480	Safelite Glass Corporation Term Loan, 8.100%, maturing September 30, 2007	B3		B+	5,604,248
12,312,159	Term Loan, 8.600%, maturing September 30, 2007				11,173,285
	Tenneco Automotive, Inc.	B1		B+	

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1,129,257	Term Loan, 5.540%, maturing December 12, 2010 TRW Automotive Acquisitions Corporation	Ba2	BB+	1,134,903
7,481,250	Term Loan, 4.375%, maturing June 30, 2012 United Components, Inc.	B1	BB-	7,453,195
2,706,667	Term Loan, 5.750%, maturing June 30, 2010			2,750,650
				73,971,773

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Banking: 0.3%					
\$ 2,888,234	Outsourcing Solutions, Inc. Term Loan, 8.090%, maturing December 09, 2008	NR		NR	\$ 2,908,091 2,908,091
Beverage, Food and Tobacco: 5.2%					
6,497,243	Birds Eye Foods, Inc. Term Loan, 5.850%, maturing June 30, 2008	B1		B+	6,554,906
3,731,251	Commonwealth Brands, Inc. Term Loan, 6.438%, maturing August 28, 2007	B1		B+	3,773,227
14,539,583	Constellation Brands, Inc. Term Loan, 4.563%-5.188%, maturing November 30, 2011	Ba2		BB	14,611,278
3,523,671	Dr. Pepper Bottling Company of Texas, Inc. Term Loan, 5.080%-5.339%, maturing December 19, 2010	B1		BB-	3,570,469
3,960,000	Golden State Foods Corporation Term Loan, 4.940%, maturing February 28, 2011	B1		B+	3,994,650
4,136,394	Keystone Foods Holdings, LLC Term Loan, 4.630%-4.875%, maturing June 16, 2011	Ba3		B+	4,185,514
3,651,006	Michael Foods, Inc. Term Loan, 5.090%-5.340%, maturing November 21, 2010	B1		B+	3,701,208
1,500,000	National Dairy Holdings, L.P. Term Loan, 5.190%, maturing March 15, 2012	B1		BB-	1,512,188
4,404,167	Pierre Foods, Inc. Term Loan, 5.440%-5.690%, maturing June 30, 2010	B1		B+	4,445,456
2,929,973	Southern Wine & Spirits of America, Inc. Term Loan, 5.350%, maturing July 02, 2008	Ba3		BB+	2,953,779
1,500,000 (5)	Sturm Foods, Inc. Term Loan, maturing May 26, 2011	B2		B+	1,505,625
500,000 (5)	Sturm Foods, Inc. Term Loan, maturing May 26, 2012	B3		B-	500,625
4,500,000	Vitaquest International, LLC Term Loan, 6.300%, maturing March 17, 2011	B2		B	4,500,000 55,808,925
Buildings and Real Estate: 10.0%					
	Associated Materials, Inc.	B2		B	

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1,750,000	Term Loan, 5.000%-5.170%, maturing August 29, 2010			1,760,938
	Atrium Companies, Inc.	B1	B	
2,992,500	Term Loan, 5.600%-5.650%, maturing December 28, 2011			2,977,538

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Buildings and Real Estate: (continued)</i>					
\$ 5,000,000	Builders Firstsource, Inc. Term Loan, 5.410%, maturing August 11, 2011	B1		B+	\$ 5,037,500
1,965,000	Building Materials Holding Corporation Term Loan, 5.350%, maturing August 21, 2010	Ba2		BB-	1,969,913
1,496,250	Contech Construction Products, Inc. Term Loan, 5.540%-7.500%, maturing December 07, 2010	Ba3		BB-	1,514,953
2,130,585	Crescent Real Estate Equities, L.P. Term Loan, 5.110%-5.331%, maturing January 12, 2006	B1		BB+	2,148,563
4,250,000	Custom Building Products, Inc. Term Loan, 5.370%, maturing October 31, 2011	B1		B+	4,268,594
3,850,670	DMB Newco, LLC Term Loan, 5.530%-5.729%, maturing February 28, 2009	NR		NR	3,860,297
18,420,001	General Growth Properties, Inc. Term Loan, 5.340%, maturing November 12, 2007	Ba2		BB+	18,521,698
16,961,880	Term Loan, 5.340%, maturing November 10, 2008				17,088,212
3,858,114	Headwaters, Inc. Term Loan, 5.400%-7.250%, maturing April 30, 2011	B1		B+	3,912,771
3,500,000	Macerich Partnership, L.P. Term Loan, 4.890%, maturing April 25, 2006	NR		BB+	3,504,375
2,500,000	Term Loan, 4.575%, maturing April 25, 2010				2,500,000
2,000,000	Maguire Properties, Inc. Term Loan, 4.840%, maturing March 15, 2010	Ba2		BB	2,015,000
4,995,745	Masonite International Corporation Term Loan, 5.140%-5.210%, maturing April 06, 2013	B2		B+	4,993,402
5,004,255	Term Loan, 5.140%-5.210%, maturing April 06, 2013				5,001,908
1,451,250	NCI Building Systems, Inc. Term Loan, 5.210%-5.420%, maturing September 15, 2008	Ba2		BB	1,464,403
6,943,893	Nortek, Inc. Term Loan, 5.340%, maturing August 27, 2011	B2		B	6,982,085

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923,000	(5)	PGT Industries, Inc. Term Loan, maturing January 29, 2010	B1	B	932,230
553,571		Ply Gem Industries, Inc. Revolver, 5.590%-5.770%, maturing February 12, 2009	B1	B+	525,892

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Buildings and Real Estate: (continued)					
	Ply Gem Industries, Inc. (continued)				
\$ 617,500	Term Loan, 5.280%, maturing March 15, 2010				\$ 617,500
1,498,134	Term Loan, 5.600%, maturing February 12, 2011				1,498,134
4,202,265	Term Loan, 5.280%, maturing October 01, 2011				4,202,265
5,438,693	St. Marys Cement, Inc. Term Loan, 5.093%, maturing December 04, 2009	B1		BB-	5,506,677
3,000,000	Trustreet Properties, Inc. Term Loan, 5.090%, maturing March 31, 2010	Ba3		BB	3,024,375
500,000	Werner Holdings Company, Inc. Term Loan, 6.340%-7.090%, maturing June 11, 2009	B3		B-	498,125
					106,327,348
Cargo/Transport: 3.0%					
	Atlantic Express Transportation Corporation	B3		CCC+	
3,000,000	Floating Rate Note, 12.610%, maturing April 15, 2008				2,880,000
3,352,598	Baker Tanks, Inc. Term Loan, 5.743%-5.980%, maturing January 30, 2011	B2		B	3,390,314
1,827,887	Gemini Leasing, Inc. Term Loan, 6.110%, maturing December 31, 2011	NR		NR	913,943
3,482,500	Helm Holding Corporation Term Loan, 5.851%, maturing July 02, 2010	B2		B+	3,521,678
2,481,250	Horizon Lines, LLC Term Loan, 5.620%, maturing July 07, 2011	B2		B	2,506,063
1,506,225	Kansas City Southern Railway Company Term Loan, 4.760%-4.870%, maturing March 30, 2008	B1		BB+	1,519,028
1,867,500	Neoplan USA Corporation Revolver, 7.210%, maturing June 30, 2006	NR		NR	1,867,500
5,360,479	Term Loan, 8.710%, maturing June 30, 2006				5,360,479
1,635,294	Pacer International, Inc. Term Loan, 5.063%-5.313%, maturing June 10, 2010	B1		BB-	1,651,646
392,795	Railamerica, Inc. Term Loan, 5.313%, maturing September 29, 2011	Ba3		BB	399,178
3,322,835	Term Loan, 5.313%, maturing				

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	September 29, 2011			3,376,831
	Transport Industries, L.P.	B2	B+	
2,525,886	Term Loan, 7.125%, maturing June 13, 2010			2,538,516
	United States Shipping, LLC	Ba3	BB-	
1,908,654	Term Loan, 5.093%, maturing April 30, 2010			1,928,338
				31,853,514

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Cellular: 5.9%					
\$ 1,985,000	Cellular South, Inc. Term Loan, 5.180%-6.750%, maturing May 04, 2011	Ba3		B+	\$ 2,002,369
10,864,975	Centennial Cellular Operating Company Term Loan, 5.343%-5.770%, maturing February 09, 2011	B1		B-	10,960,043
11,471,250	Cricket Communications, Inc. Term Loan, 5.593%, maturing December 20, 2010	B1		B-	11,480,209
3,175,000	(2) IWO Escrow Company Floating Rate Note, 6.891%, maturing January 15, 2012	B3		CCC+	3,159,125
6,500,000	Nextel Partners Operating Corporation Term Loan, 4.438%, maturing May 31, 2012	Ba2		B+	6,519,500
4,488,750	Ntelos, Inc. Term Loan, 5.610%, maturing August 25, 2011	B2		B	4,473,789
1,000,000	Ntelos, Inc. Term Loan, 8.110%, maturing February 25, 2012	B3		CCC+	981,563
2,500,000	Rogers Wireless, Inc. Floating Rate Note, 6.135%, maturing December 15, 2010	Ba3		BB	2,606,250
2,500,000	Rural Cellular Corporation Floating Rate Note, 7.510%, maturing March 15, 2010	B2		B-	2,531,250
2,992,500	Triton PCS, Inc. Term Loan, 6.360%, maturing November 18, 2009	B2		B-	3,005,592
14,887,500	Western Wireless Corporation Term Loan, 6.090%-6.250%, maturing May 31, 2011	B2		B-	14,958,840
					62,678,530
Chemicals, Plastics and Rubber: 9.9%					
4,000,000	Brenntag, AG Term Loan, 5.880%, maturing February 27, 2012	B1		BB-	4,049,832
4,000,000	Celanese, AG Term Loan, 3.090%, maturing April 06, 2009	B1		B+	4,055,000
4,038,672	Term Loan, 5.625%, maturing April 06, 2011				4,101,146
2,500,000	Hawkeye Renewables, LLC Term Loan, 6.005%, maturing	B2		B	

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	January 31, 2012			2,375,000
	Hercules, Inc.	Ba1	BB	
4,244,344	Term Loan, 4.843%-4.873%, maturing October 08, 2010			4,293,422
	Huntsman International, LLC	Ba3	BB-	
16,691,962	Term Loan, 5.375%, maturing December 31, 2010			16,977,111

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Chemicals, Plastics and Rubber: (continued)</i>				
\$ 13,000,000	Huntsman, LLC Term Loan, 6.120%, maturing March 31, 2010	B1	BB-	\$ 13,199,069
1,493,214	Innophos, Inc. Term Loan, 5.220%-5.550%, maturing August 13, 2010	B2	B	1,496,014
2,333,018	JohnsonDiversey, Inc. Term Loan, 4.960%, maturing November 03, 2009	B1	BB-	2,338,851
3,005,125	Term Loan, 4.831%-4.960%, maturing November 03, 2009			3,035,645
1,456,039	Kraton Polymers, LLC Term Loan, 5.563%-6.125%, maturing December 23, 2010	B1	B+	1,474,240
14,982,417	Nalco Company Term Loan, 4.920%-5.090%, maturing November 04, 2010	B1	BB-	15,152,302
9,350,000	Polypore, Inc. Term Loan, 5.350%, maturing November 12, 2011	B1	B	9,466,874
2,500,000	PQ Corporation Term Loan, 5.125%, maturing February 11, 2012	B1	B+	2,508,595
16,625,000	Rockwood Specialties Group, Inc. Term Loan, 5.430%, maturing July 30, 2012	B1	B+	16,721,492
3,973,109	Supresta, LLC Term Loan, 6.100%, maturing July 30, 2012	NR	B+	3,983,042
				105,227,635
<i>Containers, Packaging and Glass: 8.8%</i>				
1,488,750	Appleton Papers, Inc. Term Loan, 5.440%-5.730%, maturing June 11, 2010	Ba3	BB	1,500,382
3,461,690	Berry Plastics Corporation Term Loan, 5.090%, maturing June 30, 2010	B1	B+	3,487,653
9,500,000	Boise Cascade Corporation Term Loan, 4.969%, maturing October 29, 2011	Ba3	BB	9,602,914
1,302,000	BWAY Corporation Term Loan, 5.375%, maturing June 30, 2011	B1	B+	1,318,546
7,481,250	Graham Packaging Company, L.P. Term Loan, 5.500%-5.688%, maturing	B2	B	

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	October 07, 2011			7,557,933
1,500,000	Graham Packaging Company, L.P. Term Loan, 7.313%, maturing April 07, 2012	B3	CCC+	
10,079,397	Graphic Packaging International, Inc. Term Loan, 5.290%-5.910%, maturing June 30, 2010	B1	B+	1,521,563
2,736,250	Intertape Polymer Group, Inc. Term Loan, 4.960%-7.250%, maturing July 28, 2011	Ba3	B+	10,190,270
				2,780,714

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Containers, Packaging and Glass: (continued)</i>					
\$ 2,115,171	Kerr Group, Inc. Term Loan, 6.600%, maturing August 13, 2010	B1		BB-	\$ 2,121,781
1,455,484	Koch Cellulose, LLC Term Loan, 4.840%, maturing May 07, 2011	B1		BB	1,471,404
117,581	Lincoln Paper and Tissue, LLC Term Loan, 6.670%, maturing November 28, 2005	NR		NR	117,581
6,700,000	Term Loan, 7.710%, maturing May 01, 2009				6,700,000
1,800,000	Term Loan, maturing 7.710%, May 01, 2009				1,800,000
12,239,568	(3) Term Loan, maturing August 28, 2009				2,921,418
3,153,614	Owens-Illinois Group, Inc. Term Loan, 5.870%, maturing April 01, 2008	B1		BB-	3,206,832
2,493,750	Pro Mach, Inc. Term Loan, 5.820%-5.890%, maturing December 01, 2011	B1		B	2,528,039
4,932,679	Silgan Holdings, Inc. Term Loan, 4.870%, maturing November 30, 2008	Ba3		BB	4,953,490
10,442,690	Smurfit-Stone Container Corporation Term Loan, 4.688%-5.125%, maturing November 01, 2011	Ba3		BB-	10,571,594
3,213,135	Term Loan, 4.938%-5.125%, maturing November 01, 2011				3,252,798
9,381,250	Solo Cup, Inc. Term Loan, 5.093%-5.320%, maturing February 27, 2011	B1		B+	9,453,955
4,464,950	U.S. Can Company Term Loan, 6.870%-6.940%, maturing January 10, 2010	B3		B	4,487,275
2,500,000	Xerium Technologies, Inc. Term Loan, 5.070%, maturing May 18, 2012	B1		BB-	2,507,033
					94,053,175
<i>Data and Internet Services: 1.0%</i>					
1,000,000	Clientlogic Corporation Term Loan, 7.500%-7.750%, maturing February 28, 2012	B3		B	1,000,937
1,000,000	Clientlogic Corporation Term Loan, 12.000%-12.125%, maturing August 28, 2012	Caa2		CCC+	1,005,000

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2,500,000	Data Transmission Network Corporation Term Loan, 6.125%-6.188%, maturing March 17, 2012	B2	B+	2,501,563
5,988,889	Worldspan, L.P. Term Loan, 5.750%-6.000%, maturing February 16, 2010	B2	B	5,749,333
				10,256,833

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
	Diversified/Conglomerate Manufacturing: 3.9%				
\$ 1,790,977	Axia, Inc. Term Loan, 6.860%-7.360%, maturing November 30, 2010	B2		B	\$ 1,814,484
3,149,326	Brand Services, Inc. Term Loan, 6.351%-6.410%, maturing October 16, 2009	B1		B	3,165,073
5,368,292	Cinram International, Inc. Term Loan, 5.910%, maturing September 30, 2009	Ba3		BB	5,419,962
1,413,729	Dresser Rand, Inc. Term Loan, 5.125%-5.438%, maturing October 01, 2010	B1		B+	1,430,694
2,866,154	Dresser, Inc. Term Loan, 5.600%, maturing April 10, 2009	Ba3		BB-	2,903,176
537,228	Flowserve Corporation Term Loan, 5.625%, maturing June 30, 2006	Ba3		BB-	540,809
1,962,657	Term Loan, 5.688%-5.875%, maturing June 30, 2009				1,992,097
2,500,000	Gentek, Inc. Term Loan, 5.760%-6.020%, maturing February 25, 2011	B2		B+	2,481,250
1,995,000	Goodman Global Holdings, Inc. Term Loan, 5.500%, maturing December 23, 2011	B2		B+	2,007,469
284,392	Itron, Inc. Term Loan, 4.875%-5.063%, maturing July 01, 2011	Ba3		BB-	285,814
9,436,220	Mueller Group, Inc. Term Loan, 5.740%-6.070%, maturing April 23, 2011	B2		B+	9,548,275
819,231	Norcross Safety Products, LLC Term Loan, 5.843%-6.130%, maturing March 20, 2009	B1		B+	820,510
2,780,467	RLC Industries Company Term Loan, 4.593%, maturing February 26, 2009	B1		BB+	2,790,893
1,700,000	Sensus Metering Systems, Inc. Term Loan, 5.403%-5.784%, maturing December 17, 2010	B2		B+	1,717,000
255,000	Term Loan, 5.403%-5.784%, maturing December 17, 2010				257,550
4,000,000	Universal Compression, Inc. Term Loan, 4.850%, maturing	Ba2		BB	

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February 15, 2012

4,051,876
41,226,932

Diversified/Conglomerate Service: 4.9%

12,869,618
Amerco, Inc.
Term Loan, 7.090%, maturing
February 27, 2009

NR

BB

13,094,837

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Diversified/Conglomerate Service: (continued)</i>					
\$27,750,000	Fidelity National Information Solutions, Inc. Term Loan, 4.840%, maturing March 09, 2013	Ba3		BB	\$ 27,590,438
6,976,667	Iron Mountain, Inc. Term Loan, 4.875%-6.750%, maturing April 02, 2011	B2		BB-	7,021,722
2,269,060	Term Loan, 5.120%, maturing April 02, 2011				2,282,391
1,896,281	(5) Relizon Company Term Loan, maturing February 20, 2011	B1		BB-	1,904,578
					51,893,966
<i>Ecological: 2.8%</i>					
14,161,819	Allied Waste North America, Inc. Term Loan, 5.090%-5.520%, maturing January 15, 2012	B1		BB	14,177,553
5,405,405	Term Loan, 3.100%, maturing January 15, 2012				5,411,319
1,159,045	Envirosolutions, Inc. Term Loan, 7.620%, maturing March 01, 2009	NR		NR	1,159,045
3,559,091	Term Loan, 7.620%, maturing March 01, 2009				3,554,641
1,800,000	IESI Corporation Term Loan, 5.150%-5.284%, maturing January 14, 2012	B1		BB	1,813,500
3,500,000	WCA Waste Systems, Inc. Term Loan, 6.170%, maturing April 28, 2011	B3		B	3,508,750
					29,624,808
<i>Electronics: 1.6%</i>					
471,854	Acterna, LLC Term Loan, 12.000%, maturing October 14, 2008	NR		NR	474,803
10,541,011	(3) Decision One Corporation Term Loan, maturing April 18, 2005	B3		CCC	2,734,338
1,961,332	Invensys International Holdings, Ltd. Term Loan, 6.881%, maturing September 05, 2009	Ba3		B+	1,988,301
2,063,305	Knowles Electronics, Inc. Term Loan, 8.400%, maturing June 29, 2007	B3		B-	2,078,780
5,970,000	ON Semiconductor Corporation Term Loan, 6.125%, maturing December 15, 2011	B3		B	6,028,457

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1,750,000	SI International, Inc. Term Loan, 5.780%, maturing February 09, 2011	B1	B+	1,771,875
2,500,000	Transaction Network Services, Inc. Term Loan, 7.000%, maturing May 04, 2012	Ba3	BB-	2,506,250
				17,582,804

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Farming and Agriculture: 0.7%					
\$ 4,578,333	AGCO Corporation Term Loan, 4.820%-4.840%, maturing March 31, 2008	Ba1		BB+	\$ 4,624,117
3,000,000	Vicar Operating, Inc. Term Loan, 6.500%, maturing May 16, 2011	Ba3		BB-	3,007,500
					7,631,617
Finance: 0.9%					
3,028,096	Refco Finance Holdings, LLC Term Loan, 5.090%, maturing August 05, 2011	B1		BB-	3,031,503
5,955,000	Rent-A-Center, Inc. Term Loan, 4.460%, maturing June 30, 2010	Ba2		BB+	6,035,392
					9,066,895
Gaming: 5.2%					
958,101	Ameristar Casinos, Inc. Term Loan, 5.063%, maturing December 20, 2006	Ba3		BB	969,677
2,211,981	Term Loan, 5.063%, maturing December 20, 2006				2,238,708
1,990,000	Argosy Gaming Company Term Loan, 4.850%, maturing July 31, 2008	Ba2		BB	1,994,145
6,451,250	Boyd Gaming Corporation Term Loan, 4.530%-5.130%, maturing June 30, 2011	Ba2		BB	6,505,008
2,443,269	Global Cash Access, LLC Term Loan, 5.351%, maturing March 10, 2010	B2		B+	2,479,156
2,478,787	Green Valley Ranch Gaming, LLC Term Loan, 5.101%, maturing December 24, 2010	NR		NR	2,497,378
1,000,000	Herbst Gaming, Inc. Term Loan, 5.343%-5.630%, maturing January 31, 2011	B3		B+	1,013,750
1,496,250	Isle of Capri Casinos, Inc. Term Loan, 4.840%-4.970%, maturing February 04, 2011	Ba2		BB-	1,511,680
1,995,000	Marina District Finance Company, Inc. Term Loan, 4.843%-5.130%, maturing October 20, 2011	NR		NR	2,010,794
7,244,957	Opbiz, LLC Term Loan, 6.100%, maturing September 01, 2010	B3		B-	7,270,618
17,651	Term Loan, 7.100%, maturing September 01, 2010				17,714
	Pinnacle Entertainment, Inc.	B1		BB-	

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500,000	Term Loan, 6.110%, maturing August 27, 2010 Resorts International Hotel and Casino, Inc.	B2	B+	507,813
4,921,260	Term Loan, 5.610%, maturing April 26, 2012 Resorts International Hotel and Casino, Inc.	B3	B-	4,955,094
1,500,000	Term Loan, 8.851%, maturing April 26, 2013			1,498,751

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Gaming: (continued)					
\$ 4,000,000	Ruffin Gaming, LLC Term Loan, 6.375%, maturing July 14, 2007	NR		NR	\$ 4,005,000
1,250,000	Trump Entertainment Resorts Holdings, L.P. Term Loan, 5.590%, maturing May 20, 2012	B2		BB-	1,266,406
2,621,622	United Auburn Indian Community Term Loan, 7.593%, maturing January 24, 2009	Ba3		BB+	2,631,453
12,435,897	Venetian Casino Resorts, LLC Term Loan, 4.810%, maturing June 15, 2011	B1		BB-	12,529,166
					55,902,311
Grocery: 0.3%					
1,028,463	Giant Eagle, Inc. Term Loan, 5.220%, maturing August 06, 2009	Ba2		BB+	1,039,390
1,884,074	Term Loan, 5.100%-5.220%, maturing August 06, 2009				1,904,093
					2,943,483
Healthcare, Education and Childcare: 12.8%					
1,736,875	Accellent Corporation Term Loan, 5.340%, maturing June 30, 2010	B2		B+	1,749,902
3,695,212	Accredo Health, Inc. Term Loan, 4.860%, maturing April 30, 2011	Ba2		BB	3,707,916
3,289,459	Advanced Medical Optics, Inc. Term Loan, 5.091%-5.214%, maturing June 25, 2009	B1		BB-	3,333,317
2,844,929	Alliance Imaging, Inc. Term Loan, 5.313%-5.563%, maturing December 29, 2011	B1		B+	2,858,266
5,000,000	AMR HoldCo, Inc./EmCare HoldCo, Inc. Term Loan, 5.500%-5.910%, maturing February 15, 2012	B2		B+	5,060,940
26,956	Block Vision Holdings Corporation Revolver, 7.130%, maturing December 31, 2005	NR		NR	26,956
13,365	Term Loan, 13.000%, maturing July 30, 2007				
24,435,502	Community Health Systems, Inc. Term Loan, 4.850%-5.070%, maturing August 19, 2011	Ba3		BB-	24,690,047
1,373,015	Concentra Operating Corporation Term Loan, 5.590%-6.020%, maturing June 30, 2010	B1		B+	1,387,318

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2,000,000	Cooper Companies Term Loan, 5.000%, maturing January 06, 2012	Ba3	BB	
	CRC Health Corporation Term Loan, 7.750%, maturing May 05, 2011	B2	B+	2,023,750
1,500,000	Encore Medical IHC, Inc. Term Loan, 6.090%-6.430%, maturing October 04, 2010	B1	B	1,505,625
1,975,000				1,995,984

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Healthcare, Education and Childcare: (continued)</i>					
\$ 2,500,000	Eye Care Centers of America, Inc. Term Loan, 6.090%-6.370%, maturing February 16, 2012	B2		B	\$ 2,526,563
2,481,250	Fisher Scientific International, Inc. Term Loan, 4.593%, maturing August 02, 2011	Ba2		BBB	2,499,343
3,000,000	Healthcare Partners, LLC Term Loan, 5.300%-6.750%, maturing February 04, 2011	B1		BB	3,024,375
3,937,500	Healthsouth Corporation Term Loan, 5.590%, maturing March 21, 2010	NR		NR	3,944,883
1,062,500	Term Loan, 5.370%, maturing March 21, 2010				1,064,492
8,932,500	Iasis Healthcare Corporation Term Loan, 5.340%-5.370%, maturing June 30, 2011	B1		B+	9,038,573
357,373	Insight Health Services Corporation Term Loan, 7.093%, maturing October 17, 2008	B1		B	357,820
82,471	Term Loan, 7.093%, maturing October 17, 2008				82,574
41,235	Term Loan, 7.093%, maturing October 17, 2008				41,287
1,109,479	Term Loan, 6.843%, maturing October 17, 2008				1,110,866
4,861,858	Kinetic Concepts, Inc. Term Loan, 4.850%, maturing August 11, 2010	Ba3		BB	4,893,766
4,466,250	Leiner Health Products Group, Inc. Term Loan, 6.100%-6.380%, maturing May 27, 2011	B1		B	4,549,992
9,900,000	Lifepoint Hospitals Term Loan, 4.715%, maturing April 15, 2012	Ba3		BB	9,920,107
1,322,917	Magellan Health Services, Inc. Term Loan, 5.260%, maturing August 15, 2008	B1		B+	1,341,107
9,623,317	Pacificare Health Systems, Inc. Term Loan, 4.250%-4.938%, maturing December 13, 2010	Ba2		BBB-	9,666,622
411,765	Rural/Metro Operating Company, LLC Term Loan, 5.439%, maturing March 04, 2011	B2		B	414,339
1,505,881	Term Loan, 5.430%, maturing				

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	March 04, 2011			1,515,293
	Select Medical Corporation	B1	BB-	
2,500,000	Term Loan, 4.840%-5.040%, maturing			
	February 24, 2012			2,496,875
	SFBC International, Inc.	B2	B+	
611,979	Term Loan, 6.100%, maturing			
	December 31, 2010			618,099

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Healthcare, Education and Childcare: (continued)					
	Skilled Healthcare Group, Inc.	B1		B	
\$ 5,050,874	Term Loan, 5.910%, maturing July 31, 2010				\$ 5,080,335
345,005	Term Loan, 5.910%, maturing July 31, 2010				347,017
	Sterigenics International, Inc.	B2		B+	
3,466,250	Term Loan, 6.010%, maturing June 14, 2011				3,509,578
	Sybron Dental Management, Inc.	Ba2		BB+	
572,038	Term Loan, 4.840%-4.940%, maturing June 06, 2009				574,541
	Triad Hospitals, Inc.	Ba3		BB	
1,469,951	Term Loan, 5.360%, maturing September 30, 2008				1,485,175
	Vanguard Health Systems, Inc.	B2		B	
13,039,487	Term Loan, 6.340%, maturing September 23, 2011				13,218,780
	VWR International, Inc.	B2		B+	
5,034,334	Term Loan, 5.650%, maturing April 07, 2011				5,068,945
					136,731,368
Home and Office Furnishings: 3.5%					
	Buhrmann U.S., Inc.	Ba3		BB-	
3,955,113	Term Loan, 5.223%-5.460%, maturing December 31, 2010				4,005,789
	Global Imaging Systems, Inc.	Ba3		BB-	
2,483,737	Term Loan, 4.590%-4.750%, maturing May 10, 2010				2,491,499
	Holmes Group, Inc.	B1		B	
3,967,513	Term Loan, 5.840%, maturing November 8, 2011				4,002,228
	Identity Group, Inc.	NR		NR	
3,574,094	Term Loan, 7.250%, maturing April 30, 2006				3,109,462
	Juno Lighting, Inc.	B1		B+	
3,891,136	Term Loan, 5.610%-7.500%, maturing November 21, 2010				3,939,776
	Maax Corporation	B2		B	
2,720,000	Term Loan, 5.700%-5.979%, maturing June 04, 2011				2,733,600
	National Bedding Company	Ba3		BB-	
498,750	Term Loan, 4.880%-5.380%, maturing December 31, 2010				504,829
	Sealy Mattress Company	B1		B+	
8,048,673	Term Loan, 4.829%-6.500%, maturing April 06, 2012				8,080,529
	Simmons Company	B2		B+	
8,246,994	Term Loan, 5.438%-7.500%, maturing				

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December 19, 2011

8,283,074
37,150,786

Insurance: 2.1%

3,864,081

CCC Information Services, Inc.
Term Loan, 5.841%, maturing
August 20, 2010

B1

B+

3,912,381

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Insurance: (continued)</i>					
\$ 14,383,510	Conseco, Inc. Term Loan, 6.601%, maturing June 22, 2010	B2		BB-	\$ 14,513,867
1,354,514	Mitchell International, Inc. Term Loan, 5.840%, maturing August 15, 2011	B1		B+	1,375,679
2,407,212	Vertafore, Inc. Term Loan, 5.840%-6.260%, maturing December 22, 2010	B2		B	2,422,257
500,000	Vertafore, Inc. Term Loan, 9.510%, maturing December 22, 2011	B3		NR	502,500
					22,726,684
<i>Leisure, Amusement, Entertainment: 10.5%</i>					
7,807,770	24 Hour Fitness Worldwide, Inc. Term Loan, 6.250%, maturing July 01, 2009	B1		B	7,832,169
1,458,566	AMF Bowling Worldwide, Inc. Term Loan, 6.090%-6.294%, maturing August 27, 2009	B1		B	1,468,139
1,485,000	Cinemark USA, Inc. Term Loan, 4.840%-5.180%, maturing March 31, 2011	Ba3		BB-	1,506,347
2,729,375	Hollywood Theaters, Inc. Term Loan, 6.350%, maturing July 31, 2009	B2		B	2,763,492
5,985,000	Kerasotes Theatres, Inc. Term Loan, 5.373%, maturing October 31, 2011	B1		B	6,063,553
3,691,637	Lodgenet Entertainment Corporation Term Loan, 5.843%, maturing August 29, 2008	Ba3		B+	3,740,666
7,386,011	Loews Cineplex Entertainment Corporation Term Loan, 5.373%-5.460%, maturing July 31, 2011	B1		B	7,489,297
1,000,000	(5) Metro-Goldwyn-Mayer Studios, Inc. Term Loan, maturing April 08, 2011	Ba3		B+	998,203
32,500,000	Term Loan, 5.380%, maturing April 08, 2012				32,571,110
2,970,000	Pure Fishing, Inc. Term Loan, 5.850%-6.130%, maturing September 30, 2010	B1		B+	3,003,413
13,438,947	Regal Cinemas, Inc. Term Loan, 4.843%, maturing November 10, 2010	Ba3		BB-	13,520,535
1,492,500	Riddell Bell Holding, Inc. Term Loan, 5.610%-7.500%, maturing September 28, 2011	B1		BB-	1,503,694

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2,100,000	Six Flags Theme Parks, Inc.	B1	B-	
	Revolver, 5.840%, maturing June 30, 2008			2,065,875
5,915,171	Term Loan, 5.590%-5.720%, maturing June 30, 2009			5,955,838
	Universal City Development Partners, L.P.	Ba3	BB-	
4,987,500	Term Loan, 5.100%-5.270%, maturing June 09, 2011			5,028,023

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Leisure, Amusement, Entertainment: (continued)					
\$16,452,176	WMG Acquisition Corporation Term Loan, 5.150%-5.520%, maturing February 28, 2011	B1		B+	\$ 16,489,884
					112,000,238
Lodging: 1.0%					
7,500,000	CNL Hotel Del Senior Mezz Partners, L.P. Term Loan, 5.210%, maturing February 09, 2008	NR		NR	7,518,750
258,621	Wyndham International, Inc. Term Loan, 6.340%, maturing May 10, 2011	B3		B	259,914
2,741,379	Term Loan, 6.375%, maturing May 10, 2011				2,757,484
					10,536,148
Machinery: 3.7%					
3,465,000	Alliance Laundry Holdings, LLC Term Loan, 5.340%, maturing January 27, 2012	B1		B	3,489,543
4,371,910	Blount, Inc. Term Loan, 5.840%-5.870%, maturing August 09, 2010	B2		B+	4,415,629
4,244,548	Energysys, Inc. Term Loan, 5.090%-5.300%, maturing March 17, 2011	Ba3		BB	4,304,239
2,236,111	Maxim Crane Works, L.P. Term Loan, 5.813%, maturing January 25, 2010	B2		BB-	2,273,845
1,500,000	Maxim Crane Works, L.P. Term Loan, 8.563%, maturing January 30, 2012	B3		B+	1,534,688
2,525,510	National Waterworks, Inc. Term Loan, 5.600%, maturing November 22, 2009	B1		B+	2,553,921
7,701,389	Rexnord Corporation Term Loan, 5.340%-7.000%, maturing December 31, 2011	B1		B+	7,732,680
862,907	Terex Corporation Term Loan, 5.222%, maturing July 03, 2009	B1		BB-	873,333
1,198,262	Term Loan, 5.390%, maturing December 31, 2009				1,213,740
10,230,000	United Rentals (North America), Inc. Term Loan, 5.350%, maturing February 14, 2011	Ba3		BB	10,375,460
1,000,000	Vutek, Inc. Term Loan, 8.500%, maturing June 25, 2010	B1		B+	1,002,500
					39,769,578

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Mining, Steel, Iron and Nonprecious Metals: 1.9%

	Carmeuse Lime, Inc.	NR	NR	
2,000,000	Term Loan, 6.750%, maturing April 30, 2011			2,010,000
	Foundation Coal Corporation	Ba3	BB-	
3,071,809	Term Loan, 4.780%-5.380%, maturing July 30, 2011			3,120,444

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
	Mining, Steel, Iron and Nonprecious Metals: (continued)				
\$ 1,492,500	International Coal Group, LLC Term Loan, 5.880%, maturing October 01, 2010	B2		B-	\$ 1,513,022
3,414,941	Novelis, Inc. Term Loan, 4.960%, maturing January 06, 2012	Ba2		BB-	3,446,480
5,931,213	Term Loan, 4.960%, maturing January 06, 2012				5,985,994
4,500,000	Trout Coal Holdings, LLC Term Loan, 5.590%-6.000%, maturing March 18, 2010	B3		B	4,492,265
					20,568,205
	North American Cable: 17.1%				
11,000,000	(2) Adelphia Communications Corporation Debtor in Possession Term Loan, 5.375%, maturing March 31, 2006	NR		BBB	11,056,716
2,000,000	Atlantic Broadband Finance, LLC Term Loan, 5.700%, maturing August 04, 2012	B2		B	2,013,750
2,481,250	Bragg Communications, Inc. Term Loan, 5.820%, maturing August 31, 2011	B1		NR	2,504,512
5,000,000	Bresnan Communications, LLC Term Loan, 6.450%-6.650%, maturing December 31, 2007	B1		BB-	5,062,500
1,485,000	Cebridge Connections, Inc. Term Loan, 5.874%-6.400%, maturing February 23, 2009	NR		NR	1,489,641
2,460,038	Term Loan, 9.093%-9.520%, maturing February 23, 2010				2,463,113
1,230,000	(2) Century Cable Holdings, LLC Revolver, 7.000%, maturing March 31, 2009	Caa1		NR	1,198,866
19,357,940	Term Loan, 8.000%, maturing June 30, 2009				19,115,966
5,500,000	Term Loan, 8.000%, maturing December 31, 2009				5,440,875
7,000,000	Charter Communications Operating, LLC Term Loan, 6.190%, maturing April 27, 2010	B2		B	6,918,625
48,627,513	Term Loan, 6.370%-6.440%, maturing April 27, 2011				48,378,831
7,000,000	(2) Hilton Head Communications, L.P. Revolver, 6.000%, maturing September 30, 2007	Caa1		NR	6,825,000
8,500,000	Term Loan, 7.250%, maturing				

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	March 31, 2008			8,345,938
	Insight Midwest Holdings, LLC	Ba3	BB	
1,975,000	Term Loan, 5.875%, maturing			
	December 31, 2009			1,998,578
16,293,750	Term Loan, 5.875%, maturing			
	December 31, 2009			16,488,265

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>North American Cable: (continued)</i>					
\$11,000,000	Mediacom Communications Corporation Term Loan, 5.090%, maturing February 01, 2014	Ba3		BB-	\$ 11,029,029
(2)	Olympus Cable Holdings, LLC Term Loan, 7.250%, maturing June 30, 2010	B2		NR	7,350,000
7,500,000	Term Loan, 8.000%, maturing September 30, 2010				20,601,882
21,000,000	Persona Communication, Inc. Term Loan, 6.093%, maturing August 01, 2011	B2		B+	3,509,709
3,482,500	Puerto Rico Cable Acquisition Company Term Loan, 6.625%, maturing November 30, 2010	NR		NR	1,008,750
1,000,000					182,800,546
<i>Oil and Gas: 7.7%</i>					
14,889,960	El Paso Corporation Term Loan, 5.875%, maturing November 23, 2009	B3		B-	14,980,952
5,682,567	Getty Petroleum Marketing, Inc. Term Loan, 6.350%, maturing May 19, 2010	B1		BB-	5,796,218
21,000,000	Kerr-McGee Corporation Term Loan, 5.790%, maturing May 24, 2011	Ba3		BB+	21,280,539
4,000,000	LB Pacific, L.P. Term Loan, 5.843%-6.130%, maturing February 15, 2012	B1		B-	4,040,000
1,985,000	Lyondell-Citgo Refining, L.P. Term Loan, 5.090%-5.510%, maturing May 21, 2007	Ba3		BB	2,016,016
2,004,612	Magellan Midstream Holdings, L.P. Term Loan, 5.090%, maturing December 10, 2011	Ba2		BB	2,022,153
7,472,917	Mainline, L.P. Term Loan, 5.425%, maturing December 17, 2011	Ba3		BB-	7,566,328
3,593,371	Plains Resources, Inc. Term Loan, 5.101%, maturing December 09, 2010	B1		BB	3,641,659
1,496,250	Regency Gas Services, LLC Term Loan, 5.530%-5.850%, maturing May 30, 2010	B1		B+	1,507,472
500,000	Regency Gas Services, LLC Term Loan, 8.780%, maturing	B3		B-	

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		November 30, 2010			502,500
		SemCrude, L.P.	Ba3	NR	
9,576,923	(5)	Term Loan, maturing March 16, 2011			9,654,736
5,230,769	(5)	Term Loan, maturing March 16, 2011			5,273,269
		Williams Production RMT Company	B2	BB	
		Term Loan, 5.590%, maturing May 30, 2008			3,985,709
3,941,369					82,267,551

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Other Broadcasting and Entertainment: 4.0%					
\$ 2,324,396	Alliance Atlantis Communications, Inc. Term Loan, 4.840%, maturing December 20, 2011	Ba2		BB	\$ 2,337,471
15,000,000	DirecTV Holdings, LLC Term Loan, 4.590%, maturing April 13, 2013	Ba1		BB	15,042,195
9,000,000	Echostar DBS Corporation Floating Rate Note, 6.350%, maturing October 01, 2008	Ba3		BB-	9,225,000
4,500,000	Liberty Media Corporation Floating Rate Note, 4.510%, maturing September 17, 2006	Baa3		BB+	4,522,004
11,000,000	Rainbow National Services, LLC Term Loan, 5.880%-6.130%, maturing March 31, 2012	B1		BB+	11,108,625
314,286	Yankees Holdings, L.P. Term Loan, 5.410%-5.710%, maturing June 25, 2007	NR		NR	317,428
					42,552,723
Other Telecommunications: 4.5%					
2,213,115	Consolidated Communications, Inc. Term Loan, 5.351%, maturing March 31, 2010	B1		B+	2,218,648
2,458,378	Term Loan, 5.601%-5.770%, maturing October 14, 2011				2,475,279
2,962,184	D&E Communications, Inc. Term Loan, 4.940%-7.000%, maturing December 31, 2011	Ba3		BB-	2,973,292
3,500,000	Fairpoint Communications, Inc. Term Loan, 5.125%-5.438%, maturing February 08, 2012	B1		BB-	3,524,938
2,087,144	GCI Holdings, Inc. Term Loan, 5.351%, maturing October 31, 2007	Ba2		BB+	2,104,756
3,500,000	Hawaiian Telecom Communications, Inc. Term Loan, 7.250%, maturing October 31, 2012	B1		B+	3,537,188
2,473,623	(3) Intera Group, Inc. Term Loan, maturing December 31, 2005	NR		NR	742,087
1,083,735	(3) Term Loan, maturing December 31, 2005				
2,135,651	(3) Term Loan, maturing December 31, 2005				
4,250,000	Iowa Telecommunications Services, Inc. Term Loan, 4.970%-5.100%, maturing November 30, 2011	Ba3		BB-	4,290,728
	Metrocall Holdings, Inc.	Ba3		NR	

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380,357	Term Loan, 5.590%, maturing November 16, 2006			383,210
	Qwest Communications International, Inc.	B3	B	
9,000,000	Floating Rate Note, 7.031%, maturing February 15, 2009			8,887,500

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Other Telecommunications: (continued)</i>					
\$ 2,000,000	Qwest Corporation Term Loan, 7.390%, maturing June 30, 2007	B2		BB-	\$ 2,058,906
3,000,000	Time Warner Telecom Holdings, Inc. Floating Rate Note, 7.268%, maturing February 15, 2011	B1		B	3,045,000
8,800,000	Valor Telecommunications, LLC Term Loan, 5.100%-5.101%, maturing February 14, 2012	Ba3		BB-	8,864,170
1,740,789	Witel Communications Group, LLC Term Loan, 6.601%, maturing October 01, 2009	B2		B-	1,710,326
750,000	Witel Communications Group, LLC Term Loan, 8.374%, maturing January 01, 2010	Caa1		CCC+	711,563
					47,527,591
<i>Personal and Nondurable Consumer Products: 5.6%</i>					
2,977,500	Amscan Holdings, Inc. Term Loan, 5.620%-5.890%, maturing April 30, 2012	B1		B+	2,988,666
4,776,909	Church & Dwight Company, Inc. Term Loan, 4.840%, maturing May 30, 2011	Ba2		BB	4,832,642
2,500,000	Fender Musical Instruments Corporation Term Loan, 5.460%, maturing March 30, 2012	B1		B+	2,537,500
2,500,000	Fender Musical Instruments Corporation Term Loan, 7.710%, maturing September 30, 2012	B3		B-	2,500,000
2,970,000	Hillman Group, Inc. Term Loan, 6.438%-6.688%, maturing March 30, 2011	B2		B	2,996,917
1,000,000	Hunter Fan Company Term Loan, 5.690%-5.910%, maturing March 24, 2012	B1		B	996,250
11,257,537	Jarden Corporation Term Loan, 5.050%-5.093%, maturing August 15, 2011	B1		B+	11,326,725
7,438,733	(3) Norwood Promotional Products Holdings, Inc. Term Loan, maturing August 16, 2011	NR		NR	2,994,090
12,551,232	Norwood Promotional Products, Inc. Term Loan, 9.500%, maturing August 16, 2009	NR		NR	12,425,719
1,995,000	Oreck Corporation Term Loan, 5.850%, maturing January 27, 2012	B1		B+	2,011,209

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1,970,075		Prestige Brands Holdings, Inc. Term Loan, 5.380%-7.250%, maturing April 06, 2011	B1	B+	
		Reddy Ice Group, Inc. Term Loan, maturing March 31, 2012	B1	B+	1,993,060
1,000,000	(5)				1,006,875

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
	Personal and Nondurable Consumer Products: (continued)				
\$ 11,100,000	Spectrum Brands, Inc. Term Loan, 5.090%-5.270%, maturing February 06, 2012	B1		B+	\$ 11,185,559
					59,795,212
	Personal, Food and Miscellaneous: 3.5%				
2,500,000	AFC Enterprises, Inc. Term Loan, 5.375%, maturing May 11, 2011	B1		B+	2,512,500
2,026,326	Alderwoods Group, Inc. Term Loan, 5.080%-5.480%, maturing September 29, 2009	B1		BB-	2,050,389
1,250,000	Burt's Bees, Inc. Term Loan, 5.525%-6.134%, maturing March 24, 2011	B2		B	1,263,280
3,493,750	Carrols Corporation Term Loan, 5.625%, maturing December 31, 2010	B1		CCC+	3,506,852
997,478	Central Garden & Pet Company Term Loan, 4.840%-4.851%, maturing May 15, 2009	Ba2		BB+	1,006,206
4,850,000	Coinmach Corporation Term Loan, 6.125%, maturing July 25, 2009	B2		B	4,916,688
2,695,297	Coinstar, Inc. Term Loan, 5.130%, maturing July 07, 2011	Ba3		BB-	2,735,726
2,500,000	Culligan International Company Term Loan, 5.590%, maturing September 30, 2011	B1		B+	2,522,395
2,992,500	Del Laboratories, Inc. Term Loan, 5.210%-5.670%, maturing July 27, 2011	B1		B	2,986,889
5,609,566	Domino's, Inc. Term Loan, 4.875%, maturing June 25, 2010	Ba3		B+	5,686,697
3,443,744	Jack In The Box, Inc. Term Loan, 4.640%-5.170%, maturing January 09, 2011	Ba2		BB	3,473,877
2,000,000	MD Beauty, Inc. Term Loan, 6.280%-6.370%, maturing February 18, 2012	B2		B	2,012,500
1,635,659	N.E.W. Customer Services Companies, Inc. Term Loan, 6.938%-7.063%, maturing August 01, 2009	B1		B+	1,652,016
1,442,857	Ruths Chris Steak House, Inc. Term Loan, 6.250%, maturing	NR		NR	

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	March 11, 2011			1,446,464
				37,772,479
<i>Printing and Publishing: 12.9%</i>				
4,754,404	Adams Outdoor Advertising, L.P. Term Loan, 5.150%, maturing October 18, 2012	B1	B+	
897,551	American Achievement Corporation Term Loan, 5.581%-7.500%, maturing March 25, 2011	B1	B+	4,803,436
				905,405

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Printing and Publishing: (continued)</i>					
\$ 946,564	American Media Operations, Inc. Term Loan, 5.875%, maturing April 01, 2007	Ba3		B+	\$ 960,171
4,368,534	Term Loan, 5.875%, maturing April 01, 2007				4,431,331
2,013,750	American Reprographics Company Term Loan, 6.040%-8.000%, maturing June 18, 2009	Ba2		BB	2,028,853
700,000	American Reprographics Company Term Loan, 9.915%, maturing December 18, 2009	B1		B	736,750
1,750,000	Ascend Media Holdings, LLC Term Loan, 5.850%-5.960%, maturing January 31, 2012	B3		B	1,752,188
6,380,384	Canwest Media, Inc. Term Loan, 5.340%, maturing August 15, 2009	Ba3		B+	6,428,237
3,550,177	Dex Media East, LLC Term Loan, 4.620%-5.050%, maturing May 08, 2009	Ba2		BB	3,581,794
5,931,541	Term Loan, 4.620%-5.050%, maturing November 08, 2008				5,971,259
3,393,763	Dex Media West, LLC Term Loan, maturing 4.870%-5.300%, September 09, 2009	Ba2		BB	3,413,155
17,287,943	Term Loan, maturing 4.620%-5.050%, March 09, 2010				17,440,405
3,000,000	Enterprise Newsmedia, LLC Term Loan, 6.100%, maturing June 30, 2012	B2		B	3,030,000
4,383,302	Freedom Communications, Inc. Term Loan, 4.570%, maturing May 01, 2013	Ba2		BB	4,391,520
1,500,000	IWCO Direct, Inc. Term Loan, 6.360%, maturing January 31, 2011	B1		B	1,518,750
5,368,811	Journal Register Company Term Loan, 4.600%-4.690%, maturing August 12, 2012	Ba2		BB	5,399,849
12,339,444	Lamar Media Corporation Term Loan, 4.938%-5.063%, maturing June 30, 2010	Ba2		BB-	12,491,763
2,000,000	Liberty Group Publishing Term Loan, 5.375%-6.750%, maturing February 28, 2012	B1		B+	2,010,000
3,453,333	MC Communications, LLC Term Loan, 7.580%-7.710%, maturing December 31, 2010	B2		B	3,505,133
	Merrill Communications, LLC	B1		B	

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2,138,763	Term Loan, 5.611%, maturing July 30, 2009			2,157,477
836,724	Term Loan, 5.611%, maturing July 30, 2009			844,045
	Newspaper Holdings, Inc.	NR	NR	
2,500,000	Term Loan, 5.125%-5.188%, maturing August 24, 2011			2,503,908

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Printing and Publishing: (continued)					
\$ 496,378	Primedia, Inc. Revolver, 5.250%, maturing June 30, 2008	B2		B	\$ 484,175
6,132,362	Term Loan, 5.875%, maturing June 30, 2009				6,140,027
1,492,500	Term Loan, 7.500%, maturing December 31, 2009				1,504,627
948,178	R.H. Donnelley, Inc. Term Loan, 4.780%-4.960%, maturing December 31, 2009	Ba3		BB	955,798
11,769,461	Term Loan, 4.700%-4.880%, maturing June 30, 2011				11,865,759
3,639,706	Source Media, Inc. Term Loan, 5.343%, maturing November 08, 2011	B1		B	3,687,477
5,601,375	Transwestern Publishing Company Term Loan, 5.313%-7.000%, maturing February 25, 2011	B1		B+	5,618,005
3,960,008	Transwestern Publishing Company Term Loan, 6.800%-7.601%, maturing February 25, 2012	B3		B1	4,006,416
10,961,000	Visant Holding Corporation Term Loan, 5.190%, maturing October 04, 2011	B1		B+	11,051,198
1,500,000	Ziff Davis Media, Inc. Floating Rate Note, 9.150%, maturing May 01, 2012	B3		CCC+	1,440,000
					137,058,911
Radio and TV Broadcasting: 6.5%					
2,775,471	Block Communications, Inc. Term Loan, 5.350%, maturing November 15, 2009	NR		NR	2,801,491
1,775,000	Cumulus Media, Inc. Term Loan, 4.875%, maturing March 28, 2009	Ba3		B+	1,792,750
3,473,750	Term Loan, 4.875%, maturing March 28, 2010				3,495,461
9,975,000	Emmis Operating Company Term Loan, 4.840%, maturing November 10, 2011	Ba2		B+	10,035,957
750,000	Entravision Communications Corporation Term Loan, 4.840%, maturing February 24, 2012	B1		B+	755,312
2,500,000	Term Loan, 4.840%, maturing February 24, 2012				2,517,708
5,985,000	Gray Television, Inc. Term Loan, 4.840%, maturing	Ba2		B+	

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	June 30, 2011			6,056,072
	Mission Broadcasting, Inc.	Ba3	B+	
2,432,394	Term Loan, 4.870%, maturing			
	August 14, 2012			2,447,091

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Radio and TV Broadcasting: (continued)					
\$ 2,985,000	NEP Supershooters, L.P. Term Loan, 7.120%-7.210%, maturing February 03, 2011	B1		B	\$3,024,178
1,995,000	Term Loan, 6.690%, maturing February 03, 2011				2,021,184
2,567,606	Nexstar Broadcasting, Inc. Term Loan, 4.870%, maturing August 14, 2012	Ba3		B+	2,583,119
13,000,000	Paxson Communications Corporation Floating Rate Note, 5.891%, maturing January 15, 2010	B1		B-	13,000,000
4,750,000	Raycom Media, Inc. Term Loan, 5.125%, maturing March 31, 2012	NR		NR	4,767,813
1,975,000	Spanish Broadcasting Systems, Inc. Term Loan, 6.360%, maturing October 30, 2009	B1		B+	1,977,469
7,000,000	Susquehanna Media Company Term Loan, 5.110%-5.250%, maturing March 31, 2012	Ba2		BB-	7,076,566
5,000,000	Young Broadcasting, Inc. Term Loan, 5.438%-5.688%, maturing November 03, 2012	B1		B	5,032,290
					69,384,461
Retail Stores: 7.7%					
2,555,297	Advance Stores Company, Inc. Term Loan, 4.875%-5.000%, maturing September 30, 2010	Ba2		BB+	2,576,058
4,323,169	Term Loan, 4.750%-5.125%, maturing September 30, 2010				4,358,295
1,209,184	Alimentation Couche-Tard, Inc. Term Loan, 4.875%, maturing December 17, 2010	Ba2		BB	1,217,875
1,057,500	Baker & Taylor, Inc. Revolver, 5.331%-5.410%, maturing May 06, 2009	B1		B	1,046,925
1,000,000	Term Loan, 10.160%, maturing May 06, 2011				1,012,500
10,000,000	Blockbuster Entertainment Corporation Term Loan, 5.500%-6.240%, maturing August 19, 2011	B1		BB-	9,930,360
2,479,975	CSK Automotive, Inc. Term Loan, 4.850%, maturing June 19, 2009	Ba3		B+	2,505,809
3,491,250	Dollarama Group, L.P. Term Loan, 5.440%, maturing	B1		B+	

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	November 18, 2011			3,513,070
	Harbor Freight Tools, Inc.	B1	B+	
8,465,000	Term Loan, 5.590%-5.770%, maturing July 31, 2010			8,496,744
	Jean Coutu Group, Inc.	B1	BB	
9,925,000	Term Loan, 5.500%, maturing July 30, 2011			10,016,270

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Retail Stores: (continued)					
\$ 2,500,000	Mapco Express, Inc. Term Loan, 7.750%, maturing May 28, 2011	B2		B+	\$ 2,525,000
7,500,000	Movie Gallery, Inc. Term Loan, 6.140%, maturing April 27, 2011	B1		B+	7,579,688
2,475,000	Nebraska Book Company, Inc. Term Loan, 5.600%-5.880%, maturing March 04, 2011	B2		B	2,504,391
3,246,352	Oriental Trading Company, Inc. Term Loan, 5.625%, maturing August 06, 2010	B1		B+	3,256,496
2,250,000	Oriental Trading Company, Inc. Term Loan, 7.875%, maturing January 08, 2011	B3		B-	2,244,375
8,060,870	Pantry, Inc. Term Loan, 5.360%, maturing March 12, 2011	B1		B+	8,133,925
1,985,000	Rite Aid Corporation Term Loan, 4.840%-4.850%, maturing August 31, 2009	NR		NR	1,997,406
9,000,000	Travelcenters of America, Inc. Term Loan, 4.380%-4.900%, maturing November 18, 2011	Ba3		BB	9,106,875
					82,022,062
Satellite: 1.1%					
11,909,639	Panamsat Corporation Term Loan, 5.310%, maturing August 20, 2011	Ba3		BB+	12,060,224
					12,060,224
Telecommunications Equipment: 1.9%					
3,990,000	AAT Communications Corporation Term Loan, 5.770%-5.800%, maturing January 16, 2012	B1		B-	4,027,406
5,200,650	SBA Senior Finance, Inc. Term Loan, 5.520%-6.130%, maturing October 31, 2008	B1		CCC+	5,246,156
7,975,000	Spectrasite Communications, Inc. Term Loan, 4.520%, maturing May 19, 2012	Ba3		BB-	7,984,969
3,491,250	Syniverse Holding, LLC Term Loan, 5.040%-5.190%, maturing February 15, 2012	Ba3		BB-	3,473,794
					20,732,325
Textiles and Leather: 1.0%					

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2,635,958	(2)	Galey & Lord, Inc.	NR	NR	
	(3)	Term Loan, maturing September 05, 2009			557,945
		Malden Mills Industries, Inc.	NR	NR	
2,573,615	(3)	Term Loan, maturing October 01, 2008			514,723
634,681	(3)	Term Loan, maturing October 01, 2008			
		Polymer Group, Inc.	B2	B+	
2,807,500		Term Loan, 5.780%, maturing April 27, 2010			2,844,932

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
<i>Textiles and Leather: (continued)</i>					
\$ 1,481,250	Propex Fabrics, Inc. Term Loan, 5.520%, maturing November 30, 2011	B3		B+	\$ 1,484,953
2,992,500	Springs Industries, Inc. Term Loan, 5.875%, maturing December 24, 2010	Ba3		BB+	2,999,981
1,000,000	St. John Knits International, Inc. Term Loan, 5.563%-5.625%, maturing March 18, 2012	B1		B+	1,011,875
843,413	William Carter Company Term Loan, 5.025%-5.343%, maturing September 30, 2008	Ba3		BB+	856,065
					10,270,474
<i>Utilities: 7.6%</i>					
13,187,010	Allegheny Energy Supply Company Term Loan, 5.590%-5.880%, maturing March 08, 2011	Ba3		BB	13,332,621
2,927,689	Calpine Corporation Term Loan, 8.891%, maturing July 16, 2007	B3		B-	2,233,826
7,000,000	Cogentrix Delaware Holdings, Inc. Term Loan, 4.880%, maturing April 14, 2012	Ba2		BB+	7,034,125
942,138	Coleto Creek WLE, L.P. Term Loan, 7.250%, maturing June 30, 2011	Ba2		BB	950,382
1,000,000	Coleto Creek WLE, L.P. Term Loan, 8.50%, maturing June 30, 2012	Ba3		BB-	1,013,750
2,977,500	Dynegy Holdings, Inc. Term Loan, 7.090%, maturing May 27, 2010	B2		BB-	2,992,760
5,000,000	KGen, LLC Term Loan, 5.635%, maturing August 01, 2011	B2		B	4,900,000
747,500	Northwestern Corporation Term Loan, 4.840%, maturing November 01, 2011	Ba1		BB	758,401
2,734,375	NRG Energy, Inc. Term Loan, 4.868%, maturing December 24, 2011	Ba3		BB	2,756,592
3,506,836	Term Loan, 4.968%-5.255%, maturing December 24, 2011				3,535,329
3,900,000	Pike Electric, Inc. Term Loan, 5.375%, maturing July 01, 2012	B1		BB-	3,959,721
2,343,333	Term Loan, 5.375%, maturing December 10, 2012				2,378,483

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13,965,000	Reliant Energy Resources Corporation Term Loan, 5.465%-6.089%, maturing April 30, 2010	B1	B+	14,016,126
276,115	Riverside Energy Center, LLC Term Loan, 3.090%, maturing June 24, 2010	Ba3	BB-	283,018

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings</i>	<i>S&P</i>	<i>Value</i>
Utilities: (continued)					
\$ 3,537,749	Term Loan, 7.440%, maturing June 24, 2011				\$ 3,626,193
2,513,231	Term Loan, 7.440%, maturing June 24, 2011				2,576,062
4,384,615	Texas Genco, LLC Term Loan, 5.060%, maturing December 14, 2011	Ba2		BB	4,424,353
10,588,846	Term Loan, 5.010%-5.093%, maturing December 14, 2011				10,684,813
	Total Senior Loans (Cost \$2,031,100,722)				81,456,555 2,032,719,457
Other Corporate Debt: 0.5%					
Finance: 0.5%					
5,954,306	Value Asset Management, Inc. Senior Subordinated Bridge Note, 14.250%, maturing August 31, 2005	B3		B	5,857,548 5,857,548
Home and Office Furnishings: 0.0%					
45,229	MP Holdings, Inc. Subordinated Note, 10.000%, maturing March 14, 2007	NR		NR	42,967 42,967
	Total Other Corporate Debt (Cost \$5,954,306)				5,900,515
Equities and Other Assets: 2.4%					
	<i>Description</i>				<i>Value</i>
(@)	Acterna, LLC (85,722 Common Shares)				3,885,778
(@), (R)	Acterna, Inc. Contingent Right				
(1), (@), (R)	Allied Digital Technologies Corporation (Residual Interest in Bankruptcy Estate)				186,961
(@), (R)	AM Cosmetics Corporation (Liquidation Interest)				50
(@), (R)	Block Vision Holdings Corporation (571 Common Shares)				
(2), (@), (R)	Boston Chicken, Inc. (Residual Interest in Boston Chicken Plan Trust)				6,001,312
(@), (R)	Cedar Chemical (Liquidation Interest)				
(@), (R)	Covenant Care, Inc. (Warrants for 19,000 Common Shares, Expires January 13, 2005)				
(@), (R)	Covenant Care, Inc. (Warrants for 26,901 Common Shares,				

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	Expires March 31, 2013)	
(@), (R)	Decision One Corporation (350,065 Common Shares)	
(2), (@), (R)	Electro Mechanical Solutions (Residual Interest in Bankruptcy Estate)	1,112
(@), (R)	Enginen Realty (857 Common Shares)	

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PORTFOLIO OF INVESTMENTS as of May 31, 2005 (Unaudited) (continued)

	<i>Description</i>	<i>Value</i>
(@), (R)	Enterprise Profit Solutions (Liquidation Interest)	\$
(@), (R)	EquityCo, LLC (Warrants for 28,782 Common Shares)	
(4), (@), (R)	Euro United Corporation (Residual Interest in Bankruptcy Estate)	2,335,366
(@), (R)	Galey & Lord, Inc. (203,345 Common Shares)	
(@), (R)	Gate Gourmet Borrower, LLC (Warrants for 101 Common Shares)	
(@), (R)	Gemini Leasing, Inc. (143,079 common shares)	
(2), (@), (R)	Grand Union Company (Residual Interest in	