

ING PRIME RATE TRUST

Form N-30B-2

August 10, 2004

FIRST QUARTER REPORT

FIRST QUARTER REPORT

MAY 31, 2004

ING PRIME  
RATE TRUST

[GRAPHIC]

[ING FUNDS LOGO]

ING Prime Rate Trust

FIRST QUARTER REPORT  
May 31, 2004

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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, 2004

Net Assets	\$	1,014,597,112
Total Assets	\$	1,917,751,793

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Assets Invested in	
Senior Loans	\$ 1,828,496,834
Senior Loans Represented	384
Average Amount Outstanding	
per Loan	\$ 4,761,711
Industries Represented	39
Average Loan Amount	
per Industry	\$ 46,884,534
Portfolio Turnover Rate (YTD)	24%
Weighted Average Days to	
Interest Rate Reset	45
Average Loan Final Maturity	57 months
Total Leverage as a Percentage	
of Total Assets	
(including Preferred Shares)	45.31%

### PEFORMANCE SUMMARY\*

The Trust declared \$0.10 of dividends during the first fiscal quarter ended May 31, 2004. Based on the average month-end net asset value ("NAV") per share of \$7.38, this resulted in an annualized distribution rate of 5.62%(1) for the quarter. The Trust's total return for the first fiscal quarter, based on NAV, was 1.63%, versus a total return on the S&P/LSTA Leveraged Loan Index of 0.95% for the same period. The total market value return (based on full reinvestment of dividends) for the Trust's common shares during the first fiscal quarter was 2.01%.

### MARKET OVERVIEW

The tone of the non-investment grade loan market remained quite strong during this fiscal quarter. Factors underlying such strength included a demonstrably healthier U.S. economic environment, improved corporate earnings and a continued reduction in trailing default rates. To these factors, add a now near consensus view that the Federal Reserve is about to embark on a program to systematically raise short-term interest rates, and the result is an almost universally bullish outlook--and intense investor demand--for floating rate loans.

When taken in isolation, strong demand for loans has a positive influence on loan returns in that it provides significant and deep price support. To be fully constructive, however, high levels of demand must be met with an equally strong supply of new loans. Although improved measurably, supply only kept pace with demand during the quarter. As a result, significant levels of idle cash resident in many loan portfolios since the end of 2003 remained largely in place, thereby driving secondary loan prices to new highs and borrowing spreads on new loans to historical lows. On the plus side, while pricing trends remain unfavorable, credit trends continue to look relatively positive. At this point, nearly all qualitative and quantitative factors point to the continuation of low near-term default risk in non-investment grade credit markets.

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\* Please see the more detailed information on the charts immediately following this report.

ING Prime Rate Trust

PORTFOLIO MANAGERS' REPORT (continued)

PORTFOLIO OVERVIEW

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In addition to general market strength, the Trust's favorable results for the first fiscal quarter were attributable primarily to gains experienced by a select number of individual positions in which the Trust had a significant investment and, to a lesser degree, the higher utilization of leverage for investment purposes (discussed below). Valuations (and thus loan prices) in the cable television sector were buoyed during the quarter by the successful refinance of the Charter Communications Holdings, LLC ("Charter") loan facilities. The refinance enabled us to reduce (at full value) the Trust's aggregate Charter exposure to 2.7% of total assets (from 4.0% at the end of last fiscal quarter) and realize gains on prior investments. Similarly, Nextel Finance Company ("Nextel"), historically one of the Trust's largest holdings and long the bellwether issuer in the cellular communications sector, refinanced its sizeable loan facility during the quarter. Accordingly, our exposure to Nextel declined to 3.3% of total assets (the Trust's largest holding as of the current fiscal quarter-end), from 3.7% at last quarter-end. A follow-on refinance is expected to close shortly which will materially reduce our Nextel position from this lower level. These activities had, in part, the net effect of reducing the Trust's exposure to the cable television and wireless communications sectors to approximately 9.0% and 6.8% of total assets, respectively, from 11.9% and 9.1%, respectively, at the end of the prior fiscal quarter. We continue to find these sectors attractive on the basis of offering attractive returns for the underlying risk.

### TOP TEN INDUSTRY SECTORS AS OF MAY 31, 2004 AS A PERCENTAGE OF:

	TOTAL ASSETS	NET ASSETS
	-----	-----
Cable Television	9.0%	17.0%
Cellular Communications	6.8%	12.8%
Printing and Publishing	6.6%	12.4%
Leisure, Amusement and Entertainment	5.9%	11.1%
Healthcare, Education and Childcare	5.5%	10.3%
Chemicals, Plastics and Rubber	5.4%	10.2%
Automobile	4.8%	9.0%
Containers, Packaging and Glass	4.0%	7.6%
Beverage, Food and Tobacco	3.4%	6.5%
Radio and TV Broadcasting	3.3%	6.2%

While we proactively manage the Trust's top exposures, we continue to maintain a high level of diversification of the portfolio across both issuer and industry lines. As of May 31, 2004, the average individual position accounted for approximately 0.25% of the Trust's total assets, while the average amount invested per industry amounted to approximately 2.44% of total assets.

### TOP TEN SENIOR LOAN ISSUERS AS OF MAY 31, 2004 AS A PERCENTAGE OF:

	TOTAL	NET
--	-------	-----

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	ASSETS -----	ASSETS -----
Nextel Finance Company	3.3%	6.3%
Charter Communications Holdings, LLC	2.7%	5.2%
CNL Hospitality Partners, L.P.	1.8%	3.4%
Dex Media West, LLC	1.7%	3.1%
Metro-Goldwyn-Mayer Studios, Inc.	1.5%	2.9%
Century Cable Holdings, LLC	1.2%	2.4%
Olympus Cable Holdings, LLC	1.2%	2.3%
General Growth Properties	1.2%	2.3%
Crown Castle Operating Company	1.1%	2.1%
Allegheny Energy Supply Company	1.1%	2.1%

### USE OF LEVERAGE

The Trust utilizes financial leverage to seek to increase the yield to the holders of common shares. As of May 31, 2004, the Trust had \$450 million of "Aaa/AAA(2)" rated cumulative auction rate preferred shares outstanding, and \$419 million of borrowings outstanding under \$525 million in available credit facilities. Total leverage, as a percentage of total assets (including preferred shares), was 45.3% at

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### ING Prime Rate Trust

#### PORTFOLIO MANAGERS' REPORT (continued)

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

#### OUTLOOK

The combination of rising short-term rates and the expectation of a relatively stable credit environment has created unprecedented demand for the floating rate loan asset class. As a result, barring any unforeseen economic or geopolitical event, we expect the second half of the year to be at least as robust as the first. The downside to such technical strength, while limited in terms of immediate NAV volatility, continues to be the compression of borrowing spreads to historical lows, and in many cases, relaxed structural protections afforded to senior secured lenders (e.g., second lien and covenant-light loan facilities). Our strategy remains credit-focused; as in the past, we will continue to forfeit yield in order to maintain credit discipline. As with other market participants, we'll also stay keenly focused on the Federal Reserve as it determines the timing of future changes in interest rates. Given the ultra-short duration of floating rate loans, an upward move in short-term rates would prove positive for the Fund's distributable yield.

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

/s/ Jeffrey A. Bakalar

Jeffrey A. Bakalar  
SENIOR VICE PRESIDENT

/s/ Daniel A. Norman

Daniel A. Norman  
SENIOR VICE PRESIDENT

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CO-SENIOR PORTFOLIO MANAGER  
ING INVESTMENT MANAGEMENT CO.

CO-SENIOR PORTFOLIO MANAGER  
ING INVESTMENT MANAGEMENT CO.

ING Prime Rate Trust  
July 26, 2004

- (1) The distribution rate is calculated by annualizing dividends declared during the quarter 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.
- (2) Obligations rated Aaa by Moody's Investors Service are judged to be of the highest quality, with minimal credit risk. An obligator rated 'AAA' has extremely strong capacity to meet its financial commitments. 'AAA' is the highest Issuer Credit Rating assigned by Standard & Poor's.

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### ING Prime Rate Trust

#### PORTFOLIO MANAGERS' REPORT (continued)

	AVERAGE ANNUAL TOTAL RETURNS FOR THE PERIODS ENDED MAY 31				
	1 YEAR	3 YEARS	5 YEARS	10 YEARS	SINCE TRUST INCEPTION (1) (2)
Based on Net Asset Value (NAV)	13.13%	4.90%	3.82%	5.90%	6.86%
Based on Market Value	18.19%	7.91%	4.37%	6.55%	--
Credit Suisse					
First Boston					
Leveraged Loan Index	8.29%	4.87%	4.83%	6.18%	--
S&P/LSTA Leveraged Loan Index (4)	7.58%	4.93%	5.07%	--	--

ASSUMES RIGHTS WERE EXERCISED AND EXCLUDES SALES CHARGES AND COMMISSIONS (5), (6), (7)

- (1) Inception Date -- May 12, 1988. Return since inception is not applicable since the Trust did not trade on the NYSE prior to March 9, 1992.
- (2) Reflects partial waiver of fees.
- (3) Initial Trading on NYSE -- March 9, 1992. Performance since inception for the index is shown from 03/01/92.
- (4) Performance since inception for the index is 5.32% from 1/1/97.
- (5) 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) on the last business day before the first day of the stated period, with all dividends and distributions reinvested at the actual reinvestment price.
- (6) On December 27, 1994, the Trust issued to its shareholders transferable

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rights which entitled the holders to subscribe for 17,958,766 shares of the Trust's common stock at the rate of one share of common stock for each four rights held. On January 27, 1995, the offering expired and was fully subscribed. The Trust issued 17,958,766 shares of its common stock to exercising rights holders at a subscription price of \$8.12. Offering costs of \$4,470,955 were charged against the offering proceeds.

- (7) 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.

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](http://www.ingfunds.com) OR CALL (800) 992-0180 TO GET PERFORMANCE TO THE MOST RECENT MONTH END.

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 LETTER CONTAINS STATEMENTS THAT MAY BE "FORWARD-LOOKING STATEMENTS." ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE PROJECTED IN THE "FORWARD-LOOKING STATEMENTS."

THE VIEWS EXPRESSED IN THIS LETTER 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.

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### ING Prime Rate Trust

PORTFOLIO MANAGERS' REPORT (continued)

#### YIELDS AND DISTRIBUTION RATES

QUARTER ENDED	PRIME RATE	NET ASSET VALUE ("NAV") 30-DAY SEC YIELD (A)	MARKET 30-DAY SEC YIELD (A)	AVERAGE ANNUALIZED DISTRIBUTION RATE AT NAV (B)
May 31, 2004	4.00%	5.83%	5.44%	5.62%
February 29, 2004	4.00%	5.56%	5.20%	5.82%
November 30, 2003	4.00%	6.51%	6.30%	5.83%
August 31, 2003	4.00%	5.82%	5.45%	5.98%

- (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

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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.

### INDEX DESCRIPTIONS

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.

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.

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### ING Prime Rate Trust

#### STATEMENT OF ASSETS AND LIABILITIES as of May 31, 2004 (Unaudited)

<b>ASSETS:</b>	
Investments in securities at value (Cost \$1,878,179,401)	\$ 1,873,157,301
Cash	21,276,345
<b>Receivables:</b>	
Investment securities sold	14,226,916
Interest	8,780,568
Other	95,810
Prepaid expenses	214,853
	-----
Total assets	1,917,751,793
	-----
<b>LIABILITIES:</b>	
Notes payable	419,000,000
Payable for investments purchased	27,360,378
Deferred arrangement fees on senior loans	3,199,903
Dividends payable - preferred shares	43,875
Payable to affiliates	1,658,807
Accrued trustees' fees	49,308
Other accrued expenses	1,842,410
	-----
Total liabilities	453,154,681
	-----
Preferred shares, \$25,000 stated value per share at liquidation value (18,000 shares outstanding)	450,000,000
	-----
<b>NET ASSETS</b>	<b>\$ 1,014,597,112</b>
	=====
Net assets value per common share outstanding (net assets less preferred shares at liquidation value, divided by 137,821,394 shares of beneficial interest authorized and outstanding, no par value)	\$ 7.36

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NET ASSETS CONSIST OF:

Paid-in capital	\$ 1,290,371,862
Undistributed net investment income	9,372,635
Accumulated net realized loss on investments	(280,125,285)
Net unrealized depreciation of investments	(5,022,100)

NET ASSETS	\$ 1,014,597,112
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See Accompanying Notes to Financial Statement

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ING Prime Rate Trust

STATEMENT OF OPERATIONS for the Three Months Ended May 31, 2004 (Unaudited)

INVESTMENT INCOME:

Interest	\$ 20,967,401
Arrangement fees earned	676,232
Dividends	15,337
Other	545,646
	-----
Total investment income	22,204,616

EXPENSES:

Investment management fees	3,597,102
Administration fees	1,124,094
Transfer agent and registrar fees	186,608
Interest	1,280,690
Shareholder reporting expense	37,340
Custodian fees	179,400
Professional fees	264,183
Preferred Shares - Dividend disbursing agent fees	295,945
Pricing expense	8,074
ICI fees	10,790
Postage expense	58,780
Trustees' fees	18,400
Miscellaneous expense	40,860

Total expenses	7,102,266
----------------	-----------

Net investment income	15,102,350
-----------------------	------------

REALIZED AND UNREALIZED GAIN (LOSS) FROM INVESTMENTS:

Net realized gain on investments	2,168,656
Net change in value of investments	148,464

Net realized and unrealized gain on investments	2,317,120
---	-----------

DISTRIBUTIONS TO PREFERRED SHAREHOLDERS:

From net investment income	(1,206,860)
----------------------------	-------------

Net increase in net assets resulting from operations	\$ 16,212,610
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See Accompanying Notes to Financial Statement

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## ING Prime Rate Trust

### STATEMENTS OF CHANGES IN NET ASSETS (Unaudited)

	THREE MONTHS ENDED MAY 31, 2004	YEAR ENDED FEBRUARY 29, 2004
	-----	-----
FROM OPERATIONS:		
Net investment income	\$ 15,102,350	\$ 64,881,220
Net realized gain (loss) on investments	2,168,656	(45,502,509)
Change in value of investments	148,464	126,661,233
Distributions to preferred shareholders from net investment income	(1,206,860)	(5,199,537)
	-----	-----
Net increase in net assets resulting from operations	16,212,610	140,840,407
	-----	-----
FROM DISTRIBUTIONS TO COMMON SHAREHOLDERS:		
Distributions from net investment income	(14,184,327)	(57,649,691)
	-----	-----
Decrease in net assets from distributions to common shareholders	(14,184,327)	(57,649,691)
	-----	-----
FROM CAPITAL SHARE TRANSACTIONS:		
Dividends reinvested for common shares	2,063,350	4,364,604
Sales of shares in connection with shelf offering	180,038	386,779
	-----	-----
Net increase from capital share transactions	2,243,388	4,751,383
	-----	-----
Net increase in net assets	4,271,671	87,942,099
	-----	-----
NET ASSETS:		
Beginning of period	1,010,325,441	922,383,342
	-----	-----
End of period (including undistributed net investment income of \$9,372,635 and \$9,661,472, respectively)	\$ 1,014,597,112	\$ 1,010,325,441
	=====	=====
SUMMARY OF CAPITAL SHARE TRANSACTIONS:		
Shares issued in payment of distributions from net investments income	158,628	612,173
Shares sold in connection with shelf offering	24,495	53,184
	-----	-----
Net increase in shares outstanding	183,123	665,357
	=====	=====

See Accompanying Notes to Financial Statement

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## ING Prime Rate Trust

STATEMENT OF CASH FLOWS for the Three Months Ended May 31, 2004 (Unaudited)

INCREASE (DECREASE) IN CASH

CASH FLOWS FROM OPERATING ACTIVITIES:

Interest received	\$ 18,148,626
Dividends received	15,337
Dividends paid to preferred shareholders	(1,230,264)
Arrangement fee paid	(354,883)
Other income received	543,153
Interest paid	(1,280,690)
Other operating expenses paid	(5,335,203)
Purchases of securities	(595,134,226)
Proceeds from sales of securities	421,377,350

-----  
 Net cash used in operating activities \$ (163,250,800)  
 -----

CASH FLOWS FROM FINANCING ACTIVITIES:

Dividends paid in cash to common shareholders	(12,120,977)
Proceeds from shelf offerings	180,038
Net issuance of notes payable	194,000,000

-----  
 Net cash flows provided by financing activities 182,059,061  
 -----

Net change in cash	18,808,261
Cash at beginning of period	2,468,084

-----  
 Cash at end of period \$ 21,276,345  
 =====

RECONCILIATION OF NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS TO NET

CASH USED IN OPERATING ACTIVITIES:

Net increase in net assets resulting from operations \$ 16,212,610  
 -----

Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by operating activities:

Change in unrealized depreciation of securities	(148,464)
Net accretion of discounts on securities	(1,777,495)
Realized gain on sale of securities	(2,168,656)
Purchase of securities	(595,134,226)
Proceeds on sale of securities	421,377,350
Increase in other assets	(2,493)
Increase in interest receivable	(1,041,280)
Increase in prepaid expenses	(177,563)
Decrease in deferred arrangement fees on senior loans	(1,031,115)
Decrease in preferred shareholder dividend payable	(23,404)
Increase in affiliate payable	274,389
Increase in accrued trustees' fees	7,106
Increase in accrued expenses	382,441

-----  
 Total adjustments (179,463,410)  
 -----

-----  
 Net cash used in operating activities \$ (163,250,800)  
 =====

NON CASH FINANCING ACTIVITIES

Reinvestment of dividends	\$ 2,063,350
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See Accompanying Notes to Financial Statement

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FINANCIAL HIGHLIGHTS

For a common share outstanding throughout the period

	THREE MONTHS ENDED MAY 31, 2004 (UNAUDITED)	----- 2004	YEARS ENDED FEBRUARY 28 ----- 2003	----- 2002
<b>PER SHARE OPERATING PERFORMANCE</b>				
Net asset value, beginning of year	\$ 7.34	6.73	7.20	8.09
Income from investment operations:				
Net investment income	\$ 0.11	0.46	0.50	0.74
Net realized and unrealized gain (loss) on investments	\$ 0.02	0.61	(0.47)	(0.89)
Total from investment operations	\$ 0.13	1.07	0.03	(0.15)
Distributions to Common Shareholders from net investment income	\$ (0.10)	(0.42)	(0.45)	(0.63)
Distribution to Preferred Shareholders	\$ (0.01)	(0.04)	(0.05)	(0.11)
Reduction in net asset value from Preferred Shares offerings	\$ --	--	--	--
Net asset value, end of year	\$ 7.36	7.34	6.73	7.20
Closing market price at end of year	\$ 7.89	7.84	6.46	6.77
<b>TOTAL INVESTMENT RETURN(1)</b>				
Total investment return at closing market price(2)	%	2.01	28.77	2.53
Total investment return at net asset value(3)	%	1.63	15.72	0.44
<b>RATIOS/SUPPLEMENTAL DATA</b>				
Net assets end of year (000's)	\$ 1,014,597	1,010,325	922,383	985,982
Preferred Shares-Aggregate amount outstanding (000's)	\$ 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
Borrowings at end of year (000's)	\$ 419,000	225,000	167,000	282,000
Asset coverage per \$1,000 of debt(4)	\$ 2,170	2,500	2,500	2,350
Average borrowings (000's)	\$ 321,315	143,194	190,671	365,126
Ratios to average net assets including Preferred Shares(5)				
Expenses (before interest and other fees related to revolving credit facility)(6)	%	1.59	1.45	1.49
Expenses(6)	%	1.94	1.65	1.81
Net investment income(6)	%	1.03	4.57	4.97
Ratios to average net assets plus borrowings				
Expenses (before interest and other fees related to revolving credit facility)(6)	%	1.75	1.84	1.82
Expenses(6)	%	2.10	2.09	2.23
Net investment income(6)	%	4.48	5.82	6.10
Ratios to average net assets Expenses (before interest and other fees				

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related to revolving credit facility) (6)	%	2.26	2.11	2.19	2.25
Expenses (6)	%	2.78	2.40	2.68	3.64
Net investment income (6)	%	5.91	6.68	7.33	9.79
Portfolio turnover rate	%	24	87	48	53
Common shares outstanding					
at end of period (000's)		137,821	137,638	136,973	136,973

- (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.
- (7) Calculated on total expenses before impact on earnings credits.

See Accompanying Notes to Financial Statements

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### ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2004 (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. 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 principles generally accepted in the United States of America.

#### NOTE 2 -- SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The policies are in conformity with generally accepted accounting principles in the United States of America.

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- 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 asked 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, 2004, 97.60% 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. (formerly, "Aeltus Investment Management, Inc.") ("INGIM" 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 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 and Proxy Voting 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

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ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2004 (Unaudited) (continued)

NOTE 2 -- SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 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

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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. Debt and equity 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 asked 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 less than 60 days from the date of acquisition are valued at amortized cost.

- 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 nonaccrual senior loans are generally applied as a reduction to the recorded investment of the loan. Senior loans are 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, are 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 for 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.

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### NOTE 2 -- SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- 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, 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. 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, 2004, the cost of purchases and the proceeds from principal repayment and sales of investments, excluding short-term notes, totaled \$599,935,714 and \$420,421,285, respectively. At May 31, 2004, the Trust held senior loans valued at \$1,828,496,834 representing 97.6% 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.

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ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2004 (Unaudited) (continued)

### NOTE 3 -- INVESTMENTS (CONTINUED)

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

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	DATE OF ACQUISITION	C ASSI
Acterna, LLC -- Common Shares	12/24/03	\$
Allied Digital Technologies Corporation -- Residual Interest in Bankruptcy Estate	06/05/02	
AM Cosmetics Corporation -- Liquidation Interest	03/07/03	
Block Vision Holdings Corporation -- Common Shares	09/30/02	
Boston Chicken, Inc. -- Residual Interest in Boston Chicken Plan Trust	12/26/00	
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	
Enginen Realty -- Common Shares	11/24/03	
Enterprise Profit Solutions -- Liquidation Interest	10/21/02	
Euro United Corporation -- Residual Interest in Bankruptcy Estate	06/21/02	
Exide Technologies -- Warrants	11/30/01	
Galey & Lord -- Common Shares	03/31/04	
Gate Gourment Borrower, LLC -- Common Shares	12/04/03	
Gemini Leasing, Inc. -- Common Shares	01/08/04	
Grand Union Company -- Residual Interest in Bankruptcy Estate	07/01/02	
Holmes Group -- Common Shares	05/26/04	
Humphreys, Inc. -- Residual Interest in Bankruptcy Estate	05/15/02	
IHDG Realty -- Common Shares	05/02/01	
Imperial Home Decor Group, Inc. -- Common Shares	05/02/01	
Insilco Technologies -- Residual Interest in Bankruptcy Estate	05/02/03	
Intera Group, Inc. -- Common Shares	11/29/02	
IT Group, Inc. -- Residual Interest in Bankruptcy Estate	09/12/03	
Kevco, Inc. -- Residual Interest in Bankruptcy Estate	06/05/02	
Malden Mills Industries, Inc. -- Common Shares	11/04/03	
Morris Material Handling, Inc. -- Common Shares	10/09/01	
MP Holdings, Inc. -- Common Shares	04/16/01	
Murray's Discount Auto Stores, Inc. -- Escrow	08/11/03	
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	
Neoplan USA Corporation -- Series D Preferred Shares	08/29/03	
New Piper Aircraft -- Residual Interest in Litigation Proceeds	07/02/03	
New World Restaurant Group, Inc. -- Warrants	09/27/01	
Safelite Glass Corporation -- Common Shares	09/12/00	
Safelite Realty -- Common Shares	09/12/00	
Sarcom, Inc. -- Common Shares	12/11/02	
Sarcom, Inc. -- Preferred Shares	12/11/02	
Scientific Games Corporation -- Common Shares	10/30/03	
Soho Publishing -- Common Shares	01/10/02	
Stellex Aerostructures, Inc. -- Common Shares	10/17/01	
Targus Group, Inc. -- Common Shares	03/11/03	
Tartan Textile Services, Inc. -- Series D Preferred Shares	07/16/01	
Tartan Textile Services, Inc. -- Series E Preferred Shares	07/16/01	
Telinget, Inc. -- Common Shares	09/18/02	
Tembec, Inc. -- Common Shares	01/08/02	
Transtar Metals -- Residual Interest in Bankruptcy Estate	01/09/03	
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	06/11/02	
Total restricted securities excluding senior loans (market value of \$29,175,576 was 2.9% of net assets at May 31, 2004)		\$ =====



ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2004 (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 Funds 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 subadvisory agreement with INGIM, 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, INGIM 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, 2004, the Trust had the following amounts recorded in payables to affiliates on the accompanying Statement of Assets and Liabilities:

ACCRUED INVESTMENT MANAGEMENT FEES	ACCRUED ADMINISTRATIVE FEES	TOTAL
-----	-----	-----
\$ 1,263,853	\$ 394,954	\$ 1,658,807

The Trust has adopted a Retirement Policy covering all independent trustees of the Trust who will have served as a 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 25, 2004 and a \$435 million 364-day revolving securitization facility which matures on June 13, 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, 2004, was \$419 million. Weighted average interest rate on outstanding borrowings was 1.50%,

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excluding fees related to the unused portion of the facilities, and other fees. The amount of borrowings represented 21.84% of total assets at May 31, 2004. Average borrowings for the three months ended May 31, 2004 were \$321,315,217 and the average annualized interest rate was 1.47% excluding other fees related to the unused portion of the facilities, and other fees.

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### ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2004 (Unaudited) (continued)

As of May 31, 2004, the Trust had unfunded loan commitments pursuant to the terms of the following loan agreements:

Allied Waste North America, Inc.	\$	1,402,800
Apria Healthcare Group, Inc.		2,000,000
Block Vision Holdings Corporation		118,771
Cincinnati Bell, Inc.		2,970,838
Davita, Inc.		3,000,000
Envirosolutions, Inc.		1,363,636
Federal -Mogul Corporation		438,518
Fleming Companies, Inc.		593,411
Geo Specialty Chemicals, Inc.		670,000
Georgia-Pacific Corporation		16,703,111
Green-Valley Ranch Gaming, LLC		1,000,000
IESI Corporation		1,049,375
Lyondell-Citgo Refining, L.P.		9,000,000
Neoplan USA Corporation		315,000
Nextel Finance Company	\$	5,952,591
Nutrasweet Acquisition Corporation		425,025
Outsourcing Solutions, Inc.		63,692
Owens-Illinois Group, Inc.		7,000,000
Peabody Energy Corporation		2,500,000
Pinnacle Entertainment		1,050,525
Ply Gem Industries		1,045,455
Primedia Inc.		6,893,570
Saguaro Utility Group		3,500,000
SBA Senior Finance, Inc.		1,115,385
Six Flags Theme Parks, Inc.		2,700,000
United Defense Industries, Inc.		3,000,000
United Industries Corporation		1,280,000
		-----
	\$	77,151,703
		=====

#### NOTE 7 -- RIGHTS AND OTHER OFFERINGS

As of May 31, 2004, outstanding share offerings pursuant to shelf registrations were as follows:

REGISTRATION DATE -----	SHARES REGISTERED -----	SHARES REMAINING -----
9/15/98	25,000,000	19,089,760

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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, \$.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, \$.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.

## 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, 2004.

## 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, 2004, the Trust held 0.79% of its total assets in subordinated loans and unsecured loans.

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## ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of May 31, 2004 (Unaudited) (continued)

## NOTE 10 -- FEDERAL INCOME TAXES

The tax composition of dividends and distributions to shareholders for the three months ended May 31, 2004 and year ended February 29, 2004 were as follows:

THREE MONTHS ENDED MAY 31, 2004	YEAR ENDED FEBRUARY 29, 2004
ORDINARY INCOME	ORDINARY INCOME
\$ 15,391,187	\$ 62,849,228

## NOTE 11 -- SUBSEQUENT EVENTS

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Subsequent to May 31, 2004, the Trust paid to Common Shareholders the following dividends from net investment income:

PER SHARE AMOUNT -----	DECLARATION DATE -----	RECORD DATE -----	PAYABLE DATE -----
\$ 0.035	5/28/04	6/10/04	6/22/04
0.035	6/30/04	7/12/04	7/22/04

Subsequent to May 31, 2004, the Trust paid to Preferred Shareholders the following dividends from net investment income:

PREFERRED SHARES -----	TOTAL PER SHARE AMOUNT -----	AUCTION DATES -----	RECORD DATES -----	PAYABLE DATES -----
Series M	\$ 38.83	06/07/04 to 07/12/04	06/14/04 to 07/19/04	06/15/04 to 07/20/04
Series T	\$ 40.06	06/01/04 to 07/06/04	06/08/04 to 07/13/04	06/09/04 to 07/14/04
Series W	\$ 38.46	06/02/04 to 07/07/04	06/09/04 to 07/14/04	06/10/04 to 07/15/04
Series Th	\$ 40.04	06/03/04 to 07/08/04	06/10/04 to 07/15/04	06/14/04 to 07/16/04
Series F	\$ 39.74	06/04/04 to 07/09/04	06/11/04 to 07/16/04	06/14/04 to 07/19/04

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### ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited)

SENIOR LOANS\*: 180.2%

PRINCIPAL AMOUNT -----	BORROWER/TRANCHE DESCRIPTION -----	BANK LOAN RATINGS MOODY'S
AEROSPACE AND DEFENSE: 2.0%		
\$ 2,000,000	ALLIANT TECHSYSTEMS, INC. Term Loan, maturing March 31, 2011	Ba2
1,000,000	ARINC, INC. Term Loan, maturing March 10, 2011	Ba3
4,504,706	PIEDMONT AVIATION SERVICES Term Loan, maturing July 23, 2006	NR
4,504,706	TRANSDIGM, INC. Term Loan, maturing July 23, 2007	B1
1,995,000	UNITED DEFENSE INDUSTRIES, INC. Term Loan, maturing July 22, 2010	Ba2
6,139,810	Term Loan, maturing August 13, 2009	
AUTOMOBILE: 9.0%		
	AFTERMARKET TECHNOLOGY CORPORATION	Ba3

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958,622	Term Loan, maturing February 08, 2008	
1,318,154	Term Loan, maturing February 08, 2008	
	COLLINS & AIKMAN PRODUCTS	B1
1,298,246	Term Loan, maturing December 31, 2005	
	DURA OPERATING CORPORATION	Ba3
3,144,000	Term Loan, maturing December 31, 2008	
(2)	FEDERAL-MOGUL CORPORATION	Ca
8,502,361	Revolver, maturing February 24, 2004	
5,059,121	Term Loan, maturing February 24, 2004	
7,500,000	Term Loan, maturing February 24, 2005	
	GOODYEAR TIRE & RUBBER COMPANY	B1
5,500,000	Term Loan, maturing March 31, 2006	
	GOODYEAR TIRE & RUBBER COMPANY	B2
1,500,000	Term Loan, maturing March 31, 2006	
	GUILFORD MILLS, INC.	B2
3,000,000	Term Loan, maturing May 31, 2010	
	HLI OPERATING COMPANY, INC.	Ba3
4,784,722	Term Loan, maturing June 03, 2009	
	KEYSTONE AUTOMOTIVE INDUSTRIES, INC.	B1
1,454,348	Term Loan, maturing October 30, 2009	
	MERIDIAN AUTOMOTIVE SYSTEMS, INC.	B2
2,000,000	Term Loan, maturing April 28, 2010	
	METALDYNE COMPANY, LLC	B2
3,401,703	Term Loan, maturing December 31, 2009	
	PLASTECH, INC.	Ba3
2,000,000	Term Loan, maturing February 12, 2010	
	RJ TOWER CORPORATION	B1
6,000,000	Term Loan, maturing May 21, 2009	
	SAFELITE GLASS CORPORATION	B3
6,729,690	Term Loan, maturing September 30, 2007	
10,823,607	Term Loan, maturing September 30, 2007	

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
-----		
AUTOMOBILE: (CONTINUED)		
\$ 2,064,825	TENNECO AUTOMOTIVE, INC. Term Loan, maturing December 12, 2010	B1
2,500,000	TRANSPORTATION TECHNOLOGIES INDUSTRIES, INC. Term Loan, maturing March 14, 2009	B2
1,600,000	TRW AUTOMOTIVE ACQUISITIONS CORPORATION Term Loan, maturing February 28, 2009	Ba2
9,913,043	Term Loan, maturing February 28, 2011	
	UNITED COMPONENTS, INC.	B1
2,998,333	Term Loan, maturing June 30, 2010	

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BANKING: 0.1%

	OUTSOURCING SOLUTIONS, INC.	NR
2,978	Revolver, maturing December 09, 2008	
1,426,801	Term Loan, maturing December 09, 2008	

BEVERAGE, FOOD AND TOBACCO: 6.5%

	B & G FOODS, INC.	B1
1,492,500	Term Loan, maturing August 31, 2009	
	BIRDS EYE FOODS, INC.	B1
6,567,369	Term Loan, maturing June 30, 2008	
	COMMONWEALTH BRANDS, INC.	Ba3
5,954,000	Term Loan, maturing August 28, 2007	
	CONSTELLATION BRANDS, INC.	Ba1
5,250,000	Term Loan, maturing November 30, 2008	
	DEAN FOODS COMPANY	Ba1
4,437,500	Term Loan, maturing July 15, 2007	
13,453,532	Term Loan, maturing July 15, 2008	
	DEL MONTE CORPORATION	Ba3
3,195,840	Term Loan, maturing December 20, 2010	
	DR. PEPPER BOTTLING COMPANY OF TEXAS	B1
3,880,411	Term Loan, maturing December 19, 2010	
	DS WATERS ENTERPRISES, L.P.	B1
2,481,250	Term Loan, maturing November 07, 2009	
	(2) FLEMING COMPANIES, INC.	B3
455,428	Revolver, maturing June 18, 2007	
	GOLDEN STATE FOODS CORPORATION	B1
4,000,000	Term Loan, maturing February 28, 2011	
	INTERSTATE BRANDS CORPORATION	B1
934,069	Term Loan, maturing July 19, 2007	
2,478,693	Term Loan, maturing July 19, 2007	
	MAFCO WORLDWIDE CORPORATION	B1
980,098	Term Loan, maturing March 31, 2006	
	MICHAEL FOODS, INC.	B1
3,980,000	Term Loan, maturing November 21, 2010	

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
BEVERAGE, FOOD AND TOBACCO: (CONTINUED)		
\$ 2,339,450	PINNACLE FOODS CORPORATION	B1
660,550	Term Loan, maturing November 25, 2010	
	Term Loan, maturing November 25, 2010	
	SOUTHERN WINE & SPIRITS OF AMERICA, INC.	Ba3
2,959,991	Term Loan, maturing July 02, 2008	

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BUILDINGS AND REAL ESTATE: 5.8%		
	ASSOCIATED MATERIALS, INC.	Ba3
1,473,684	Term Loan, maturing August 02, 2010	
	ATRIUM COMPANIES, INC.	B1
2,992,500	Term Loan, maturing December 10, 2008	
	BUILDERS FIRSTSOURCE, INC.	B1
4,000,000	Term Loan, maturing February 25, 2010	
	BUILDING MATERIALS HOLDING CORPORATION	Ba2
1,985,000	Term Loan, maturing August 21, 2010	
	CRESCENT REAL ESTATE EQUITIES, L.P.	B1
3,500,000	Term Loan, maturing January 12, 2006	
	DMB NEWCO, LLC	NR
8,208,810	Term Loan, maturing February 28, 2009	
	GENERAL GROWTH PROPERTIES	Ba1
5,925,000	Term Loan, maturing April 16, 2006	
16,762,500	Term Loan, maturing April 16, 2006	
	MACERICH PARTNERSHIP, L.P.	Ba2
4,723,200	Term Loan, maturing July 26, 2005	
	PLY GEM INDUSTRIES	B1
204,545	Revolver, maturing February 12, 2009	
750,000	Term Loan, maturing March 15, 2010	
4,250,000	Term Loan, maturing October 01, 2011	
	ST. MARYS CEMENT, INC.	B1
2,992,500	Term Loan, maturing December 04, 2009	
	WERNER HOLDINGS COMPANY, INC.	B1
958,333	Term Loan, maturing June 11, 2009	
CABLE TELEVISION: 17.0%		
	(2) ADELPHIA COMMUNICATIONS CORPORATION	NR
2,956,684	Debtor in Possession Term Loan, maturing March 31, 2005	
	ATLANTIC BROADBAND FINANCE, LLC	B2
2,000,000	Term Loan, maturing September 01, 2011	
	BRESNAN COMMUNICATIONS, LLC	B1
5,000,000	Term Loan, maturing December 31, 2007	
	CEBRIDGE CONNECTIONS, INC.	NR
4,500,000	Term Loan, maturing February 04, 2009	
1,500,000	Term Loan, maturing February 23, 2009	

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
CABLE TELEVISION: (CONTINUED)		
	(2) CENTURY CABLE HOLDINGS, LLC	Caa1
\$ 1,230,000	Revolver, maturing March 31, 2009	

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18,357,940		Term Loan, maturing June 30, 2009	
5,000,000		Term Loan, maturing December 31, 2009	
		CHARTER COMMUNICATIONS HOLDINGS, LLC	B2
53,000,000		Term Loan, maturing April 27, 2011	
	(2)	FRONTIERVISION OPERATING PARTNERS, L.P.	B2
4,546,959		Revolver, maturing October 31, 2005	
	(2)	HILTON HEAD COMMUNICATIONS, L.P.	Caa1
7,000,000		Revolver, maturing September 30, 2007	
6,500,000		Term Loan, maturing March 31, 2008	
		INSIGHT MIDWEST HOLDINGS, LLC	Ba3
1,940,000		Term Loan, maturing June 30, 2009	
1,995,000		Term Loan, maturing December 31, 2009	
16,458,750		Term Loan, maturing December 31, 2009	
		MCC IOWA, LLC	Ba3
1,500,000		Term Loan, maturing March 31, 2010	
16,000,000		Term Loan, maturing September 30, 2010	
	(2)	OLYMPUS CABLE HOLDINGS, LLC	B2
5,000,000		Term Loan, maturing June 30, 2010	
19,250,000		Term Loan, maturing September 30, 2010	
		PERSONA COMMUNICATIONS, INC.	B2
1,000,000		Term Loan, maturing May 31, 2011	
CARGO TRANSPORT: 3.1%			
	(2)	AMERICAN COMMERCIAL LINES, LLC	Caa1
1,258,356		Term Loan, maturing June 30, 2006	
1,804,934		Term Loan, maturing June 30, 2007	
	(2)	AMERICAN COMMERCIAL LINES, LLC	Ba3
689,870		Debtor in Possession Term Loan, maturing July 31, 2004	
		ATLANTIC EXPRESS TRANSPORT	B3
6,000,000		Floating Rate Note, maturing April 15, 2008	
		BAKER TANKS, INC.	B1
997,500		Term Loan, maturing January 30, 2011	
		CSX/HORIZON LINES, LLC	Ba3
1,569,048		Term Loan, maturing February 27, 2009	
		GEMINI LEASING, INC.	NR
1,972,274		Term Loan, maturing December 31, 2011	
		NEOPLAN USA CORPORATION	NR
1,935,000		Revolver, maturing June 30, 2006	
5,401,295		Term Loan, maturing June 30, 2006	
		PACER INTERNATIONAL, INC.	B1
2,282,353		Term Loan, maturing June 10, 2010	

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
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### CARGO TRANSPORT: (CONTINUED)

		TEREX CORPORATION	B1
\$	1,960,075	Term Loan, maturing December 31, 2009	
	1,411,524	Term Loan, maturing July 03, 2009	
		UNITED STATES SHIPPING, LLC	Ba2
	3,500,000	Term Loan, maturing April 14, 2010	
		YELLOW ROADWAY CORPORATION	Baa3
	1,168,831	Term Loan, maturing June 11, 2008	

### CELLULAR COMMUNICATIONS: 12.8%

		AIRGATE PCS, INC.	B2
	696,750	Term Loan, maturing June 06, 2007	
	9,890,932	Term Loan, maturing September 30, 2008	
		CELLULAR SOUTH, INC.	Ba3
	2,000,000	Term Loan, maturing May 04, 2011	
		CENTENNIAL CELLULAR OPERATING COMPANY	B2
	9,980,000	Term Loan, maturing February 09, 2011	
		DOBSON CELLULAR SYSTEMS, INC.	B1
	5,463,747	Term Loan, maturing March 31, 2010	
		INDEPENDENT WIRELESS ONE CORPORATION	Caa1
	3,304,714 (3)	Term Loan, maturing December 20, 2007	
	10,912,873 (3)	Term Loan, maturing June 20, 2008	
		MICROCELL TELECOMMUNICATIONS, INC.	B3
	7,000,000	Term Loan, maturing July 15, 2011	
		MICROCELL TELECOMMUNICATIONS, INC.	Caa2
	1,000,000	Term Loan, maturing February 15, 2011	
		NEXTEL FINANCE COMPANY	Ba2
	595,773	Revolver, maturing December 31, 2007	
	34,578,424	Term Loan, maturing December 31, 2007	
	28,932,500	Term Loan, maturing December 15, 2010	
		NEXTEL PARTNERS OPERATING CORPORATION	B1
	8,000,000	Term Loan, maturing May 31, 2011	
		RURAL CELLULAR CORPORATION	B2
	2,500,000	Floating Rate Note, maturing March 15, 2010	
		US UNWIRED, INC.	B2
	2,457,145	Term Loan, maturing September 30, 2007	
	2,681,083	Term Loan, maturing March 31, 2008	

### CHEMICALS, PLASTICS AND RUBBER: 10.2%

		ACADIA ELASTOMERS CORPORATION	NR
	8,430,657	Term Loan, maturing March 31, 2004	
		BRENNTAG AG	B1
	4,000,000	Term Loan, maturing December 09, 2011	
		CP KELCO APS	B3
	2,492,576	Term Loan, maturing March 31, 2008	
	810,798	Term Loan, maturing September 30, 2008	

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PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
CHEMICALS, PLASTICS AND RUBBER: (CONTINUED)		
	FMC CORPORATION	Ba1
\$ 3,887,824	Term Loan, maturing October 21, 2007	
	(2) GEO SPECIALTY CHEMICALS, INC.	Caa1
1,740,101	Term Loan, maturing December 31, 2007	
	HERCULES, INC.	Ba1
9,325,000	Term Loan, maturing October 08, 2010	
	HUNTSMAN INTERNATIONAL, LLC	B1
5,624,593	Term Loan, maturing June 30, 2007	
5,624,593	Term Loan, maturing June 30, 2008	
	HUNTSMAN, LLC	B2
7,372,482	Term Loan, maturing March 31, 2007	
5,565,110	Term Loan, maturing March 31, 2007	
	JOHNSON DIVERSEY, INC.	Ba3
3,203,601	Term Loan, maturing November 03, 2009	
	KRATON POLYMERS	B1
2,991,667	Term Loan, maturing December 23, 2010	
	NALCO COMPANY	B1
17,331,923	Term Loan, maturing November 04, 2010	
	NOVEON, INC.	B1
7,862,146	Term Loan, maturing December 31, 2009	
	NUTRASWEET ACQUISITION CORPORATION	Ba3
47,225	Revolver, maturing May 24, 2005	
281,567	Term Loan, maturing May 24, 2005	
207,979	Term Loan, maturing June 30, 2006	
2,868,590	Term Loan, maturing May 25, 2009	
	POLYPORE, INC.	B1
10,000,000	Term Loan, maturing November 12, 2011	
	ROCKWOOD SPECIALTIES GROUP, INC.	B1
3,980,000	Term Loan, maturing July 23, 2010	
CONTAINERS, PACKAGING AND GLASS: 7.6%		
	BERRY PLASTICS CORPORATION	B1
1,000,000	Term Loan, maturing July 22, 2010	
2,842,357	Term Loan, maturing July 22, 2010	
	CONSTAR INTERNATIONAL, INC.	B2
2,457,525	Term Loan, maturing November 20, 2009	
	CROWN CORK & SEAL COMPANY, INC.	Ba3
3,325,000	Term Loan, maturing September 15, 2008	
	GRAPHIC PACKAGING INTERNATIONAL, INC.	B1
14,925,000	Term Loan, maturing August 09, 2010	
	GREIF BROS. CORPORATION	Ba3
2,198,625	Term Loan, maturing August 23, 2009	
	IMPAXX, INC.	NR
2,754,865	Term Loan, maturing April 30, 2005	
	JEFFERSON SMURFIT CORPORATION	Ba3
1,647,273	Term Loan, maturing March 31, 2007	

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
CONTAINERS, PACKAGING AND GLASS: (CONTINUED)		
\$ 2,423,692	KERR GROUP, INC. Term Loan, maturing August 13, 2010	B1
1,812,680	KOCH CELLULOSE Term Loan, maturing May 07, 2011	B1
61,520	(2) LINCOLN PULP & EASTERN FINE Term Loan, maturing December 31, 2001	NR
112,339	(3) Term Loan, maturing August 25, 2004	
13,849,995	(3) Term Loan, maturing August 31, 2004	
12,000,000	OWENS-ILLINOIS GROUP, INC. Term Loan, maturing April 01, 2008	B1
5,929,950	SILGAN HOLDINGS, INC. Term Loan, maturing November 30, 2008	Ba3
1,204,111	SMURFIT-STONE CONTAINER CANADA, INC. Term Loan, maturing June 30, 2009	Ba3
9,476,250	SOLO CUP, INC. Term Loan, maturing February 27, 2011	B1
9,290,454	STONE CONTAINER CORPORATION Term Loan, maturing June 30, 2009	Ba3
253,713	TEKNI-PLEX, INC. Term Loan, maturing June 21, 2008	B1
DATA AND INTERNET SERVICES: 0.1%		
1,319,441	McLEODUSA, INC. Term Loan, maturing May 30, 2008	Caa2
DIVERSIFIED/CONGLOMERATE MANUFACTURING: 4.6%		
3,181,544	BRAND SERVICES, INC. Term Loan, maturing October 16, 2009	B1
3,092,429	DRESSER, INC. Term Loan, maturing April 10, 2009	Ba3
1,208,163	FLOWSERVE CORPORATION Term Loan, maturing June 30, 2006	Ba3
3,840,150	Term Loan, maturing June 30, 2009	
9,633,028	MUELLER GROUP, INC. Term Loan, maturing April 23, 2011	B2
949,038	NORCROSS SAFETY PRODUCTS, LLC Term Loan, maturing March 20, 2009	B1
1,995,000	RLC INDUSTRIES COMPANY Term Loan, maturing February 26, 2010	B1
3,308,125	ROPER INDUSTRIES, INC. Term Loan, maturing December 29, 2008	Ba2
1,734,783	SENSUS METERING SYSTEMS, INC. Term Loan, maturing December 17, 2010	B2
260,217	Term Loan, maturing December 17, 2010	
11,473,481	SPX CORPORATION Term Loan, maturing September 30, 2009	Ba2

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
-----		
DIVERSIFIED/CONGLOMERATE MANUFACTURING: (CONTINUED)		
	UNITED PET GROUP	NR
\$ 5,648,685	Term Loan, maturing March 31, 2006	
DIVERSIFIED/CONGLOMERATE SERVICE: 2.0%		
	AMERCO, INC.	NR
9,983,334	Term Loan, maturing February 27, 2009	
	IRON MOUNTAIN, INC.	B1
1,500,000	Term Loan, maturing April 02, 2009	
	RELIZON COMPANY	B1
4,306,476	Term Loan, maturing February 20, 2011	
	US INVESTIGATIONS SERVICES, LLC	B1
4,109,445	Term Loan, maturing December 31, 2008	
DIVERSIFIED/NATURAL RESOURCES, METALS AND MINERALS: 0.2%		
	GEORGIA-PACIFIC CORPORATION	Ba2
2,296,889	Revolver, maturing November 03, 2005	
ECOLOGICAL: 2.0%		
	ALLIED WASTE NORTH AMERICA, INC.	Ba3
97,200	Revolver, maturing June 30, 2010	
7,572,321	Term Loan, maturing January 15, 2010	
2,000,000	Term Loan, maturing January 15, 2010	
1,000,000	Term Loan, maturing January 15, 2010	
	ENVIROSOLUTIONS, INC.	NR
3,559,091	Term Loan, maturing March 01, 2009	
77,273	Term Loan, maturing March 31, 2009	
	GREAT LAKES DREDGE & DOCK CORPORATION	B1
1,917,081	Term Loan, maturing December 22, 2010	
	IESI COPRORATION	B1
200,625	Revolver, maturing September 30, 2008	
995,000	Term Loan, maturing September 30, 2010	
	WASTE CONNECTIONS, INC.	Ba2
3,000,000	Term Loan, maturing October 22, 2010	
ELECTRONICS: 1.3%		

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670,332	ACTERNA, LLC Term Loan, maturing October 14, 2008	NR
997,500	ANTEON CORPORATION Term Loan, maturing December 31, 2010	Ba3
1,744,352	DECISION ONE CORPORATION Term Loan, maturing April 18, 2005	B3
8,796,660	Term Loan, maturing April 18, 2005	
2,000,000	INVENSYS INTERNATIONAL HOLDINGS LIMITED Term Loan, maturing September 05, 2009	Ba3
2,121,197	KNOWLES ELECTRONICS, INC. Term Loan, maturing June 29, 2007	B3

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
ELECTRONICS: (CONTINUED)		
\$ 978,578	SARCOM, INC. Term Loan, maturing June 30, 2007	NR
FARMING AND AGRICULTURE: 1.5%		
4,628,333	AGCO CORPORATION Term Loan, maturing January 31, 2006	Ba1
2,997,000	SCOTTS COMPANY Term Loan, maturing September 30, 2010	Ba1
720,000	UNITED INDUSTRIES CORPORATION Revolver, maturing April 30, 2010	B1
7,000,000	Term Loan, maturing April 29, 2011	
FINANCE: 0.5%		
4,962,500	RENT-A-CENTER, INC. Term Loan, maturing May 28, 2009	Ba2
GAMING: 4.3%		
3,869,336	(2) ALADDIN GAMING, LLC Term Loan, maturing August 26, 2006	Caa1
10,377,506	(3) Term Loan, maturing February 26, 2008	
8,000,000	ALLIANCE GAMING CORPORATION Term Loan, maturing September 04, 2009	B1
2,762,195	AMERISTAR CASINOS, INC. Term Loan, maturing December 20, 2006	Ba3
4,376,250	ARGOSY GAMING COMPANY Term Loan, maturing July 31, 2008	Ba2

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3,000,000	GLOBAL CASH ACCESS, LLC Term Loan, maturing March 10, 2010	B2
1,995,000	GREEN VALLEY RANCH GAMING, LLC Term Loan, maturing December 22, 2010	B1
2,165,418	ISLE OF CAPRI CASINOS, INC. Term Loan, maturing April 26, 2008	Ba2
2,211,922	PENN NATIONAL GAMING Term Loan, maturing September 01, 2007	Ba3
2,286,667	PINNACLE ENTERTAINMENT Term Loan, maturing December 17, 2009	B1
3,069,498	UNITED AUBURN INDIAN COMMUNITY Term Loan, maturing January 24, 2009	Ba3
GROCERY: 0.3%		
1,909,667	GIANT EAGLE, INC. Term Loan, maturing August 02, 2009	Ba2
1,041,960	Term Loan, maturing August 06, 2009	

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
HEALTHCARE, EDUCATION AND CHILDCARE: 10.3%		
\$ 1,997,908	ALARIS MEDICAL SYSTEMS, INC. Term Loan, maturing June 30, 2009	Ba3
704,198	ALLIANCE IMAGING, INC. Term Loan, maturing November 02, 2006	B1
4,612,436	Term Loan, maturing June 10, 2008	
2,753,425	APRIA HEALTHCARE GROUP, INC. Term Loan, maturing July 20, 2006	Ba1
4,875,000	Term Loan, maturing July 20, 2008	
14,784,900	COMMUNITY HEALTH SYSTEMS, INC. Term Loan, maturing July 16, 2010	Ba3
1,990,000	Term Loan, maturing January 16, 2011	
4,062,500	DAVITA, INC. Term Loan, maturing March 31, 2007	Ba2
10,921,856	Term Loan, maturing March 31, 2009	
987,500	DJ ORTHOPEDICS, LLC Term Loan, maturing May 15, 2009	B1
1,450,795	EMPI CORPORATION Term Loan, maturing November 24, 2009	B1
3,000,000	EXPRESS SCRIPTS, INC. Term Loan, maturing February 13, 2010	Ba1
	FISHER SCIENTIFIC INTERNATIONAL, INC.	Ba3

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5,171,655	Term Loan, maturing March 31, 2010 FRESENIUS MEDICAL CARE HOLDINGS, INC.	Ba1
4,000,000	Term Loan, maturing February 21, 2010 IASIS HEALTHCARE CORPORATION	B1
1,835,000	Term Loan, maturing February 09, 2009 INSIGHT HEALTH SERVICES CORPORATION	B1
866,667	Term Loan, maturing October 07, 2008	
200,000	Term Loan, maturing October 07, 2008	
100,000	Term Loan, maturing October 07, 2008	
5,289,255	Term Loan, maturing October 17, 2008 KINETIC CONCEPTS, INC.	B1
4,454,167	Term Loan, maturing August 11, 2010 MAGELLAN HEALTH SERVICES, INC.	B1
1,604,167	Term Loan, maturing August 15, 2008 OXFORD HEALTH PLANS, INC.	Baa3
4,950,000	Term Loan, maturing April 25, 2009 PACIFICARE HEALTH SYSTEMS, INC.	Ba3
992,500	Term Loan, maturing June 03, 2008 SOLA INTERNATIONAL, INC.	Ba3
2,000,000	Term Loan, maturing December 11, 2009 SYBRON DENTAL MANAGEMENT, INC.	Ba2
628,305	Term Loan, maturing June 06, 2009 TRIAD HOSPITALS, INC.	Ba3
1,491,121	Term Loan, maturing September 30, 2008	

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
HEALTHCARE, EDUCATION AND CHILDCARE: (CONTINUED)		
\$ 6,000,000	VANGUARD HEALTH SYSTEMS, INC. Term Loan, maturing May 18, 2009	Ba3
5,911,718	VICAR OPERATING, INC. Term Loan, maturing June 30, 2009	B1
5,500,000	VWR INTERNATIONAL, INC. Term Loan, maturing April 07, 2011	B1
HOME AND OFFICE FURNISHINGS, HOUSEWARES: 3.1%		
1,500,000	GLOBAL IMAGING SYSTEMS, INC. Term Loan, maturing May 10, 2010	Ba3
3,000,000	HILLMAN GROUP, INC. Term Loan, maturing March 30, 2011	B2
5,000,000	HOLMES GROUP, INC. Term Loan, maturing November 08, 2010	B1
4,082,337	IDENTITY GROUP, INC. Term Loan, maturing April 30, 2006	NR
	SEALY MATTRESS COMPANY	B2

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9,000,000	Term Loan, maturing April 06, 2012 SIMMONS COMPANY	B2
8,323,704	Term Loan, maturing December 19, 2011 XEROX CORPORATION	Ba3
2,000,000	Term Loan, maturing September 30, 2008	
INSURANCE: 1.4%		
	CONSECO, INC.	B3
8,778,184	Term Loan, maturing September 10, 2009	
1,995,042	Term Loan, maturing September 10, 2009	
2,633,455	Term Loan, maturing September 10, 2010	
598,512	Term Loan, maturing September 10, 2010	
LEISURE, AMUSEMENT AND ENTERTAINMENT: 11.1%		
	AMF BOWLING WORLDWIDE, INC.	B1
2,500,000	Term Loan, maturing August 26, 2009	
	FITNESS HOLDINGS WORLDWIDE, INC.	B1
4,987,500	Term Loan, maturing July 01, 2009	
	LODGENET ENTERTAINMENT CORPORATION	B1
4,919,380	Term Loan, maturing June 30, 2006	
	LOEWS CINEPLEX ENTERTAINMENT CORPORATION	NR
6,210,990	Term Loan, maturing February 29, 2008	
	METRO-GOLDWYN-MAYER STUDIOS, INC.	Ba3
29,000,000	Term Loan, maturing April 30, 2011	
	NEW JERSEY BASKETBALL, LLC	NR
9,000,000	Term Loan, maturing July 16, 2004	
	PURE FISHING	B1
3,000,000	Term Loan, maturing September 30, 2010	

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
LEISURE, AMUSEMENT AND ENTERTAINMENT: (CONTINUED)		
	REGAL CINEMAS, INC.	Ba3
\$ 14,000,000	Term Loan, maturing November 10, 2010	
	SIX FLAGS THEME PARKS, INC.	Ba3
300,000	Revolver, maturing June 30, 2008	
9,959,870	Term Loan, maturing June 30, 2009	
	VIVENDI UNIVERSAL ENTERTAINMENT, LLLP	Ba2
7,000,000	Term Loan, maturing June 30, 2008	
	WARNER MUSIC GROUP	B1
15,000,000	Term Loan, maturing February 28, 2011	
	XANTERRA PARKS & RESORTS, LLC	NR
3,030,409	Term Loan, maturing September 30, 2004	



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3,030,409	Term Loan, maturing September 30, 2005	
LODGING: 5.3%		
35,000,000	CNL HOSPITALITY PARTNERS, L.P. Term Loan, maturing January 02, 2005	NR
3,546,242	WYNDHAM INTERNATIONAL, INC. Term Loan, maturing April 01, 2006	NR
15,713,651	Term Loan, maturing June 30, 2006	
MACHINERY: 4.0%		
3,206,990	ALLIANCE LAUNDRY HOLDINGS, LLC Term Loan, maturing August 02, 2007	B1
13,757,427	ANTHONY CRANE RENTAL, L.P. Term Loan, maturing July 20, 2006	Caa2
4,500,000	ENERSYS, INC. Term Loan, maturing March 15, 2011	B1
249,574	MORRIS MATERIAL HANDLING, INC. Term Loan, maturing September 28, 2004	NR
2,892,857	NATIONAL WATERWORKS, INC. Term Loan, maturing November 22, 2009	B1
6,222,222	REXNORD CORPORATION Term Loan, maturing November 25, 2009	B1
10,333,333	UNITED RENTALS (NORTH AMERICA), INC. Term Loan, maturing February 14, 2011	Ba3
470,218	VUTEK, INC. Term Loan, maturing July 31, 2005	B1
1,650,956	Term Loan, maturing July 31, 2007	
671,218	Term Loan, maturing December 30, 2007	
MINING, STEEL, IRON AND NONPRECIOUS METALS: 0.9%		
8,910,000	PEABODY ENERGY CORPORATION Term Loan, maturing March 21, 2010	Ba1

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
OIL AND GAS: 2.6%		
\$ 2,500,000	CITGO PETROLEUM CORPORATION Term Loan, maturing February 27, 2006	Ba2

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		GETTY PETROLEUM MARKETING, INC.	B1
6,000,000		Term Loan, maturing May 19, 2010	
		LYONDELL-CITGO REFINING, L.P.	Ba3
1,000,000		Term Loan, maturing May 03, 2007	
		PACIFIC ENERGY GROUP, LLC	Ba2
4,000,000		Term Loan, maturing July 26, 2009	
		TRANSWESTERN PIPELINE COMPANY	B1
2,000,000		Term Loan, maturing April 30, 2009	
		W-H ENERGY SERVICES, INC.	B2
3,395,078		Term Loan, maturing April 16, 2007	
3,473,750		Term Loan, maturing April 16, 2007	
		WILLIAMS PRODUCTION RMT COMPANY	B2
3,981,281		Term Loan, maturing May 30, 2007	
OTHER BROADCASTING AND ENTERTAINMENT: 3.2%			
		DIRECTV HOLDINGS, LLC	Ba2
7,020,306		Term Loan, maturing March 06, 2010	
		LIBERTY MEDIA CORPORATION	Baa3
15,000,000		Floating Rate Note, maturing September 17, 2006	
		PEGASUS MEDIA & COMMUNICATIONS, INC.	Caa1
1,651,507		Term Loan, maturing April 30, 2005	
		RAINBOW MEDIA GROUP	Ba2
7,959,972		Term Loan, maturing March 31, 2009	
OTHER TELECOMMUNICATIONS: 6.1%			
		CINCINNATI BELL, INC.	B1
14,389,414		Term Loan, maturing June 30, 2008	
		CONSOLIDATED COMMUNICATIONS, INC.	B1
3,500,000		Term Loan, maturing March 31, 2010	
2,500,000		Term Loan, maturing October 14, 2011	
		D&E COMMUNICATIONS, INC.	Ba3
2,992,500		Term Loan, maturing March 05, 2012	
		ECHOSTAR DBS CORPORATION	Ba3
12,000,000		Floating Rate Note, maturing October 01, 2008	
		GCI HOLDINGS, INC.	Ba3
2,087,144		Term Loan, maturing October 31, 2007	
		INTERA GROUP, INC.	NR
2,640,478	(3)	Term Loan, maturing December 31, 2005	
909,384	(3)	Term Loan, maturing December 31, 2005	
1,922,621	(3)	Term Loan, maturing December 31, 2005	
		PANAMSAT CORPORATION	Ba2
537,115		Term Loan, maturing September 30, 2010	

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PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	RATINGS MOODY'S
OTHER TELECOMMUNICATIONS: (CONTINUED)		
\$ 15,000,000	QWEST COMMUNICATIONS INTERNATIONAL, INC. Floating Rate Note, maturing February 15, 2009	B3
2,000,000	QWEST CORPORATION Term Loan, maturing June 30, 2007	B2
6,000,000	TIME WARNER TELECOM HOLDINGS Floating Rate Note, maturing February 15, 2011	B1
PERSONAL AND NONDURABLE CONSUMER PRODUCTS: 4.3%		
3,000,000	AMSCAN HOLDINGS, INC. Term Loan, maturing April 30, 2012	B1
2,992,500	BUHRMANN U.S., INC. Term Loan, maturing December 31, 2010	Ba3
1,163,424	CHURCH & DWIGHT CO., INC. Term Loan, maturing September 30, 2007	Ba2
1,990,000	JARDEN CORPORATION Term Loan, maturing April 24, 2008	Ba3
4,264,991	JOSTENS, INC. Term Loan, maturing July 29, 2010	Ba3
12,113,580	NORWOOD PROMOTIONAL PRODUCTS, INC. Term Loan, maturing February 01, 2005	NR
8,358,425 (3)	Term Loan, maturing February 01, 2005	
1,998,167 (3)	Term Loan, maturing February 01, 2005	
4,000,000	PAINT SUNDRY BRANDS CORPORATION Term Loan, maturing July 28, 2010	B1
6,000,000	PRESTIGE BRANDS HOLDINGS, INC. Term Loan, maturing April 06, 2011	B1
3,607,729	RAYOVAC CORPORATION Term Loan, maturing September 30, 2009	B1
PERSONAL, FOOD AND MISCELLANEOUS SERVICES: 2.9%		
1,478,620	AFC ENTERPRISES, INC. Term Loan, maturing May 23, 2009	B1
2,155,448	ALDERWOODS GROUP, INC. Term Loan, maturing September 29, 2008	B1
4,900,000	COINMACH CORPORATION Term Loan, maturing July 25, 2009	B1
7,971,655	DOMINO'S, INC. Term Loan, maturing June 25, 2010	B1
990,000	GATE GOURMET BORROWER, LLC Term Loan, maturing December 31, 2008	B1
1,034,811	Term Loan, maturing December 31, 2009	
3,990,000	JACK IN THE BOX, INC. Term Loan, maturing January 09, 2010	Ba2
6,127,563	OTIS SPUNKMEYER, INC. Term Loan, maturing February 20, 2009	B1

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
PRINTING AND PUBLISHING: 12.4%		
\$ 4,000,000	ADAMS OUTDOOR ADVERTISING, L.P. Term Loan, maturing October 15, 2011	B1
1,000,000	AMERICAN ACHIEVEMENT CORPORATION Term Loan, maturing March 17, 2011	B1
3,777,279	AMERICAN MEDIA OPERATIONS, INC. Term Loan, maturing April 01, 2007	Ba3
2,493,750	AMERICAN REPROGRAPHICS COMPANY Term Loan, maturing June 18, 2009	B1
1,000,000	AMERICAN REPROGRAPHICS COMPANY Term Loan, maturing December 18, 2009	B3
9,897,436	CANWEST MEDIA, INC. Term Loan, maturing May 15, 2009	Ba3
7,561,803	DEX MEDIA EAST, LLC Term Loan, maturing November 08, 2008	B1
4,205,195	DEX MEDIA WEST, LLC Term Loan, maturing May 08, 2009	B1
6,345,372	FREEDOM COMMUNICATIONS Term Loan, maturing September 09, 2009	B1
25,381,476	FREEDOM COMMUNICATIONS Term Loan, maturing March 09, 2010	B1
12,000,000	LAMAR MEDIA CORPORATION Term Loan, maturing April 12, 2012	Ba3
2,000,000	MEDIANEWS GROUP, INC. Term Loan, maturing June 30, 2009	Ba2
12,370,370	MEDIANEWS GROUP, INC. Term Loan, maturing June 30, 2010	Ba3
2,493,750	PRIMEDIA, INC. Term Loan, maturing December 30, 2010	B3
6,439,135	R.H. DONNELLEY, INC. Term Loan, maturing June 30, 2009	Ba3
7,901,382	TRANSWESTERN PUBLISHING COMPANY Term Loan, maturing June 30, 2010	B1
6,418,750	TRANSWESTERN PUBLISHING COMPANY Term Loan, maturing February 25, 2011	B1
4,000,000	TRANSWESTERN PUBLISHING COMPANY Term Loan, maturing February 25, 2012	B2
6,315,549	ZIFF DAVIS MEDIA, INC. Term Loan, maturing March 31, 2007	B3
RADIO AND TV BROADCASTING: 6.2%		
2,804,772	BLOCK COMMUNICATIONS, INC. Term Loan, maturing November 15, 2009	Ba2
2,970,000	CUMULUS MEDIA, INC. Term Loan, maturing March 28, 2010	Ba3
10,000,000	EMMIS OPERATING COMPANY Term Loan, maturing November 10, 2011	Ba2
	FISHER BROADCASTING, INC.	Ba3

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1,271,673 Term Loan, maturing February 28, 2010

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
RADIO AND TV BROADCASTING: (CONTINUED)		
\$ 3,990,000	GRAY TELEVISION, INC. Term Loan, maturing December 31, 2010	Ba2
2,028,571	LIN TELEVISION CORPORATION Term Loan, maturing December 31, 2007	Ba1
2,327,500	MISSION BROADCASTING, INC. Term Loan, maturing December 31, 2010	Ba3
1,196,426	NEXSTAR BROADCASTING Term Loan, maturing December 31, 2010	Ba3
18,000,000	PAXSON COMMUNICATIONS CORPORATION Floating Rate Note, maturing January 15, 2010	B1
2,765,400	SINCLAIR BROADCAST GROUP, INC. Term Loan, maturing December 31, 2009	Ba2
4,609,000	SPANISH BROADCASTING SYSTEMS Term Loan, maturing December 31, 2009	B1
1,995,000	SUSQUEHANNA MEDIA COMPANY Term Loan, maturing October 30, 2009	Ba2
7,000,000	TELEVICENTRO OF PUERTO RICO, LLC Term Loan, maturing March 31, 2012	Ba1
1,851,429	Term Loan, maturing December 31, 2007	Ba1
RETAIL: 4.2%		
5,478,926	ADVANCE STORES COMPANY, INC. Term Loan, maturing November 30, 2007	Ba2
1,221,429	ALIMENTATION COUCHE-TARD, INC. Term Loan, maturing December 17, 2010	Ba2
1,000,000	BAKER & TAYLOR, INC. Term Loan, maturing May 06, 2011	B1
1,663,339	CH OPERATING, LLC Term Loan, maturing June 21, 2007	B2
1,500,000	CSK AUTO, INC. Term Loan, maturing June 19, 2009	Ba3
2,500,000	NEBRASKA BOOK COMPANY, INC. Term Loan, maturing March 04, 2011	B2
2,936,651	ORIENTAL TRADING COMPANY, INC. Term Loan, maturing August 06, 2010	B1
1,000,000	ORIENTAL TRADING COMPANY, INC. Term Loan, maturing January 08, 2011	B2
9,000,000	PANTRY, INC. Term Loan, maturing March 12, 2011	B1

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2,540,168	PETCO ANIMAL SUPPLIES, INC. Term Loan, maturing October 26, 2008	Ba3
11,000,000	RITE AID CORPORATION Term Loan, maturing April 30, 2008	Ba3

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
RETAIL: (CONTINUED)		
\$ 2,192,775	TRAVELCENTERS OF AMERICA, INC. Term Loan, maturing November 14, 2008	Ba3
TELECOMMUNICATIONS EQUIPMENT: 4.4%		
4,066,258	CROWN CASTLE OPERATING COMPANY Term Loan, maturing September 15, 2007	B1
17,347,825	Term Loan, maturing September 30, 2010	
6,134,615	SBA SENIOR FINANCE, INC. Term Loan, maturing October 31, 2008	B2
10,263,258	SPECTRASITE COMMUNICATIONS, INC. Term Loan, maturing December 31, 2007	B1
4,896,488	Term Loan, maturing December 31, 2007	
1,043,184	TRIPOINT GLOBAL COMMUNICATIONS, INC. Term Loan, maturing May 31, 2006	NR
TEXTILES AND LEATHER: 0.9%		
2,670,191	GALEY & LORD, INC. Term Loan, maturing September 05, 2009	NR
2,573,615	MALDEN MILLS INDUSTRIES, INC. Term Loan, maturing October 01, 2008	NR
735,319 (3)	Term Loan, maturing October 01, 2008	
3,000,000	POLYMER GROUP, INC. Term Loan, maturing April 27, 2010	B2
1,515,984	WILLIAM CARTER COMPANY Term Loan, maturing September 08, 2008	Ba3
UTILITIES: 6.0%		
14,000,000	ALLEGHENY ENERGY SUPPLY COMPANY Term Loan, maturing March 08, 2011	B1
7,000,000	Term Loan, maturing June 08, 2011	
14,500,000	ASTORIA ENERGY, LLC Term Loan, maturing April 15, 2012	Ba3
	CALPINE CONSTRUCTION FINANCE COMPANY, L.P.	NR

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1,990,000	Term Loan, maturing February 26, 2009 CALPINE CORPORATION	B2
7,433,775	Term Loan, maturing July 16, 2007	
3,962,550	Term Loan, maturing July 16, 2007 CALPINE GENERATING COMPANY, LLC	B1
2,500,000	Term Loan, maturing April 01, 2008 CENTERPOINT ENERGY, INC.	Ba1
3,481,081	Term Loan, maturing October 07, 2006 PIKE ELECTRIC, INC.	Ba3
1,611,765	Term Loan, maturing April 18, 2010 TETON POWER FUNDING	Ba3
4,250,000	Term Loan, maturing March 12, 2011	

TOTAL SENIOR LOANS  
(COST \$1,834,605,679)

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

PRINCIPAL AMOUNT	BORROWER/TRANCHE DESCRIPTION	BANK LOAN RATINGS MOODY'S
OTHER CORPORATE DEBT: 1.1%		
FINANCE: 0.8%		
\$ 7,794,118	VALUE ASSET MANAGEMENT, INC. Senior Subordinated Bridge Note, maturing August 31, 2005	B3
HEALTHCARE, EDUCATION AND CHILDCARE: 0.0%		
13,365	BLOCK VISION HOLDINGS CORPORATION Junior Term Loan, maturing July 30, 2007	NR
HOME AND OFFICE FURNISHINGS, HOUSEWARES: 0.2%		
45,229	MP HOLDINGS, INC. Subordinated Note, maturing March 14, 2007	NR
2,000,000	SEALY MATTRESS COMPANY Unsecured Term Loan, maturing April 05, 2013	B3
TEXTILES AND LEATHER: 0.1%		
	TARTAN TEXTILE SERVICES, INC.	NR

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1,332,583 Subordinated Note,  
maturing April 01, 2011

TOTAL OTHER CORPORATE DEBT  
(COST \$11,144,616)

EQUITIES AND OTHER ASSETS: 3.3%

SECURITY DESCRIPTION

---

	(@), (R)	Acterna, LLC (85,722 Common Shares)
	(@), (R)	Acterna, Inc. - Contingent Right
(1),	(@), (R)	Allied Digital Technologies Corporation (Residual Interest in Bankruptcy Estate)
	(@), (R)	AM Cosmetics Corporation (Liquidation Interest)
	(@), (R)	Block Vision Holdings Corporation (571 Common Shares)
(2),	(@), (R)	Boston Chicken, Inc. (Residual Interest in Boston Chicken Plan Trust)
	(@), (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, Expires March 31, 2013)
	(@), (R)	Decision One Corporation (350,065 Common Shares)
(2),	(@), (R)	Electro Mechanical Solutions (Residual Interest in Bankruptcy Estate)
	(@), (R)	Enginen Realty (857 Common Shares)
	(@), (R)	Enterprise Profit Solutions (Liquidation Interest)

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

SECURITY DESCRIPTION

---

(4),	(@), (R)	Euro United Corporation (Residual Interest in Bankruptcy Estate)
(2),	(@), (R)	Exide Technologies (Warrants for 16,501 Common Shares, Expires March 16, 2006)
	(@), (R)	Galey & Lord (203,345 Common Shares)
	(@), (R)	Gate Gourmet Borrower, LLC (Warrants for 101 Common Shares)
	(@), (R)	Gemini Leasing, Inc. (143,079 common shares)
	(@)	Genesis Healthcare Corporation (13,302 Common Shares)
(2),	(@), (R)	Grand Union Company (Residual Interest in Bankruptcy Estate)



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	(@)		Hayes Lemmerz (73,835 Common Shares)
	(@)		Hayes Lemmerz (246 Preferred Shares)
	(@), (R)		Holmes Group (2,303, Common Shares)
	(@)		HQ Global (1,523 Common Shares)
			HQ Global (2,461,860 Preferred Shares)
(2),	(@), (R)		Humphreys, Inc. (Residual Interest in Bankruptcy Estate)
	(@), (R)		IHDG Realty (300,141 Common Shares)
	(@), (R)		Imperial Home Decor Group, Inc. (300,141 Common Shares)
	(@), (R)		Imperial Home Decor Group, Inc. (Liquidation Interest)
(2),	(@), (R)		Insilco Technologies (Residual Interest in Bankruptcy Estate)
	(@), (R)		Intera Group, Inc. (864 Common Shares)
(2),	(@), (R)		IT Group, Inc. (Residual Interest in Bankruptcy Estate)
(2),	(@), (R)		Kevco, Inc. (Residual Interest in Bankruptcy Estate)
	(@), (R)		Malden Mills Industries, Inc. (436,865 Common Shares)
	(@), (R)		Malden Mills Industries, Inc. (1,427,661 Preferred Shares)
	(@), (R)		Morris Material Handling, Inc. (481,373 Common Shares)
	(@), (R)		MP Holdings, Inc. (590 Common Shares)
	(@), (R)		Murray's Discount Auto Stores, Inc. (Escrow Interest)
	(@)		NeighborCare (6,365 Common Shares)
	(@), (R)		Neoplan USA Corporation (17,348 Common Shares)
	(@), (R)		Neoplan USA Corporation (1,814,180 Series B Preferred Shares)
	(@), (R)		Neoplan USA Corporation (1,084,000 Series C Preferred Shares)
	(@), (R)		Neoplan USA Corporation (3,524,300 Series D Preferred Shares)
	(@), (R)		New Piper Aircraft (Residual Interest in Litigation Proceeds)
	(@), (R)		New World Restaurant Group, Inc. (Warrants for 4,489 Common Shares, Expires June 15, 2006)
	(@)		Outsourcing Solutions, Inc. (31,129 Common Shares)
	(@), (R)		Safelite Glass Corporation (660,808 Common Shares)
	(@), (R)		Safelite Realty (44,605 Common Shares)
	(@), (R)		Sarcom, Inc. (462,984 Common Shares)
	(@), (R)		Sarcom, Inc. (4,015 Preferred Shares)
	(@), (R)		Scientific Games Corporation (48,930 Non-Voting Common Shares)
	(@), (R)		Soho Publishing (17,582 Common Shares)
	(@), (R)		Stellex Aerostructures, Inc. (11,130 Common Shares)
	(@), (R)		Targus Group, Inc. (Warrants for 66,824 Common Shares, Expires December 6, 2012)

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of May 31, 2004 (Unaudited) (continued)

SECURITY DESCRIPTION

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	(@), (R)		Tartan Textile Services, Inc. (23,449 Shares of Series D Preferred Stock)
	(@), (R)		Tartan Textile Services, Inc. (36,775 Shares of Series E Preferred Stock)
	(@), (R)		Teligent, Inc. (50 Common Shares)
	(@), (R)		Tembec, Inc. (167,239 Common Shares)
(1),	(@), (R)		Transtar Metals (Residual Interest in Bankruptcy Estate)
(1),	(@), (R)		TSR Wireless, LLC (Residual Interest in Bankruptcy Estate)
(2),	(@), (R)		U.S. Aggregates (Residual Interest in Bankruptcy Estate)

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(2), (0), (R)	U.S. Office Products Company (Residual Interest in Bankruptcy Estate)
	TOTAL FOR EQUITY AND OTHER ASSETS (COST \$33,429,106)
	TOTAL INVESTMENTS (COST \$1,879,179,401)
	PREFERRED SHARES AND LIABILITIES IN EXCESS OF CASH AND OTHER ASSETS, NET
	NET ASSETS

-----  
(0) Non-income producing security.

(R) Restricted security.

\* Senior loans, while exempt from registration under the Security Act of 1933, as amended contain certain restrictions on resale and cannot be sold publicly. These senior loans bear interest (unless otherwise noted) at rates that float periodically at a margin above the London Inter-Bank Offered Rate ("LIBOR") and other short-term rates.

NR Not Rated

+ Bank Loans rated below Baa3 by Moody's Investor Services, Inc. or BBB- by Standard & Poor's Group are considered to be below investment grade.

- (1) The borrower filed for protection under Chapter 7 of the U.S. Federal bankruptcy code.
- (2) The borrower filed for protection under Chapter 11 of the U.S. Federal bankruptcy code.
- (3) Loan is on non-accrual basis.
- (4) The borrower filed for protection under the Canadian Bankruptcy and Insolvency Act.
- (5) For federal income tax purposes, the cost of investment is \$1,880,664,502. Net unrealized depreciation consists of the following:

Gross Unrealized Appreciation	\$	79,017,853
Gross Unrealized Depreciation		(85,525,054)
		-----
Net Unrealized Depreciation	\$	(6,507,201)
		=====

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

### ADDITIONAL INFORMATION (Unaudited)

#### SHAREHOLDER INVESTMENT PROGRAM

The Trust offers a Shareholder Investment Program (the "Program," formerly known as the Dividend Reinvestment and Cash Purchase Plan) which allows holders of the Trust's common shares a simple way to reinvest dividends and capital gains distributions, if any, in additional common shares of the Trust. The Program also offers holders of the Trust's common shares the ability to make optional cash investments in any amount from \$100 to \$100,000 on a monthly basis.

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For dividend reinvestment purposes, DST Systems, Inc. will purchase shares of the Trust on the open market when the market price plus estimated commissions is less than the net asset value on the valuation date. The Trust will issue new shares for dividend reinvestment purchases when the market price plus estimated commissions is equal to or exceeds the net asset value on the valuation date. New shares may be issued 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%.

For optional cash investments, shares will be purchased on the open market by the DST Systems, Inc. when the market price plus estimated commissions is less than the net asset value on the valuation date. New shares will be issued by the Trust for optional cash investments when the market price plus estimated commissions is equal to or exceeds the net asset value on the valuation date. Such shares will be issued at a discount to market, determined by the Trust, between 0% and 5%.

There is no charge to participate in the Program. Participants may elect to discontinue participation in the Program at any time. Participants will share, on a PRORATA basis, in the fees or expenses of any shares acquired in the open market.

Participation in the Program is not automatic. If you would like to receive more information about the Program or if you desire to participate, please contact your broker or the Trust's Shareholder Services Department at (800) 992-0180.

### KEY FINANCIAL DATES -- CALENDAR 2004 DIVIDENDS:

DECLARATION DATE -----	EX-DIVIDEND DATE -----	PAYABLE DATE -----
January 30	February 6	February 24
February 27	March 8	March 22
March 31	April 7	April 22
April 30	May 6	May 24
May 28	June 8	June 22
June 30	July 8	July 22
July 30	August 6	August 23
August 31	September 8	September 22
September 30	October 7	October 22
October 29	November 8	November 22
November 30	December 8	December 22
December 20	December 29	January 12

RECORD DATE WILL BE TWO BUSINESS DAYS AFTER EACH EX-DIVIDEND DATE. THESE DATES ARE SUBJECT TO CHANGE.

### STOCK DATA

The Trust's common shares are traded on the New York Stock Exchange (Symbol: PPR). Effective March 1, 2002, the Trust's name changed to ING Prime Rate Trust and its CUSIP number changed to 44977W106. The Trust's NAV and market price are published daily under the "Closed-End

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ADDITIONAL INFORMATION (Unaudited) (continued)

Funds" feature in Barron's, The New York Times, The Wall Street Journal and many other regional and national publications.

### REPURCHASE OF SECURITIES BY CLOSED-END COMPANIES

In accordance with Section 23(c) of the 1940 Act, and Rule 23c-1 under the 1940 Act the Trust may from time to time purchase shares of beneficial interest of the Trust in the open market, in privately negotiated transactions and/or purchase shares to correct erroneous transactions.

### NUMBER OF SHAREHOLDERS

The approximate number of record holders of Common Stock as of May 28, 2004 was 7,428 which does not include approximately 49,800 beneficial owners of shares held in the name of brokers of other nominees.

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### ING Prime Rate Trust

#### TRUSTEE AND OFFICER INFORMATION (Unaudited)

The business and affairs of the Trust are managed under the direction of the Trust's Board of Trustees. A trustee who is not an interested person of the Trust, as defined in the 1940 Act, is an independent trustee ("Non-Interested Trustee"). The Trustees of the Trust are listed below. The Trust's Statement of Additional Information includes additional information about the trustees and is available, without charge, upon request at 1-800-992-0180.

NAME, ADDRESS AND AGE	POSITION(S) HELD WITH THE REGISTRANT(S)	TERM OF OFFICE AND LENGTH OF TIME SERVED(1)	PRINCIPAL OCCUPATION(S) DURING THE PAST FIVE YEARS	NUMBER PORTFOLIO FUND CO OVERSEE TRUST
<b>NON-INTERESTED TRUSTEES:</b>				
Paul S. Doherty(2) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1934	Trustee	November 1999 - present	President and Partner, Doherty, Wallace, Pillsbury and Murphy, P.C., Attorneys (1996 - Present).	118
J. Michael Earley(3) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1945	Trustee	February 2002 - present	President and Chief Executive Officer, Bankers Trust Company, N.A. (1992 - Present).	118
R. Barbara Gitenstein(2) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1948	Trustee	February 2002 - present	President, College of New Jersey (1999 - Present).	118
Walter H. May(2)	Trustee	November	Retired. Formerly,	118

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7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1936		1999 - present	Trustee of each of the funds managed by Northstar Investment Management Corporation (1996 - 1999).	
Jock Patton(2) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1945	Trustee	August 1995 - present	Private Investor (June 1997 - Present). Formerly, Director and Chief Executive Officer, Rainbow Multimedia Group, Inc. (January 1999 - December 2001).	118
David W.C. Putnam(3) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1939	Trustee	November 1999 - present	President and Director, F.L. Putnam Securities Company, Inc. and its affiliates (1978 - Present); President, Secretary and Trustee, The Principled Equity Market Fund (1996 - Present).	118
Blaine E. Rieke 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1933	Trustee	February 2001 - present	General Partner, Huntington Partners (January 1997 - Present). Chairman of the Board and Trustee of each of the funds managed by ING Investment Management Co. LLC (November 1998 - February 2001).	118
Roger B. Vincent 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1945	Trustee	February 2002 - present	President, Springwell Corporation (1989 - Present). Formerly, Director Tatham Offshore, Inc. (1996 - 2000).	118

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NAME, ADDRESS AND AGE	POSITION(S) HELD WITH THE REGISTRANT(S)	TERM OF OFFICE AND LENGTH OF TIME SERVED(1)	PRINCIPAL OCCUPATION(S) DURING THE PAST FIVE YEARS	NUMBER PORTFOLIO FUND CO OVERSEE TRUST
INTERESTED TRUSTEES:				
Richard A. Wedemeyer(2) (3) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1936	Trustee	February 2001 - present	Retired. Formerly, Vice President - Finance and Administration, Channel Corporation (1996 - 2002); Trustee, First Choice Funds (1997 - 2001); and of each of the funds managed by ING Investment Management Co. LLC (1998 - 2001).	118
Thomas J. McInerney(4) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1956	Trustee	February 2001 - present	Chief Executive Officer, ING U.S. Financial Services (September 2001 - present); Member, ING Americas Executive Committee (2001 - present); President, Chief Executive Officer and Director of Northern Life Insurance Company (2001 - present), ING Aeltus Holding Company, Inc. (2000 - present), ING Retail Holding Company (1998 - present). Formerly, General Manager and Chief Executive Officer, ING Worksite Division (December 2000 - October 2001), President, ING-SCI, Inc. (August 1997 - December 2000); President, Aetna Financial Services (August 1997 - December 2000).	171
John G. Turner(5) 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1939	Trustee	September 2000 - present	Chairman, Hillcrest Capital Partners (May 2002 - Present); Formerly, Vice Chairman of ING Americas (2000 - 2002); Chairman and Chief Executive Officer of ReliaStar Financial Corp. (1993 - 2001); Chairman of ReliaStar Life Insurance Company of New York (1995 -	118

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2001); Chairman of Northern Life Insurance Company (1992 - 2001); Chairman and Trustee of the Northstar affiliated investment companies (1993 - 2001); and Director, Northstar Investment Management Corporation and its affiliates (1993 - 1999).

- 
- (1) Trustees serve until their successors are duly elected and qualified, subject to the Board's retirement policy.
  - (2) Valuation and Proxy Voting Committee (formerly the Valuation Committee) member.
  - (3) Audit Committee member.
  - (4) Mr. McInerney is an "interested person," as defined by the 1940 Act, because of an affiliation with ING Groep N.V., the parent corporation of the Investment Manager, ING Investments, LLC and the Distributor, ING Funds Distributor, LLC.
  - (5) Mr. Turner is an "interested person," as defined by the 1940 Act, because of his affiliation with ING Groep N.V., the parent corporation of the Investment Manager, ING Investments, LLC and the Distributor, ING Funds Distributor, LLC.

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ING Prime Rate Trust

TRUSTEE AND OFFICER INFORMATION (Unaudited) (continued)

NAME, ADDRESS AND AGE	POSITION(S) HELD WITH THE TRUST	TERM OF OFFICE AND LENGTH OF TIME SERVED(1)	
-----			
OFFICERS:			
James M. Hennessy 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1949	President and Chief Executive Officer  Chief Operating Officer	February 2001 - Present  July 2000 - Present	Preside ING Inv 2001 - Executi Operati LLC (2) and Exe Investm 2000).
Michael J. Roland 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1958	Executive Vice President and Assistant Secretary  Chief Financial Officer	February 2002 - Present  August 1998 - Present	Executi Financi Investm Present Preside (June 1

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<p>Stanley D. Vyner 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1950</p>	<p>Executive Vice President</p>	<p>August 2003 - Present</p>	<p>Executi Investm affilia Chief I 2003 - Investm Intern Investm 2003); Executi LLC (2)</p>
<p>Robert S. Naka 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1963</p>	<p>Senior Vice President Assistant Secretary</p>	<p>November 1999 - Present July 1996 - Present</p>	<p>Senior Secreta (Octobe Senior Secreta (Februa</p>
<p>Daniel A. Norman 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1957</p>	<p>Senior Vice President Treasurer</p>	<p>April 1995 - Present June 1997 - Present</p>	<p>Senior Present Managem Loan Gr Present Co. For the Sen (April</p>
<p>Jeffrey A. Bakalar 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1959</p>	<p>Senior Vice President</p>	<p>November 1999 - Present</p>	<p>Senior Present Managem Loan Gr Present Co. For the Sen (Januar</p>
<p>Elliot Rosen 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1953</p>	<p>Senior Vice President</p>	<p>May 2002 - Present</p>	<p>Senior Floatin Investm (Februa</p>
<p>William H. Rivoir III 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1951</p>	<p>Senior Vice President and Assistant Secretary</p>	<p>February 2001 - Present</p>	<p>Vice Pr Managem Present Law Dep Decembe Preside certain Decembe</p>
<p>Curtis F. Lee 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1955</p>	<p>Senior Vice President and Chief Credit Officer</p>	<p>February 2001 - Present</p>	<p>Senior Officer Loan Gr Managem Present positio Bank in problem (1992 -</p>



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TRUSTEE AND OFFICER INFORMATION (Unaudited) (continued)

NAME, ADDRESS AND AGE	POSITION(S) HELD WITH THE TRUST	TERM OF OFFICE AND LENGTH OF TIME SERVED(1)	
Kimberly A. Anderson 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1964	Senior Vice President	November 2003 - Present	Senior Secreta (Octobe Vice Pr ING Inv October Investm August ING Fun 1999 - various Service five ye
Robyn L. Ichilov 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1967	Vice President	November 1997 - Present	Vice Pr LLC (3) ING Inv 1997 -
J. David Greenwald 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1957	Vice President	August 2003 - June 2004	Vice Pr Complia (May 20 Assista Mutual Operati Prudent (Octobe
Lauren D. Bensinger 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1954	Vice President	August 2003 - Present	Vice Pr Officer (July 1 (Februa Complia Present
Huey P. Falgout, Jr. 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1963	Secretary	August 2003 - Present	Chief C Service Formerl Service 2003); of AIG 1999 -
Todd Modic 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258	Vice President	August 2003 - Present	Vice Pr Fund Ac Service

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Born: 1967

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 (March

Theresa Kelety Assistant Secretary August 2003 - Present  
 7337 E. Doubletree Ranch Rd.  
 Scottsdale, Arizona 85258  
 Born: 1963

Counsel  
 (April  
 Associa  
 (Februa  
 Associa  
 Brennan

Susan P. Kinens Assistant Vice President and February 2003 - Present  
 Assistant Secretary  
 7337 E. Doubletree Ranch Rd.  
 Scottsdale, Arizona 85258  
 Born: 1976

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TRUSTEE AND OFFICER INFORMATION (Unaudited) (continued)

NAME, ADDRESS AND AGE	POSITION(S) HELD WITH THE TRUST	TERM OF OFFICE AND LENGTH OF TIME SERVED (1)
----- Maria M. Anderson 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Born: 1958	Assistant Vice President	August 2001 - Present

Assista  
 Service  
 Present  
 Account  
 ING Inv  
 (Septem  
 and Sec  
 Account  
 (July 1

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- (1) The officers hold office until the next annual meeting of the Trustees and until their successors have been elected and qualified.
  - (2) ING Investments, LLC was previously named ING Pilgrim Investments, LLC. ING Pilgrim Investments, LLC is the successor in interest to ING Pilgrim Investments, Inc., which was previously known as Pilgrim Investments, Inc. and before that was known as Pilgrim America Investments, Inc.
  - (3) ING Funds Services, LLC was previously named ING Pilgrim Group, LLC. ING Pilgrim Group, LLC is the successor in interest to ING Pilgrim Group, Inc., which was previously known as Pilgrim Group, Inc. and before that was known as Pilgrim America Group, Inc.
  - (4) ING Funds Distributor, LLC is the successor in interest to ING Funds

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Distributor, Inc., which was previously known as ING Pilgrim Securities, Inc., and before that was known as Pilgrim Securities, Inc., and before that was known as Pilgrim America Securities, Inc.

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### INVESTMENT MANAGER

ING Investments, LLC  
7337 E. Doubletree Ranch Road  
Scottsdale, Arizona 85258

### ADMINISTRATOR

ING Fund Services, LLC  
7337 E. Doubletree Ranch Road  
Scottsdale, Arizona 85258  
1-800-992-0180

### INSTITUTIONAL INVESTORS AND ANALYSTS

Call ING Prime Rate Trust  
1-800-336-3436, Extension 2217

### DISTRIBUTOR

ING Funds Distributor, LLC  
7337 E. Doubletree Ranch Road  
Scottsdale, Arizona 85258  
1-800-334-3444

### TRANSFER AGENT

DST Systems, Inc.  
P.O. Box 219368  
Kansas City, Missouri 64141

### CUSTODIAN

State Street Bank and Trust Company  
801 Pennsylvania Avenue  
Kansas City, Missouri 64105

### LEGAL COUNSEL

Dechert LLP  
1775 I Street, N.W.  
Washington, D.C. 20006

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP  
355 S. Grand Avenue, Suite 2000  
Los Angeles, CA 90071-1568

### WRITTEN REQUESTS

Please mail all account inquiries and other comments to:  
ING Prime Rate Trust Account  
c/o ING Fund Services, LLC  
7337 E. Doubletree Ranch Road  
Scottsdale, Arizona 85258-2034

### TOLL-FREE SHAREHOLDER INFORMATION

Call us from 9:00 a.m. to 7:00 p.m. Eastern time on any business day for account or other information, at 1-800-992-0180

FOR MORE COMPLETE INFORMATION, OR TO OBTAIN A PROSPECTUS ON ANY ING FUND, PLEASE CALL YOUR INVESTMENT PROFESSIONAL OR ING FUNDS DISTRIBUTOR, LLC AT (800) 992-0180 OR LOG ON TO [www.ingfunds.com](http://www.ingfunds.com). THE PROSPECTUS SHOULD BE READ CAREFULLY

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BEFORE INVESTING. CONSIDER THE FUND'S INVESTMENT OBJECTIVES, RISKS, AND CHARGES AND EXPENSES CAREFULLY BEFORE INVESTING. THE PROSPECTUS CONTAINS THIS INFORMATION AND OTHER INFORMATION ABOUT THE FUND. THE TRUST'S PROXY VOTING RECORD WILL BE AVAILABLE WITHOUT CHARGE ON OR ABOUT AUGUST 31, 2004 ON THE FUND'S WEBSITE AT [www.ingfunds.com](http://www.ingfunds.com) AND ON THE SEC'S WEBSITE [www.sec.gov](http://www.sec.gov).

[ING FUNDS LOGO]

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