

ING PRIME RATE TRUST
Form N-CSR
May 08, 2006

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

**CERTIFIED SHAREHOLDER REPORT OF
REGISTERED MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number: **811-5410**

ING Prime Rate Trust

(Exact name of registrant as specified in charter)

7337 E. Doubletree Ranch Rd., Scottsdale, AZ
(Address of principal executive offices)

85258
(Zip code)

CT Corporation System, 101 Federal Street, Boston, MA 02110

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(Name and address of agent for service)

Registrant's telephone number, including area code: **1-800-992-0180**

Date of fiscal year end: February 28

Date of reporting period: February 28, 2006

Item 1. Reports to Stockholders.

The following is a copy of the report transmitted to stockholders pursuant to Rule 30e-1 under the Act (17 CFR 270.30e-1):

Annual Report

February 28, 2006

ING Prime Rate Trust

E-Delivery Sign-up details inside

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

ING Prime Rate Trust

ANNUAL REPORT

February 28, 2006

Table of Contents

<u>Portfolio Managers Report</u>	<u>2</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>8</u>
<u>Statement of Assets and Liabilities</u>	<u>9</u>
<u>Statement of Operations</u>	<u>10</u>
<u>Statements of Changes in Net Assets</u>	<u>11</u>
<u>Statement of Cash Flows</u>	<u>12</u>
<u>Financial Highlights</u>	<u>13</u>
<u>Notes to Financial Statements</u>	<u>14</u>
<u>Portfolio of Investments</u>	<u>24</u>
<u>Additional Information</u>	<u>56</u>
<u>Tax Information</u>	<u>58</u>
<u>Trustee and Officer Information</u>	<u>59</u>
<u>Advisory Contract Approval Discussion</u>	<u>64</u>

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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, under normal circumstances, at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in senior loans.

**PORTFOLIO CHARACTERISTICS
AS OF FEBRUARY 28, 2006**

Net Assets	\$1,100,671,274
Total Assets	\$2,090,097,763
Assets Invested in Senior Loans	\$2,027,621,327
Senior Loans Represented	484
Average Amount Outstanding per Loan	\$4,189,300
Industries Represented	38
Average Loan Amount per Industry	\$53,358,456
Portfolio Turnover Rate	81%
Weighted Average Days to Interest Rate Reset	41
Average Loan Final Maturity	64 months
Total Leverage as a Percentage of Total Assets (including Preferred Shares)	44%

PERFORMANCE SUMMARY

The Trust declared \$0.12 of dividends during the fourth fiscal quarter and \$0.46 for the year ended February 28, 2006. Based on the average month-end net asset value (NAV) per share of \$7.45, this resulted in an annualized distribution rate of 6.58% for the quarter and 6.23%⁽¹⁾ for the year. The Trust's total net return for the fourth fiscal quarter, based on NAV, was 3.97%, versus a total gross return on the S&P/LSTA Leveraged Loan Index (LLI⁽²⁾) of 1.91% for the same quarter. For the year ended February 28, 2006, the Trust's total net return, based on NAV was 8.53% versus 5.62% gross return for the S&P/LSTA Leveraged Loan Index. The total market value return (based on full reinvestment of dividends) for the Trust's common shares during the fourth fiscal quarter was 9.08% and -0.82% for the year ended February 28, 2006.

MARKET OVERVIEW

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The S&P Leveraged Loan Index posted a solid 5.62% gross return for the twelve month period ended February 28, 2006, or roughly 2.16% in excess of average one month London Inter-Bank Offered Rate (LIBOR). It continues to be favorable times but, by some accounts, very challenging times for loan investors, as market conditions remain highly charged. Demand for loans continues to be exceptionally strong as long-established loan buyers (such as the Trust) and,

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

(2) 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 and 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.

(1) Source: Standard & Poor's Leveraged Commentary & Data

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PORTFOLIO MANAGERS REPORT (continued)

increasingly, non-traditional investors including hedge funds and high yield bond investors look to floating rate loans as a hedge against rising rates. As of February 28, 2006, the number of investor groups actively trading loans was estimated at 235, up from approximately 170 at the end of 2004⁽¹⁾.

As noted in our last report, increased competition has made sourcing new loan investments more demanding for all active investors and, in turn, has driven average borrowing (or credit) spreads on loans to new lows. Fortunately, on the other side of the equation, the available supply of new loans has generally maintained pace with demand, buoyed by robust M&A activity, sustained economic strength and low relative borrowing rates. Institutional loan volume surged to \$72 billion during the first quarter of 2006, up from \$46 billion during the previous calendar quarter, and topping the prior high water mark of \$52 billion during the first quarter of 2005⁽³⁾.

While new deal volume has been quite good, it has also been inconsistent at best and, at times, painfully uneven. When new issuance activity slows down, the pace of borrowing spread re-pricing (lower) inevitably heats up. As a result, credit spreads on new loans have continued on a flat to downward path, and secondary loan prices have remained very firm, even, in some cases, in the face of negative company-specific credit developments. In short, like most other capital markets, loan investors currently reside within a very liquidity-driven environment.

Credit conditions, and the direction of short-term interest rates, remain the primary focus of loan investors, and are paramount to overall loan performance. Default rates continued to grind upward in fiscal year ended February 28, 2006, ending the period at 2.08%, versus 1.98% at the end of calendar 2005, but still well shy of the average over the last full credit cycle⁽³⁾. Digging more deeply into the default statistics reveals a high concentration in a small number of industries (traditional automotive suppliers and domestic commercial airlines, areas in which the Trust has been significantly underweight for some time).

**TOP TEN INDUSTRY SECTORS
AS OF FEBRUARY 28, 2006
AS A PERCENTAGE OF:**

	TOTAL ASSETS	NET ASSETS
North American Cable	9.6%	18.1%
Healthcare, Education and Childcare	7.6%	14.4%
Chemicals, Plastics & Rubber	5.8%	10.9%
Oil and Gas	5.1%	9.7%
Utilities	4.8%	9.0%
Buildings and Real Estate	4.7%	8.9%
Printing and Publishing	4.4%	8.3%
Leisure, Amusement, Entertainment	4.2%	8.0%
Retail Stores	4.0%	7.6%
Automobile	3.8%	7.4%

<i>Portfolio holdings are subject to change daily.</i>
--

**TOP TEN SENIOR LOAN ISSUERS
AS OF FEBRUARY 28, 2006
AS A PERCENTAGE OF:**

		TOTAL ASSETS		NET ASSETS	
Charter Communications Operating, LLC		2.7	%	5.1	%
Metro-Goldwyn-Mayer Studios, Inc.		2.0	%	3.9	%
Sungard Data Systems, Inc.		1.6	%	3.0	%
Georgia-Pacific Corporation		1.5	%	2.9	%
Davita, Inc.		1.5	%	2.8	%
NRG Energy, Inc.		1.5	%	2.8	%
Century Cable Holdings, LLC		1.4	%	2.7	%
El Paso Corporation		1.3	%	2.6	%
Olympus Cable Holdings, LLC		1.3	%	2.5	%
Fidelity National Information Solutions, Inc.		1.3	%	2.4	%
<i>Portfolio holdings are subject to change daily.</i>					

(3) Source: Standard & Poor's Leveraged Commentary & Data

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PORTFOLIO MANAGERS REPORT (continued)

Generally speaking, the broader U.S. economy remains on solid footing from a GDP and job growth perspective, while inflation, although showing signs of escalating, remains within acceptable ranges. It is, however, that threat of rising wholesale and retail prices that seemingly perpetuates a hawkish stance from the Federal Reserve Board (Fed). While senior loans have been proven an all-weather asset class, they historically have performed exceptionally well in periods of rising short-term interest rates.

PORTFOLIO OVERVIEW

The Trust NAV performance during fiscal year ended February 28, 2006, was largely due to constructive asset selection, the avoidance of defaults, and favorable recoveries on a small number of holdings previously classified as non-performing. The top two individual issuers at period-end, Charter Communications Operating LLC (2.7% of total assets) and MGM Studios, Inc. (2.0% of total assets) were, by a fairly wide margin, the two largest contributors to the Trust s returns for the fiscal year. The only material detractors to the Trust s period returns were the Adelphia Communications family of borrowers, notably Century Cable Holdings LLC and Olympus Cable Holdings LLC (1.4% and 1.3% of total assets, respectively), and a relatively small position in Movie Gallery, Inc. (approximately 0.24% of total assets). A degree of price volatility is a constant part of the Adelphia saga as the company continues to work through the asset disposition process. Movie Gallery, along with the rest of the brick and mortar video rental industry, continues to struggle with weak box office results and increased competition from on-line video distribution channels. We continue to monitor developments in this area closely.

There were no significant changes in sector positioning during the period. North American Cable (9.5%) and Healthcare, Education and Childcare (7.6%) closed out the period as the Trust s top two sector exposures. We continue to view these sectors as attractive based on a combination of low secured leverage levels and healthy market multiples (i.e., strong collateral coverage), relative price stability and continuity of demand. The lone material change in the Trust s top sector positioning was a reduction in Buildings/Real Estate to 4.7% (from 6.3% as of the end of the third fiscal quarter), this due to sizeable prepayments of a small number of issuers in this sector.

The Trust remains well diversified. The average individual loan position represented approximately 0.20% of total assets at period-end, down from 0.24% at the end of last fiscal quarter, while the average industry sector accounted for roughly 2.55%, down fractionally from the prior quarter-end.

USE OF LEVERAGE

The Trust utilizes financial leverage to seek to increase the yield to the holders of common shares. As of February 28, 2006, the Trust had \$450 million of Aaa/AA⁽⁴⁾ rated cumulative auction rate preferred shares outstanding, and \$465 million of borrowings outstanding under \$625 million in available credit facilities. Total leverage, as a percentage of total assets (including preferred shares), was 43.78% at period end. The use of leverage for investment purposes increases both investment opportunity and investment risk.

(4) 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. Credit quality refers to the Trust's underlying investments, not to the stability or safety of this Trust.

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PORTFOLIO MANAGERS REPORT (continued)

OUTLOOK

As of this writing, there does not appear to be any signs on the investment or economic horizons that would point to a change in current loan market dynamics. Credit conditions are expected to remain reasonably stable (Standard & Poor's Leveraged Commentary & Data is forecasting an improvement in default rates by year-end), and although proving to be very enigmatic, the new Fed has, at least thus far, maintained an inflation fighting (i.e., rate-raising) bias. As such, we see no abatement in the overall demand for floating rate secured loans.

Variables to the equation would include the consistency and quality of new loan supply, and as a direct result of how that supply/demand balance takes shape, the direction of credit spreads. While spreads appeared to have bottomed out near the end of 2005, there are fresh indications that they could be headed modestly lower over the near-term. A positive offset to that development would likely be the continuation of very strong secondary loan valuations.

Our strategy remains unchanged: to seek to deliver attractive risk-adjusted returns and moderate NAV volatility. As such, we remain focused on the better quality subset of the loan universe (i.e., better relative credit ratings, traditional first position collateral packages, and standard covenant protections) and will cede excess returns to maintain that strategy.

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

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

ING Prime Rate Trust
April 18, 2006

ING Prime Rate Trust

PORTFOLIO MANAGERS REPORT (continued)

	Average Annual Total Returns for the Years Ended February 28, 2006			
	1 Year	3 Years	5 Years	10 Years
Based on Net Asset Value (NAV)	8.53%	10.59%	5.67%	5.79%
Based on Market Value	(0.82)%	9.23%	3.94%	5.03%
S&P/LSTA Leveraged Loan Index ^(a)	5.62%	6.62%	5.07%	
Credit-Suisse Leveraged Loan Index	5.96%	7.22%	5.13%	5.65%

The table above illustrates the total return of ING Prime Rate Trust against the Indices indicated. An Index has no cash in its portfolio, imposes no sales charges and incurs no operating expenses. An investor cannot invest directly in an index.

Total returns based on net asset value reflect that the Investment Manager may have waived or recouped fees and expenses otherwise payable by the Trust.

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 future performance may be lower or higher than the performance data shown. Please log on to www.ingfunds.com or call (800) 992-0180 to get performance through the most recent month end.

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

(a) Performance since inception for the index is 5.31% from January 1, 1997.

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

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

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

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

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

INDEX DESCRIPTIONS

The **Credit-Suisse 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.

ING Prime Rate Trust

PORTFOLIO MANAGERS REPORT (continued)

YIELDS AND DISTRIBUTIONS 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)	Average Annualized Distribution Rate at Market(B)
February 28, 2006	7.50%	8.40%	9.10%	6.59%	7.25%
November 30, 2005	7.00%	8.09%	9.17%	6.25%	6.97%
August 31, 2005	6.50%	7.24%	7.73%	6.07%	6.48%
May 31, 2005	6.00%	6.17%	6.48%	5.98%	6.15%

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

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

Risk is inherent in all investing. The following are the principal risks associated with investing in the Trust. This is not, and is not intended to be, a description of all risks of investing in the Trust. A more detailed description of the risks of investing in the Trust is contained in the Trust's current prospectus.

Credit Risk: The Trust invests a substantial portion of its assets in below investment grade senior loans and other below investment grade assets. Below investment grade loans involve a greater risk that borrowers may not make timely payment of the interest and principal due on their loans. They also involve a greater risk that the value of such loans could decline significantly. If borrowers do not make timely payments of the interest due on their loans, the yield on the Trust will decrease. If borrowers do not make timely payment of the principal due on their loans, or if the value of such loans decreases, the value of the Trust's NAV will decrease.

Interest Rate Risk: Changes in short-term market interest rates will directly affect the yield on the Trust. If short-term market interest rates fall, the yield on the Trust will also fall. To the extent that the interest rate spreads on loans in the

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Trust experience a general decline, the yield on the Trust will fall and the value of the Trust's assets may decrease, which will cause the Trust's value to decrease. Conversely, when short-term market interest rates rise, because of the lag between changes in such short-term rates and the resetting of the floating rates on assets in the Trust, the impact of rising rates will be delayed to the extent of such lag.

Leverage Risk: The Trust borrows money for investment purposes. Borrowing increases both investment opportunity and investment risk. In the event of a general market decline in the value of assets such as those in which the Trust invests, the effect of that decline will be magnified in the Trust because of the additional assets purchased with the proceeds of the borrowings.

ING Prime Rate Trust

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
of ING Prime Rate Trust

We have audited the accompanying statement of assets and liabilities of ING Prime Rate Trust (the Trust), including the portfolio of investments, as of February 28, 2006, the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years in the five-year period then ended. These financial statements and financial highlights are the responsibility of management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of February 28, 2006 by correspondence with the custodian and brokers, or by other appropriate auditing procedures. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of ING Prime Rate Trust as of February 28, 2006, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years in the five-year period then ended, in conformity with principles generally accepted in the United States of America

Boston, Massachusetts
April 21, 2006

ING Prime Rate Trust

STATEMENT OF ASSETS AND LIABILITIES as of February 28, 2006

ASSETS:

Investments in securities at value (Cost \$2,022,392,049)	\$	2,062,387,741
Cash		4,295,285
Receivables:		
Investment securities sold		7,310,139
Interest		15,979,023
Other		34,555
Prepaid expenses		91,020
Total assets		2,090,097,763

LIABILITIES:

Notes payable		465,000,000
Payable for investments purchased		68,792,698
Accrued interest payable		1,987,052
Deferred arrangement fees on senior loans		912,171
Dividends payable - preferred shares		227,982
Payable to affiliates		1,666,363
Accrued trustee fees		16,231
Other accrued expenses and liabilities		823,992
Total liabilities		539,426,489
Preferred shares, \$25,000 stated value per share at liquidation value (18,000 shares outstanding)		450,000,000
NET ASSETS	\$	1,100,671,274
Net assets value per common share outstanding (net assets less preferred shares at liquidation value, divided by 145,033,235 shares of beneficial interest authorized and outstanding, no par value)	\$	7.59

NET ASSETS CONSIST OF:

Paid-in capital	\$	1,331,413,656
Undistributed net investment income		5,062,694
Accumulated net realized loss on investments		(275,800,768)
Net unrealized appreciation of investments		39,995,692
NET ASSETS	\$	1,100,671,274

See Accompanying Notes to Financial Statements

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STATEMENT OF OPERATIONS for the year ended February 28, 2006

INVESTMENT INCOME:

Interest	\$	125,254,189
Arrangement fees earned		1,302,967
Dividends		123,028
Other		2,497,421
Total investment income		129,177,605

EXPENSES:

Investment management fees		16,295,070
Administration fees		5,092,209
Transfer agent fees		133,955
Interest expense		20,993,214
Shareholder reporting expense		169,725
Custodian fees		877,978
Professional fees		589,783
Preferred Shares - Dividend disbursing agent fees		1,208,731
Insurance expense		45,716
Pricing expense		85,052
ICI fees		4,546
Postage expense		233,965
Trustee fees		73,392
Miscellaneous expense		264,809
Total expenses		46,068,145
Net investment income		83,109,460

REALIZED AND UNREALIZED GAIN ON INVESTMENTS:

Net realized gain on investments		422,159
Net change in unrealized appreciation on investments		16,658,806
Net realized and unrealized gain on investments		17,080,965

DISTRIBUTIONS TO PREFERRED SHAREHOLDERS:

From net investment income		(15,839,470)
Net increase in net assets resulting from operations	\$	84,350,955

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

STATEMENTS OF CHANGES IN NET ASSETS

	Year Ended February 28, <u>2006</u>	Year Ended February 28, <u>2005</u>
FROM OPERATIONS:		
Net investment income	\$ 83,109,460	\$ 62,675,310
Net realized gain/(loss) on investments	422,159	(7,289,446)
Net change in unrealized appreciation on investments	16,658,806	28,507,450
Distributions to preferred shareholders from net investment income	(15,839,470)	(7,597,393)
Net increase in net assets resulting from operations	84,350,955	76,295,921
FROM DISTRIBUTIONS TO COMMON SHAREHOLDERS:		
From net investment income	(66,428,156)	(59,700,239)
Total distributions to common shareholders	(66,428,156)	(59,700,239)
CAPITAL SHARE TRANSACTIONS:		
Dividends reinvested for common shares		4,891,202
Sale of shares in connection with shelf offerings		50,936,150
Net increase from capital share transactions		55,827,352
Net increase in net assets	17,922,799	72,423,034
NET ASSETS:		
Beginning of year	1,082,748,475	1,010,325,441
End of year (including undistributed net investment income of \$5,062,694 and \$4,220,860, respectively)	\$ 1,100,671,274	\$ 1,082,748,475
SUMMARY OF CAPITAL SHARE TRANSACTIONS:		
Shares issued in payment of distributions from net investment income		652,703
Shares sold in connection with shelf offering		6,742,261
Net increase in shares outstanding		7,394,964

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

STATEMENT OF CASH FLOWS for the year ended February 28, 2006

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

Interest received	\$	119,160,104
Dividends received		123,028
Facility fees paid		(847,505)
Dividends paid to preferred shareholders		(15,756,300)
Arrangement fee received		448,310
Other income received		2,540,619
Interest paid		(20,119,216)
Other operating expenses paid		(24,210,613)
Purchases of securities		(1,656,049,422)
Proceeds from sales of securities		1,685,021,528
Net cash provided by operating activities	\$	90,310,533

Cash Flows From Financing Activities:

Distributions paid to common shareholders	\$	(66,428,156)
Net paydown of notes payable		(31,000,000)
Net cash flows used in financing activities		(97,428,156)
Net decrease		(7,117,623)
Cash at beginning of year		11,412,908
Cash at end of year	\$	4,295,285

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

Net increase in net assets resulting from operations	\$	84,350,955
Adjustments to reconcile net decrease in net assets resulting from operations to net cash provided by operating activities:		
Change in unrealized appreciation of securities		(16,658,806)
Net accretion of discounts on securities		(1,425,815)
Realized gain on sale of securities		(422,159)
Purchase of securities		(1,656,049,422)
Proceeds on sale of securities		1,685,021,528
Decrease in other assets		43,198
Increase in interest receivable		(4,668,270)
Decrease in prepaid arrangement fees on notes payable		30,473
Increase in prepaid expenses		(11,048)
Decrease in deferred arrangement fees on senior loans		(854,657)
Increase in preferred shareholder dividend payable		83,170
Decrease in affiliate payable		(54,584)
Decrease in accrued trustee fees		(15,350)
Increase in accrued expenses		941,320
Total adjustments		5,959,578
Net cash provided by operating activities	\$	90,310,533

See Accompanying Notes to Financial Statements

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ING PRIME RATE TRUST

FINANCIAL HIGHLIGHTS

For a common share outstanding throughout the period

	Years Ended February 28 or February 29,				
	2006	2005	2004	2003	2002
Per Share Operating Performance					
Net asset value, beginning of year	\$ 7.47	7.34	6.73	7.20	8.09
Income from investment operations:					
Net investment income	\$ 0.57	0.45	0.46	0.50	0.74
Net realized and unrealized gain (loss) on investments	\$ 0.12	0.16	0.61	(0.47)	(0.89)
Total from investment operations	\$ 0.69	0.61	1.07	0.03	(0.15)
Distributions to Common Shareholders					
from net investment income	\$ (0.46)	(0.43)	(0.42)	(0.45)	(0.63)
Distribution to Preferred Shareholders	\$ (0.11)	(0.05)	(0.04)	(0.05)	(0.11)
Net asset value, end of year	\$ 7.59	7.47	7.34	6.73	7.20
Closing market price at end of year	\$ 7.02	7.56	7.84	6.46	6.77
Total Investment Return ⁽¹⁾					
Total investment return at closing market price ⁽²⁾	% (0.82)	2.04	28.77	2.53	(9.20)
Total investment return at net asset value ⁽³⁾	% 8.53	7.70	15.72	0.44	(3.02)
Ratios/Supplemental Data					
Net assets end of year (000 s)	\$ 1,100,671	1,082,748	1,010,325	922,383	985,982
Preferred Shares-Aggregate amount outstanding (000 s)	\$ 450,000	450,000	450,000	450,000	450,000
Liquidation and market value per share of Preferred Shares	\$ 25,000	25,000	25,000	25,000	25,000
Borrowings at end of year (000 s)	\$ 465,000	496,000	225,000	167,000	282,000
Asset coverage per \$1,000 of debt ⁽⁴⁾	\$ 2,203	2,140	2,500	2,500	2,350
Average borrowings (000 s)	\$ 509,178	414,889	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)	% 1.64	1.60	1.45	1.49	1.57
Net expenses after expense reimbursement	% 3.02	2.21	1.65	1.81	2.54
Gross expenses prior to expense reimbursement	% 3.02	2.22	1.65	1.81	2.54
Net investment income	% 5.44	4.21	4.57	4.97	6.83
Ratios to average net assets plus borrowings					
Expenses (before interest and other fees related to revolving credit facility)	% 1.58	1.63	1.84	1.82	1.66
Net expenses after expense reimbursement	% 2.90	2.26	2.09	2.23	2.70
Gross expenses prior to expense reimbursement	% 2.90	2.27	2.09	2.23	2.70
Net investment income	% 5.24	4.32	5.82	6.10	7.24
Ratios to average net assets					
Expenses (before interest and other fees related to revolving credit facility)	% 2.33	2.29	2.11	2.19	2.25
Net expenses after expense reimbursement	% 4.27	3.17	2.40	2.68	3.64
	% 4.27	3.18	2.40	2.68	3.64

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Gross expenses prior to expense reimbursement						
Net investment income	%	7.71	6.04	6.68	7.33	9.79
Portfolio turnover rate	%	81	93	87	48	53
Common shares outstanding at end of year (000 s)		145,033	145,033	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; ratios do not reflect any add-back for the borrowings.

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006

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 generally are not registered 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 London Inter-Bank Offered Rate (LIBOR) and other short-term rates.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

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

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

The Trust has engaged an independent pricing service to provide 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 February 28, 2006, 99.56% of total investments were valued based on these procedures. It is expected that most of the loans held by the Trust will continue to be valued with reference to quotations from the independent pricing service or with reference to the proxy procedure described above.

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

In fair valuing a loan, consideration is given to several factors, which may include, among others, the following: (i) the characteristics of and fundamental analytical data relating to the loan, including the cost, size, current interest rate, period until the next interest rate reset, maturity and base lending rate of the loan, the terms and conditions of the loan and any related agreements, and the position of the loan in the borrower's debt structure; (ii) the nature, adequacy and value of the collateral, including the Trust's rights, remedies and interests with respect to the collateral;

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(iii) the creditworthiness of the borrower and the cash flow coverage of outstanding principal and interest, based on an evaluation of its financial condition, financial statements and information about the borrower's business, cash flows, capital structure and future prospects; (iv) information relating to the market for the loan,

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

C. *Security Transactions and Revenue Recognition.* Revolver and delayed draw loans are booked on a settlement date basis. Security transactions and senior loans are accounted for on trade date (date the order to buy or sell is executed). Realized gains or losses are reported on the basis of identified cost of securities sold. Dividend income is recognized on the ex-dividend date. Interest income is recorded on an accrual basis at the then-current interest rate of the loan. The accrual of interest on loans is discontinued when, in the opinion of management, there is an indication that the borrower may be unable to meet payments as they become due. Upon such discontinuance, all unpaid accrued interest is reversed. Cash collections on non-accrual senior loans are generally applied as a reduction to the recorded investment of the loan. Senior loans are generally returned to accrual status only after all past due amounts have been received. For all loans, except revolving credit facilities, fees received are treated as discounts and are accreted whereas premiums are amortized. Fees associated with revolving credit facilities 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 and pays dividends monthly from net investment income. Distributions from capital gains, if any, are declared and paid annually. The Trust may make additional distributions to comply with the distribution requirements of the Internal Revenue Code. The character and amounts of income and gains to be distributed are determined in accordance with federal income tax regulations, which may differ from accounting principles generally accepted in the United States of America for investment companies. The Trust records distributions to its shareholders on the ex-dividend date.

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

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

the greater of (i) net asset value or (ii) the market price of the shares during the pricing period, minus a discount of 5%.

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

G. *Share Offerings.* The Trust issues 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 year ended February 28, 2006, the cost of purchases and the proceeds from principal repayment and sales of investments, excluding short-term notes, totaled \$1,678,081,584 and \$1,685,447,688 respectively. At February 28, 2006, the Trust held senior loans valued at \$2,027,621,327 representing 98.3% of its total investments. The market value of these assets is established as set forth in Note 2.

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

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

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 3 INVESTMENTS (continued)

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

	Date of Acquisition	Cost or Assigned Basis
Allied Digital Technologies Corporation Residual Interest in Bankruptcy Estate	06/05/02	\$ 186,961
AM Cosmetics Corporation Liquidation Interest	03/07/03	25
Block Vision Holdings Corporation Common Shares	09/17/02	
Boston Chicken, Inc. Residual Interest in Boston Chicken Plan Trust	12/26/00	1,422,661
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	05/17/05	1,116,773
Electro Mechanical Solutions Residual Interest in Bankruptcy Estate	10/02/02	15
Enterprise Profit Solutions Liquidation Interest	10/21/02	
EquityCo, LLC Warrants	02/25/05	
Euro United Corporation Residual Interest in Bankruptcy Estate	06/21/02	305,999
Gate Gourmet Borrower, LLC Warrants	12/04/03	
Gemini Leasing, Inc. Common Shares	01/08/04	
Grand Union Company Residual Interest in Bankruptcy Estate	07/01/02	2,576
Humphreys, Inc. Residual Interest in Bankruptcy Estate	05/15/02	50
Imperial Home Décor Group, Inc. Common Shares	05/02/01	1,654,378
Imperial Home Décor Group, Inc. Liquidation Interest	01/22/04	
Insilco Technologies Residual Interest in Bankruptcy Estate	05/02/03	1,273
IT Group, Inc. Residual Interest in Bankruptcy Estate	09/12/03	100
Keveco, Inc. Residual Interest in Bankruptcy Estate	06/05/02	50
Lincoln Pulp and Eastern Fine Residual Interest in Bankruptcy Estate	06/08/04	
Lincoln Paper & Tissue, LLC Warrants	08/25/05	
London Clubs International Warrants	12/08/04	
Malden Mills Industries, Inc. Common Shares	11/04/03	
Malden Mills Industries, Inc. Preferred Shares	11/04/03	
Morris Material Handling, Inc. Common Shares	10/09/01	3,009,059
Neoplan USA Corporation Common Shares	08/29/03	
Neoplan USA Corporation Series B Preferred Shares	08/29/03	
Neoplan USA Corporation Series C Preferred Shares	08/29/03	428,603
Neoplan USA Corporation Series D Preferred Shares	08/29/03	3,524,300
New Piper Aircraft, Inc. Residual Interest in Litigation Proceeds	07/02/03	
New World Restaurant Group, Inc. Warrants	09/27/01	40
Norwood Promotional Products, Inc. Common Shares	08/23/04	32,939
Safelite Glass Corporation Common Shares	10/12/00	173,588
Safelite Realty Corporation Common Shares	10/12/00	
Transtar Metals Residual Interest in Bankruptcy Estate	01/09/03	40,230
TSR Wireless, LLC Residual Interest in Bankruptcy Estate	10/15/02	
U.S. Aggregates Residual Interest in Bankruptcy Estate	04/07/03	

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U.S. Office Products Company Residual Interest in Bankruptcy Estate

02/11/04

Total restricted securities excluding senior loans (market value of \$32,592,556 was 3.0% of net assets at February 28, 2006)

\$11,899,620

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 4 MANAGEMENT AND ADMINISTRATION AGREEMENTS

The Trust has entered into an Investment Management Agreement with the Investment Manager 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 the Investment Management Agreement, Managed Assets shall mean the Trust's average daily gross asset value, minus the sum of the Trust's accrued and unpaid dividends on any outstanding preferred shares and accrued liabilities (other than liabilities for the principal amount of any borrowings incurred, commercial paper or notes issued by the Trust and the liquidation preference of any outstanding preferred shares).

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

The Trust has also entered into an Administration Agreement with ING Funds Services, LLC (the Administrator), an indirect wholly-owned subsidiary of ING Groep N.V., 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 Managed Assets.

NOTE 5 TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES

At February 28, 2006, the Trust had the following amounts recorded in payables to affiliates on the accompanying Statement of Assets and Liabilities:

<u>Accrued Investment Management Fees</u>	<u>Accrued Administrative Fees</u>	<u>Total</u>
\$1,269,610	\$396,753	\$1,666,363

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

NOTE 6 COMMITMENTS

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The Trust has entered into both a \$90 million 364-day revolving credit agreement which matures on August 23, 2006 and a \$535 million 364-day revolving securitization facility which matures on July 9, 2006, 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 February 28, 2006, was \$465 million. Weighted average interest rate on outstanding borrowings was 4.92%, excluding fees related to the unused portion of the facilities, and other fees. The amount of borrowings represented 22.3% of total assets at February 28, 2006. Average borrowings for the year ended February 28, 2006 were \$509,178,082 and the average annualized interest rate was 4.12% excluding other fees related to the unused portion of the facilities, and other fees.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 6 COMMITMENTS (continued)

As of February 28, 2006, the Trust had unfunded loan commitments pursuant to the terms of the following loan agreements:

Baker & Taylor, Inc.	\$	921,314	Kerasotes Theatres, Inc.	\$ 1,125,000
Baker Tanks		510,000	Navistar International Corporation	3,284,016
Builders Firstsource, Inc.		1,500,000	Neoplan USA Corporation	382,500
Eastman Kodak Company		2,117,647	Owens-Illinois Group, Inc.	100
Federal-Mogul Corporation		2,030,000	PLY Gem Industries, Inc.	1,014,429
FSC Acquisition, LLC		300,220	Primedia, Inc.	793,422
Green-Valley Ranch Gaming, LLC		400,000	Sears Canada, Inc.	3,000,000
Hearthstone Housing Partners II, LLC		3,135,294	Syniverse Holding, LLC	1,500,000
Hertz Corporation		455,556	Trump Entertainment Resorts	1,741,250
Interstate Bakeries Corporation		2,500,000	Yonkers Racing Corporation	991,465
Johnsondiversy, Inc.		508,666		\$28,210,879

NOTE 7 RIGHTS AND OTHER OFFERINGS

As of February 28, 2006, outstanding share offerings pursuant to shelf registrations were as follows:

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

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

NOTE 8 CUSTODIAL AGREEMENT

State Street Bank and Trust Company (SSB) serves as the Trust 's custodian and recordkeeper. Custody fees paid to SSB are reduced by earnings credits based on the cash balances held by SSB for the Trust. There were no earnings credits for the year ended February 28, 2006.

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 February 28, 2006, the Trust held 0.5% of its total assets in subordinated loans and unsecured loans.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 10 FEDERAL INCOME TAXES

The amount of distributions from net investment income and net realized capital gains are determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles for investment companies. These book/tax differences may be either temporary or permanent. Permanent differences are reclassified within the capital accounts based on their federal tax-basis treatment; temporary differences are not reclassified. Key differences include the treatment of short-term capital gains, foreign currency transactions, and wash sale deferrals. Distributions in excess of net investment income and/or net realized capital gains for tax purposes are reported as distributions of paid-in capital.

The following permanent tax differences have been reclassified as of February 28, 2006:

Paid-in Capital	Undistributed Net Investment Income	Accumulated Net Realized Gains
\$(12,542,170)	\$	\$12,542,170

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

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

Year Ended February 28, 2006	Year Ended February 28, 2005
Ordinary Income	Ordinary Income
\$82,267,626	\$67,297,632

The tax-basis components of distributable earnings and the expiration dates of the capital loss carryforwards which may be used to offset future realized capital gains for federal income tax purposes as of February 28, 2006 were:

Undistributed Ordinary Income	Unrealized Appreciation/ Depreciation	Post-October Capital Losses Deferred	Capital Loss Carryforwards	Expiration Dates
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\$ 5,290,676	\$ 39,881,614	\$ (1,126,243)	\$ (10,485,033)	2007
			(38,118,850)	2008
			(847,193)	2009
			(47,376,376)	2010
			(97,064,717)	2011
			(57,686,392)	2012
			(22,421,058)	2013
			(560,828)	2014
			\$(274,560,447)	

NOTE 11 INFORMATION REGARDING TRADING OF ING S US MUTUAL FUNDS

In 2004 ING Investments has reported to the Boards of Directors/Trustees (the Boards) of the ING Funds that, like many U.S. financial services companies, ING Investments and certain of its U.S. affiliates have received informal and formal requests for information since September 2003 from various governmental and self-regulatory agencies in connection with investigations related to mutual funds and variable insurance products. ING Investments has advised the Boards that it and its affiliates have cooperated fully with each request.

In addition to responding to regulatory and governmental requests, ING Investments reported that management of U.S. affiliates of ING Groep N.V., including ING Investments (collectively, ING), on their own initiative, have conducted, through independent special counsel and a national accounting firm, an extensive internal review of trading in ING insurance, retirement, and mutual fund products. The goal of this review was to identify any instances of inappropriate trading in

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 11 INFORMATION REGARDING TRADING OF ING S US MUTUAL FUNDS (continued)

those products by third parties or by ING investment professionals and other ING personnel. ING s internal review related to mutual fund trading is now substantially completed. ING has reported that, of the millions of customer relationships that ING maintains, the internal review identified several isolated arrangements allowing third parties to engage in frequent trading of mutual funds within ING s variable insurance and mutual fund products, and identified other circumstances where frequent trading occurred, despite measures taken by ING intended to combat market timing. ING further reported that each of these arrangements has been terminated and fully disclosed to regulators. The results of the internal review were also reported to the independent members of the Board.

ING Investments has advised the Board that most of the identified arrangements were initiated prior to ING s acquisition of the businesses in question in the U.S. ING Investments further reported that the companies in question did not receive special benefits in return for any of these arrangements, which have all been terminated.

Based on the internal review, ING Investments has advised the Board that the identified arrangements do not represent a systemic problem in any of the companies that were involved.

In September 2005, ING Funds Distributor, LLC (IFD), the distributor of certain ING Funds, settled an administrative proceeding with the NASD regarding three arrangements, dating from 1995, 1996 and 1998, under which the administrator to the then-Pilgrim Funds, which subsequently became part of the ING Funds, entered into formal and informal arrangements that permitted frequent trading. Under the terms of the Letter of Acceptance, Waiver and Consent (AWC) with the NASD, under which IFD neither admitted nor denied the allegations or findings, IFD consented to the following sanctions: (i) a censure; (ii) a fine of \$1.5 million; (iii) restitution of approximately \$1.44 million to certain ING Funds for losses attributable to excessive trading described in the AWC; and (iv) agreement to make certification to NASD regarding the review and establishment of certain procedures.

In addition to the arrangements discussed above, in 2004 ING Investments reported to the Board that, at that time, these instances include the following, in addition to the arrangements subject to the AWC discussed above:

Aeltus Investment Management, Inc. (a predecessor entity to ING Investment Management Co.) has identified two investment professionals who engaged in extensive frequent trading in certain ING Funds. One was subsequently terminated for cause and incurred substantial financial penalties in connection with this conduct and the second has been disciplined.

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ReliaStar Life Insurance Company (ReliaStar) entered into agreements seven years ago permitting the owner of policies issued by the insurer to engage in frequent trading and to submit orders until 4pm Central Time. In 2001 ReliaStar also entered into a selling agreement with a broker-dealer that engaged in frequent trading. Employees of ING affiliates were terminated and/or disciplined in connection with these matters.

In 1998, Golden American Life Insurance Company entered into arrangements permitting a broker-dealer to frequently trade up to certain specific limits in a fund available in an ING variable annuity product. No employee responsible for this arrangement remains at the company.

For additional information regarding these matters, you may consult the Form 8-K and Form 8-K/A for each of four life insurance companies, ING USA Annuity and Life Insurance Company, ING Life Insurance and Annuity Company, ING Insurance Company of America, and ReliaStar Life Insurance Company of New York, each filed with the Securities and Exchange Commission (the SEC) on

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 11 INFORMATION REGARDING TRADING OF ING S US MUTUAL FUNDS (continued)

October 29, 2004 and September 8, 2004. These Forms 8-K and Forms 8-K/A can be accessed through the SEC s Web site at <http://www.sec.gov>. Despite the extensive internal review conducted through independent special counsel and a national accounting firm, there can be no assurance that the instances of inappropriate trading reported to the Board are the only instances of such trading respecting the ING Funds.

ING Investments reported to the Board that ING is committed to conducting its business with the highest standards of ethical conduct with zero tolerance for noncompliance. Accordingly, ING Investments advised the Board that ING management was disappointed that its voluntary internal review identified these situations. Viewed in the context of the breadth and magnitude of its U.S. business as a whole, ING management does not believe that ING s acquired companies had systemic ethical or compliance issues in these areas. Nonetheless, ING Investments reported that given ING s refusal to tolerate any lapses, it has taken the steps noted below, and will continue to seek opportunities to further strengthen the internal controls of its affiliates.

ING has agreed with the ING Funds to indemnify and hold harmless the ING Funds from all damages resulting from wrongful conduct by ING or its employees or from ING s internal investigation, any investigations conducted by any governmental or self-regulatory agencies, litigation or other formal proceedings, including any proceedings by the Securities and Exchange Commission. ING Investments reported to the Board that ING management believes that the total amount of any indemnification obligations will not be material to ING or its U.S. business.

ING updated its Code of Conduct for employees reinforcing its employees obligation to conduct personal trading activity consistent with the law, disclosed limits, and other requirements.

The ING Funds, upon a recommendation from ING, updated their respective Codes of Ethics applicable to investment professionals with ING entities and certain other fund personnel, requiring such personnel to pre-clear any purchases or sales of ING Funds that are not systematic in nature (i.e., dividend reinvestment), and imposing minimum holding periods for shares of ING Funds.

ING instituted excessive trading policies for all customers in its variable insurance and retirement products and for shareholders of the ING Funds sold to the public through financial intermediaries. ING does not make exceptions to these policies.

ING reorganized and expanded its U.S. Compliance Department, and created an Enterprise Compliance team to enhance controls and consistency in regulatory compliance.

As has been widely reported in the media, the New York Attorney General's office (NYAG) is conducting broad investigations regarding insurance quoting and brokerage practices. ING U.S. has been subpoenaed in this regard, and is cooperating fully with these NYAG requests for information.

ING U.S. believes that its practices are consistent with our business principles and our commitment to our customers.

At this time, in light of the current regulatory factors, ING U.S. is actively engaged in reviewing whether any modifications in our practices are appropriate for the future.

There can be no assurance that these matters, or the adverse publicity associated with them, will not result in increased fund redemptions, reduced sale of fund shares, or other adverse consequences to ING Funds.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of February 28, 2006 (continued)

NOTE 12 SUBSEQUENT EVENTS

Subsequent to February 28, 2006, the Trust paid to Common Shareholders the following dividends from net investment income:

<u>Per Share Amount</u>	<u>Declaration Date</u>	<u>Record Date</u>	<u>Payable Date</u>
\$0.040	02/28/06	03/10/06	03/22/06
\$0.044	03/31/06	04/10/06	04/24/06

Subsequent to February 28, 2006, 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	Ordinary Income	\$152.59	03/06/06 to 04/17/06	03/07/06 to 04/18/06	03/14/06 to 04/25/06
Series T	Ordinary Income	\$152.21	03/07/06 to 04/18/06	03/08/06 to 04/19/06	03/15/06 to 04/26/06
Series W	Ordinary Income	\$154.18	03/01/06 to 04/12/06	03/02/06 to 04/13/06	03/09/06 to 04/20/06
Series Th	Ordinary Income	\$152.18	03/02/06 to 04/13/06	03/03/06 to 04/17/06	03/10/06 to 04/21/06
Series F	Ordinary Income	\$145.78	03/03/06 to 04/13/06	03/06/06 to 04/17/06	03/13/06 to 04/24/06

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006

Senior Loans*: 184.2%

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
Aerospace & Defense: 2.2%				
	Arinc, Inc.	Ba3	BB	
\$ 982,500	Term Loan, 6.200%, maturing March 10, 2011			\$ 996,623
(2) 2,000,000	Delta Air Lines, Inc.	Ba3	B+	
	Debtor in Possession Term Loan, 11.010%, maturing March 16, 2008			2,088,334
3,971,658	Dyncorp, Inc.	B2	B+	
	Term Loan, 6.813%-7.438%, maturing February 11, 2011			4,014,683
1,233,333	Hexcel Corporation	Ba3	BB-	
	Term Loan, 6.313%-6.500%, maturing March 01, 2012			1,247,208
1,000,000	IAP Worldwide Services, Inc.	B2	B+	
	Term Loan, 7.625%, maturing December 30, 2012			1,011,875
4,562,500	K&F Industries, Inc.	B2	B+	
	Term Loan, 6.860%-6.870%, maturing November 18, 2012			4,623,811
1,160,833	Spirit Aerosystems, Inc.	B1	BB-	
	Term Loan, 6.850%, maturing December 31, 2011			1,178,609
1,260,684	Standard Aero Holdings, Inc.	B2	B+	
	Term Loan, 6.830%-6.960%, maturing August 20, 2012			1,253,199
1,960,088	Transdigm, Inc.	B1	B+	
	Term Loan, 6.820%-6.923%, maturing July 22, 2010			1,989,183
(2) 3,375,000(5)	United Air Lines, Inc.	B1	B+	
	Debtor in Possession Term Loan, maturing March 31, 2006			3,437,438
1,985,000	Wyle Holdings, Inc.	NR	B+	
	Term Loan, 7.330%-7.440%, maturing January 28, 2011			2,017,256
				23,858,219
Automobile: 7.2%				
6,030,909	Accuride Corporation	B1	B+	
	Term Loan, 6.250%-6.750%, maturing January 31, 2012			6,110,819
802,098	Aftermarket Technology Corporation	Ba3	BB-	
	Term Loan, 7.220%-7.330%, maturing February 08, 2008			812,124
1,194,037				
	Term Loan, 7.220%-7.330%, maturing February 08, 2008			1,208,962
(2)	Collins & Aikman Products Company	NR	NR	

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2,000,000	Debtor in Possession Term Loan, 7.500%-7.563%, maturing May 17, 2007			2,016,666
	Dura Operating Corporation	B3	B	
4,000,000	Term Loan, 8.070%, maturing May 03, 2011			4,015,000

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>		<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
			<i>Moody's</i>	<i>S&P</i>	
<i>Automobile: (continued)</i>					
\$ 1,500,000	(2)	Federal-Mogul Corporation Debtor in Possession Term Loan, 6.563%, maturing December 09, 2006	NR	BBB+	\$ 1,506,797
2,970,000		Revolver, 6.813%-7.000%, maturing December 09, 2006			2,962,575
5,500,000		Goodyear Tire & Rubber Company Term Loan, 4.290%, maturing April 30, 2010	Ba3	BB	5,560,401
9,400,000		Goodyear Tire & Rubber Company Term Loan, 7.060%, maturing April 30, 2010	B2	B+	9,542,955
1,027,778		Hertz Corporation Term Loan, 4.500%, maturing December 21, 2012	Ba2	BB	1,045,068
6,516,667		Term Loan, 6.830%-6.960%, maturing December 21, 2012			6,626,297
1,213,712		Keystone Automotive Industries, Inc. Term Loan, 6.997%-7.070%, maturing October 30, 2009	B2	B+	1,219,022
1,500,000		Term Loan, 7.105%, maturing October 30, 2010			1,506,563
1,978,861		Motorsport Aftermarket Group, Inc. Term Loan, 7.780%-7.860%, maturing December 15, 2011	B2	B	1,989,992
4,000,000	(2)	RJ Tower Corporation Debtor in Possession Term Loan, 7.250%, maturing February 02, 2007	Ba3	BBB	4,081,428
4,825,446		Safelite Glass Corporation Term Loan, 8.520%, maturing September 30, 2007	B3	B+	4,765,128
12,700,713		Term Loan, 9.020%, maturing September 30, 2007			12,541,954
1,129,257		Tenneco Automotive, Inc. Term Loan, 7.020%, maturing December 12, 2010	B1	B+	1,146,902
6,432,519		TRW Automotive Acquisitions Corporation Term Loan, 6.250%, maturing June 30, 2012	Ba2	BB+	6,450,832
2,531,667		United Components, Inc. Term Loan, 7.220%, maturing June 30, 2010	B1	BB-	2,573,599
2,000,000		Visteon Corporation	B2	B+	2,026,000

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	Term Loan, 9.180%, maturing June 20, 2007			79,709,084
<i>Beverage, Food & Tobacco: 5.1%</i>				
	Commonwealth Brands, Inc.	B1	B+	
8,902,500	Term Loan, 7.000%, maturing December 22, 2012			9,019,345

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i> <i>S&P</i>	<i>Value</i>
<i>Beverage, Food & Tobacco: (continued)</i>				
\$ 13,698,611	Constellation Brands, Inc. Term Loan, 5.750%-6.313%, maturing November 30, 2011	Ba2	BB	\$ 13,892,104
3,315,452	Dr. Pepper Bottling Company of Texas, Inc. Term Loan, 6.570%, maturing December 19, 2010	B1	BB-	3,365,184
3,930,000	Golden State Foods Corporation Term Loan, 6.418%, maturing February 28, 2011	B1	B+	3,969,300
4,118,706	Keystone Foods Holdings, LLC Term Loan, 6.313%-6.375%, maturing June 16, 2011	Ba3	B+	4,175,338
310,013	Le-Natures, Inc. Term Loan, 7.260%-9.500%, maturing June 23, 2010	B1	B	315,050
689,987	Term Loan, 7.880%-9.500%, maturing June 23, 2010			701,200
3,651,006	Michael Foods, Inc. Term Loan, 6.501%-6.671%, maturing November 21, 2010	B1	B+	3,702,730
3,970,833	Pierre Foods, Inc. Term Loan, 5.560%, maturing June 30, 2010	B1	B+	4,024,193
5,458,750	Southern Wine & Spirits of America, Inc. Term Loan, 5.530%, maturing May 31, 2012	Ba3	BB+	5,517,601
1,492,500	Sturm Foods, Inc. Term Loan, 7.250%, maturing May 26, 2011	B2	B+	1,515,820
500,000	Sturm Foods, Inc. Term Loan, 11.500%, maturing May 26, 2012	B3	B-	507,500
2,452,893	Vitaquest International, LLC Term Loan, 7.940%-9.750%, maturing March 17, 2011	B2	B	2,446,761
2,500,000	WM Bolthouse Farms, Inc. Term Loan, 7.125%, maturing December 16, 2012	B2	B+	2,541,668
				55,693,794
<i>Buildings & Real Estate: 8.9%</i>				
2,894,345	Atrium Companies, Inc. Term Loan, 7.780%-7.850%, maturing December 28, 2011	B2	B	2,910,625

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888,889	Builders Firstsource, Inc. Term Loan, 7.030%, maturing August 11, 2011	B1	BB-	891,111
1,950,000	Building Materials Holding Corporation Term Loan, 6.280%, maturing June 30, 2010	Ba2	BB	1,971,938

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Buildings & Real Estate: (continued)</i>				
\$ 12,000,000	Capital Automotive REIT Term Loan, 6.340%, maturing December 16, 2010	Ba1	BB+	\$ 12,071,256
875,000	Champion Home Builders Company Term Loan, 4.427%, maturing October 31, 2012	B1	B+	881,563
997,500	Term Loan, 7.105%, maturing October 31, 2012			1,004,981
1,750,000 (5)	Contech Construction Products, Inc. Term Loan, maturing January 31, 2013	B1	B+	1,772,969
4,989,798	Custom Building Products, Inc. Term Loan, 6.777%-6.855%, maturing October 29, 2011	B1	B+	5,030,340
1,133,895	Euramax International, Inc. Term Loan, 7.241%, maturing June 29, 2012	B2	B	1,136,730
3,619,713	Headwaters, Inc. Term Loan, 6.860%, maturing April 30, 2011	B1	B+	3,649,876
3,364,706	Hearthstone Housing Partners II, LLC Revolver, 6.605%, maturing December 01, 2007	NR	NR	3,356,294
16,713,421	Lion Gables Realty, L.P. Term Loan, 6.320%, maturing September 30, 2006	Ba2	BB+	16,820,872
2,500,000	Macerich Partnership, L.P. Term Loan, 6.125%, maturing April 25, 2010	NR	BB+	2,517,708
1,622,222	Maguire Properties, Inc. Term Loan, 6.320%, maturing March 15, 2010	Ba2	BB	1,633,983
4,958,277	Masonite International Corporation Term Loan, 6.527%-6.630%, maturing April 05, 2013	B2	BB-	4,880,804
4,966,723	Term Loan, 6.527%-6.630%, maturing April 05, 2013			4,889,118
2,400,000	NCI Building Systems, Inc. Term Loan, 5.950%-6.320%, maturing June 18, 2010	Ba2	BB	2,415,751
1,290,709	Newkirk Master, L.P. Term Loan, 6.377%, maturing August 11, 2008	Ba2	BB+	1,302,271
1,075,643				1,085,278

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	Term Loan, 6.377%, maturing August 11, 2008			
8,073,420	Nortek, Inc. Term Loan, 6.940%-8.750%, maturing August 27, 2011	B2	B	
2,630,214 (5)	PGT Industries, Inc. Term Loan, maturing February 14, 2012	B2	B+	8,149,109 2,669,667

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i>	<i>S&P</i>	<i>Value</i>
Buildings & Real Estate: (continued)					
\$ 2,244,375	Pivotal Promontory, LLC Term Loan, 7.355%, maturing August 31, 2010	B1		B+	\$ 2,238,764
235,571	Ply Gem Industries, Inc. Revolver, 7.210%-7.270%, maturing February 12, 2009	B1		B+	226,148
1,000,000	Shea Capital I, LLC Term Loan, 6.690%, maturing October 27, 2011	Ba2		BB-	1,006,563
287,541	Spanish Peaks, LLC Term Loan, 4.427%, maturing August 09, 2011	B1		B+	289,608
286,244	Term Loan, 6.720%-7.500%, maturing August 09, 2011				288,302
5,397,387	St. Marys Cement, Inc. Term Loan, 6.020%, maturing December 04, 2009	B1		BB-	5,485,094
4,000,000	Trustreet Properties, Inc. Term Loan, 6.570%, maturing April 08, 2010	Ba3		BB	4,040,000
435,394	Werner Holdings Company, Inc. Term Loan, 8.740%, maturing June 11, 2009	Caa1		B-	434,305
2,420,000	Yellowstone Mountain Club Term Loan, 6.980%, maturing September 30, 2010	B1		BB-	2,432,603
					97,483,631
Cargo Transport: 2.1%					
1,995,000	Baker Tanks, Inc. Term Loan, 7.021%-7.200%, maturing November 22, 2012	B2		B	2,023,678
988,989	Helm Holding Corporation Term Loan, 7.150%-7.215%, maturing July 08, 2011	B2		B+	1,002,588
2,462,500	Horizon Lines, LLC Term Loan, 6.780%, maturing July 07, 2011	B2		B	2,497,386
1,494,900	Kansas City Southern Railway Company Term Loan, 6.070%-6.105%, maturing March 30, 2008	Ba3		BB+	1,503,620
1,000,000	Kenan Advantage Group Inc Term Loan, 7.504%, maturing December 16, 2011	B3		B+	1,010,000
	Neoplan USA Corporation	NR		NR	

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1,867,500	Revolver, 10.036%, maturing June 30, 2006			1,867,500
5,306,058	Term Loan, 10.036%, maturing June 30, 2006			5,306,058
	Pacer International, Inc.	Ba3	BB	
1,058,647	Term Loan, 6.250%-8.250%, maturing June 10, 2010			1,066,587

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
Cargo Transport: (continued)				
\$ 366,252	Railamerica, Inc. Term Loan, 7.063%, maturing September 29, 2011	Ba3	BB	\$ 372,051
3,098,293	Term Loan, 7.063%, maturing September 29, 2011			3,147,348
1,255,781	Transport Industries, L.P. Term Loan, 7.188%, maturing September 30, 2011	B2	B+	1,270,694
1,889,085	United States Shipping, LLC Term Loan, 6.220%, maturing April 30, 2010	Ba3	BB-	1,909,157
				22,976,667
Cellular: 4.3%				
1,970,000	Cellular South, Inc. Term Loan, 6.269%-8.000%, maturing May 04, 2011	Ba3	B+	1,997,088
10,085,631	Centennial Cellular Operating Company Term Loan, 6.450%-7.230%, maturing February 09, 2011	B1	B	10,234,111
11,385,000	Cricket Communications, Inc. Term Loan, 7.027%, maturing January 10, 2011	B1	B-	11,551,505
3,175,000	IWO Holdings, Inc. Floating Rate Note, 8.350%, maturing January 15, 2012	B3	A-	3,305,969
6,500,000	Nextel Partners Operating Corporation Term Loan, 5.910%, maturing May 31, 2012	Ba1	BBB-	6,521,665
4,455,000	Ntelos, Inc. Term Loan, 9.570%, maturing August 24, 2011	B1	B	4,504,005
2,500,000	Rogers Wireless, Inc. Floating Rate Note, 7.616%, maturing December 15, 2010	Ba2	BB	2,587,500
2,500,000	Rural Cellular Corporation Floating Rate Note, 8.991%, maturing March 15, 2010	B2	B-	2,550,000
4,459,975	Triton PCS, Inc. Term Loan, 7.860%, maturing November 18, 2009	B2	B-	4,489,941
				47,741,784
Chemicals, Plastics & Rubber: 10.9%				
833,333	Basell Finance Company	Ba3	B+	848,437

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	Term Loan, 7.310%, maturing September 07, 2013	
166,667	Term Loan, 7.310%, maturing September 07, 2013	169,687
833,333	Term Loan, 7.668%, maturing September 07, 2014	848,437

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Chemicals, Plastics & Rubber: (continued)</i>				
\$ 166,667	Basell Finance Company (continued) Term Loan, 7.668%, maturing September 07, 2014			\$ 169,687
1,178,182	Brenntag Holdings GMBH & Co. Term Loan, 7.070%, maturing January 17, 2014	B2	B+	1,196,885
3,621,818	Term Loan, 7.070%, maturing January 17, 2014			3,679,315
5,708,870	Celanese, AG Term Loan, 6.527%, maturing April 06, 2011	B1	B+	5,783,085
5,625,000	Term Loan, 4.461%, maturing April 06, 2009			5,709,375
2,000,000	Compass Minerals Group, Inc. Term Loan, 6.020%-6.080%, maturing December 22, 2012	B1	BB-	2,013,750
500,000	Covalence Specialty Materials Corporation Term Loan, 7.875%, maturing February 10, 2013	B1	B+	513,542
1,500,000	Covalence Specialty Materials Corporation Term Loan, 6.375%, maturing February 10, 2013	B2	B-	1,520,937
2,500,000	Hawkeye Renewables, LLC Term Loan, 7.835%, maturing January 31, 2012	B2	B	2,492,188
4,212,190	Hercules, Inc. Term Loan, 6.277%-6.310%, maturing October 08, 2010	Ba1	BB	4,249,923
545,455	Hexion Specialty Chemicals, Inc. Term Loan, 4.290%, maturing May 31, 2012	B1	BB-	554,489
2,279,455	Term Loan, 7.125%, maturing May 31, 2012			2,317,209
21,864,485	Huntsman International, LLC Term Loan, 6.320%, maturing August 16, 2012	Ba3	BB-	22,018,214
2,800,000 (5)	Ineos US Finance, LLC Term Loan, maturing February 21, 2013	Ba2	B+	2,830,332
3,000,000 (5)	Term Loan, maturing February 21, 2014			3,043,125
3,000,000 (5)	Term Loan, maturing February 21, 2015			3,043,125
	Innophos, Inc.	B2	B	

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1,417,500	Term Loan, 6.780%-6.860%, maturing August 13, 2010			1,437,582
	ISP Chemco, Inc.	Ba3	BB-	
3,500,000 (5)	Term Loan, maturing February 16, 2013			3,537,188

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i>	<i>S&P</i>	<i>Value</i>
<i>Chemicals, Plastics & Rubber: (continued)</i>					
\$ 5,963,497	JohnsonDiversey, Inc. Term Loan, 7.130%-7.190%, maturing December 16, 2011	B1		B+	\$ 6,034,313
1,444,981	Kraton Polymers, LLC Term Loan, 6.625%-7.063%, maturing December 23, 2010	B1		B+	1,466,655
14,982,417	Nalco Company Term Loan, 6.250%-6.480%, maturing November 04, 2010	B1		BB-	15,152,003
6,971,824	Polypore, Inc. Term Loan, 7.530%, maturing November 12, 2011	B2		B	7,032,827
2,481,250	PQ Corporation Term Loan, 6.563%, maturing February 11, 2012	B1		B+	2,513,816
16,458,750	Rockwood Specialties Group, Inc. Term Loan, 6.668%, maturing December 13, 2013	B1		B+	16,690,209
3,443,086	Supresta, LLC Term Loan, 7.530%, maturing July 20, 2011	B1		B	3,460,301
					120,326,636
<i>Containers, Packaging & Glass: 6.9%</i>					
5,970,000	Berry Plastics Corporation Term Loan, 6.447%, maturing December 02, 2011	B1		B+	6,058,929
7,190,595	Boise Cascade Corporation Term Loan, 6.281%-6.375%, maturing October 29, 2011	Ba3		BB	7,291,508
1,102,000	BWAY Corporation Term Loan, 6.813%, maturing June 30, 2011	B1		B+	1,117,669
14,389,874	Graham Packaging Company, L.P. Term Loan, 6.750%-6.938%, maturing October 07, 2011	B2		B	14,596,729
9,653,154	Graphic Packaging International, Inc. Term Loan, 6.716%-7.190%, maturing August 08, 2010	B1		B+	9,819,497
2,715,625	Intertape Polymer Group, Inc. Term Loan, 6.730%-6.800%, maturing July 28, 2011	Ba3		B+	2,755,227
3,153,614	Owens-Illinois Group, Inc. Term Loan, 6.350%, maturing April 01, 2008	B1		BB-	3,173,816

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2,475,000	Pro Mach, Inc. Term Loan, 7.330%, maturing December 01, 2011	B1	B	2,505,937
9,400,251	Smurfit-Stone Container Corporation Term Loan, 6.750%-6.875%, maturing November 01, 2011	Ba3	B+	9,533,030

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
Containers, Packaging & Glass: (continued)				
\$ 3,188,976	Smurfit-Stone Container Corporation (continued) Term Loan, 6.750%-6.875%, maturing November 01, 2011			\$ 3,234,020
9,310,000	Solo Cup, Inc. Term Loan, 7.027%, maturing February 27, 2011	B2	B+	9,408,919
4,431,124	U.S. Can Company Term Loan, 8.360%, maturing January 15, 2010	B3	B	4,469,897
2,451,803	Xerium Technologies, Inc. Term Loan, 6.777%, maturing May 18, 2012	B1	B+	2,449,506
				76,414,684
Data and Internet Services: 4.6%				
1,500,000	Aspect Software, Inc. Term Loan, 6.563%, maturing September 22, 2010	B2	B	1,517,345
6,500,000	Nasdaq Stock Market, Inc. Term Loan, 6.000%-6.188%, maturing December 08, 2011	Ba2	BBB-	6,566,352
32,835,000	Sungard Data Systems, Inc. Term Loan, 7.215%, maturing February 11, 2013	B1	B+	33,343,647
3,088,853	Transaction Network Services, Inc. Term Loan, 6.480%, maturing May 04, 2012	Ba3	BB-	3,104,297
6,297,977	Worldspan, L.P. Term Loan, 7.188%-7.500%, maturing February 11, 2010	B2	B	6,191,699
				50,723,340
Diversified Natural Resources, Precious Metals & Minerals: 2.9%				
28,000,000 (5)	Georgia-Pacific Corporation Term Loan, maturing December 20, 2012	Ba2	BB-	28,249,676
4,000,000 (5)	Georgia-Pacific Corporation Term Loan, maturing December 20, 2013	Ba3	B+	4,086,364
				32,336,040
Diversified/Conglomerate Manufacturing: 4.0%				
1,500,000	Axia, Inc. Term Loan, 7.870%, maturing December 21, 2012	B2	B	1,503,750
	Brand Services, Inc.	B2	B	

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3,125,571	Term Loan, 7.200%-7.527%, maturing January 15, 2012 Chart Industries, Inc.	B1	B+	3,173,105
2,916,668	Term Loan, 6.625%-6.813%, maturing October 17, 2012 Cinram International, Inc.	Ba3	BB	2,976,824
5,280,142	Term Loan, 6.660%, maturing September 30, 2009			5,342,569

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Diversified/Conglomerate Manufacturing: (continued)</i>				
\$ 1,447,531	Dayco Products, LLC Term Loan, 7.180%-7.710%, maturing June 23, 2011	B1	B+	\$ 1,466,983
895,995	Dresser Rand, Inc. Term Loan, 6.527%-6.964%, maturing October 29, 2007	B1	B+	912,235
942,814	Dresser, Inc. Term Loan, 7.110%, maturing April 10, 2009	Ba3	B+	959,313
3,784,293	Flowserve Corporation Term Loan, 6.188%-6.500%, maturing August 10, 2012	Ba3	BB-	3,836,918
2,354,071	Gentek, Inc. Term Loan, 6.760%-7.500%, maturing February 28, 2011	B2	B+	2,374,302
1,779,286	Goodman Global Holdings, Inc. Term Loan, 6.940%, maturing December 23, 2011	B2	B+	1,794,299
9,975,000	Mueller Group, Inc. Term Loan, 6.466%-7.060%, maturing October 03, 2012	B2	B+	10,109,483
994,957	Norcross Safety Products, LLC Term Loan, 6.823%-8.250%, maturing June 30, 2012	B1	BB-	1,002,419
1,211,632	RLC Industries Company Term Loan, 6.027%, maturing February 24, 2010	Ba3	BBB-	1,218,447
1,626,087	Sensus Metering Systems, Inc. Term Loan, 7.070%-7.440%, maturing December 17, 2010	B2	B+	1,643,873
210,217	Term Loan, 7.220%-7.440%, maturing December 17, 2010			212,517
1,000,000	Springs Window Fashions, LLC Term Loan, 7.313%, maturing December 30, 2012	B1	B+	1,003,750
2,972,519	Universal Compression, Inc. Term Loan, 6.030%, maturing February 15, 2012	Ba2	BB	3,008,189
1,995,000	Walter Industries, Inc. Term Loan, 6.216%-6.690%, maturing October 03, 2012	Ba3	B+	2,018,068
				44,557,044
<i>Diversified/Conglomerate Service: 4.7%</i>				
	Affinion Group Holdings, Inc.	B1	B+	

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3,906,977	Term Loan, 7.320%-7.500%, maturing October 17, 2012			3,906,977
	Carey International, Inc.	B3	B-	
2,487,500	Term Loan, 8.500%-10.250%, maturing May 11, 2012			2,412,875

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i>	<i>S&P</i>	<i>Value</i>
<i>Diversified/Conglomerate Service: (continued)</i>					
\$ 1,000,000	CCC Information Services, Inc. Term Loan, 7.070%, maturing December 20, 2012	B1		B	\$ 1,015,313
25,943,246	Fidelity National Information Solutions, Inc. Term Loan, 6.320%, maturing March 09, 2013	Ba3		BB	26,157,070
6,912,500	Iron Mountain, Inc. Term Loan, 6.344%, maturing April 02, 2011	B2		BB-	6,974,422
2,251,870	Term Loan, 6.563%, maturing April 02, 2011				2,274,038
702,171	Mitchell International, Inc. Term Loan, 6.530%, maturing August 15, 2011	B1		B+	712,265
4,488,750	US Investigations Services, LLC Term Loan, 7.000%, maturing October 14, 2012	B2		B+	4,530,832
1,100,000	Vertafore, Inc. Term Loan, 7.105%-7.310%, maturing January 31, 2012	B1		B	1,114,438
500,000	Vertafore, Inc. Term Loan, 10.810%-10.980%, maturing January 31, 2013	B3		CCC+	506,563
2,000,000	Workflow Management, Inc. Term Loan, 8.660%, maturing November 30, 2011	B2		BB-	2,005,000
					51,609,793
<i>Ecological: 2.8%</i>					
15,066,564	Allied Waste North America, Inc. Term Loan, 6.090%-6.970%, maturing January 15, 2012	B1		BB	15,239,980
6,162,930	Term Loan, 6.030%, maturing January 15, 2012				6,238,044
2,750,000	Envirosolutions, Inc. Term Loan, 7.980%-8.069%, maturing July 07, 2012	B2		B-	2,791,250
1,800,000	IESI Corporation Term Loan, 6.600%-6.770%, maturing January 14, 2012	B1		BB	1,821,938
746,250	Wastequip, Inc. Term Loan, 7.027%-7.105%, maturing July 15, 2011	B2		B+	757,444
	Wastequip, Inc.	B3		B-	

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500,000	Term Loan, 10.527%, maturing July 15, 2012			506,250
	WCA Waste Systems, Inc.	B2	B	
3,473,750	Term Loan, 7.530%, maturing April 28, 2011			3,482,434
				30,837,340

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>S&P</i>	<i>Value</i>
Bank Loan Ratings (unaudited)				
Electronics: 1.3%				
\$ 1,469,073	Decision One Corporation Term Loan, 12.000%, maturing April 15, 2010	NR	NR	\$ 1,469,073
5,817,772	Eastman Kodak Company Term Loan, 6.610%-6.851%, maturing October 18, 2012	Ba3	B+	5,884,432
1,120,518	Invensys International Holdings, Ltd. Term Loan, 7.791%, maturing September 05, 2009	Ba3	B+	1,137,326
5,925,113	ON Semiconductor Corporation Term Loan, 7.140%, maturing December 15, 2011	B2	B+	5,978,812
				14,469,643
Farming & Agriculture: 0.7%				
4,540,833	AGCO Corporation Term Loan, 6.277%, maturing March 31, 2008	Ba1	BB+	4,591,918
2,631,240	Vicar Operating, Inc. Term Loan, 6.125%, maturing May 16, 2011	Ba3	BB-	2,657,552
				7,249,470
Finance: 1.6%				
7,000,000	Ameritrade Holding Corporation Term Loan, 6.080%, maturing December 31, 2012	Ba1	BB	7,051,191
5,000,000	LPL Holdings, Inc. Term Loan, 7.769%-8.130%, maturing June 28, 2013	B2	B	5,028,125
5,910,000	Rent-A-Center, Inc. Term Loan, 5.760%-6.410%, maturing June 30, 2010	Ba2	BB+	5,978,704
				18,058,020
Gaming: 6.0%				
2,000,000	Ameristar Casinos, Inc. Term Loan, 6.191%, maturing November 10, 2012	Ba3	BB+	2,021,250
6,402,500	Boyd Gaming Corporation Term Loan, 5.700%-6.027%, maturing June 30, 2011	Ba2	BB	6,479,861
5,974,993	CCM Merger, Inc. Term Loan, 6.450%-6.800%, maturing July 13, 2012	B1	B+	6,031,009
1,946,097	Global Cash Access, LLC	Ba3	B+	1,972,856

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	Term Loan, 6.855%, maturing March 10, 2010		
100,000	Green Valley Ranch Gaming, LLC	NR	NR
	Revolver, 6.114%, maturing December 23, 2008		99,750
2,460,150	Term Loan, 6.527%, maturing December 17, 2011		2,493,977

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Gaming: (continued)</i>				
\$ 992,500	Herbst Gaming, Inc. Term Loan, 6.200%-6.527%, maturing January 31, 2011	B1	B+	\$ 1,005,527
1,330,000	Isle of Capri Black Hawk, LLC Term Loan, 6.480%-6.810%, maturing October 24, 2011	B1	B+	1,339,975
995,000	Isle of Capri Casinos, Inc. Term Loan, 6.277%, maturing February 04, 2011	Ba2	BB-	1,009,054
1,485,000	Term Loan, 6.156%-6.470%, maturing February 04, 2011			1,505,976
7,240,705	Opbiz, LLC Term Loan, 7.530%, maturing August 31, 2010	B3	B-	7,108,562
18,408	Term Loan, 8.530%, maturing August 31, 2010			18,097
1,279,070	Penn National Gaming, Inc. Term Loan, 6.070%-6.290%, maturing October 03, 2011	Ba2	BB	1,292,180
13,466,250	Term Loan, 6.260%-6.460%, maturing October 03, 2012			13,664,042
250,000	Resorts International Hotel and Casino, Inc. Term Loan, 7.530%, maturing April 26, 2012	Caa1	CCC+	249,688
1,500,000	Ruffin Gaming, LLC Term Loan, 6.813%, maturing June 28, 2008	NR	NR	1,512,188
1,741,250	Trump Entertainment Resorts Holdings, L.P. Term Loan, 7.170%, maturing May 20, 2012	B2	BB-	1,763,016
2,393,163	Venetian Casino Resorts, LLC Term Loan, 6.280%, maturing June 15, 2011	B1	BB-	2,419,151
11,606,837	Term Loan, 6.280%, maturing June 15, 2011			11,732,876
995,000	Wembley, Inc. Term Loan, 6.080%, maturing August 23, 2011	B1	B+	1,012,102
512,745	Yonkers Racing Corporation Term Loan, 8.071%, maturing August 12, 2011	B3	B	520,436
495,790	Term Loan, 8.071%, maturing August 12, 2011			503,227
				65,754,800

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Grocery: 0.6%

1,787,227	Giant Eagle, Inc. Term Loan, 6.030%-6.210%, maturing November 07, 2012	Ba3	BB+	1,798,118
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See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i> <i>S&P</i>	<i>Value</i>
<i>Grocery: (continued)</i>				
\$ 5,000,000	Roundy's Supermarkets, Inc. Term Loan, 7.490%-7.720%, maturing November 03, 2011	B2	B+	\$ 5,041,250
				6,839,368
<i>Healthcare, Education and Childcare: 14.4%</i>				
2,000,000	Accellent Corporation Term Loan, 6.581%-6.800%, maturing November 22, 2012	B2	BB-	2,020,626
500,000	Ameripath, Inc. Term Loan, 6.570%, maturing October 31, 2012	B1	BB-	506,485
1,000,000	AMN Healthcare, Inc. Term Loan, 6.527%, maturing November 02, 2011	Ba2	BB-	1,012,813
3,546,429	AMR Holdco Inc./EmCare Holdco Inc. Term Loan, 6.780%-6.970%, maturing February 10, 2012	B2	B+	3,590,759
13,365	Block Vision Holdings Corporation Term Loan, 13.000%, maturing July 30, 2007	NR	NR	
3,000,000	Capella Healthcare, Inc. Term Loan, 7.450%, maturing November 30, 2012	B3	B	3,028,125
4,500,000	CCS Acquisition, Inc. Term Loan, 7.780%, maturing September 30, 2012	B3	B	4,477,500
24,251,315	Community Health Systems, Inc. Term Loan, 6.360%-6.560%, maturing August 19, 2011	Ba3	BB-	24,584,771
4,987,500	Concentra Operating Corporation Term Loan, 6.530%-6.690%, maturing September 30, 2011	B1	B+	5,055,041
1,500,000	CRC Health Corporation Term Loan, 6.810%, maturing February 06, 2013	B1	B	1,518,750
30,668,235	Davita, Inc. Term Loan, 6.540%-7.050%, maturing October 05, 2012	B1	BB-	31,153,805
2,348,795	Encore Medical IHC, Inc. Term Loan, 7.530%-7.570%, maturing October 04, 2010	B1	B	2,375,219
1,000,000	Harlan Sprague Dawley, Inc. Term Loan, 7.050%-9.000%, maturing December 19, 2011	B1	B+	1,013,125

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2,887,500	Healthcare Partners, LLC Term Loan, 6.890%, maturing February 04, 2011	B1	BB	2,917,279
8,865,000	Iasis Healthcare Corporation Term Loan, 6.777%-6.786%, maturing June 22, 2011	B1	B+	8,996,131

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>S&P</i>	<i>Value</i>
			Bank Loan Ratings (unaudited)	
	Healthcare, Education and Childcare: (continued)			
\$ 3,743,708	Kinetic Concepts, Inc. Term Loan, 6.280%, maturing August 11, 2010	Ba3	BB	\$ 3,788,944
13,284,572	Lifepoint Hospitals, Inc. Term Loan, 6.185%, maturing April 15, 2012	Ba3	BB	13,379,596
1,041,667	Magellan Health Services, Inc. Term Loan, 6.500%, maturing August 15, 2008	B1	B+	1,053,385
641,026	Matria Healthcare, Inc. Term Loan, 7.020%, maturing January 19, 2007	B1	BB-	643,029
1,358,974	Term Loan, 6.820%-7.020%, maturing January 19, 2012			1,374,263
1,619,048	MMM Holdings, Inc. Term Loan, 8.030%, maturing August 16, 2011	B1	B-	1,629,167
995,000	Mylan Laboratories, Inc. Term Loan, 6.110%, maturing June 30, 2010	Ba1	BBB-	1,007,646
2,385,057	Per-Se Technologies Term Loan, 6.791%, maturing January 06, 2013	B1	B+	2,420,833
923,077	Psychiatric Solutions Term Loan, 6.260-6.460%, maturing July 01, 2012	B1	B+	933,174
1,949,270	Radiation Therapy Services, Inc. Term Loan, 6.527%-8.00%, maturing December 16, 2012	B1	BB	1,963,281
4,073,125	Renal Advantage, Inc. Term Loan, 7.070%, maturing October 06, 2012	NR	B+	4,115,131
519,127	Rural/Metro Operating Company, LLC Term Loan, 4.420%, maturing March 04, 2011	B2	B	526,914
1,317,646	Term Loan, 7.101%-7.180%, maturing March 04, 2011			1,337,410
2,481,250	Select Medical Corporation Term Loan, 6.320%-8.250%, maturing February 24, 2012	B1	BB-	2,450,234
2,447,634	Sterigenics International, Inc. Term Loan, 7.500%, maturing June 14, 2011	B2	B+	2,481,289
	Sybron Dental Management, Inc.	Ba2	BB+	

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318,014	Term Loan, 6.277%-6.355%, maturing June 08, 2009			320,797
	Team Health, Inc.	B2	B+	
3,000,000	Term Loan, 7.070%-7.270%, maturing November 23, 2012			3,028,593

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Healthcare, Education and Childcare: (continued)</i>				
\$ 18,050,977	Vanguard Health Holding Company II Term Loan, 6.771%-6.950%, maturing September 23, 2011	B2	B	\$ 18,301,994
997,500	Ventiv Health, Inc. Term Loan, 6.027%, maturing October 05, 2011	Ba3	BB-	1,002,488
4,034,334	VWR International, Inc. Term Loan, 7.120%, maturing April 07, 2011	B2	B+	4,097,370
				158,105,967
<i>Home & Office Furnishings: 2.1%</i>				
658,333	ACCO Brands Corporation Term Loan, 6.247%-6.520%, maturing August 17, 2012	Ba3	BB-	665,191
3,925,225	Buhrmann U.S., Inc. Term Loan, 6.238%-6.440%, maturing December 23, 2010	Ba3	BB-	3,980,425
1,219,389	Global Imaging Systems, Inc. Term Loan, 6.000%-6.070%, maturing May 10, 2010	Ba2	BB	1,228,535
2,238,750	National Bedding Company Term Loan, 6.010%-6.600%, maturing August 31, 2011	B1	BB-	2,262,817
6,769,912	Sealy Mattress Company Term Loan, 6.160%-6.500%, maturing April 06, 2012	B1	B+	6,855,592
7,764,015	Simmons Company Term Loan, 7.125%-9.000%, maturing December 19, 2011	B2	B+	7,869,559
				22,862,119
<i>Insurance: 0.8%</i>				
6,086,543	Conseco, Inc. Term Loan, 6.570%, maturing June 22, 2010	B2	BB-	6,147,408
1,500,000	HMSC Corporation Term Loan, 7.350%, maturing November 16, 2011	B1	B+	1,518,750
920,000 (5)	Sedgewick CMS Holdings, Inc. Term Loan, maturing March 03, 2013	B1	B+	933,416
				8,599,574
<i>Leisure, Amusement, Entertainment: 8.0%</i>				
3,250,000	24 Hour Fitness Worldwide, Inc.	B2	B	3,302,813

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	Term Loan, 7.540%-7.700%, maturing June 08, 2012		
1,444,629	AMF Bowling Worldwide, Inc.	B2	B
	Term Loan, 7.469%-7.800%, maturing August 27, 2009		1,458,625

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Leisure, Amusement, Entertainment: (continued)</i>				
\$ 1,750,000	Hallmark Entertainment, LLC Term Loan, 7.080%, maturing December 31, 2011	B1	B	\$ 1,769,688
970,000	Kerasotes Theatres, Inc. Term Loan, 7.125%, maturing October 31, 2011	B1	B-	976,871
2,678,329	Lodgenet Entertainment Corporation Term Loan, 6.777%-6.855%, maturing August 29, 2008	Ba3	B+	2,711,808
8,500,000	Metro-Goldwyn-Mayer Studios, Inc. Term Loan, 6.780%, maturing April 08, 2011	Ba3	B+	8,587,363
33,500,000	Term Loan, 6.780%, maturing April 08, 2012			33,932,083
2,947,500	Pure Fishing, Inc. Term Loan, 7.530%-7.700%, maturing September 30, 2010	B1	B+	2,982,502
5,820,049	Regal Cinemas, Inc. Term Loan, 6.527%, maturing November 10, 2010	Ba3	BB-	5,893,166
1,481,250	Riddell Bell Holding, Inc. Term Loan, 7.027%, maturing September 28, 2011	B1	BB-	1,486,805
2,893,142	Six Flags Theme Parks, Inc. Term Loan, 7.050%-7.210%, maturing June 30, 2009	B1	B-	2,931,340
4,950,000	Universal City Development Partners, L.P. Term Loan, 6.530%-6.770%, maturing June 09, 2011	Ba3	BB-	5,017,033
16,306,900	WMG Acquisition Corporation Term Loan, 6.371%-6.810%, maturing February 28, 2011	Ba2	B+	16,509,464
				87,559,561
<i>Lodging: 0.1%</i>				
1,000,000 (5)	Hilton Hotels Corporation Term Loan, maturing February 17, 2013	Ba2	BB	1,006,250
				1,006,250
<i>Machinery: 2.7%</i>				
3,097,500	Alliance Laundry Holdings, LLC Term Loan, 6.730%, maturing January 27, 2012	B1	B	3,142,027
3,248,193	Blount, Inc.	B1	BB-	3,282,030

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	Term Loan, 7.030%-8.250%, maturing August 09, 2010			
	Enersys, Inc.	Ba3	BB	
4,212,473	Term Loan, 6.071%-6.770%, maturing March 17, 2011			4,265,129
	Rexnord Corporation	B1	B+	
7,124,113	Term Loan, 6.780%-6.930%, maturing December 31, 2011			7,210,193

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Machinery: (continued)</i>				
\$ 860,677	Terex Corporation Term Loan, 6.727%-6.840%, maturing July 03, 2009	B2	BB-	\$ 872,511
1,195,174	Term Loan, 7.227%-7.340%, maturing December 31, 2009			1,211,607
10,152,500	United Rentals (North America), Inc. Term Loan, 6.860%, maturing February 14, 2011	B2	BB-	10,283,640
				30,267,137
<i>Mining, Steel, Iron & Nonprecious Metals: 1.7%</i>				
666,667	Alpha Natural Resources, LLC Term Loan, 6.320%, maturing October 26, 2012	B2	BB-	672,083
1,925,000	Carmeuse Lime, Inc. Term Loan, 6.375%-6.438%, maturing May 02, 2011	NR	NR	1,934,625
2,672,872	Foundation Coal Corporation Term Loan, 6.280%-6.440%, maturing July 30, 2011	Ba3	BB-	2,718,349
139,497	International Coal Group, LLC Term Loan, 7.410%, maturing October 01, 2010	B2	B-	139,454
214,027	Longyear Holdings, Inc. Term Loan, 7.530%, maturing July 28, 2012	B2	B+	217,371
1,481,723	Term Loan, 7.530%, maturing July 28, 2012			1,504,875
2,627,958	Novelis, Inc. Term Loan, 6.440%, maturing January 07, 2012	Ba2	BB-	2,662,040
4,564,349	Term Loan, 6.440%, maturing January 07, 2012			4,623,544
4,466,250	Trout Coal Holdings, LLC Term Loan, 7.610%-7.740%, maturing March 18, 2010	B3	B	4,421,588
				18,893,929
<i>North American Cable: 18.1%</i>				
(1) 11,000,000	Adelphia Communications Corporation Debtor in Possession Term Loan, 6.875%, maturing March 31, 2006	NR	BBB	11,055,000
2,000,000	Atlantic Broadband Finance, LLC Term Loan, 7.200%, maturing August 04, 2012	B2	B	2,036,250
	Bragg Communications, Inc.	B1	NR	

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2,462,500	Term Loan, 6.810%, maturing August 31, 2011			2,490,203
	Bresnan Communications, LLC	B1	BB-	
5,000,000	Term Loan, 8.070%-8.110%, maturing September 30, 2010			5,020,315

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>North American Cable: (continued)</i>				
\$ 1,473,750	Cebridge Connections, Inc. Term Loan, 7.246%-9.750%, maturing February 23, 2009	NR	NR	\$ 1,481,119
2,441,401	Term Loan, 10.290%-12.500%, maturing February 23, 2010			2,539,057
(1) 1,230,000	Century Cable Holdings, LLC Revolver, 8.500%, maturing March 31, 2009	Caa1	NR	1,195,150
21,357,940	Term Loan, 9.500%, maturing June 30, 2009			20,993,082
8,000,000	Term Loan, 9.500%, maturing December 31, 2009			7,840,000
6,991,308	Charter Communications Operating, LLC Term Loan, 7.670%, maturing April 27, 2010	B2	B	7,039,373
48,200,126	Term Loan, 7.860%-7.920%, maturing April 27, 2011			48,809,713
(1) 7,000,000	Hilton Head Communications, L.P. Revolver, 7.500%, maturing September 30, 2007	Caa1	NR	6,811,875
8,500,000	Term Loan, 8.750%, maturing March 31, 2008			8,283,072
18,130,000	Insight Midwest Holdings, LLC Term Loan, 6.563%, maturing December 31, 2009	Ba3	BB-	18,404,017
2,112,264	Knology, Inc. Term Loan, 10.027%-10.160%, maturing June 29, 2010	B3	NR	2,194,114
10,917,500	Mediacom Communications Corporation Term Loan, 6.527%-6.780%, maturing February 01, 2014	Ba3	BB-	11,081,263
1,150,962	Nextmedia Operating Term Loan, 6.570%, maturing November 15, 2012	B1	B	1,161,032
511,538	Term Loan, 6.570%, maturing November 15, 2012			516,014
(1) 7,500,000	Olympus Cable Holdings, LLC Term Loan, 9.500%, maturing June 30, 2010	B2	NR	7,349,415
21,000,000	Term Loan, 9.500%, maturing September 30, 2010			20,686,869
2,666,667	Patriot Media and Communications, LLC Term Loan, 7.024%, maturing March 31, 2013	B1	B+	2,708,333

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1,000,000	Patriot Media and Communications, LLC Term Loan, 9.500%, maturing October 04, 2013	B3	B-	1,023,281
3,447,500	Persona Communication, Inc. Term Loan, 7.527%, maturing August 01, 2011	B2	B	3,490,594

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i> <i>S&P</i>	<i>Value</i>
<i>North American Cable: (continued)</i>				
\$ 3,000,000	Quebecor Media, Inc. Term Loan, 6.602%, maturing January 17, 2013	B1	B	\$ 3,045,000
1,000,000	San Juan Cable, LLC Term Loan, 6.440%, maturing October 31, 2012	B1	B+	1,011,875
1,500,000	San Juan Cable, LLC Term Loan, 9.940%, maturing October 31, 2013	B3	B-	1,510,079
				199,776,095
<i>Oil & Gas: 9.7%</i>				
6,982,500	Cheniere LNG Holdings, LLC Term Loan, 6.950%, maturing August 30, 2012	NR	BB	7,074,145
1,000,000	Coffeyville Resources, LLC Term Loan, 6.963%, maturing June 24, 2012	B1	BB-	1,014,063
1,492,509	Term Loan, 7.063%-9.000%, maturing July 08, 2012			1,513,499
2,992,500	Complete Production Services, Inc. Term Loan, 7.280%, maturing September 12, 2012	B2	B	3,033,647
5,500,000	El Paso Corporation Term Loan, 7.140%, maturing November 30, 2007	B3	B	5,570,659
22,223,775	Term Loan, 7.313%, maturing November 23, 2009			22,509,284
11,632,500	EPCO Holdings, Inc. Term Loan, 6.353%-6.605%, maturing August 18, 2010	Ba3	B+	11,792,447
4,500,000	Key Energy Services, Inc. Term Loan, 7.520%-7.780%, maturing June 30, 2012	NR	NR	4,570,313
3,970,000	LB Pacific, L.P. Term Loan, 6.950%-7.277%, maturing February 15, 2012	B1	B-	4,029,550
1,970,000	Lyondell-Citgo Refining, L.P. Term Loan, 6.527%, maturing May 21, 2007	Ba3	BB	1,989,700
1,855,278	Magellan Midstream Holdings, L.P. Term Loan, 6.500%, maturing June 30, 2012	Ba3	BB-	1,878,469
7,166,667	Mainline, L.P.	Ba3	BB-	7,220,417

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	Term Loan, 6.876%, maturing December 17, 2011			
1,488,750	Regency Gas Services, LLC	B1	B+	
	Term Loan, 6.780%, maturing June 01, 2010			1,509,220
5,237,346	Semcrude, L.P.	Ba3	NR	
	Term Loan, 6.777%, maturing March 16, 2011			5,306,087

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i> <i>S&P</i>	<i>Value</i>
<i>Oil & Gas: (continued)</i>				
\$ 3,701,278	Semcrude, L.P. (continued) Term Loan, 6.741%-6.777%, maturing March 16, 2011			\$ 3,754,483
	Targa Resources Term Loan, 6.830%, maturing October 31, 2007	Ba3	B+	6,532,500
6,500,000	Term Loan, 6.780%, maturing October 31, 2012			1,013,958
1,000,000	Term Loan, 6.777%-7.230%, maturing October 31, 2012			7,862,999
7,754,758	Vulcan Energy Corporation Term Loan, 6.750%, maturing August 12, 2011	Ba2	BB	5,019,936
4,979,478	Williams Production RMT Company Term Loan, 6.820%, maturing May 30, 2008	Ba3	BB	3,959,107
3,911,434				107,154,483
<i>Other Broadcasting and Entertainment: 3.9%</i>				
	Alliance Atlantis Communications, Inc. Term Loan, 6.105%, maturing December 20, 2011	Ba2	BB	2,330,995
2,306,963	Deluxe Entertainment Services Group, Inc. Term Loan, 8.331%, maturing January 28, 2011	B1	B	2,032,500
2,000,000	DirecTV Holdings, LLC Term Loan, 6.039%-6.070%, maturing April 13, 2013	Ba1	BB	10,126,560
10,000,000	Echostar DBS Corporation Floating Rate Note, 7.780%, maturing October 01, 2008	Ba3	BB-	9,180,000
9,000,000	HIT Entertainment, Ltd. Term Loan, 6.860%, maturing March 20, 2012	B1	B	3,427,630
3,399,583	Liberty Media Corporation Floating Rate Note, 5.991%, maturing September 17, 2006	Ba1	BB+	4,520,385
4,500,000	Rainbow National Services, LLC Term Loan, 7.375-7.563%, maturing March 31, 2012	Ba3	BB+	11,064,209
10,917,500				42,682,279
<i>Other Telecommunications: 3.1%</i>				
	Cincinnati Bell, Inc. Term Loan, 6.100%-6.210%, maturing August 31, 2012	Ba3	B+	3,521,254
3,491,250	Consolidated Communications, Inc.	B1	BB-	

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2,452,170	Term Loan, 6.280%-6.520%, maturing October 14, 2011			2,480,267
	D&E Communications, Inc.	Ba3	BB-	
2,939,446	Term Loan, 6.440%-8.500%, maturing December 31, 2011			2,972,515

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i> <i>S&P</i>	<i>Value</i>
<i>Other Telecommunications: (continued)</i>				
\$ 2,000,000	Fairpoint Communications, Inc. Term Loan, 6.313%, maturing February 08, 2012	B1	BB-	\$ 2,016,000
4,250,000	Iowa Telecommunications Services, Inc. Term Loan, 6.280%-6.400%, maturing November 23, 2011	Ba3	BB-	4,299,406
10,000,000	Qwest Capital Funding, Inc. Floating Rate Note, 8.249%, maturing February 15, 2009	B2	B	10,212,500
800,000	Qwest Corporation Term Loan, 9.320%, maturing June 30, 2007	B1	BB	821,900
3,000,000	Time Warner Telecom Holdings, Inc. Floating Rate Note, 8.749%, maturing February 15, 2011	B2	CCC+	3,063,750
4,680,272	Valor Telecommunication Enterprises II, LLC Term Loan, 6.277%-6.355%, maturing February 14, 2012	Ba3	BB-	4,696,363
				34,083,955
<i>Personal & Nondurable Consumer Products: 5.8%</i>				
1,500,000	Amscan Holdings, Inc. Term Loan, 7.770%, maturing December 23, 2012	B1	B+	1,486,875
1,745,732	Bushnell, Inc. Term Loan, 7.527%, maturing August 19, 2011	B1	B+	1,763,552
2,095,848	Fender Musical Instruments Corporation Term Loan, 6.470%, maturing March 30, 2012	B1	B+	2,127,286
2,444,375	Fender Musical Instruments Corporation Term Loan, 8.720%, maturing September 30, 2012	B3	B-	2,474,930
2,947,500	Hillman Group, Inc. Term Loan, 7.688%-7.813%, maturing March 30, 2011	B2	B	2,987,108
900,000	Hunter Fan Company Term Loan, 6.940%-7.170%, maturing March 24, 2012	B1	B	897,750
10,700,071	Jarden Corporation Term Loan, 6.527%, maturing January 24, 2012	B1	B+	10,777,646
2,121,499	Term Loan, 6.277%, maturing January 24, 2012			2,136,879
	Levlad, LLC/ Airbonne International, LLC	B2	B	

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1,573,358	Term Loan, 7.780%-7.860%, maturing August 16, 2011 Mega Bloks, Inc.	Ba3	BB-	1,586,141
995,000	Term Loan, 6.438%, maturing July 27, 2010			1,006,194

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i>	<i>S&P</i>	<i>Value</i>
Personal & Nondurable Consumer Products: (continued)					
	Norwood Promotional Products Holdings, Inc.	NR		NR	
\$ 7,438,733 (3)	Term Loan, maturing August 17, 2011				\$ 2,138,636
	Norwood Promotional Products, Inc.	NR		NR	
12,276,387	Term Loan, 10.750%, maturing August 17, 2009				12,337,769
	Oreck Corporation	B1		B+	
985,025	Term Loan, 7.280%, maturing January 27, 2012				997,338
	Prestige Brands Holdings, Inc.	B1		B+	
1,955,150	Term Loan, 7.230%-8.750%, maturing April 06, 2011				1,978,368
	Reddy Ice Group, Inc.	B1		B+	
1,000,000	Term Loan, 6.319%, maturing August 09, 2012				1,010,938
	Spectrum Brands, Inc.	B1		B+	
10,249,739	Term Loan, 6.420%-7.240%, maturing February 06, 2012				10,390,673
	Tupperware Corporation	Ba2		BB	
8,074,839	Term Loan, 5.980%, maturing December 05, 2012				8,088,970
					64,187,053
Personal, Food & Miscellaneous: 4.6%					
	Acosta, Inc.	B1		B+	
3,000,000	Term Loan, 6.820%-6.830%, maturing December 06, 2012				3,041,250
	AFC Enterprises, Inc.	B1		B+	
1,490,006	Term Loan, 6.813%, maturing May 11, 2011				1,508,631
	Alderwoods Group, Inc.	B1		BB-	
1,543,411	Term Loan, 6.058%-6.730%, maturing September 29, 2009				1,562,704
	Arby's Restaurant Group, Inc.	B1		B+	
5,970,000	Term Loan, 6.777%-7.060%, maturing July 25, 2012				6,048,977
	Brickman Group Holdings, Inc.	Ba3		BB-	
1,418,182	Term Loan, 6.527%-6.690%, maturing December 19, 2008				1,414,636
	Burger King Corporation	Ba2		B+	
4,000,000 (5)	Term Loan, maturing June 30, 2012				4,027,000
	Burt's Bees, Inc.	B2		B	
1,240,625	Term Loan, 7.040%-7.440%, maturing March 24, 2011				1,256,908
	Carrols Corporation	B1		B+	

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3,371,958	Term Loan, 7.000%, maturing December 31, 2010			3,425,701
	Central Garden & Pet Company	Ba2	BB	
432,277	Term Loan, 6.320%, maturing May 15, 2009			432,817

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i>	<i>S&P</i>	<i>Value</i>
<i>Personal, Food & Miscellaneous: (continued)</i>					
\$ 1,800,000 (5)	Central Garden & Pet Company Term Loan, maturing September 30, 2012				\$ 1,813,500
5,500,000	Coinmach Corporation Term Loan, 7.125%, maturing December 19, 2012	B2		B	5,591,669
2,674,929	Coinstar, Inc. Term Loan, 6.550%, maturing July 07, 2011	Ba3		BB-	2,703,350
2,475,000	Culligan International Company Term Loan, 7.070%, maturing September 30, 2011	B1		B+	2,510,578
1,496,250	Doane Pet Care Company Term Loan, 6.621%-6.940%, maturing October 24, 2012	B1		BB-	1,518,694
3,169,438	Domino's, Inc. Term Loan, 6.063%, maturing June 25, 2010	Ba3		BB-	3,204,435
3,417,589	Jack in the Box, Inc. Term Loan, 5.910%-6.170%, maturing January 08, 2011	Ba2		BB	3,453,901
2,910,587	MD Beauty, Inc. Term Loan, 7.670%-9.500%, maturing February 18, 2012	B1		B	2,945,150
2,000,000	MD Beauty, Inc. Term Loan, 11.670%, maturing February 18, 2013	B3		CCC+	2,023,750
1,973,353	N.E.W. Holdings I, LLC Term Loan, 7.313%-7.750%, maturing July 08, 2011	B1		B+	1,998,020
					50,481,671
<i>Printing & Publishing: 8.3%</i>					
4,432,364	Adams Outdoor Advertising, L.P. Term Loan, 6.620%, maturing October 18, 2012	B1		B+	4,497,001
792,147	American Achievement Corporation Term Loan, 6.920%, maturing March 25, 2011	B1		B+	806,010
6,350,000	American Media Operations, Inc. Term Loan, 7.380%, maturing January 31, 2013	B1		B	6,431,363
2,417,917	American Reprographics Company Term Loan, 6.320%-8.250%, maturing June 18, 2009	Ba3		BB-	2,445,119
1,728,125	Ascend Media Holdings, LLC	B3		B	1,725,965

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	Term Loan, 7.160%-7.380%, maturing January 31, 2012		
3,374,006	Dex Media East, LLC	Ba2	BB
	Term Loan, 6.230%-6.470%, maturing May 08, 2009		3,407,746

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i> <i>S&P</i>	<i>Value</i>
<i>Printing & Publishing: (continued)</i>				
\$ 1,137,663	Dex Media West, LLC Term Loan, 5.760%-6.000%, maturing September 09, 2009	Ba2	BB	\$ 1,141,455
15,733,966	Term Loan, 6.230%-6.560%, maturing March 09, 2010			15,896,231
3,000,000	Enterprise Newsmedia, LLC Term Loan, 7.530%, maturing June 30, 2012	B2	B	3,037,500
2,514,115	FSC Acquisition, LLC Term Loan, 6.330%-6.930%, maturing August 01, 2012	B2	B	2,527,734
1,488,752	IWCO Direct, Inc. Term Loan, 7.780%, maturing January 31, 2011	B1	B	1,499,917
1,960,187	Liberty Group Publishing, Inc. Term Loan, 6.875%, maturing February 28, 2012	B2	B+	1,979,423
3,369,024	MC Communications, LLC Term Loan, 7.070%-7.440%, maturing December 31, 2010	B2	B	3,394,292
2,960,780	Merrill Communications, LLC Term Loan, 6.855%, maturing December 22, 2012	Ba3	B+	2,994,551
1,666,667	Newspaper Holdings, Inc. Term Loan, 6.188%, maturing August 24, 2012	NR	NR	1,676,563
997,500	PBI Media, Inc. Term Loan, 6.777%-6.918%, maturing September 30, 2012	B2	B	999,578
997,500	Term Loan, 6.777%-6.918%, maturing September 30, 2012			999,578
263,462	Primedia, Inc. Revolver, 7.125%, maturing June 30, 2008	B2	B	253,912
6,500,000	Term Loan, 6.820%, maturing September 30, 2013			6,432,290
575,160	R.H. Donnelley, Inc. Term Loan, 6.280%, maturing December 31, 2009	Ba3	BB	579,024
11,680,747	Term Loan, 6.200%-6.310%, maturing June 30, 2011			11,788,011
3,234,300	Source Media, Inc. Term Loan, 6.850%, maturing November 08, 2011	B1	B	3,278,772

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1,500,000	Triple Crown Media, Inc. Term Loan, 7.740%, maturing June 30, 2010	B2	B	1,500,938
10,605,115	Visant Holding Corporation Term Loan, 6.777%, maturing October 04, 2011	B1	B+	10,761,986

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Printing & Publishing: (continued)</i>				
\$ 1,500,000	Ziff Davis Media, Inc. Floating Rate Note, 10.680%, maturing May 01, 2012	B3	CCC+	\$ 1,321,875
				91,376,834
<i>Radio and TV Broadcasting: 3.9%</i>				
1,000,000	Block Communications, Inc. Term Loan, 6.530%, maturing December 22, 2011	Ba2	BB-	1,013,750
4,387,756	Emmis Operating Company Term Loan, 6.320%, maturing November 10, 2011	Ba2	B+	4,421,006
2,992,500	Entravision Communications Corporation Term Loan, 6.030%, maturing March 29, 2013	Ba3	B+	3,015,880
500,000	Gray Television, Inc. Term Loan, 6.110%, maturing June 15, 2011	Ba2	BB-	504,000
1,000,000	Term Loan, 6.030%, maturing November 22, 2012			1,008,000
2,426,313	Mission Broadcasting, Inc. Term Loan, 6.280%, maturing August 14, 2012	Ba3	B	2,440,973
2,000,000	Montecito Broadcast Group, LLC Term Loan, 7.140%, maturing January 27, 2013	B1	B	2,033,126
2,463,763	NEP Supershooters, L.P. Term Loan, 8.030%, maturing February 03, 2011	B1	B	2,502,259
982,519	Term Loan, 8.030%, maturing February 03, 2011			994,186
2,469,866	Nexstar Broadcasting, Inc. Term Loan, 6.280%, maturing August 14, 2012	Ba3	B	2,484,789
4,500,000	Paxson Communications Corporation Floating Rate Note, 7.777%, maturing January 15, 2010	B2	CCC+	4,514,063
3,970,000	Spanish Broadcasting Systems, Inc. Term Loan, 6.280%, maturing June 10, 2012	B1	B+	4,021,280
8,927,513	Susquehanna Media Company Term Loan, 6.070%, maturing March 30, 2012	Ba2	BB-	8,944,252
4,975,000	Young Broadcasting, Inc. Term Loan, 6.750%-7.000%, maturing November 03, 2012	B2	B-	4,993,656

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<i>Retail Stores: 7.6%</i>				42,891,220
	1,813,388	Advance Stores Company, Inc. Term Loan, 6.063%-6.188%, maturing September 30, 2010	Ba1	BB+
				1,831,522

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Retail Stores: (continued)</i>				
\$ 3,042,032	Advance Stores Company, Inc. Term Loan, 5.938%-6.313%, maturing September 30, 2010			\$ 3,072,452
1,200,000	Alimentation Couche-Tard, Inc. Term Loan, 6.375%, maturing December 17, 2010	Ba2	BB+	1,215,500
1,284,545	Baker & Taylor, Inc. Revolver, 6.320%-6.440%, maturing August 11, 2010	Ba3	B+	1,278,122
1,000,000	Baker & Taylor, Inc. Term Loan, 10.996%, maturing May 06, 2011	B1	B	1,010,000
5,965,013	Blockbuster Entertainment Corporation Term Loan, 8.590%-8.940%, maturing August 20, 2011	B3	B-	5,793,518
3,465,000	Dollarama Group, L.P. Term Loan, 6.493%, maturing November 18, 2011	B1	B+	3,503,981
7,590,835	Harbor Freight Tools, Inc. Term Loan, 6.820%, maturing July 15, 2010	B1	B+	7,678,130
9,660,086	Jean Coutu Group, Inc. Term Loan, 6.938%, maturing July 30, 2011	B2	BB-	9,787,541
2,487,500	Mapco Express, Inc. Term Loan, 7.260%-9.250%, maturing April 28, 2011	B2	B+	2,521,703
5,472,500	Movie Gallery, Inc. Term Loan, 8.280%, maturing April 27, 2011	B2	CCC+	5,076,313
2,456,250	Nebraska Book Company, Inc. Term Loan, 6.700%, maturing March 04, 2011	B2	B	2,486,953
18,037,975	Neiman-Marcus Group, Inc. Term Loan, 6.947%, maturing April 06, 2013	B1	B+	18,319,818
1,750,000	Oriental Trading Company, Inc. Term Loan, 9.313%, maturing January 08, 2011	B1	B+	1,772,969
3,112,977	Oriental Trading Company, Inc. Term Loan, 6.813%, maturing August 04, 2010	B3	B-	3,140,216
2,500,000	Pantry, Inc. Term Loan, 6.390%, maturing January 02, 2012	Ba3	BB-	2,529,688
	Pep Boys - Manny, Moe & Jack	Ba2	B+	

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1,000,000	Term Loan, 7.580%, maturing January 27, 2011			1,016,250
	Tire Rack, Inc.	B1	BB-	
973,585	Term Loan, 6.780%-6.810%, maturing June 24, 2012			985,755

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i>	<i>S&P</i>	<i>Value</i>
Retail Stores: (continued)					
\$10,000,000	Travelcenters of America, Inc. Term Loan, 6.160%-6.440%, maturing December 01, 2011	B1		BB	\$ 10,116,250
					83,136,681
Satellite: 1.1%					
11,850,000	Panamsat Corporation Term Loan, 6.489%, maturing August 20, 2011	Ba3		BB+	12,009,240
					12,009,240
Telecommunications Equipment: 0.9%					
3,000,000	AAT Communications Corporation Term Loan, 6.560%, maturing July 27, 2012	B1		BB+	3,015,000
1,000,000	AAT Communications Corporation Term Loan, 7.560%, maturing July 29, 2013	B2		BB	1,006,875
750,000	Sorenson Communications, Inc. Term Loan, 11.491%, maturing November 15, 2012	B2		B	769,375
2,000,000	Sorenson Communications, Inc. Term Loan, 7.491%, maturing November 15, 2012	B3		CCC+	2,030,626
2,600,574	Syniverse Holding, LLC Term Loan, 6.280%, maturing February 15, 2012	Ba3		BB-	2,629,830
					9,451,706
Textiles & Leather: 1.6%					
7,500,000	Polymer Group, Inc. Term Loan, 6.769%, maturing November 22, 2012	B1		BB-	7,594,920
1,000,000 (5)	Propex Fabrics, Inc. Term Loan, maturing August 07, 2012	B1		BB-	1,010,000
873,751	St. John Knits International, Inc. Term Loan, 7.063%, maturing March 18, 2012	B1		B+	885,766
1,491,316	Targus Group International Term Loan, 7.570%, maturing November 22, 2012	B1		B	1,512,753
1,625,000	Targus Group International Term Loan, 12.070%, maturing May 22, 2013	B3		CCC+	1,635,156
1,000,000	Warnaco, Inc. Term Loan, 6.070-8.000%, maturing January 31, 2013	Ba2		B+	1,007,500
	William Carter Company	B1		BB	

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3,440,255

Term Loan, 6.418%-6.541%, maturing
July 14, 2012

3,481,823
17,127,918

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Moody's</i>	<i>Bank Loan Ratings (unaudited)</i>	<i>S&P</i>	<i>Value</i>
<i>Utilities: 9.0%</i>					
\$ 12,991,822	Allegheny Energy Supply Company Term Loan, 5.510%-6.160%, maturing March 08, 2011	Ba2		BBB-	\$ 13,096,225
1,031,472 (5)	Astoria Generating Company Acquisitions, LLC Term Loan, maturing March 01, 2013	B1		BB-	1,045,010
568,528 (5)	Term Loan, maturing March 01, 2013				575,990
2,500,000 (5)	Babcock & Wilcox Company Term Loan, maturing December 31, 2011	B1		B+	2,531,250
3,452,418	Cogentrix Delaware Holdings, Inc. Term Loan, 6.280%, maturing April 14, 2012	Ba2		BB+	3,491,617
935,072	Coletto Creek Power, L.P. Term Loan, 6.527%, maturing June 30, 2011	Ba3		BB	945,397
1,000,000	Coletto Creek Power, L.P. Term Loan, 7.918%, maturing June 30, 2012	B1		BB-	1,010,625
4,962,500	KGen, LLC Term Loan, 7.152%, maturing August 01, 2011	B2		B	4,962,500
218,579	La Paloma Generating Company Term Loan, 6.331%, maturing August 16, 2012	Ba3		BB-	220,956
108,375	Term Loan, 6.277%, maturing August 16, 2012				109,553
1,360,755	Term Loan, 6.277%, maturing August 16, 2012				1,375,554
1,000,000	La Paloma Generating Company Term Loan, 8.027%, maturing August 16, 2013	B1		B	1,016,250
9,975,000	LSP-Kendall Energy, LLC Term Loan, 6.527%, maturing October 07, 2013	B1		B	9,995,778
6,000,000	NRG Energy, Inc. Term Loan, 6.570%, maturing February 01, 2013	Ba2		BB-	6,061,404
24,575,269	Term Loan, 6.570%, maturing February 01, 2013				24,877,348
2,513,971	Pike Electric, Inc. Term Loan, 6.125%, maturing July 01, 2012	Ba3		NR	2,545,395
1,510,531					1,529,413

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	Term Loan, 6.125%, maturing December 10, 2012		
	Primary Energy Finance, LLC	Ba2	BB-
2,743,125	Term Loan, 6.527%, maturing August 24, 2012		2,780,843

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of February 28, 2006 (continued)

<i>Principal Amount</i>	<i>Borrower/Tranche Description</i>	<i>Bank Loan Ratings (unaudited)</i>		<i>Value</i>
		<i>Moody's</i>	<i>S&P</i>	
<i>Utilities: (continued)</i>				
\$ 8,565,765	Reliant Energy, Inc. Term Loan, 6.089%, maturing April 30, 2010	B1	B+	\$ 8,557,062
244,856	Riverside Energy Center, LLC Term Loan, 8.918%, maturing June 24, 2010	B1	B	248,529
3,079,877	Term Loan, 8.918%, maturing June 24, 2011			3,126,075
2,130,920	Term Loan, 8.918%, maturing June 24, 2011			2,162,884
1,000,000	Thermal North America, Inc. Term Loan, 6.320%, maturing October 12, 2013	Ba3	BB-	1,006,875
1,496,964	Term Loan, 6.280%, maturing October 12, 2013			1,507,255
1,800,000	Wolf Hollow I, L.P. Term Loan, 6.720%, maturing June 22, 2012	B1	BB-	1,819,688
450,000	Term Loan, 6.720%, maturing June 22, 2012			454,219
2,250,000	Term Loan, 6.751%, maturing June 22, 2012			2,274,603
	Total Senior Loans (Cost \$2,007,796,444)			\$ 99,328,298 2,027,621,327

*Other Corporate Debt: 0.2%**Automobile: 0.2%*