Eaton Vance Tax-Managed Buy-Write Income Fund Form N-Q May 30, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

811-21676

Eaton Vance Tax-Managed Buy-Write Income Fund

(Exact Name of Registrant as Specified in Charter)

The Eaton Vance Building, 255 State Street, Boston, Massachusetts (Address of Principal Executive Offices)

02109

(Zip code)

Maureen A. Gemma

Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109

(Name and Address of Agent for Service)

Registrant s Telephone Number, Including Area Code: (617) 482-8260

Date of Fiscal Year End: December 31

Date of Reporting Period: March 31, 2008

Item 1. Schedule of Investments

Eaton Vance Tax-Managed Buy-Write Income Fund

as of March 31, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks 101.4%

Security	Shares	Value	
Aerospace & Defense 2.7%			
Boeing Co. (The)	34,365	\$ 2,5	555,725
Honeywell International, Inc.	66,929	3,7	776,134
Lockheed Martin Corp.	3,574	3	354,898
Northrop Grumman Corp.	20,111		564,837
Rockwell Collins, Inc.	8,785		502,063
United Technologies Corp.	48,521	3,3	339,215
		\$ 12,0	092,872
Air Freight & Logistics 0.9%			
CH Robinson Worldwide, Inc.	6,745	\$ 3	366,928
United Parcel Service, Inc., Class B	50,076	3,6	556,550
		\$ 4,0	023,478
Beverages 3.7%			
Anheuser-Busch Cos., Inc.	74,053	\$ 3,5	513,815
Brown-Forman Corp., Class B	3,398	2	225,016
Coca-Cola Co. (The)	112,729	6,8	361,814
PepsiCo, Inc.	82,053	5,9	924,227
		\$ 16,5	524,872
Biotechnology 0.9%			
Biogen Idec, Inc. (1)	35,276	\$ 2,1	176,176
Celgene Corp. (1)	26,648	1,6	533,256
Enzon Pharmaceuticals, Inc. (1)	27,239		250,871
, , ,			060,303
Building Products 0.1%			
Masco Corp.	24,884	\$	193,450
•	,		193,450
Capital Markets 3.1%			
American Capital Strategies, Ltd.	72,175	\$ 2,4	165,498
Bank of New York Mellon Corp. (The)	82,529		143,935
Federated Investors, Inc., Class B	32,602		276,694
Franklin Resources, Inc.	23,936		321,553
Goldman Sachs Group, Inc.	4,860		303,795
Invesco PLC ADR	54,842		335,951
Morgan Stanley	49,306	,	253,284
č ,	,		900,710
Chemicals 2.3%		, -,	,
Dow Chemical Co. (The)	22,941	\$	345,376
E.I. Du Pont de Nemours & Co.	77,067		603,653
Eastman Chemical Co.	31,031		937,886
Monsanto Co.	17,320		931,180
Rohm and Haas Co.	35,884		940,607
No. mil and Take Col	22,001		258,702
Commercial Banks 3.6%		Ţ 10,2	0,. 0=
BB&T Corp.	77,748	\$ 2,4	192,601
First Horizon National Corp.	56,132		786,409
KeyCorp	98,415		160,209
Marshall & Ilsley Corp.	8,458		196,226
Popular, Inc.	10,223		119,220
1 opular, mo.	10,223	1	17,200

U.S. Bancorp	110,781	3,584,873
Wachovia Corp.	158,257	4,272,939
Wells Fargo & Co.	82,804	2,409,596
	\$	16,022,053
Commercial Services & Supplies 1.7%		
Avery Dennison Corp.	47,685 \$	2,348,486
Pitney Bowes, Inc.	55,579	1,946,377
RR Donnelley & Sons Co.	55,489	1,681,872
Waste Management, Inc.	51,616	1,732,233
	\$	7,708,968

Communications Equipment 3.4%			
Cisco Systems, Inc. (1)	237,947	\$	5,732,143
Corning, Inc.	105,686		2,540,691
Harris Corp.	30,013		1,456,531
Juniper Networks, Inc. (1)	32,078		801,950
Nokia Oyj ADR	29,005		923,229
QUALCOMM, Inc.	87,526		3,588,566
Research In Motion, Ltd. (1)	948		106,394
		\$	15,149,504
Computer Peripherals 3.9%			
Apple, Inc. (1)	37,291	\$	5,351,259
Hewlett-Packard Co.	53,280		2,432,765
International Business Machines Corp.	70,301		8,094,457
Palm, Inc.	18,656		93,280
Seagate Technology	66,365	ф	1,389,683
Construction Materials 0.4%		\$	17,361,444
Vulcan Materials Co.	28,398	\$	1,885,627
vuican materiais Co.	20,390	\$ \$	1,885,627
Consumer Finance 0.5%		Ψ	1,005,027
American Express Co.	47,841	\$	2,091,609
Student Loan Corp.	633	Ψ	62,604
Student Loan Corp.	033	\$	2,154,213
Distributors 0.3%		Ψ	2,10 1,210
Genuine Parts Co.	38,043	\$	1,530,089
	2 0,0 10	\$	1,530,089
Diversified Consumer Services 0.1%		· ·	,,
H&R Block, Inc.	28,930	\$	600,587
		\$	600,587
Diversified Financial Services 3.8%			
Bank of America Corp.	174,213	\$	6,604,415
Citigroup, Inc.	85,205		1,825,091
IntercontinentalExchange, Inc. (1)	5,967		778,694
JPMorgan Chase & Co.	157,459		6,762,864
Moody s Corp.	25,547		889,802
		\$	16,860,866
Diversified Telecommunication Services 3.6%			
	106 = 01		- 1 - 2 - 2 - 2
AT&T, Inc.	186,704	\$	7,150,763
Citizens Communications Co.	129,474	\$	1,358,182
Citizens Communications Co. Verizon Communications, Inc.	129,474 161,788	\$	1,358,182 5,897,173
Citizens Communications Co.	129,474		1,358,182 5,897,173 1,707,739
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp.	129,474 161,788	\$	1,358,182 5,897,173
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5%	129,474 161,788 142,907	\$	1,358,182 5,897,173 1,707,739 16,113,857
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp.	129,474 161,788 142,907		1,358,182 5,897,173 1,707,739 16,113,857 2,213,346
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp.	129,474 161,788 142,907 123,997 1,491	\$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp.	129,474 161,788 142,907	\$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc.	129,474 161,788 142,907 123,997 1,491	\$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8%	129,474 161,788 142,907 123,997 1,491 2,830	\$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc.	129,474 161,788 142,907 123,997 1,491	\$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8%	129,474 161,788 142,907 123,997 1,491 2,830	\$ \$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8% Emerson Electric Co.	129,474 161,788 142,907 123,997 1,491 2,830	\$ \$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8% Emerson Electric Co. Energy Equipment & Services 2.7%	129,474 161,788 142,907 123,997 1,491 2,830 72,907	\$ \$ \$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661 3,751,794 3,751,794
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8% Emerson Electric Co. Energy Equipment & Services 2.7% BJ Services Co. Diamond Offshore Drilling, Inc. Halliburton Co.	129,474 161,788 142,907 123,997 1,491 2,830 72,907 286 17,338 93,317	\$ \$ \$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661 3,751,794 3,751,794 8,154 2,018,143 3,670,158
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8% Emerson Electric Co. Energy Equipment & Services 2.7% BJ Services Co. Diamond Offshore Drilling, Inc. Halliburton Co. Noble Corp.	129,474 161,788 142,907 123,997 1,491 2,830 72,907 286 17,338 93,317 55,841	\$ \$ \$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661 3,751,794 3,751,794 8,154 2,018,143 3,670,158 2,773,622
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8% Emerson Electric Co. Energy Equipment & Services 2.7% BJ Services Co. Diamond Offshore Drilling, Inc. Halliburton Co. Noble Corp. Schlumberger, Ltd.	129,474 161,788 142,907 123,997 1,491 2,830 72,907 286 17,338 93,317 55,841 34,158	\$ \$ \$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661 3,751,794 3,751,794 8,154 2,018,143 3,670,158 2,773,622 2,971,746
Citizens Communications Co. Verizon Communications, Inc. Windstream Corp. Electric Utilities 0.5% Duke Energy Corp. Pinnacle West Capital Corp. Progress Energy, Inc. Electrical Equipment 0.8% Emerson Electric Co. Energy Equipment & Services 2.7% BJ Services Co. Diamond Offshore Drilling, Inc. Halliburton Co. Noble Corp.	129,474 161,788 142,907 123,997 1,491 2,830 72,907 286 17,338 93,317 55,841	\$ \$ \$ \$	1,358,182 5,897,173 1,707,739 16,113,857 2,213,346 52,304 118,011 2,383,661 3,751,794 3,751,794 8,154 2,018,143 3,670,158 2,773,622

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-Q

Food & Staples Retailing 2.3%		
CVS Caremark Corp.	94,587 \$	3,831,719
SUPERVALU, Inc.	8,915	267,272
Wal-Mart Stores, Inc.	116,937	6,160,241
	\$	10,259,232

From Frontings Line 27,892 668,013 2,452,308 Combyar Foods, Inc. 65,108 2,452,308 668,013 2,452,308 668,013 2,452,308 668,013 2,452,308 668,013 2,452,308 668,013 2,452,308 668,013 6,452,258 668,013 6,452,258 668,013 6,452,258 668,013 6,452,258 668,013 6,452,258 668,013 6,452,258 668,013 6,452,258 688,	Food Products 1.1%			
Hershey Co, Cifhe 65,103 156,438 156,4		27 802	\$	668 013
Kraft Pools, Inc., Class A 50,439. \$ 1,639.32 Cas Utilities 6.1% 1 1,601.05 \$ 1,681.25 Nicor, Inc. 1,610.05 \$ 1,420.78 \$ 1,420.78 Health Care Equipment & Supplies 1.7% 25,574 330.424 Baster International, Inc. 54,874 300.424 Meditronic, Inc. 54,874 26,647.39 St., Jusé Medicial, Inc. (1) 21,128 91,218.3 St., Jusé Medicial, Inc. (1) 21,128 91,218.3 St., Jusé Medicial, Inc. (1) 21,28 340,06 Tammer Holdings, Inc. (1) 12,28 39,273.3 Health Care Providers & Services 1.4% 14,298 \$ 1,996.47 Express Scripts, Inc. (1) 4,288 \$ 68,377 McKesson Corp. 33,374 20,001.69 McCor Health Solutions, Inc. (1) 3,327 20,01.19 McCorp. (1) 38,610 \$ 1,562.93 International Game Technology 26,79 1,01.29 McLore, D., Unit 38,012 \$ 1,02.93 International Game Technology 26,79 1,02.93		· · · · · · · · · · · · · · · · · · ·	Ψ	
Cast Utilities 0.1% 1.44.01 \$.458.278 Nicor, Inc. 1.44.01 \$.482.788 Health Care Equipment & Supplies 1.7% .5.4.02 \$.482.788 Baxer International, Inc. 61.364 \$.3,548.066 Boston Scientific Corp. (1) .25,674 .30,424 Methronic, Inc. .54,848 .26,547.39 Si. Jack Medical, Inc. (1) .21,128 .349.048 Si. Jack Medical, Inc. (1) .21,128 .349.048 Health Care Providers & Services 1.4% .794.793 Health Care Providers & Services 1.4% .82.23 .88.3971 McKesson Corp. .39,374 .20,020.16 McKes of Health Solutions, Inc. (1) .43.22 .189.047 McKes of Leath Solutions, Inc. (1) .30.32 .189.079 McKes Health Solutions, Inc. (1) .30.32 .189.079 McKes Assumants & Leisure 1.5% .30.21 .89.029 .107.5979 McCond Health Solutions, Inc. (1) .30.21 .20.75979 McDonald & Corp. .30.21 .20.75979 McDonald & Corp. .89.029 .107.5	·			
Gas Utilities 0.1% 4.40 8 48.25.78 Health Care Equipment & Supplies 1.7% 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 4.82.78 3.80.46 4.82.78 3.80.46 4.82.78 3.80.47 3.80.47 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.90.46 4.82.78 3.82.90 4.82.78 3.82.90 4.82.78 3.82.90 4.82.78 3.82.90 4.82.78 3.82.90 4.82.78 3.82.90 4.82.78 3.82.79 3.82.79 3.82.79	Krait Foods, Inc., Class A	30,448	4	
Nicor, Inc.	Gas Utilities 0.1%		Ψ	4,004,033
Realth Care Equipment & Supplies 1.7% Baxter International, Inc.		14.401	\$	482,578
Realth Care Equipment & Supplies 1.7% 5.16,134 5.35,18,066 Baston Equipment & Supplies 1.7% 5.26,74 3.30,424 3.00,424	incor, me.	11,101		
Baxter International, Inc. 61.364 \$ 3,348,066 Boston Scientific Corp. (1) 25,674 30,424 Meditronic, Inc. 54.884 2,654.739 Zimmer Holdings, Inc. (1) 44.83 319,046 Zimmer Holdings, Inc. (1) 44.83 319,046 Health Care Providers & Services 1.48 5,7934,793 Bespress Scripts, Inc. (1) 9,283 683,971 McKesson Corp. 39,374 2,062,016 Medeo Health Solutions, Inc. (1) 9,283 683,971 McKesson Corp. 39,374 2,062,016 Medeo Health Solutions, Inc. (1) 11,070 501,139 Quest Diagnostics, Inc. 6,089,727 Hotels, Restaurants & Leisure 1.56 6,089,727 Hotels, Restaurants & Leisure 1.56 1,075,939 International Game Technology 35,972 2,006,158 Karwood Hotels & Resorts Worldwide, Inc. 17,40 90,0968 Yumi: Brands, Inc. 89,029 1,402,207 KB HOME 14,12 349,336 Houschold Draducts 2.4	Health Care Equipment & Supplies 1.7%		_	10_,110
Boston Scientific Corp. (1) 25,674 330,424 Mederfornic, Inc. 54,884 2,654,739 St. Jude Medicial, Inc. (1) 21,128 912,518 St. Jude Medicial, Inc. (1) 14,281 349,046 Express Scripts, Inc. (1) 14,298 919,647 Laboratory Corp. of America Holdings (1) 9,283 683,971 Medeson Corp. 39,374 2,062,016 Medes Health Solutions, Inc. (1) 43,228 1,892,954 Quest Diagnostics, Inc. 11,07 50,133 Medes Health Solutions, Inc. (1) 38,610 5 1,892,954 Quest Diagnostics, Inc. 11,07 50,139 1,992,954 1,992,952 1,005,972 1,992,952 1,005,972 1,992,952 1,005,972 1,992,952 1,005,972 1,992,952 1,005,972 1,993,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005,972 1,005		61.364	\$	3,548,066
Medronic, Inc. \$4,884 2,654,739 St. Jude Medical, Inc. (1) 21,22 21,25,18 Zimmer Holdings, Inc. (1) 4,483 349,046 Health Care Providers & Services 1.49 \$ 7,794,793 Express Scripts, Inc. (1) 14,298 \$ 919,647 Express Scripts, Inc. (1) 9,283 683,971 McKesson Corp. 39,374 2,062,016 Medeen Health Solutions, Inc. (1) 43,228 1,892,954 Quest Diagnostics, Inc. 11,070 \$ 6,089,727 Hotels, Restaurants & Leisure 1.56 \$ 6,089,727 Hotels, Restaurants & Leisure 1.58 \$ 1,562,932 International Game Technology 35,972 2,006,188 McDonald S Corp. 35,972 2,006,188 Starwood Hotels & Resorts Worldwide, Inc. 17,410 900,968 Yun! Brands, Inc. 89,029 1,402,207 KB HOME 19,258 8 1,557,979 Moschold Durables 0.4% 1,202,207 1,333,336 1,322,207 1,333,336 1,322,207 1,333,336			_	
St. Jude Medical, Inc. (1)				,
Zimmer Holdings, Inc. (1) 4,483 349,046 Health Care Providers & Services 1.4% 7,794,798 Express Scripts, Inc. (1) 14,298 919,647 Laboratory Copt. of America Holdings (1) 92,32 68,39,71 McKesson Corp. 39,374 2,062,016 Medeo Health Solutions, Inc. (1) 43,228 1,89,2954 Quest Diagnostics, Inc. 11,070 501,139 Hotels, Restaurants & Leisure 1.5% 38,610 \$ 1,562,933 International Game Technology 26,759 1,075,979 McDonald S Corp. 35,972 2,006,158 Starwood Hotels & Resorts Worldwide, Inc. 17,410 990,998 Yum! Brands, Inc. 35,271 1,312,434 Branch Corp. 1,471,40 990,998 Yum! Brands, Inc. 89,029 \$ 1,402,207 RS HOME 9,029 \$ 1,402,207 RS HOME 41,26 349,336 Dr. Horton, Inc. 89,029 \$ 1,402,207 RS HOME 41,25 \$ 1,402,207 RS HOME 41,22 \$ 1,479,259 <				
Realth Care Providers & Services 1.4% Express Scripts, Inc. (1)				
Health Care Providers & Services 1.4%		.,	\$,
Express Scripts, Inc. (1) 14.298 \$ 19.647 Laboratory Corp. of America Holdings (1) 9.283 683.971 McKesson Corp. 39.34 2.062.016 Medoc Health Solutions, Inc. (1) 43.228 1.892.954 Quest Diagnosties, Inc. 50.139 50.139 Hotels, Restaurants & Leisure 1.562.933 1.756.293 International Grame Technology 26.759 1.075.979 McDonald & Corp. 35.972 2.006.158 Starwood Hotels & Resents Worldwide, Inc. 17.410 900.968 Yum! Brands, Inc. 35.971 1.312.44 Household Durables 0.4% 1.412 3.493.36 Dr. Horton, Inc. 89.029 1.402.07 KB HOME 1.412 3.493.36 HOMS 1.412 3.493.36 Household Products 2.4% 1.515.543 Household Products 2.4% 1.551.543 Household Products 2.4% 1.551.543 Household Products 2.4% 1.551.543 Household Products 2.4% 1.452.54 Rocerta Gambie Co. 1.459.58	Health Care Providers & Services 1.4%		-	.,,
Laboratory Corp. of America Holdings (1) 9.283 68.3971 McKesson Corp. 39,374 2,062,016 Medeo Health Solutions, Inc. (1) 43,228 1,892,954 Quest Diagnostics, Inc. 11,070 \$ 6,059,727 Hotels, Restaurants & Leisure 1.562,933 1,1562,933 International Game Technology 26,759 1,075,979 McDonald & Corp. 35,971 2,006,158 Starwood Hotels & Resorts Worldwide, Inc. 35,271 1,312,434 Household Durables 0.4% 89,029 1,402,207 D.R. Horton, Inc. 89,029 1,751,543 Household Products 2.4% 1,751,543 1,751,543 Household Products 2.4% 1,751,543 1,751,543 Procter & Gamble Co. 1,9558 1,0479,529 Industrial Conglomerates 3.7% 1,41,26 3,493,36 General Electric Co. 447,598 1,555,602 Insurance 4.7% 2,587 1,42,440 ACE, Ltd. 2,587 1,42,440 ACE, Ltd. 2,587 1,42,440 Allistate Corp. (The) </td <td></td> <td>14.298</td> <td>\$</td> <td>919.647</td>		14.298	\$	919.647
McKeson Corp. 39,374 2,062,016 Medeo Health Solutions, Inc. (1) 43,228 1,892,954 Quest Diagnostics, Inc. 5,059,727 Hotels, Restaurants & Leisure 1.5% 38,610 \$ 1,562,933 International Game Technology 26,799 1,075,979 McDonald & Corp. 35,972 2,006,158 Starwood Hotels & Reserts Worldwide, Inc. 17,410 900,968 Yum! Brands, Inc. 35,271 1,312,434 Webstand Durables 0.4% 14,126 3,493,30 DR. Horton, Inc. 8,902 \$ 1,402,207 KB HOME 14,126 349,336 Household Products 2.4% 14,126 349,336 World Sample Co. 14,558 \$ 10,479,529 Industrial Conglomerates 3.7% 447,598 \$ 16,565,602 Insurance 4.7% 475,58 \$ 16,565,602 Roce at Electric Co. 475,58 \$ 142,440 Allstate Corp. (The) 2,587 \$ 142,440 Allstate Corp. (The) 2,587 \$ 142,453 American International Group, Inc. 45,328		· · · · · · · · · · · · · · · · · · ·	-	
Medec Health Solutions, Inc. (1) 43,228 1,892,954 Quest Diagnosties, Inc. 11,070 501,39 Forest, Programment of Comp. (1) \$6,059,727 Hotels, Restaurants & Leisure 1.5% 15,62,933 International Game Technology 26,759 1,075,979 McDonald s Corp. 35,972 2,006,158 Starwood Hotels & Resorts Worldwide, Inc. 17,410 900,968 Yun: Brands, Inc. 35,271 1,312,434 Brands, Inc. 89,029 \$ 1,402,207 D.R. Horton, Inc. 89,029 \$ 1,402,207 R.B. HOME 14,126 349,336 Household Products 2.4% 14,126 349,336 Procter & Gamble Co. 149,558 \$ 10,479,529 Industrial Conglomerates 3.7% 447,598 \$ 16,565,602 Insurance 4.7% 25,87 \$ 16,565,602 Insurance 4.7% 2,587 \$ 142,440 ACE, Lid. 25,87 \$ 1,244,873 Allstate Corp. (The) 25,48 \$ 1,224,873 American International Group, Inc. 106,16 4,591,809 <td></td> <td></td> <td></td> <td></td>				
Quest Diagnostics, Inc. \$ 6,059,727 Hotels, Restaurants & Leisur 1.5% Carnival Corp., Unit 38,610 \$ 1,562,933 International Game Technology 26,759 1,075,979 McDonald s Corp. 35,972 2,006,158 Starwood Hotels & Resorts Worldwide, Inc. 17,410 900,968 Yum! Brands, Inc. 35,271 1,312,434 Household Durables 0.4% 35,271 6,888,472 D.R. Horton, Inc. 89,029 \$ 1,402,207 KB HOME 41,126 349,336 HOWS 1,751,543 Household Products 2.4% 14,126 349,336 Procte & Gamble Co. 1,49,558 \$ 10,479,529 Industrial Conglomerates 3.7% 447,598 \$ 16,565,602 General Electric Co. 47,58 \$ 16,565,602 Insurance 4.7% 2,588 \$ 1,224,837 ACE, Lid. 2,588 \$ 1,224,837 American International Group, Inc. 25,88 \$ 1,224,837 American International Group, Inc. 5,273 40,233 Cincinnal F	•	,		
Section Sect				
Hotels, Restaurant's Leisure 1.5% 3.86.10 \$.156.29.31 Carnival Corp., Unit 38,010 \$.156.29.31 International Game Technology 26,759 1.075.979 McDonald's Corp. 35,971 2,006.188 Starwood Hotels & Resorts Worldwide, Inc. 17,410 900.088 Yum! Brands, Inc. 35,271 1,312,434 Household Durables 0.4% 89,029 \$ 1,402,207 KB HOME 89,029 \$ 1,402,207 KB HOME 149,558 \$ 10,479,529 Procter & Gamble Co. 149,558 \$ 10,479,529 Industrial Conglomerates 3.7% \$ 10,479,529 General Electric Co. 447,598 \$ 16,565,602 Insurance 4.7% \$ 2,587 \$ 142,440 ACE, Lid. 2,587 \$ 142,440 Allstac Corp. (The) 2,587 \$ 142,440 Allstac Corp. (The) 2,587 \$ 1,076,355 Cincinnati Financial Group, Inc. 26,775 1,076,355 Cincinnati Financial Corp. 35,36 2,264,369 Lincoln National Corp. 45,328 <	(4.00 - 1.	22,010	\$	
Carnival Corp., Unit 38,610 \$ 1,552,933 International Game Technology 26,759 1,075,979 McDonald's Corp. 35,972 2,006,158 Starwood Hotels & Resorts Worldwide, Inc. 17,410 900,968 Yum! Brands, Inc. \$ 1,312,434 Household Durables 0.47 \$ 6,858,472 Household Durables 0.47 \$ 14,02.00 KB HOME 14,126 349,336 DR. Horton, Inc. 8 90.029 \$ 1,042,207 KB HOME 14,126 349,336 Household Products 2.4% \$ 10,479,529 Frocter & Gamble Co. 149,558 \$ 10,479,529 Industrial Conglomerates 3.7% \$ 10,479,529 Industrial Conglomerates 3.7% \$ 10,479,529 General Electric Co. 447,598 \$ 16,565,602 Insurance 4.7% \$ 16,565,602 Insurance 4.7% \$ 16,565,602 Insurance 4.7% \$ 16,565,602 Insurance 4.7% \$ 16,565,602 Insurance 4	Hotels, Restaurants & Leisure 1.5%		Ψ	0,002,
International Game Technology 26,759 1,075,979 McDonald's Corp. 35,972 2,006,158 Starwood Hotels & Resorts Worldwide, Inc. 17,410 900,968 Yum! Brands, Inc. 35,271 1,312,434 Lousehold Durables 0.4% 89,029 \$ 1,402,207 KB HOME 89,029 \$ 1,402,207 KB HOME 149,558 \$ 10,479,529 Household Products 2.4% \$ 10,479,529 Procter & Gamble Co. 149,558 \$ 10,479,529 Industrial Conglomerates 3.7% \$ 10,479,529 General Electric Co. 47,578 \$ 16,565,602 Insurance 4.7% \$ 122,4857 ACE, Ltd. 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 106,169 4,518,90 AON Corp. 25,755 1,076,355 Cincinnair Financial Group. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc.		38.610	\$	1,562,933
McDonald s Corp. 35,972 2,006,188 Starwood Hotels & Resorts Worldwide, Inc. 17,410 900,968 Yum! Brands, Inc. 35,271 1,312,434 Household Durables 0.4% 89,029 \$ 1,402,207 KB HOME 89,029 \$ 1,402,207 KB HOME 141,126 349,336 Household Products 2.4% * 1751,543 Household Products 2.4% * 10,479,529 Industrial Conglomerates 3.7% * 10,479,529 Industrial Conglomerates 3.7% * 16,565,602 Insurance 4.7% * 12,458 \$ 16,565,602 Insurance 4.7% * 2,587 \$ 142,440 \$ 142,440 ACE, Ltd. 2,587 \$ 142,440 <		26.759		
Starwood Hotels & Resorts Worldwide, Inc. 17,410 900,968 Yum' Brands, Inc. 35,271 1,312,434 Bousehold Durables 0.4% \$6,858,472 Household Durables 0.4% \$14,02,207 D.R. Horton, Inc. 89,029 \$1,402,207 KB HOME 141,126 349,336 ** Interpretable Co. 149,558 \$ 10,479,529 Household Products 2.4% \$ 10,479,529 Industrial Conglomerates 3.7% \$ 10,479,529 Industrial Ectric Co. 447,598 \$ 16,565,602 Insurance 4.7% \$ 16,565,602 Insurance 4.7% \$ 142,440 ACE, Lid. 2,587 \$ 142,440 Allstate Corp. (The) 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 25,486 1,224,857 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. \$5,328 2,357,056 MBIA Inc. 85,314 1,042,337 <td></td> <td></td> <td></td> <td></td>				
Yum! Brands, Inc. 35,271 1,312,434 Household Durables 0.4% 89,029 \$ 1,402,207 KB HOME 89,029 \$ 1,402,207 KB HOME 14,126 349,336 Household Products 2.4% * 17,51,543 Household Products 2.4% * 10,479,529 Industrial Conglomerates 3.7% \$ 10,479,529 General Electric Co. 447,598 \$ 16,565,602 Insurance 4.7% * 142,440 ACE, Ltd. 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 Partner Re, Ltd. 5,273 402,330 Principal Financial Group, Inc. 35,186 2,753,305 Twidential Financial, Inc. 35,186 2,753,305				
Numbel N				
Number N		,	\$	
KB HOME 14,126 349,336 Household Products 2.4% Procter & Gamble Co. 149,558 10,479,529 Industrial Conglomerates 3.7% 10,565,602 General Electric Co. 447,598 5 16,565,602 Insurance 4.7% \$ 16,565,602 List Corp. \$ 1,565,602 Insurance 4.7% \$ 1,224,857 ACE, Ltd. 2,587 \$ 1,224,857 American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 35,256 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBLA Inc. 85,314 1,042,537 Met.life, Inc. 85,314 1,042,537 Met.life, Inc. 85,314 1,042,537 Met.life, Inc. 35,186 2,753,305 Principal Financial Group, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560	Household Durables 0.4%			2,222,
KB HOME 14,126 349,336 Household Products 2.4% Procter & Gamble Co. 149,558 10,479,529 Industrial Conglomerates 3.7% 10,565,602 General Electric Co. 447,598 \$ 16,565,602 Insurance 4.7% \$ 142,440 ACE, Ltd. 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 35,226 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBLA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 Partner Re, Ltd. 5,273 402,330 Principal Financial Group, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Travelers Companies, Inc. (The) 30,425 90,825,748 Internet S	D.R. Horton, Inc.	89,029	\$	1,402,207
Household Products 2.4% 149,558 10,479,529 10,479,529 149,558 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,479,529 10,565,602 10,565,60		14,126		
Procter & Gamble Co. 149,558 \$ 10,479,529 \$ 10,479,529 Industrial Conglomerates 3.7% Ceneral Electric Co. 447,598 \$ 16,555,602 \$ 16,555,602 Insurance 4.7% ACE, Ltd. 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 Allstate Corp. (The) 25,486 1,224,857 4,591,809 AON Corp. 26,775 1,076,355 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 2,264,369 Lincoln National Corp. 45,328 2,357,056 2,377,056 MBIA Inc. 85,314 1,042,537 1,042,537 MetLife, Inc. 18,232 1,098,660 1,098,660 PartnerRe, Ltd. 5,273 402,330 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 2,753,305 Travelers Companies, Inc. (The) 37,065 3,186 2,753,305 1,773,560 XL Capital Ltd., Class A 30,415 898,763 898,763 Internet Software & Services 2.4% 25,563 \$ 719,854 Akamai Technologies, Inc. (1) 30,623 913,790			\$	1,751,543
Table Tabl	Household Products 2.4%			
Table Tabl	Procter & Gamble Co.	149,558	\$	10,479,529
Industrial Conglomerates 3.7% 447,598 \$ 16,565,602 \$ 16,5				10,479,529
Insurance 4.7% ACE, Ltd. 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Internet Software & Services 2.4% 25,563 719,854 Akamai Technologies, Inc. (1) 25,563 719,854 eBay, Inc. (1) 30,623 913,790	Industrial Conglomerates 3.7%			
Insurance 4.7% ACE, Ltd. 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Internet Software & Services 2.4% 25,563 719,854 eBay, Inc. (1) 30,623 913,790	General Electric Co.	447,598	\$	16,565,602
ACE, Ltd. 2,587 \$ 142,440 Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Total Ltd., Class A 30,415 898,763 Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 719,854 eBay, Inc. (1) 30,623 913,790			\$	16,565,602
Allstate Corp. (The) 25,486 1,224,857 American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Linternet Software & Services 2.4% 25,563 719,854 eBay, Inc. (1) 30,623 913,790	Insurance 4.7%			
American International Group, Inc. 106,169 4,591,809 AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 * 20,825,748 Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 719,854 eBay, Inc. (1) 30,623 913,790	ACE, Ltd.	2,587	\$	142,440
AON Corp. 26,775 1,076,355 Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 719,854 eBay, Inc. (1) 30,623 913,790	Allstate Corp. (The)	25,486		1,224,857
Cincinnati Financial Corp. 59,526 2,264,369 Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Lincenet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 719,854 eBay, Inc. (1) 30,623 913,790	American International Group, Inc.	106,169		4,591,809
Lincoln National Corp. 45,328 2,357,056 MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Linternet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 719,854 eBay, Inc. (1) 30,623 913,790	AON Corp.	26,775		1,076,355
MBIA Inc. 85,314 1,042,537 MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Liternet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 \$ 719,854 eBay, Inc. (1) 30,623 913,790	Cincinnati Financial Corp.	59,526		2,264,369
MetLife, Inc. 18,232 1,098,660 PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Liternet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 \$ 719,854 eBay, Inc. (1) 30,623 913,790	Lincoln National Corp.	45,328		2,357,056
PartnerRe, Ltd. 5,273 402,330 Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Logher Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 \$ 719,854 eBay, Inc. (1) 30,623 913,790	MBIA Inc.	85,314		1,042,537
Principal Financial Group, Inc. 21,531 1,199,707 Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 \$ 20,825,748 Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 \$ 719,854 eBay, Inc. (1) 30,623 913,790	MetLife, Inc.	18,232		1,098,660
Prudential Financial, Inc. 35,186 2,753,305 Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 719,854 eBay, Inc. (1) 30,623 913,790	PartnerRe, Ltd.	5,273		402,330
Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 \$ 20,825,748 Internet Software & Services 2.4% 25,563 719,854 eBay, Inc. (1) 30,623 913,790	Principal Financial Group, Inc.	21,531		1,199,707
Travelers Companies, Inc. (The) 37,065 1,773,560 XL Capital Ltd., Class A 30,415 898,763 \$ 20,825,748 Internet Software & Services 2.4% 25,563 719,854 eBay, Inc. (1) 30,623 913,790	Prudential Financial, Inc.	35,186		2,753,305
XL Capital Ltd., Class A 30,415 898,763 \$ 20,825,748 Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 \$ 719,854 eBay, Inc. (1) 30,623 913,790	Travelers Companies, Inc. (The)			
Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 \$ 719,854 eBay, Inc. (1) 30,623 913,790	XL Capital Ltd., Class A	30,415		898,763
Internet Software & Services 2.4% Akamai Technologies, Inc. (1) 25,563 \$ 719,854 eBay, Inc. (1) 30,623 913,790			\$	
eBay, Inc. (1) 30,623 913,790	Internet Software & Services 2.4%			
eBay, Inc. (1) 30,623 913,790	Akamai Technologies, Inc. (1)	25,563	\$	719,854
	The state of the s			

VeriSign, Inc. (1)	54,603	1,815,004
Yahoo!, Inc. (1)	40,435	1,169,785
	\$	10,644,063

TTT C . I A A C C			
IT Services 0.9%	27.255	Φ.	1 502 450
Automatic Data Processing, Inc.	37,355	\$	1,583,478
Broadridge Financial Solutions, Inc.	2,175		38,280
Cognizant Technology Solutions Corp. (1)	23,682		682,752
MasterCard, Inc., Class A	1,189		265,135
Metavante Technologies, Inc. (1)	2,819		56,352
Paychex, Inc.	41,638	Φ.	1,426,518
		\$	4,052,515
Leisure Equipment & Products 0.6%		_	
Mattel, Inc.	127,796	\$	2,543,140
		\$	2,543,140
Life Sciences Tools & Services 0.1%		_	
Applera Corp Applied Biosystems Group	4,920	\$	161,671
Thermo Fisher Scientific, Inc. (1)	8,409		477,968
		\$	639,639
Machinery 1.5%			
AGCO Corp. (1)	7,735	\$	463,172
Caterpillar, Inc.	29,204		2,286,381
Deere & Co.	13,402		1,078,057
Eaton Corp.	24,497		1,951,676
Parker Hannifin Corp.	13,525		936,877
		\$	6,716,163
Media 1.6%			
Central European Media Enterprises, Ltd., Class A (1)	1,062	\$	90,514
Clear Channel Communications, Inc.	24,942		728,805
Comcast Corp., Class A	29,170		564,148
DIRECTV Group (The), Inc. (1)	23,697		587,449
Interpublic Group of Cos., Inc. (1)	54,079		454,804
Meredith Corp.	4,689		179,354
Walt Disney Co.	146,301		4,590,925
		\$	7,195,999
Metals & Mining 1.3%			
Alcoa, Inc.	86,678	\$	3,125,609
Freeport-McMoRan Copper & Gold, Inc., Class B	11,502		1,106,722
Nucor Corp.	22,525		1,525,844
		\$	5,758,175
Multiline Retail 0.7%			
Big Lots, Inc. (1)	42,909	\$	956,871
Macy s, Inc.	35,255		812,980
Nordstrom, Inc.	30,006		978,196
Saks, Inc. (1)	30,588		381,432
		\$	3,129,479
Multi-Utilities 3.3%			
Ameren Corp.	46,293	\$	2,038,744
CenterPoint Energy, Inc.	17,504		249,782
CMS Energy Corp.	104,738		1,418,153
Consolidated Edison, Inc.	29,149		1,157,215
Dominion Resources, Inc.	72,440		2,958,450
DTE Energy Co.	4,649		180,800
Integrys Energy Group, Inc.	10,554		492,239
NiSource, Inc.	33,475		577,109
NorthWestern Corp.	35,741		871,008
Public Service Enterprise Group, Inc.	67,968		2,731,634
TECO Energy, Inc.	110,189		1,757,515
Xcel Energy, Inc.	12,009		239,580
	12,007	\$	14,672,229
Oil, Gas & Consumable Fuels 10.6%		4	1 1,0 / 11,1112
Chevron Corp.	109,133	\$	9,315,593
one from corp.	107,133	Ψ	7,515,575

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Income Fund - Form N-Q

ConocoPhillips	71,691	5,463,571
EOG Resources, Inc.	28,080	3,369,600
Exxon Mobil Corp.	229,610	19,420,414
Hess Corp.	21,226	1,871,709
Occidental Petroleum Corp.	26,147	1,913,176
Valero Energy Corp.	30,355	1,490,734
Williams Cos., Inc.	91,699	3,024,233
XTO Energy, Inc.	21,701	1,342,424
	\$	47,211,454

Down and Found Durchaston 0.20/			
Paper and Forest Products 0.3% Louisiana-Pacific Corp.	51,977	¢	477,149
•	33,483	\$	477,149 911,407
ivicali westvaco Corp.	JJ,483	¢	
Personal Products 0.4%		\$	1,388,556
	43,605	\$	1,195,213
Estee Lauder Cos., Inc., Class A	8,436	φ	386,791
Estet Educit Cos., Inc., Class A	0,430	\$	1,582,004
Pharmaceuticals 6.9%		Ψ	1,502,004
	98,684	\$	5,442,423
	51,729		3,231,828
	30,507		1,573,856
	22,696		7,959,290
	13,745		4,316,623
	72,437		7,795,106
	35,270		508,241
5 - 10 - 1 - 1	, , , , ,	\$	30,827,367
Real Estate Investment Trusts (REITs) 0.8%			, , , , , , , , , , , , , , , , , , , ,
Developers Diversified Realty Corp.	4,582	\$	191,894
Plum Creek Timber Co., Inc.	15,428		627,920
Simon Property Group, Inc.	29,775		2,766,395
		\$	3,586,209
Real Estate Management & Development 0.0%			
Forestar Real Estate Group, Inc. (1)	6,935	\$	172,751
		\$	172,751
Road & Rail 0.6%			
	22,133	\$	1,240,997
•	17,421		946,309
Union Pacific Corp.	5,580		699,620
		\$	2,886,926
Semiconductors & Semiconductor Equipment 2.9%		Φ.	1 20 7 162
δ ,	44,223	\$	1,305,463
	28,413		2,505,338
Broadcom Corp., Class A (1)	6,766		130,381
	43,522		3,039,796
•	32,861		1,219,143
Linear Technology Corp.	5,661		173,736
	27,234		1,930,891
Microchip Technology, Inc.	74,956	ф	2,453,310
Software 3.2%		\$	12,758,058
	32,525	\$	1,157,565
	71,433	φ	10,541,269
•	21,046		2,367,660
• • •	17,700		231,339
Quest porten mo, mo. (1)	17,700	\$	14,297,833
Specialty Retail 1.3%		Ψ	2.,27,,000
	15,110	\$	626,461
	90,394		2,528,320
	67,396		1,289,959
	13,337		680,720
	14,641		612,579
		\$	5,738,039
Textiles, Apparel & Luxury Goods 0.9%			
, 11 v	51,570	\$	3,506,760
VF Corp.	4,266		330,658
		\$	3,837,418
Thrifts & Mortgage Finance 0.7%			

Federal National Mortgage Association	83,316	\$ 2,192,877
Guaranty Financial Group, Inc. (1)	6,935	73,650
Sovereign Bancorp, Inc.	95,547	890,498
		\$ 3,157,025

Tobacco 2.1%		
Altria Group, Inc.	67,621 \$	1,501,186
Philip Morris International, Inc. (1)	67,621	3,420,270
Reynolds American, Inc.	41,500	2,449,745
UST, Inc.	32,881	1,792,672
	\$	9,163,873
Total Common Stocks		
(identified cost \$397,580,412)	\$	452,474,109
Total Investments 101.4%		
(identified cost \$397,580,412)	\$	452,474,109

Covered Call Options Written (1.6%)

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	467	\$ 1,315	4/19/08	\$ (1,681,200)
S&P 500 Index	613	1,325	4/19/08	(1,569,280)
S&P 500 Index	1,063	1,340	4/19/08	(2,126,000)
S&P 500 Index	687	1,345	4/19/08	(1,396,671)
S&P 500 Index	525	1,385	4/19/08	(250,950)
Total Covered Call Options Written				
(premiums received \$7,301,585)				\$ (7,024,101)
Other Assets, Less Liabilities 0.2%				\$ 881,391
Net Assets 100.0%				\$ 446,331,399

ADR American Depository Receipt

(1) Non-income producing security.

The cost and unrealized appreciation (depreciation) of investments of the Fund at March 31, 2008, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 397,548,537
Gross unrealized appreciation	\$ 68,853,265
Gross unrealized depreciation	(13,927,693)
Net unrealized appreciation	\$ 54,925,572

Written call options activity for the period ended March 31, 2008 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	3,239	\$ 7,157,841
Options written	9,904	21,355,924

Options terminated in closing purchase transactions	(9,788)	(21,212,180)
Outstanding, end of period	3,355 \$	7,301,585

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At March 31, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements , effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

- Level 1 quoted prices in active markets for identical investments
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 significant unobservable inputs (including a fund s own assumptions in determining the fair value of investments)

At March 31, 2008, the inputs used in valuing the Fund s investments, which are carried at value, were as follows:

	Valuation Inputs	Investments in Securities	Other Financial Instruments*
Level 1	Quoted Prices	\$ 452,474,109	\$ (7,024,101)
Level 2	Other Significant Observable Inputs		
Level 3	Significant Unobservable Inputs		
Total		\$ 452,474,109	\$ (7,024,101)

^{*}Other financial instruments include written call options, which are valued at the unrealized appreciation (depreciation) on the instrument.

The Fund held no investments or other financial instruments as of December 31, 2007 whose fair value was determined using Level 3 inputs.

Equity securities listed on a U.S. securities exchange generally are valued at the last sale price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by an independent pricing service. Exchange-traded options are valued at the last sale price for the day of valuation as quoted on the principal exchange or board of trade on which the options are traded or, in the absence of sales on such date, at the mean between the latest bid and asked prices therefore. Over-the-counter options are valued based on broker quotations. Short-term debt securities with a remaining maturity of sixty days or less are valued at amortized cost, which approximates market value. If short-term debt securities are acquired with a remaining maturity of more than sixty days, they will be valued by a pricing service. Other fixed income and debt securities, including listed securities and securities for which price quotations are available, will normally be valued on the basis of valuations furnished by a pricing service. Valuations for debt obligations are derived from the pricing vendors proprietary pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, benchmark curves or information pertaining to the issuer. The pricing vendor may use a matrix approach which considers information regarding securities with similar characteristics in order to determine the valuation for a security. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by an independent quotation service. The independent service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. The daily valuation of exchange-traded foreign securities generally is determined as of the close of trading on the principal exchange on which such securities trade. Events occurring after the close of trading on foreign exchanges may result in adjustments to the valuation of foreign securities to more accurately reflect their fair value as of the close of regular trading on the New York Stock Exchange. When valuing foreign equity securities that meet certain criteria, the Trustees have approved the use of a fair value service that values such securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair valued securities. Investments for which valuations or market quotations are not readily available are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund considering relevant factors, data and information including the market value of freely tradable securities of the same class in the principal market on which such securities are normally traded.

Item 2. Controls and Procedures

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

(b) There have been no changes in the registrant s internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant s internal control over financial reporting.

Signatures

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

Eaton Vance Tax-Managed Buy-Write Income Fund

By: /s/ Duncan W. Richardson

Duncan W. Richardson

President

Date: May 21, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Duncan W. Richardson

Duncan W. Richardson

President

Date: May 21, 2008

By: /s/ Barbara E. Campbell

Barbara E. Campbell

Treasurer

Date: May 21, 2008