

ING PRIME RATE TRUST
Form N-CSRS
November 01, 2012

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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 29

Date of reporting period: August 31, 2012

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):

Funds

Semi-Annual Report

August 31, 2012

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 fund's investment objectives, risks, charges, expenses and other information. This information should be read carefully.

ING Prime Rate Trust

SEMI-ANNUAL REPORT

August 31, 2012

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You will be notified by e-mail when these communications become available on the internet. Documents that are not available on the internet will continue to be sent by mail.

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 U.S. dollar denominated floating rate secured senior loans.

PERFORMANCE SUMMARY

The Trust declared \$0.10 of dividends during the second fiscal quarter and \$0.20 during the six months ended August 31, 2012. Based on the average month-end net asset value ("NAV") per share of \$5.79 for the second fiscal quarter and \$5.81 for the six-month period, this resulted in an annualized distribution rate⁽¹⁾ of 7.22% for the second fiscal quarter and 6.90% for the six-month period. The Trust's total return for the second fiscal quarter, based on NAV, was 4.13% versus a total gross return on the S&P/LSTA Leveraged Loan Index (the "Index")⁽²⁾ of 3.00% for the same quarter. For the six months ended August 31, 2012, the Trust's total return, based on NAV⁽³⁾, was 5.54%, versus a total gross return on the Index of 3.85%. The total market value return⁽³⁾ for the Trust's common shares during the second fiscal quarter was 10.14% and for the six months ended August 31, 2012 was 12.22%.

MARKET REVIEW

The global senior loan market performed well during the six-month period despite myriad and evolving headwinds and a seemingly ubiquitous sense of uncertainty. The Index return for the period was more than twice the return recorded during the same period in 2011. The primary catalyst to favorable overall performance was market value gains attributable to rising loan prices, as demand for floating rate, secured corporate loans continued to generally outstrip new loan supply.

The economic terrain during the performance period can be best described as mixed bag, and one clouded by a diverse set of factors, including the now impending elections and "fiscal cliff" here in the United States, questions as to the depth and breadth of European economic weakness and the wildest of cards, growing doubt regarding the strength of the Chinese economy. Add to these factors the awkward task of attempting to handicap critical policy action on the part of the U.S. Federal Reserve

(1) The distribution rate is calculated by annualizing dividends and distributions declared during the period using the 30/360 convention and dividing the resulting annualized dividend by the Trust's average 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 **Index** 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 ("S&P") and the Loan Syndications and Trading Association ("LSTA") conceived the Index to establish a performance benchmark for the syndicated leveraged loan industry. The Index is not subject to any fees or expenses. An investor

cannot invest directly in an index.

(3) The total return is based on full reinvestment of dividends.

**PORTFOLIO CHARACTERISTICS
AS OF AUGUST 31, 2012**

| | |
|--|-----------------|
| Net Assets | \$ 867,705,182 |
| Total Assets | \$1,268,773,038 |
| Assets Invested in Senior Loans | \$1,194,224,388 |
| Senior Loans Represented | 309 |
| Average Amount Outstanding per Loan | \$ 3,864,804 |
| Industries Represented | 33 |
| Average Loan Amount per Industry | \$ 36,188,618 |
| Portfolio Turnover Rate (YTD) | 43% |
| Weighted Average Days to Interest Rate Reset | 37 |
| Average Loan Final Maturity | 60 months |
| Total Leverage as a Percentage of Total Assets | 27.08% |

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PORTFOLIO MANAGERS' REPORT (continued)

and the European Central Bank, and you have an investment landscape that continues to only loosely track the fundamentals, thereby challenging even the most seasoned investor, regardless of the asset class.

Through it all, senior loans remained resilient, benefiting not only from the widespread pursuit of acceptable risk-adjusted yield, but strong underlying demand from investors seeking the traditional downside protections offered by loans: namely, a lien on the issuing company's assets and an adjustable interest coupon that provides a natural hedge against the impact of rising interest rates. That demand has come from a variety of sources, including the formation of new collateralized loan obligation transactions, traditional institutional investors such as pension funds and insurance companies and to some degree, cross-over buying from high yield bond fund managers. Retail investors also became more active in the senior loan category during the performance period, more fully recognizing that, given relatively high current yields, an actual increase in interest rates is not required to position loans as an attractive investment.

**TOP TEN SENIOR LOAN ISSUERS
AS OF AUGUST 31, 2012
AS A PERCENTAGE OF:**

| | TOTAL ASSETS | NET ASSETS |
|--|-------------------------|-----------------------|
| Univision Communications, Inc. | 2.4% | 3.4% |
| BJs Wholesale Club | 1.2% | 1.7% |
| Texas Competitive Electric Holdings Company LLC | 1.2% | 1.7% |
| Lawson Software, Inc. | 1.2% | 1.7% |
| West Corp | 1.1% | 1.6% |
| Wideopenwest Finance, LLC | 1.0% | 1.4% |
| Chrysler Group LLC | 1.0% | 1.4% |
| Ineos US Finance LLC | 0.9% | 1.4% |
| Capital Automotive L.P. | 0.9% | 1.3% |
| Party City Holdings Inc | 0.9% | 1.3% |

PORTFOLIO REVIEW

The Trust outperformed the Index for the six months ended August 31, attributable largely to favorable credit selection and a strong emphasis on attractive relative value within the loan category. The use of leverage for investment purposes, which has remained within our target range, also had a positive impact on returns during the period. Continuing a trend in place during the first part of the year, lower yielding loans were culled from the portfolio and replaced with those with wider credit spreads and, in virtually all cases, LIBOR⁽¹⁾ floors (i.e., a minimum LIBOR paid by the issuer pursuant to the underlying loan agreements). As a result, the weighted average coupon of the Trust's loan assets increased to 5.72%, from 5.52% at the end of the prior reporting period, and from 4.41% as of August 31 2011. Fundamental credit performance continued to be positive as the Trust experienced no defaults over the period.

Recently, several of the bellwether issuers within the Index have materially outperformed, including Univision Communications, Inc., First Data Corporation, Texas Competitive Electric Holding LLC and Caesars Entertainment Operating Company, Inc. The Trust's strategy of maintaining appropriately-sized positions in each of these companies, with selective overweights, proved successful as the robust technical

environment firmly in place since the beginning of the year continued to push secondary loan prices generally higher during the period. The Fund also reduced its exposure to non-U.S. loans, which typically do not carry public ratings by any of the major ratings agencies.

Sector weightings remained fairly constant during the period, with the notable movement coming only in healthcare (8.84% at period-end, from 12.01% at the end of the last fiscal quarter). This

**TOP TEN INDUSTRY SECTORS
AS OF AUGUST 31, 2012
AS A PERCENTAGE OF:**

| | TOTAL ASSETS | NET ASSETS |
|--------------------------------|-------------------------|-----------------------|
| Retailers (Except Food & Drug) | 11.0% | 16.1% |
| Business Equipment & Services | 9.6% | 14.1% |
| Health Care | 8.4% | 12.3% |
| Electronics/Electrical | 7.0% | 10.3% |
| Telecommunications | 4.5% | 6.6% |
| Radio & Television | 4.5% | 6.6% |
| Chemicals & Plastics | 4.3% | 6.3% |
| Automotive | 3.9% | 5.8% |
| Industrial Equipment | 3.9% | 5.7% |
| Publishing | 3.5% | 5.1% |

(1) LIBOR stands for London Interbank Offered Rate, an average interest rate that leading commercial banks pay to borrow from other banks. LIBOR is a primary benchmark for short-term interest rates around the world.

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PORTFOLIO MANAGERS' REPORT (continued)

decrease was due to actively harvesting gains in several of the Trust's healthcare positions along with actively pursuing relative value trades for further yield enhancement. The Trust's top industry exposures, i.e., retailers, business equipment/services, healthcare and electronics, were all accretive to relative returns during the period.

The Trust continues to be well diversified with 244 individual issuers and 33 different industry sectors represented. The average issuer exposure at August 31 stood at 0.41%, while the average industry sector exposure closed the fiscal quarter at just over 3.0%. Both measures were relatively unchanged from the prior reporting period.

**Ratings Distribution
as of August 31, 2012**

| | |
|---------------|--------|
| Ba | 36.07% |
| B | 53.97% |
| Caa and below | 7.44% |
| Not rated* | 2.52% |

Ratings distribution shows the percentage of the Trust's loan commitments (excluding cash and foreign cash) that are rated in each ratings category, based upon the categories provided by Moody's Investors Service, Inc. Ratings distribution is based on Moody's senior secured facility ratings. Moody's ratings classification methodology: Aaa rating denotes the least credit risk; C rating denotes the greatest credit risk. Loans rated below Baa by Moody's are considered to be below investment grade. Ratings can change from time to time, and current ratings may not fully reflect the actual credit condition or risks posed by a loan.

* Not rated includes loans to non-U.S. borrowers (which are typically unrated) and loans for which the rating has been withdrawn.

OUTLOOK AND CURRENT STRATEGY

We expect the senior loan market over the near term to largely follow the trends established in July/August, barring any major macro event. New loan fund creation and inflows to existing funds are likely to continue in the near future, thereby supporting loan demand and market prices. From the current vantage point, it appears growth in the U.S. economy is not strong enough to create a meaningful amount of new jobs, but sufficient for corporations to continue to improve profits (the Index averaged 12.1% EBITDA growth in the second quarter of 2012) and maintain reasonably healthy balance sheets. Therefore, near-term fundamental credit risk remains manageable in the eyes of most market observers, unless economic activity takes an unexpected and dramatic turn for the worse. All told, we continue to hold to our original estimate for full year 2012 loan returns in excess of the historical average. Of course, for this to occur, the oft-discussed and quite visible near-term headwinds facing the market must remain on the light side.

Jeffrey A. Bakalar
Senior Vice President
Managing Director
ING Investment Management Co. LLC

Daniel A. Norman
Senior Vice President
Managing Director
ING Investment Management Co. LLC

ING Prime Rate Trust
September 24, 2012

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PORTFOLIO MANAGERS' REPORT (continued)

| | Average Annual Total Returns for the Years Ended August 31, 2012 | | | |
|------------------------------------|---|---------|---------|----------|
| | 1 Year | 3 Years | 5 Years | 10 Years |
| Based on Net Asset Value (NAV) | 14.66% | 10.43% | 3.45% | 5.55% |
| Based on Market Value | 22.72% | 15.12% | 5.13% | 7.18% |
| S&P/LSTA Leveraged Loan Index | 10.52% | 8.59% | 5.53% | 5.61% |
| Credit-Suisse Leveraged Loan Index | 9.83% | 8.53% | 4.57% | 5.49% |

The table above illustrates the total return of the 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 NAV reflect that ING Investments, LLC (the Trust's "Investment Adviser") 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.inginvestment.com or call (800) 992-0180 to get performance through the most recent month end.

Calculation of total return assumes a hypothetical initial investment at the net asset value (in the case of NAV) or the New York Stock Exchange ("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.

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

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.

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PORTFOLIO MANAGERS' REPORT (continued)

| | YIELDS AND DISTRIBUTION RATES | | | | |
|----------------------|-------------------------------|--|---|---|--|
| | Prime Rate | NAV 30-day SEC Yield ^(A) | Mkt. 30-Day SEC Yield ^(A) | Annualized Dist. Rate @ NAV ^(B) | Annualized Dist. Rate @ Mkt. ^(B) |
| August 31, 2012 | 3.25% | 7.55% | 7.46% | 7.12% | 7.04% |
| May 31, 2012 | 3.25% | 7.60% | 7.95% | 6.86% | 7.17% |
| February 29, 2012 | 3.25% | 7.11% | 7.48% | 6.22% | 6.53% |
| November 30, 2011 | 3.25% | 6.71% | 7.32% | 6.00% | 6.54% |

^(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 U.S. Securities and Exchange Commission ("SEC") standardized yield formula.

^(B) The distribution rate is calculated by annualizing dividends and distributions declared during the period and dividing the resulting annualized dividend by the Trust's average 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.

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's common shares 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's common shares. If short-term market interest rates fall, the yield on the Trust's common shares will also fall. To the extent that the credit spreads on loans in the 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's portfolio, 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. The Trust also faces the risk that it might have to sell assets at relatively less advantageous times if it were forced to de-leverage if a source of leverage becomes unavailable.

ING Prime Rate Trust

STATEMENT OF ASSETS AND LIABILITIES as of August 31, 2012 (Unaudited)

ASSETS:

| | |
|---|-----------------|
| Investments in securities at value (Cost \$1,210,031,835) | \$1,207,286,695 |
| Cash | 808,339 |
| Foreign currencies at value (Cost \$5,559,266) | 5,570,561 |
| Receivables: | |
| Investment securities sold | 47,250,543 |
| Interest | 7,750,232 |
| Other | 898 |
| Unrealized appreciation on foreign currency contracts | 67,846 |
| Prepaid arrangement fees on notes payable | 35,617 |
| Prepaid expenses | 2,307 |
| Total assets | 1,268,773,038 |

LIABILITIES:

| | |
|---|-------------|
| Notes payable | 343,600,000 |
| Payable for investment securities purchased | 54,793,844 |
| Accrued interest payable | 248,888 |
| Payable for investment management fees | 824,293 |
| Payable for administrative fees | 257,592 |
| Payable to custodian | 206,807 |
| Accrued trustees fees | 7,849 |
| Unrealized depreciation on foreign currency contracts | 727,433 |
| Other accrued expenses | 401,150 |
| Total liabilities | 401,067,856 |

NET ASSETS

\$ 867,705,182

Net assets value per common share outstanding (net assets divided by 147,166,528 shares of beneficial interest authorized and outstanding, no par value)

\$ 5.90

NET ASSETS WERE COMPRISED OF:

| | |
|-------------------------------------|-----------------------|
| Paid-in capital | \$1,118,314,410 |
| Undistributed net investment income | 4,164,687 |
| Accumulated net realized loss | (251,337,185) |
| Net unrealized depreciation | (3,436,730) |
| NET ASSETS | \$ 867,705,182 |

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

STATEMENT OF OPERATIONS for the Six Months Ended August 31, 2012 (Unaudited)

| | |
|---|---------------|
| INVESTMENT INCOME: | |
| Interest | \$ 39,652,200 |
| Amendment fees earned | 281,465 |
| Other | 1,410,720 |
| Total investment income | 41,344,385 |
| EXPENSES: | |
| Investment management fees | 4,851,456 |
| Administration fees | 1,516,080 |
| Transfer agent fees | 43,155 |
| Interest expense | 2,371,808 |
| Custody and accounting expense | 273,050 |
| Professional fees | 95,350 |
| Shareholder reporting | 165,190 |
| Trustees fees | 12,790 |
| Miscellaneous expense | 139,582 |
| Total expenses | 9,468,461 |
| Net investment income | 31,875,924 |
| REALIZED AND UNREALIZED GAIN (LOSS): | |
| Net realized gain (loss) on: | |
| Investments | (6,532,632) |
| Forward foreign currency contracts | 3,042,860 |
| Foreign currency related transactions | (1,635,237) |
| Net realized loss | (5,125,009) |
| Net change in unrealized appreciation or (depreciation) on: | |
| Investments | 19,321,884 |
| Forward foreign currency contracts | (261,465) |
| Foreign currency related transactions | (175,915) |
| Unfunded commitments | (1,018) |
| Net change in unrealized appreciation or (depreciation) | 18,883,486 |
| Net realized and unrealized gain | 13,758,477 |
| Increase in net assets resulting from operations | \$ 45,634,401 |

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

STATEMENTS OF CHANGES IN NET ASSETS (Unaudited)

| | Six Months Ended August 31, 2012 | Year Ended February 29, 2012 |
|--|---|---|
| FROM OPERATIONS: | | |
| Net investment income | \$ 31,875,924 | \$ 51,554,932 |
| Net realized loss | (5,125,009) | (21,532,648) |
| Net change in unrealized appreciation or (depreciation) | 18,883,486 | (26,842,894) |
| Distributions to preferred shareholders from net investment income | | (62,995) |
| Increase in net assets resulting from operations | 45,634,401 | 3,116,395 |
| FROM DISTRIBUTIONS TO COMMON SHAREHOLDERS: | | |
| From net investment income | (29,498,571) | (46,476,484) |
| Decrease in net assets from distributions to common shareholders | (29,498,571) | (46,476,484) |
| CAPITAL SHARE TRANSACTIONS: | | |
| Reinvestment of distributions from common shares | 290,855 | 916,239 |
| Proceeds from shares sold | | 61,590 |
| Net increase from capital share transactions | 290,855 | 977,829 |
| Net increase (decrease) in net assets | 16,426,685 | (42,382,260) |
| NET ASSETS: | | |
| Beginning of year or period | 851,278,497 | 893,650,757 |
| End of year or period (including undistributed net investment income of \$4,164,687 and \$1,787,334 respectively) | \$867,705,182 | \$851,278,497 |

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

STATEMENT OF CASH FLOWS for the Six Months Ended August 31, 2012 (Unaudited)

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

| | |
|---------------------------------------|---------------|
| Interest received | \$ 34,038,546 |
| Facility fees received | 131,812 |
| Arrangement fees paid | (35,617) |
| Other income received | 1,505,388 |
| Interest paid | (2,301,670) |
| Other operating expenses paid | (6,665,922) |
| Purchases of securities | (531,481,690) |
| Proceeds on sale of securities | 554,183,046 |
| Net cash used by operating activities | 49,373,893 |

Cash Flows From Financing Activities:

| | |
|---|--------------|
| Dividends paid to common shareholders (net of reinvested distributions) | (29,207,716) |
| Net decrease of notes payable | (20,400,000) |
| Net cash flows provided in financing activities | (49,607,716) |
| Net decrease | (233,823) |

Cash Impact From Foreign Exchange Fluctuations:

| | |
|--|--------|
| Cash impact from foreign exchange fluctuations | 11,408 |
|--|--------|

Cash and foreign currency balance

| | |
|--|--------------|
| Net decrease in cash and foreign currency | (222,415) |
| Cash and foreign currency at beginning of period | 6,601,315 |
| Cash and foreign currency at end of period | \$ 6,378,900 |

Reconciliation of Net Decrease in Net Assets Resulting from Operations To Net Cash Provided by Operating Activities:

| | |
|---|---------------|
| Net increase in net assets resulting from operations | \$ 45,634,401 |
| Adjustments to reconcile net decrease in net assets resulting from operations to net cash provided by operating activities: | |
| Change in unrealized appreciation or depreciation on investments | (19,321,884) |
| Change in unrealized appreciation or depreciation on forward currency contracts | 261,465 |
| Change in unrealized appreciation or depreciation on unfunded commitments | 1,018 |
| Change in unrealized appreciation or depreciation on other assets and liabilities | 175,915 |
| Accretion of discounts on investments | (5,103,228) |
| Amortization of premiums on investments | 208,685 |
| Net realized loss on sale of investments, forward foreign currency contracts and foreign currency related transactions | 5,125,009 |
| Purchases of investment securities | (531,481,690) |
| Proceeds from disposition of investment securities | 554,183,046 |
| Decrease in other assets | 526 |
| Increase in interest and other receivable | (719,111) |
| Increase in prepaid arrangement fees on notes payable | (35,617) |

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| | |
|--|---------------|
| Decrease in prepaid expenses | 131,812 |
| Increase in accrued interest payable | 70,138 |
| Increase in payable for investment management fees | 56,690 |
| Increase in payable for administrative fees | 17,716 |
| Decrease in accrued trustees fees | (485) |
| Increase in other accrued expenses | 169,487 |
| Total adjustments | 3,739,492 |
| Net cash used by operating activities | \$ 49,373,893 |
| Non Cash Financing Activities | |
| Reinvestment of dividends | \$ 290,855 |

See Accompanying Notes to Financial Statements

FINANCIAL HIGHLIGHTS (UNAUDITED)

Selected data for a share of beneficial interest outstanding throughout each year or period.

Per Share Operating Performance

| Year or period ended | Net asset value, beginning of year or period | Net investment income (loss) | Net realized and unrealized gain (loss) Shareholders | Change in net asset value from Shareholders' deferrals | Total Shareholders' investment income | Distribution to Common Shareholders from net investment income | Distributions from return of capital | Total distributions | Net asset value, end of year or period | Closing market price, end of year or period |
|-----------------------------|--|------------------------------|--|--|---------------------------------------|--|--------------------------------------|---------------------|--|---|
| | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) |
| ING Prime Rate Trust | | | | | | | | | | |
| 08-31-12 | 5.79 | 0.22 | 0.09 | | 0.31 | (0.20) | | (0.20) | 5.90 | 5.97 |
| 02-29-12 | 6.08 | 0.35 | (0.32) | (0.00)* | 0.03 | (0.32) | | (0.32) | 5.79 | 5.51 |
| 02-28-11 | 5.72 | 0.30 | 0.38 | (0.00)* | 0.68 | (0.30) | (0.02) | (0.32) | 6.08 | 6.02 |
| 02-28-10 | 3.81 | 0.28 | 1.95 | (0.00)* | 2.23 | (0.32) | | (0.32) | 5.72 | 5.94 |
| 02-28-09 | 6.11 | 0.46 | (2.29) | (0.06) | (1.89) | (0.41) | | (0.47) | 3.81 | 3.50 |
| 02-29-08 | 7.65 | 0.75 | (1.57) | (0.16) | (0.98) | (0.56) | | (0.72) | 6.11 | 5.64 |
| 02-28-07 | 7.59 | 0.71 | 0.06 | (0.16) | 0.61 | (0.55) | | (0.71) | 7.65 | 7.40 |
| 02-28-06 | 7.47 | 0.57 | 0.12 | (0.11) | 0.58 | (0.46) | | (0.57) | 7.59 | 7.02 |
| 02-28-05 | 7.34 | 0.45 | 0.16 | (0.05) | 0.56 | (0.43) | | (0.48) | 7.47 | 7.56 |
| 02-29-04 | 6.73 | 0.46 | 0.61 | (0.04) | 1.03 | (0.42) | | (0.46) | 7.34 | 7.84 |
| 02-28-03 | 7.20 | 0.50 | (0.47) | (0.05) | (0.02) | (0.45) | | (0.50) | 6.73 | 6.46 |

| Year or period ended | Total Investment Return ⁽¹⁾ | | Ratios to average net assets | | | | Supplemental data | |
|-----------------------------|---|--|--|---|--|---|-----------------------------------|--------------------|
| | Total Investment Return at net asset value ⁽²⁾ | Total Investment Return at closing market price ⁽³⁾ | Expenses, net of fee waivers and/or recoupments, if any ⁽⁶⁾ | Expenses, interest and other fees related to revolving credit facility ⁽⁶⁾ | Expenses, prior to fee waivers and/or recoupments, if any ⁽⁶⁾ | Net investment income (loss) ⁽⁶⁾ | Net assets, end of year or period | Portfolio Turnover |
| | (%) | (%) | (%) | (%) | (%) | (%) | (\$000's) | (%) |
| ING Prime Rate Trust | | | | | | | | |
| 08-31-12 | 5.54 | 12.22 | 2.20 | 1.65 | 2.20 | 7.40 | 867,705 | 43 |
| 02-29-12 | 0.81 | (3.11) | 2.20 | 1.67 | 2.20 | 6.07 | 851,278 | 81 |
| 02-28-11 | 12.32 | 7.09 | 1.93 | 1.59 | 1.93 | 4.87 | 893,661 | 60 |

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| | | | | | | | | |
|----------|------------------------|------------------------|------|---------------------|---------------------|-------|-----------|----|
| 02-28-10 | 60.70 | 81.66 | 1.93 | 1.77 ⁽⁵⁾ | 1.99 ⁽⁵⁾ | 5.56 | 830,785 | 38 |
| 02-28-09 | (31.93) ⁽⁴⁾ | (32.03) ⁽⁴⁾ | 3.01 | 1.95 | 3.01 | 7.86 | 552,840 | 10 |
| 02-29-08 | (13.28) | (17.25) | 4.36 | 2.20 | 4.36 | 10.35 | 886,976 | 60 |
| 02-28-07 | 8.85 | 13.84 | 4.62 | 2.21 | 4.62 | 9.42 | 1,109,539 | 60 |
| 02-28-06 | 8.53 | (0.82) | 4.27 | 2.33 | 4.27 | 7.71 | 1,100,671 | 81 |
| 02-28-05 | 7.70 | 2.04 | 3.17 | 2.29 | 3.18 | 6.04 | 1,082,748 | 93 |
| 02-29-04 | 15.72 | 28.77 | 2.40 | 2.11 | 2.40 | 6.68 | 1,010,325 | 87 |
| 02-28-03 | 0.44 | 2.53 | 2.68 | 2.19 | 2.68 | 7.33 | 922,383 | 48 |

(1) Total investment return calculations are attributable to common shares.

(2) 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, capital gain distributions and return of capital distributions/allocations, if any, in accordance with the provisions of the dividend reinvestment plan.

(3) Total investment return at market value has been calculated assuming a purchase at market value at the beginning of each period and a sale at market

value at the end of each period and assumes reinvestment of dividends, capital gain distributions, and return of capital/allocations, if any, in accordance with the provisions of the dividend reinvestment plan.

(4) There was no impact on total return due to payments by affiliates.

(5) Includes excise tax fully reimbursed by the Investment Adviser.

(6) Annualized for periods less than one year.

* Amount is more than \$(0.005).

See Accompanying Notes to Financial Statements

FINANCIAL HIGHLIGHTS (UNAUDITED) (CONTINUED)

Selected data for a share of beneficial interest outstanding throughout each year or period.

| Year or period ended | Ratios to average net assets plus borrowings | | | |
|-----------------------------|---|--|--|---|
| | Expenses (before interest and other fees related to revolving credit facility) ⁽⁶⁾ | Expenses, prior to fee waivers and/or recoupments, if any ⁽⁶⁾ | Expenses, net of fee waivers and/or recoupments, if any ⁽⁶⁾ | Net investment income (loss) ⁽⁶⁾ |
| | (%) | (%) | (%) | (%) |
| ING Prime Rate Trust | | | | |
| 08-31-12 | 1.17 | 1.57 | 1.57 | 5.26 |
| 02-29-12 | 1.24 | 1.64 | 1.64 | 4.51 |
| 02-28-11 | 1.39 | 1.68 | 1.68 | 4.26 |
| 02-28-10 | 1.67 ⁽⁵⁾ | 1.87 ⁽⁵⁾ | 1.81 | 5.23 |
| 02-28-09 | 1.54 | 2.37 | 2.37 | 6.21 |
| 02-29-08 | 1.60 | 3.17 | 3.17 | 7.53 |
| 02-28-07 | 1.56 | 3.25 | 3.25 | 6.63 |
| 02-28-06 | 1.58 | 2.90 | 2.90 | 5.24 |
| 02-28-05 | 1.63 | 2.27 | 2.26 | 4.32 |
| 02-29-04 | 1.84 | 2.09 | 2.09 | 5.82 |
| 02-28-03 | 1.82 | 2.23 | 2.23 | 6.10 |

| Year or period ended | Supplemental data | | | | | | |
|-----------------------------|---|--|--|-----------------------------|---|--------------------|--|
| | Preferred Shares Aggregate amount outstanding | Liquidation and market value per share of Preferred Shares | Asset coverage inclusive of Preferred Shares and debt per share ^(a) | Borrowings at end of period | Asset coverage per \$1,000 of debt ^(a) | Average borrowings | Common shares outstanding at end of year or period |
| | (\$000's) | (\$) | (\$) | (\$000's) | (\$) | (\$000's) | (000's) |
| ING Prime Rate Trust | | | | | | | |
| 08-31-12 | | | 88,125 | 343,600 | 3,525 | 348,582 | 147,167 |
| 02-29-12 | | | 83,475 | 364,000 | 3,339 | 293,444 | 147,116 |
| 02-28-11 | 100,000 | 25,000 | 102,850 | 187,000 | 6,314 | 122,641 | 146,954 |
| 02-28-10 | 200,000 | 25,000 | 98,400 | 83,000 | 13,419 | 46,416 | 145,210 |
| 02-28-09 | 225,000 | 25,000 | 70,175 | 81,000 | 10,603 | 227,891 | 145,178 |
| 02-29-08 | 450,000 | 25,000 | 53,125 | 338,000 | 4,956 | 391,475 | 145,094 |
| 02-28-07 | 450,000 | 25,000 | 62,925 | 281,000 | 6,550 | 459,982 | 145,033 |
| 02-28-06 | 450,000 | 25,000 | 55,050 | 465,000 | 4,335 | 509,178 | 145,033 |
| 02-28-05 | 450,000 | 25,000 | 53,600 | 496,000 | 4,090 | 414,889 | 145,033 |
| 02-29-04 | 450,000 | 25,000 | 62,425 | 225,000 | 7,490 | 143,194 | 137,638 |
| 02-28-03 | 450,000 | 25,000 | 62,375 | 167,000 | 9,218 | 190,671 | 136,973 |

(a) Asset coverage ratios, for periods prior to fiscal 2009, represented the coverage available for both the borrowings and preferred shares expressed in relation to each \$1,000 of borrowings and preferred shares liquidation value outstanding. The Asset coverage ratio per \$1,000 of debt for periods subsequent to fiscal 2008, is presented to represent the coverage available to each \$1,000 of borrowings before consideration of any preferred shares

liquidation price, while the Asset coverage inclusive of Preferred Shares, presents the coverage available to both borrowings and preferred shares, expressed in relation to the per share liquidation price of the preferred shares.

(5) Includes excise tax fully reimbursed by the Investment Adviser.

(6) Annualized for periods less than one year.

See Accompanying Notes to Financial Statements

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ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited)

NOTE 1 ORGANIZATION

ING Prime Rate Trust (the "Trust"), a Massachusetts business trust, is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a diversified, closed-end, management investment company. The Trust invests primarily in senior loans, which generally are not registered under the Securities Act of 1933, as amended (the "1933 Act"), and 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 U.S. generally accepted accounting principles ("GAAP") for investment companies.

A. Senior Loan and Other Security Valuation. All Senior loans and other securities are recorded at their estimated fair value, as described below. Senior loans held by the Trust are normally valued at the average of the means of one or more bid and ask quotations obtained from dealers in loans by an independent pricing service or other sources determined by the Trust's Board of Trustees (the "Board") 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 independent pricing services 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 August 31, 2012, 100.0% of total loans 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 the Investment Adviser or ING Investment Management Co. LLC ("ING IM" or 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 Adviser or the Sub-Adviser that the Investment Adviser 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 defined by the 1940 Act, as determined in good faith under procedures established by the Board and in accordance with the provisions of the 1940 Act. Under these procedures, fair value is determined by the Investment Adviser or Sub-Adviser and monitored by the Board through its Compliance Committee.

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

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

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited) (continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

the market for the loan, including price quotations for, and trading in, the loan and interests in similar loans; (v) the reputation and financial condition of the agent for the loan and any intermediate participants in the loan; (vi) the borrower's management; and (vii) the general economic and market conditions affecting the fair value of the loan. Securities for 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. Investments in securities of sufficient credit quality maturing in 60 days or less from the date of acquisition are valued at amortized cost which approximates fair value.

Fair value is defined as the price that the Trust would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. Each investment asset or liability of the Trust is assigned a level at measurement date based on the significance and source of the inputs to its valuation. Quoted prices in active markets for identical securities are classified as "Level 1," inputs other than quoted prices for an asset or liability that are observable are classified as "Level 2" and unobservable inputs, including the sub-adviser's judgment about the assumptions that a market participant would use in pricing an asset or liability are classified as "Level 3." The inputs used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. Short-term securities of sufficient credit quality which are valued at amortized cost, which approximates fair value, are generally considered to be Level 2 securities under applicable accounting rules. A table summarizing the Trust's investments under these levels of classification is included following the Portfolio of Investments.

For the period ended August 31, 2012, there have been no significant changes to the fair valuation methodologies.

The Board has adopted methods for valuing securities and other assets in circumstances where market quotes are not readily available, and has delegated the responsibility for applying the valuation methods to the "Pricing Committee" as established by the Trust's Administrator. The Pricing Committee considers all facts they deem relevant that are reasonably available, through either public information or information available to the Investment Adviser or sub-adviser, when determining the fair value of the security. In the event that a security or asset cannot be valued pursuant to one of the valuation methods established by the Board, the fair value of the security or asset will be determined in good faith by the Pricing Committee. When the Trust uses these fair valuation methods that use significant unobservable inputs to determine its NAV, securities will be priced by a method that the Pricing Committee believes accurately reflects fair value and are categorized as Level 3 of the fair value hierarchy. The methodologies used for valuing securities are not necessarily an indication of the risks of investing in those securities valued in good faith at fair value nor can it be assured the Trust can obtain the fair value assigned to a security if they were to sell the security.

To assess the continuing appropriateness of security valuations, the Pricing Committee may compare prior day prices, prices on comparable securities, and traded prices to the prior or current day prices and the

Pricing Committee challenges those prices exceeding certain tolerance levels with the third party pricing service or broker source. For those securities valued in good faith at fair value, the Pricing Committee reviews and affirms the reasonableness of the valuation on a regular basis after considering all relevant information that is reasonably available.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited) (continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

For fair valuations using significant unobservable inputs, U.S. GAAP requires a reconciliation of the beginning to ending balances for reported fair values that presents changes attributable to total realized and unrealized gains or losses, purchases and sales, and transfers in or out of the Level 3 category during the period. The end of period timing recognition is used for the transfers between Levels of the Trust's assets and liabilities. A reconciliation of Level 3 investments is presented when the Trust has a significant amount of Level 3.

B. 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 partially or fully discontinued when, in the opinion of management, there is an indication that the borrower may be unable to meet payments as they become due. If determined to be uncollectable, accrued interest is also written off. 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 and the borrower has demonstrated sustained performance. 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.

C. Foreign Currency Translation. The books and records of the Trust are maintained in U.S. dollars. Any foreign currency amounts are translated into U.S. dollars on the following basis:

- (1) Market value of investment securities, other assets and liabilities at the exchange rates prevailing at the end of the day.
- (2) Purchases and sales of investment securities, income and expenses at the rates of exchange prevailing on the respective dates of such transactions.

Although the net assets and the market values are presented at the foreign exchange rates at the end of the day, the Trust does not isolate the portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains or losses from investments. For securities, which are subject to foreign withholding tax upon disposition, liabilities are recorded on the Statement of Assets and Liabilities for the estimated tax withholding based on the securities current market value. Upon disposition, realized gains or losses on such securities are recorded net of foreign withholding tax.

Reported net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Trust's books, and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities other than investments in

securities at fiscal year end, resulting from changes in the exchange rate. Foreign security and currency transactions may involve certain considerations and risks not typically associated with investing in U.S. companies and the U.S. government. These risks include, but are not limited to, revaluation of currencies and future adverse political and economic developments which could cause securities and their markets to be less liquid and prices more volatile than those of comparable U.S. companies and U.S. government securities.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited) (continued)

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Forward Foreign Currency Contracts. The Trust has entered into forward foreign currency contracts primarily to hedge against foreign currency exchange rate risks on its non-U.S. dollar denominated investment securities. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price on a future date. The market value of a foreign currency contract fluctuates with changes in foreign currency exchange rates. Forward foreign currency contracts are marked to market daily and the change in value is recorded by the Trust as an unrealized gain or loss and is reported in the Statement of Assets and Liabilities. Realized gains or losses equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed are recorded upon delivery or receipt of the currency and are included in the Statement of Operations. These instruments may involve market risk in excess of the amount recognized in the Statement of Assets and Liabilities. In addition, the Trust could be exposed to risk if the counterparties are unable to meet the terms of the contracts or if the value of the currency changes unfavorably to the U.S. dollar. Open forward foreign currency contracts are presented following the Portfolio of Investments. For the period ended August 31, 2012, the Trust had an average quarterly contract amount on forward foreign currency contracts to sell of \$47,041,679.

E. Federal Income Taxes. It is the policy of the Trust to comply with the requirements of subchapter M of the Internal Revenue Code that are applicable to regulated investment companies and to distribute substantially all of its net investment income and any net realized capital gains to its shareholders. Therefore, a federal income tax or excise tax provision is not required. Management has considered the sustainability of the Trust's tax positions taken on federal income tax returns for all open tax years in making this determination. No capital gain distributions shall be made until the capital loss carryforwards have been fully utilized or expire.

F. 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 U.S. generally accepted accounting principles for investment companies. The Trust records distributions to its shareholders on the ex-dividend date.

G. Dividend Reinvestments. Pursuant to the Trust's Shareholder Investment Program (the "Program"), BNY Mellon Investment Servicing (U.S.) Inc. ("BNY"), 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 NAV, new shares are issued by the Trust at the greater of (i) NAV or (ii) the market price of the shares during the pricing period, minus a discount of 5%.

H. Use of Estimates. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

I. 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.

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited) (continued)

NOTE 3 INVESTMENTS

For the period ended August 31, 2012, the cost of purchases and the proceeds from principal repayment and sales of investments, excluding short-term notes, totaled \$520,961,702 and \$534,950,343, respectively. At August 31, 2012, the Trust held senior loans valued at \$1,194,224,388 representing 98.9% of its total investments. The fair 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 1933 Act, or without an exemption under the 1933 Act. In some cases, these restrictions expire after a designated period of time after issuance of the shares or warrants.

Dates of acquisition and cost or 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 | \$ 100 |
| Ascend Media (Residual Interest) | 01/05/10 | |
| Block Vision Holdings Corporation (719 Common Shares) | 09/17/02 | |
| Cedar Chemical (Residual Interest) | 12/31/02 | |
| Enterprise Profit Solutions (Liquidation Interest) | 10/21/02 | |
| Euro United Corporation (Residual Interest in Bankruptcy Estate) | 06/21/02 | 50 |
| Grand Union Company (Residual Interest in Bankruptcy Estate) | 07/01/02 | 2,576 |
| Kevco Inc. (Residual Interest in Bankruptcy Estate) | 06/05/02 | 25 |
| Lincoln Paper & Tissue (Warrants for 291 Common Shares, Expires August 14, 2015) | 08/25/05 | |
| Lincoln Pulp and Eastern Fine (Residual Interest in Bankruptcy Estate) | 06/08/04 | |
| Safelite Realty Corporation (57,804 Common Shares) | 10/12/00 | |
| Supermedia, Inc. (32,592 Common Shares) | 01/05/10 | |
| US Office Products Company (Residual Interest in | 02/11/04 | |

Bankruptcy Estate)

Total Restricted Securities (fair value \$394,028

was 0.05%

of net assets at August 31, 2012)

\$ 2,751

NOTE 4 MANAGEMENT AND ADMINISTRATION AGREEMENTS

The Trust has entered into an investment management agreement ("Investment Advisory Agreement") with the Investment Adviser, an Arizona limited liability company, to provide advisory and management services. The Investment Advisory Agreement compensates the Investment Adviser 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 Advisory 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).

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited) (continued)

NOTE 4 MANAGEMENT AND ADMINISTRATION AGREEMENTS (continued)

The Investment Adviser entered into a Sub-Advisory agreement with ING IM, a Delaware limited liability company. Subject to such policies as the Board or the Investment Adviser 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") 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.

The Investment Adviser, ING IM and the Administrator are indirect, wholly-owned subsidiaries of ING Groep N.V. ("ING Groep"). ING Groep is a global financial institution of Dutch origin offering banking, investments, life insurance, and retirement services.

ING Groep has adopted a formal restructuring plan that was approved by the European Commission in November 2009 under which the ING life insurance businesses, including the retirement services and investment management businesses, which include the Investment Adviser and its immediate affiliates, would be separated from ING Groep by the end of 2013. To achieve this goal, in a series of announcements beginning November 2010, ING Groep announced that it plans to pursue transactions to restructure certain businesses, including an initial public offering for its U.S. based insurance, retirement services, and investment management operations; and other transactions, which could include an initial public offering or other type of transaction, for its European based insurance and investment management operations and Asian based insurance and investment management operations. There can be no assurance that all or part of the restructuring plan will be carried out.

The restructuring plan and the uncertainty about its implementation, whether implemented through the planned public offerings or through other means, in whole or in part, may be disruptive to the businesses of ING entities, including the ING entities that service the Trust, and may cause, among other things, interruption or reduction of business and services, diversion of management's attention from day-to-day operations, and loss of key employees or customers. A failure to complete the offerings or other means of implementation on favorable terms could have a material adverse impact on the operations of the businesses subject to the restructuring plan. The restructuring plan may result in the Investment Adviser's loss of access to services and resources of ING Groep, which could adversely affect its businesses and profitability. In addition, the divestment of ING businesses, including the Investment Adviser, may potentially be deemed a "change of control" of each entity. A change of control would result in the termination of the Trust's advisory and sub-advisory agreements, which would trigger the necessity for new agreements that would require approval of the Board, and may trigger the need for shareholder approval. Currently, the Investment Adviser does not anticipate that the restructuring will have a material adverse impact on the Trust or its operations and administration.

NOTE 5 TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES

The Trust has adopted a Deferred Compensation Plan (the "Plan"), which allows eligible non-affiliated trustees as described in the Plan to defer the receipt of all or a portion of the trustees fees payable. Amounts deferred are treated as though invested in various "notional" funds advised by ING Investments

until distribution in accordance with the Plan.

NOTE 6 COMMITMENTS

The Trust has entered into a \$400 million 364-day revolving credit agreement which matures July 22, 2013, collateralized by assets of the Trust. Borrowing rates under this agreement are based

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited) (continued)

NOTE 6 COMMITMENTS (continued)

on a fixed spread over LIBOR, and a commitment fee is charged on the unused portion. Prepaid arrangement fees are amortized over the term of the agreement. The amount of borrowings outstanding at August 31, 2012, was \$343.6 million. Weighted average interest rate on outstanding borrowings during the period was 1.21%, excluding fees related to the unused portion of the facilities, and other fees. The amount of borrowings represented 27.08% of total assets at August 31, 2012. Average borrowings for the period ended August 31, 2012 were \$348,582,065 and the average annualized interest rate was 2.70% excluding other fees related to the unused portion of the facilities, and other fees.

As of August 31, 2012, the Trust had no unfunded loan commitments.

NOTE 7 RIGHTS AND OTHER OFFERINGS

As of August 31, 2012, outstanding share offerings pursuant to shelf registrations were as follows:

| Registration Date | Shares Registered | Shares Remaining |
|-------------------|-------------------|------------------|
| 8/17/09 | 25,000,000 | 24,980,237 |
| 8/17/09 | 5,000,000 | 5,000,000 |

As of August 31, 2012 the Trust had no Preferred Shares outstanding. The Trust may consider issuing Preferred Shares during the current fiscal year or in the future.

NOTE 8 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 Adviser 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. Subject to the aggregate 20% limit on other investments, the Trust may invest up to 20% of its total assets in unsecured floating rate loans, notes and other debt instruments and 5% of its total assets in floating rate subordinated loans. As of August 31, 2012, the Trust held no subordinated loans or unsecured loans.

NOTE 9 CAPITAL SHARES

Transactions in capital shares and dollars were as follows:

| | Six Months Ended August 31, 2012 | Year Ended February 29, 2012 |
|--|----------------------------------|------------------------------|
| Number of Shares | | |
| Reinvestment of distributions from common shares | 50,147 | 152,404 |

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| | | |
|--|------------|------------|
| Proceeds from shares sold | | 10,144 |
| Net increase in shares outstanding | 50,147 | 162,548 |
| Dollar Amount (\$) | | |
| Reinvestment of distributions from common shares | \$ 290,855 | \$ 916,239 |
| Proceeds from shares sold | | 61,590 |
| Net increase | \$ 290,855 | \$ 977,829 |

ING Prime Rate Trust

NOTES TO FINANCIAL STATEMENTS as of August 31, 2012 (Unaudited) (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 return of capital.

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

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

| Six Months Ended August 31, 2012 | Year Ended February 29, 2012 |
|---|-------------------------------------|
| Ordinary Income | Ordinary Income |
| \$ 29,498,571 | \$ 46,539,479 |

The tax-basis components of distributable earnings and the capital loss carryforwards which may be used to offset future realized capital gains for federal income tax purposes as of February 29, 2012 are detailed in the table below. Capital loss carryforwards with no expiration, if any, must be utilized prior to those with expiration dates.

| Undistributed Ordinary Income | Unrealized Appreciation/ (Depreciation) | Post-October Capital Losses Deferred | Capital Loss Carryforwards | | |
|--|--|---|-----------------------------------|------------------|-------------------|
| | | | Amount | Character | Expiration |
| \$ 1,396,322 | \$(22,050,725) | \$(9,201,168) | \$ (22,421,058) | Short-term | 2013 |
| | | | (560,828) | Short-term | 2014 |
| | | | (41,585,301) | Short-term | 2017 |
| | | | (125,812,939) | Short-term | 2018 |
| | | | (24,760,715) | Short-term | 2019 |
| | | | (21,741,424) | Long-term | None |
| | | | \$(236,882,265) | | |

The Trust's major tax jurisdictions are U.S. federal and Arizona. The earliest tax year that remains subject to examination by these jurisdictions is 2007.

As of August 31, 2012, no provision for income tax is required in the Trust's financial statements as a result of tax positions taken on federal and state income tax returns for open tax years. The Trust's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state department of revenue.

NOTE 11 SUBSEQUENT EVENTS

Subsequent to August 31, 2012, the Trust paid the following dividends from net investment income:

| Per Share Amount | Declaration Date | Record Date | Payable Date |
|-----------------------------|-----------------------------|------------------------|-------------------------|
| \$ 0.036 | 8/31/12 | 9/10/12 | 9/24/12 |
| \$ 0.036 | 9/28/12 | 10/10/12 | 10/22/12 |

The Trust has evaluated events occurring after the Statement of Assets and Liabilities date (subsequent events) to determine whether any subsequent events necessitated adjustment to or disclosure in the financial statements. Other than the above, no such subsequent events were identified.

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|--------------------------------------|--|--------------|--------------------------------|
| SENIOR LOANS*: 137.6% | | | |
| Aerospace & Defense: 2.8% | | | |
| 1,950,000 | Data Device Corp. (DDC), 1st Lien Term Loan, 7.500%, 06/15/18 | \$ 1,951,219 | 0.2 |
| 9,900,000 | Delta, New Term Loan, 5.500%, 04/20/17 | 9,966,003 | 1.1 |
| 493,750 | Delta, Pacific Route First Lien Term Loan, 4.250%, 03/07/16 | 488,812 | 0.1 |
| 4,979,987 | DigitalGlobe Inc., Term Loan B, 5.750%, 10/07/18 | 5,000,739 | 0.6 |
| 710,526 | Forgings International Ltd., GBP 95mm Term Loan B2, 4.961%, 12/18/15 | 685,658 | 0.1 |
| 710,526 | Forgings International Ltd., GBP | 685,658 | 0.1 |

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| | | | |
|----------------------|---|-------------------|--------------------------------|
| | 95mm Term Loan C2, 5.461%, 12/20/16 | | |
| 5,874,413 | US Airways, Term Loan, 2.736%, 03/21/14 | 5,690,838 | 0.6 |
| | | 24,468,927 | 2.8 |
| | Automotive: 5.8% | | |
| | Avis Budget Car Rental, LLC, Incremental Term Loan, 6.250%, 09/21/18 | | |
| 1,020,711 | | 1,026,580 | 0.1 |
| | Avis Budget Car Rental, LLC, Tranche C Term Loan, 4.250%, 03/15/19 | | |
| 2,885,867 | | 2,902,461 | 0.3 |
| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
| | Chrysler Group LLC, Term Loan B, 6.000%, 05/24/17 | \$12,109,291 | 1.4 |
| 11,884,962 | | | |
| | Fram Group Holdings Inc., First Lien Term Loan, 6.500%, 07/28/17 | 3,990,669 | 0.5 |
| 4,061,750 | | | |
| 3,742,140 | Fram Group Holdings | 3,293,083 | 0.4 |

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| | | | |
|--|--|-----------|---------------|
| | Inc., Second Lien Term Loan, 10.500%, 01/29/18 | | |
| | Goodyear Tire & Rubber Company (The), Second Lien Term Loan, 4.750%, 04/30/19 | 5,200,000 | 5,193,500 0.6 |
| | KAR Auction Services, Inc., Term Loan B, 5.000%, 05/19/17 | 7,911,553 | 7,941,221 0.9 |
| | Metaldyne, LLC, Term Loan B, 5.250%, 05/18/17 | 2,666,250 | 2,677,915 0.3 |
| | Remy International, Inc., Term Loan B, 6.250%, 12/16/16 | 5,260,207 | 5,266,782 0.6 |
| | Schrader International, Lux Term Loan, 6.250%, 04/30/18 | 1,279,701 | 1,289,299 0.2 |
| | Schrader International, US Term Loan, 6.250%, 04/30/18 | 984,404 | 991,787 0.1 |
| | UCI International, Inc., Term Loan B, | 3,316,074 | 3,340,945 0.4 |

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5.500%,
07/26/17

50,023,533

5.8

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|---|--|------------------|--------------------------------|
| Beverage & Tobacco: 0.4% | | | |
| | Clement Pappas, \$230mm Term Loan, 6.501%, 08/14/17 | \$ 1,790,560 | 0.2 |
| 1,790,560 | | | |
| EUR | Selecta, Term Loan B4, 2.670%, 06/28/15 | 742,389 | 0.1 |
| 838,069 | | | |
| SEK | Selecta, Term Loan B5, 4.520%, 02/07/15 | 564,173 | 0.1 |
| 661,141 | | | |
| | | 3,097,122 | 0.4 |
| Brokers, Dealers & Investment Houses: 1.1% | | | |
| | Nuveen Investments, Inc., First-Lien Incremental Term Loan, 7.250%, 05/13/17 | 5,006,094 | 0.6 |
| 4,975,000 | | | |
| | Nuveen Investments, Inc., Term Loan Extended 2017, 5.953%, 05/12/17 | 2,649,031 | 0.3 |
| 2,636,835 | | | |
| | Nuveen Investments, Inc., Term Loan New Extended 2017, | 2,010,834 | 0.2 |
| 2,000,000 | | | |

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| | | 5.955%, 05/13/17 | | |
|----------------------|------------|---|------------|--------------------------------|
| | | | 9,665,959 | 1.1 |
| | | Building & Development: 2.6% | | |
| | | Ahlsell AB, Term Loan B, 6.367%, 03/31/19 | 2,188,864 | 0.3 |
| EUR | 2,182,629 | | | |
| | | Capital Automotive L.P., Term Loan, 5.250%, 03/11/17 | 11,157,050 | 1.3 |
| | 11,101,543 | (1) | | |
| Principal Amount† | | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
| | | Custom Building Products, Inc., Term Loan, 5.750%, 03/19/15 | \$ 811,527 | 0.1 |
| | | 812,542 | | |
| | | NCI Building Systems, Inc., Term Loan, 8.000%, 06/21/18 | 4,441,991 | 0.5 |
| | | 4,488,750 | | |
| | | NES Rentals Holdings, Inc., Extended Second Lien Term Loan, 13.250%, 10/23/14 | 1,235,416 | 0.1 |
| | | 1,250,000 | | |
| | | Roofing Supply Group, Term Loan B, 6.500%, | 2,817,439 | 0.3 |
| | | 2,793,000 | | |

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| | | 05/31/19 | |
|---|--------------|-------------------|------------|
| | | 22,652,287 | 2.6 |
| Business Equipment & Services: 14.1% | | | |
| | 4L | | |
| | Holdings | | |
| | Inc., Term | | |
| | loan B, | | |
| | 6.753%, | | |
| 4,456,250 | (1) 05/06/18 | 4,389,406 | 0.5 |
| | Acosta, | | |
| | Inc., | | |
| | Term Loan | | |
| | B, | | |
| | 5.750%, | | |
| 4,767,794 | 03/01/18 | 4,793,993 | 0.6 |
| | Advantage | | |
| | Sales & | | |
| | Marketing, | | |
| | Inc., First | | |
| | Lien Term | | |
| | Loan, | | |
| | 5.250%, | | |
| 4,939,849 | 12/18/17 | 4,948,084 | 0.6 |
| | Advantage | | |
| | Sales & | | |
| | Marketing, | | |
| | Inc., | | |
| | Second | | |
| | Lien Term | | |
| | Loan, | | |
| | 9.250%, | | |
| 2,365,000 | 06/18/18 | 2,357,609 | 0.3 |
| | AlixPartners | | |
| | LLP, | | |
| | Second | | |
| | Lien Term | | |
| | Loan, | | |
| | 10.750%, | | |
| 2,000,000 | 12/15/19 | 1,985,000 | 0.2 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|--|-----|--|--------------|--------------------------------|
| Business Equipment & Services (continued) | | | | |
| 5,000,000 | | AlixPartners LLP, Term Loan B-2, 6.500%, 06/15/19 | \$ 5,028,065 | 0.6 |
| 9,963,268 | (1) | Avaya Inc., Term Loan B-3, 4.927%, 10/26/17 | 8,930,824 | 1.0 |
| 3,817,719 | | Catalent Pharma Solutions, Inc., Incremental USD Term Loan B-2, 5.250%, 09/15/17 | 3,841,580 | 0.4 |
| 6,261,060 | (1) | CorpSource Finance Holdings, LLC, 1st Lien Term Loan, 6.625%, 04/28/17 | 6,052,360 | 0.7 |
| 1,968,940 | (1) | CorpSource Finance Holdings, LLC, 2nd Lien Term Loan, 10.500%, 04/29/18 | 1,762,201 | 0.2 |
| 2,310,653 | | First American Payment Systems, Term Loan, | 2,322,206 | 0.3 |

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| Principal Amount† | | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|-----|---|--------------|--------------------------------|
| | | 6.750%, 10/04/16 First Data Corporation, Extended 2018 Dollar Term Loan, 4.237%, 03/23/18 | 9,472,160 | 1.1 |
| 10,000,000 | | | | |
| | | Genpact International, Inc., Term Loan B, 08/31/19 | 2,907,250 | 0.3 |
| 2,900,000 | (1) | | | |
| | | Go Daddy Operating Company, LLC, 1st Lien Term Loan, 5.500%, 12/17/18 | 8,698,896 | 1.0 |
| 8,853,838 | | | | |
| | | Information Resources, Inc., Term Loan B, 5.000%, 12/01/17 | \$ 4,995,354 | 0.6 |
| 5,049,000 | | | | |
| | | Interactive Data Corporation, Term Loan B, 4.500%, 02/12/18 | 3,944,264 | 0.5 |
| 3,925,250 | | | | |
| | | Mercury Payment Systems LLC, Term Loan B, 5.500%, 07/03/17 | 2,984,850 | 0.4 |
| 2,970,000 | | | | |
| 4,950,104 | (1) | Property Data I, | 4,690,224 | 0.5 |

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| | | | |
|-----------|---|-----------|-----|
| | Inc., Term Loan B, 7.000%, 12/21/16 | | |
| 8,128,945 | Quintiles Transnational Corp., Term Loan B, 5.000%, 06/08/18 | 8,176,361 | 0.9 |
| 1,900,000 | Ship US Bidco, Inc. (RBS Worldpay), Term Loan B2 USD (size TBC), 5.250%, 10/15/17 | 1,906,532 | 0.2 |
| 5,357,200 | Trans Union LLC, Term Loan B, 5.500%, 02/12/18 | 5,409,101 | 0.6 |
| 811,856 | U.S. Security Associates Holdings, Inc., \$75mm Delayed Draw Term Loan, 6.000%, 07/28/17 | 813,886 | 0.1 |
| 3,152,978 | U.S. Security Associates Holdings, Inc., New Term Loan, 6.000%, 07/28/17 | 3,160,860 | 0.4 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|--|-----|--|--------------------|--------------------------------|
| Business Equipment & Services (continued) | | | | |
| | | Web.com Group, Inc., First Lien Term Loan, 7.000%, 10/28/17 | \$ 4,366,729 | 0.5 |
| 4,359,461 | | | | |
| | | West Corp, Term B-6 Facility, 06/30/18 | 14,057,498 | 1.6 |
| 14,000,000 | (1) | | | |
| | | | 121,995,293 | 14.1 |
| Cable & Satellite Television: 4.7% | | | | |
| | | Atlantic Broadband, First Lien Term Loan, 5.250%, 03/29/19 | 4,928,582 | 0.6 |
| 4,900,000 | | | | |
| | | Cequel Communications, LLC, Term Loan 2012, 4.000%, 02/08/19 | 4,284,415 | 0.5 |
| 4,286,713 | (1) | | | |
| | | Intelsat Jackson Holdings S.A., Term Loan B Facility, 5.250%, 04/02/18 | 6,966,904 | 0.8 |
| 6,922,400 | | | | |
| 3,920,000 | | Mediacom LLC Group, Term Loan E, | 3,884,885 | 0.5 |

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| | | | | | |
|----------------------|--|-------------------------------------|---|------------|--------------------------------|
| | | | 4.500%, 10/23/17 | | |
| | | | RCN Cable, Term Loan B, 08/16/16 | 1,250,000 | (1) 1,253,125 |
| | | | San Juan Cable LLC, '1st Lien, 6.000%, 06/09/17 | 4,555,122 | 4,555,122 |
| | | | WaveDivision Holdings LLC, Term Loan B, 09/28/19 | 2,150,000 | (1) 2,158,735 |
| | | | Wideopenwest Finance, LLC, Term Loan, 6.250%, 07/05/18 | 12,450,000 | (1) 12,477,240 |
| | | | | | 40,509,008 |
| | | | | | 4.7 |
| Principal Amount† | | Borrower/ Tranche Description | | Fair Value | Percentage of Net Assets |
| | | | Chemicals & Plastics: 6.3% | | |
| | | | Ascend Performance Materials Operations LLC, Term Loan, 6.750%, 04/09/18 | 4,995,000 | \$ 4,963,781 |
| | | | AZ Chem US Inc., Term Loan B, 7.250%, 12/19/17 | 1,986,364 | 2,008,090 |
| | | | Chemtura Corporation, Term Loan, 5.500%, 08/27/16 | 4,365,000 | 4,397,737 |

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| | | | |
|------------|---|------------|-----|
| 3,299,848 | Cristal Inorganic Chemicals, Inc (aka Millenium Inorganic Chemicals), Second Lien Term Loan, 6.211%, 11/15/14 | 3,297,099 | 0.4 |
| 2,303,471 | Houghton International, Inc., Term Loan B1, 6.750%, 01/29/16 | 2,326,506 | 0.3 |
| 11,987,463 | Ineos US Finance LLC, Cash Dollar Term Loan, 6.500%, 04/27/18 | 12,019,925 | 1.4 |
| 2,750,000 | Kronos Worldwide, Inc., Term Loan B, 5.750%, 06/01/18 | 2,763,750 | 0.3 |
| 1,128,000 | Momentive Specialty Chemicals Inc (a.k.a Hexion Specialty Chemicals Inc), Synthetic LC (C3), 2.382%, 05/03/13 | 1,088,520 | 0.1 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|---|---|--------------|--------------------------------|
| Chemicals & Plastics (continued) | | | |
| 1,128,448 | Momentive Specialty Chemicals Inc (a.k.a Hexion Specialty Chemicals Inc), Term Loan C4B, 4.249%, 05/05/15 | \$ 1,088,952 | 0.1 |
| 950,000 | Momentive Specialty Chemicals Inc (a.k.a Hexion Specialty Chemicals Inc), Term Loan C5B, 4.250%, 05/05/15 | 916,750 | 0.1 |
| 984,456 | Momentive Specialty Chemicals Inc (a.k.a Hexion Specialty Chemicals Inc), Term Loan C7B, 4.250%, 05/05/15 | 945,078 | 0.1 |
| 1,277,250 | Omnova Solutions Inc, Term Loan B, 5.500%, 05/31/17 | 1,287,628 | 0.2 |

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| | | | |
|-------------------|---|-------------------|--------------------------|
| 412,367 | Sonneborn, Inc., BV Tranche, 6.500%, 03/31/18 | 414,428 | 0.0 |
| 2,336,744 | Sonneborn, Inc., US Tranche, 6.500%, 03/31/18 | 2,348,427 | 0.3 |
| 2,558,773 | Styron S.A.R.L., Term Loan B, 8.000%, 08/02/17 | 2,396,110 | 0.3 |
| 9,220,248 | Univar Inc., Term Loan B, 5.000%, 06/30/17 | 9,185,673 | 1.1 |
| 2,952,600 | Vantage Specialties Inc., Term Loan B, 7.000%, 02/10/18 | 2,974,745 | 0.3 |
| | | 54,423,199 | 6.3 |
| Principal Amount† | Borrower/Tranche Description | Fair Value | Percentage of Net Assets |
| | Clothing/Textiles: 0.4% | | |
| 1,992,169 | Targus Group, Inc., New Senior Secured Term Loan, 11.000%, 05/16/16 | \$ 1,987,189 | 0.2 |
| 171,703 | Totes Isotoner Corporation, Delayed Draw 1st Loan Term Loan, 7.293%, 07/07/17 | 169,986 | 0.0 |

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| | | | | |
|--|-----|---|-------------------|------------|
| 1,655,605 | | Totes Isotoner Corporation, First Loan Term Loan, 7.251%, 07/07/17 | 1,639,049 | 0.2 |
| | | | 3,796,224 | 0.4 |
| Conglomerates: 1.6% | | | | |
| 2,678,934 | (1) | Affinion Group, Inc., First Lien Term Loan, 5.000%, 10/10/16 | 2,282,674 | 0.3 |
| 3,594,501 | | Spectrum Brands, Inc., Term Loan B, 5.000%, 06/17/16 | 3,613,117 | 0.4 |
| 2,677,975 | | Waterpik, Term Loan, 6.751%, 08/10/17 | 2,677,975 | 0.3 |
| 5,196,045 | | WireCo WorldGroup, Inc., Term Loan B, 6.000%, 02/15/17 | 5,209,035 | 0.6 |
| | | | 13,782,801 | 1.6 |
| Containers & Glass Products: 3.9% | | | | |
| 1,500,000 | | Consolidated Container Company LLC, Term Loan B, 6.250%, 07/07/19 | 1,515,000 | 0.2 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|--|---|--------------|--------------------------------|
| Containers & Glass Products (continued) | | | |
| 5,456,320 | Husky Injection Molding Systems, Ltd, New Term Loan B, 5.750%, 06/30/18 | \$ 5,490,422 | 0.6 |
| 978,077 | Pro Mach, Inc, Term Loan, 6.250%, 07/06/17 | 970,334 | 0.1 |
| EUR 1,228,841 | Reynolds Group Holdings Inc, Eur Term Loan, 6.750%, 02/09/18 | 1,235,370 | 0.1 |
| 9,870,502 | Reynolds Group Holdings Inc, Term Loan C, 6.500%, 08/09/18 | 10,019,932 | 1.2 |
| 8,107,620 | Reynolds Group Holdings Inc, US Term Loan, 6.500%, 02/09/18 | 8,179,048 | 0.9 |
| 4,100,000 | TricorBraun, Term Loan, 5.500%, | 4,115,375 | 0.5 |

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| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|--|-------------------|--------------------------------|
| | 04/30/18 Xerium Technologies, Inc., USD First Lien Term Loan, 6.250%, 05/22/17 | 2,552,737 | 0.3 |
| 2,596,005 | | 34,078,218 | 3.9 |
| | Cosmetics/Toiletries: 0.7% | | |
| | KIK Custom Products, Inc., \$CAD First Lien Term Loan, 2.500%, 06/02/14 | 260,733 | 0.0 |
| 283,790 | | | |
| | KIK Custom Products, Inc., \$US First Lien Term Loan, 2.500%, 06/02/14 | 1,516,275 | 0.2 |
| 1,650,368 | | | |
| | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
| | KIK Custom Products, Inc., Incremental First Lien Term Loan, 8.500%, 05/30/14 | \$ 808,500 | 0.1 |
| 825,000 | | | |
| | Revlon Consumer Products Corporation, Term Loan, 4.750%, 11/17/17 | 3,959,382 | 0.4 |
| 3,960,000 | | 6,544,890 | 0.7 |
| | Drugs: 1.0% | | |
| 3,500,000 | | 3,516,040 | 0.4 |

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| | | | |
|--|--|-----------|------------------|
| | Jazz Pharmaceuticals Inc., term loan, 5.250%, 05/30/18 | | |
| | Prestige Brands, Term loan B, 5.268%, 01/31/19 | 4,943,387 | 4,994,586 |
| | | | 0.6 |
| | | | 8,510,626 |
| | | | 1.0 |
| | Ecological Services & Equipment: 0.3% | | |
| | Valleycrest Companies, LLC, Extended Term Loan, 8.000%, 10/05/15 | 1,622,848 | 1,566,048 |
| | | | 0.2 |
| | WCA Waste Corporation, Term Loan B, 5.500%, 02/28/18 | 698,250 | 702,614 |
| | | | 0.1 |
| | | | 2,268,662 |
| | | | 0.3 |
| | Electronics/Electrical: 10.3% | | |
| | Attachmate Corporation, 1st Lien Term Loan, 7.250%, 11/15/17 | 8,300,000 | 8,354,988 |
| | | | 1.0 |
| | Blackboard Inc., 1st Lien Term Loan B, 7.500%, 10/04/18 | 4,776,000 | 4,699,364 |
| | | | 0.5 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|---|---|--------------|--------------------------------|
| Electronics/Electrical (continued) | | | |
| 2,743,125 | Blackboard Inc., 1st Lien Term Loan B-1, 7.500%, 10/04/18 | \$ 2,699,109 | 0.3 |
| 3,000,000 | Blackboard Inc., 2nd Lien Term Loan B, 11.500%, 10/01/19 | 2,793,750 | 0.3 |
| 7,138,000 | Epicor Software Corporation, Term Loan B, 5.000%, 05/16/18 | 7,150,492 | 0.8 |
| 28,415 | FCI International S.A.S., Term Loan A1, 2.841%, 09/30/12 | 28,344 | 0.0 |
| 25,983 | FCI International S.A.S., Term Loan A2, 2.743%, 09/30/12 | 25,766 | 0.0 |
| 5,985,000 | Freescale Semiconductor, Inc., Incremental Term Loan B-2, 6.000%, 02/28/19 | 5,901,210 | 0.7 |

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| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|---|--------------|--------------------------------|
| 7,701,170 | Freescale Semiconductor, Inc., Term Loan B-2, 4.496%, 12/01/16 | 7,405,445 | 0.8 |
| 3,070,083 | Greeneden U.S. Holdings II, L.L.C., 1st Lien Term Loan, 6.750%, 01/31/18 | 3,112,297 | 0.4 |
| 5,240,000 | Kronos Incorporated, Tranche B-1 second-lien term loan, 10.461%, 06/11/18 | 5,292,400 | 0.6 |
| 3,283,500 | Kronos Incorporated, Tranche C first-lien term loan, 6.250%, 12/26/17 | 3,306,074 | 0.4 |
| 14,713,125 | Lawson Software, Inc., Term Loan B (USD), 6.250%, 04/01/18 | \$14,905,087 | 1.7 |
| 4,898,385 | Open Link Financial, Inc., Term Loan, 7.750%, 10/28/17 | 4,916,754 | 0.6 |
| 2,325,358 | Orbitz Worldwide, Inc., Term Loan, 3.232%, 07/25/14 | 2,235,831 | 0.3 |

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| | | | |
|-----------|---|-----------|-----|
| 1,545,000 | RedPrairie Corporation, Term Loan B, 6.000%, 08/07/18 | 1,550,794 | 0.2 |
| 4,000,000 | Sabre Inc., Incremental Term Loan, 7.250%, 12/27/17 | 3,986,668 | 0.5 |
| 4,261,149 | Spancion LLC, Term Loan, 4.750%, 02/09/15 | 4,298,434 | 0.5 |
| 4,762,847 | SS&C Technologies Inc., Term Loan B-1, 5.000%, 06/01/19 | 4,784,675 | 0.5 |
| 492,708 | SS&C Technologies Inc., Term Loan B-2, 5.000%, 06/01/19 | 493,735 | 0.1 |
| 673,499 | Travelport, Inc., Delayed Draw Term Loan extended, 4.961%, 08/21/15 | 623,173 | 0.1 |
| 421,022 | Travelport, Inc., Term Loan B (\$ Extended, 4.961%, 08/21/15 | 389,562 | 0.0 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|---|-------------------|--------------------------------|
| | Electronics/Electrical (continued) | | |
| | Travelport, Inc., Term Loan S (Synthetic LC Converted), 4.961%, 08/21/15 | \$ 126,110 | 0.0 |
| 136,295 | | | |
| | | 89,080,062 | 10.3 |
| | Equipment Leasing: 0.8% | | |
| | Brand Services, Inc., Existing Sr Sec 1st Lien, 2.500%, 02/07/14 | 2,556,561 | 0.3 |
| 2,613,737 | | | |
| | Brand Services, Inc., Incremental Sr Sec 1st Lien, 3.676%, 02/07/14 | 1,124,774 | 0.1 |
| 1,143,354 | | | |
| | Brock Holdings, Inc., New 2nd Lien Term Loan, 10.000%, 03/16/18 | 248,750 | 0.0 |
| 250,000 | | | |
| | Brock Holdings, Inc., New Term Loan B, 6.012%, 03/16/17 | 3,462,911 | 0.4 |
| 3,437,132 | | | |
| | | 7,392,996 | 0.8 |
| | Financial Intermediaries: 1.7% | | |

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| Principal Amount† | Borrower/Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|--|-------------------|--------------------------|
| 1,728,868 | BNY ConvergEx Group, LLC, Eze Borrower Term Loan, 5.250%, 12/19/16 | 1,633,780 | 0.2 |
| 3,935,998 | BNY ConvergEx Group, LLC, Top Borrower Term Loan, 5.250%, 12/19/16 | 3,719,518 | 0.4 |
| 2,129,798 | Fundtech, Term Loan, 7.500%, 11/15/17 | 2,143,109 | 0.3 |
| 2,878,874 | MIP Delaware, LLC, Term Loan, 5.500%, 07/12/18 | 2,904,065 | 0.3 |
| 4,000,000 | Residential Capital, A-1 Term Loan, 5.000%, 11/15/13 | \$ 4,028,332 | 0.5 |
| | | 14,428,804 | 1.7 |
| | Food Products: 1.5% | | |
| 3,930,000 | Advance Pierre Foods, First Lien Term Loan, 7.000%, 09/30/16 | 3,958,249 | 0.4 |
| 4,868,855 | (1) | 4,941,888 | 0.6 |

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|-----|-----------|-----|--|-------------------|------------|
| | | | NPC International, Term Loan (2012 refi), 5.250%, 12/28/18 | | |
| | 2,545,487 | | Pinnacle Foods Holding Corporation, Term Loan E, 4.750%, 10/01/18 | 2,543,578 | 0.3 |
| | 1,700,000 | (1) | Pinnacle Foods Holding Corporation, Term Loan F, 10/01/18 | 1,695,750 | 0.2 |
| | | | | 13,139,465 | 1.5 |
| | | | Food Service: 3.7% | | |
| | 4,591,794 | | Bojangles Restaurants, Inc., Term Loan, 8.000%, 08/17/17 | 4,603,273 | 0.5 |
| EUR | 3,078,727 | | Burger King Corporation, Term Loan B EUR, 4.750%, 10/19/16 | 3,081,036 | 0.4 |
| | 6,207,957 | | Burger King Corporation, Term Loan B USD, 4.500%, 10/19/16 | 6,240,636 | 0.7 |
| | 5,236,875 | | Landry's Restaurants, Term Loan B, 6.500%, 04/30/18 | 5,299,880 | 0.6 |

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|---------------------------------|---|-------------------|--------------------------------|
| Food Service (continued) | | | |
| | P.F. Chang's China Bistro, Inc., Term Loan B Facility, 6.250%, 06/30/19 | \$ 4,045,000 | 0.5 |
| 4,000,000 | | | |
| | Wendy's International, Inc., Term Loan B, 4.750%, 05/15/19 | 8,911,605 | 1.0 |
| 8,850,000 | | | |
| | | 32,181,430 | 3.7 |
| Health Care: 12.3% | | | |
| | Bausch & Lomb, Inc., US term loan, 5.250%, 04/30/19 | 6,028,728 | 0.7 |
| 6,000,000 | | | |
| | BSN Medical, Facility B1, 6.000%, 08/31/19 | 1,681,134 | 0.2 |
| 1,670,000 | | | |
| | CHG Medical Staffing, Inc., 1st lien term loan, 5.250%, 10/03/16 | 1,322,501 | 0.1 |
| 1,322,501 | | | |
| | ConvaTec, Term Loan B USD, 5.750%, 12/22/16 | 4,916,825 | 0.6 |
| 4,903,033 | | | |

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| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|--|--------------|--------------------------------|
| 3,823,750 | DJO Finance LLC, Tranche B-3 Term Loan, 6.250%, 09/15/17 | 3,834,265 | 0.4 |
| 5,938,567 | Drumm Corp., Term loan B, 5.000%, 05/04/18 | 5,715,870 | 0.6 |
| 4,488,750 | Emdeon, Inc., Term B-1, 5.000%, 11/02/18 | 4,505,583 | 0.5 |
| 5,267,275 | Emergency Medical Services Corporation, Term loan B, 5.250%, 05/25/18 | 5,279,347 | 0.6 |
| 1,958,381 | HGI Holding, Inc., Senior Secured Term Loan B due 2016, 6.750%, 09/29/16 | \$ 1,964,093 | 0.2 |
| 6,280,525 | lasis Healthcare LLC, Term Loan B, 5.000%, 05/03/18 | 6,241,272 | 0.7 |
| 4,962,500 | Immucor, Inc., Term B-1, 6.000%, 08/17/18 | 5,002,820 | 0.6 |
| 4,366,784 | | 4,093,860 | 0.5 |

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|-----------|--|------------|-----|
| | inVentiv Health Inc., Original term loan B, 6.500%, 08/04/16 | | |
| 2,533,172 | inVentiv Health Inc., Term B-3, 6.750%, 05/15/18 | 2,372,739 | 0.3 |
| 9,950,000 | Kinetic Concepts, Inc., Term Loan B-1, 7.000%, 04/20/18 | 10,077,927 | 1.2 |
| 1,379,262 | Medassets, Inc., Term Loan B, 5.250%, 11/16/16 | 1,387,882 | 0.2 |
| 4,639,645 | Onex Carestream Finance LP, Term Loan B, 5.000%, 02/25/17 | 4,542,505 | 0.5 |
| 5,373,000 | Pharmaceutical Product Development, Inc., Bank Term Loan B, 6.250%, 11/30/18 | 5,447,996 | 0.6 |
| 2,169,563 | Press Ganey, 1st Lien, 5.250%, 04/30/18 | 2,174,986 | 0.2 |
| 2,600,000 | Press Ganey, 2nd Lien, 8.250%, 08/31/18 | 2,593,500 | 0.3 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|---|--------------|--------------------------------|
| | Health Care (continued) | | |
| 3,183,923 | Rural/Metro Corporation, Term Loan B, 5.750%, 06/29/18 | \$ 3,170,392 | 0.4 |
| 3,600,000 | Select Medical Corporation, Incremental Term Loan, 5.500%, 06/01/18 | 3,564,000 | 0.4 |
| 5,077,322 | Skilled Healthcare Group, Inc., New Term Loan, 6.750%, 04/08/16 | 5,083,668 | 0.6 |
| 1,871,100 | Surgical Care Affiliates LLC, Incremental term loan, 5.500%, 06/29/18 | 1,847,711 | 0.2 |
| 4,987,500 | United Surgical Partners International, Inc., New Tranche B, 6.000%, 04/01/19 | 4,999,969 | 0.6 |
| 5,172,472 | Vanguard Health Holdings Company li, | 5,191,869 | 0.6 |

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|----------------------|--|--------------------|--------------------------------|
| | LLC, Term Loan B, 5.000%, 01/29/16 | | |
| 293,187 | Vantage Oncology Holdings, LLC, Delayed Draw term loan \$25mm, 7.750%, 01/31/17 | 285,857 | 0.0 |
| 2,413,285 | Vantage Oncology Holdings, LLC, Term loan, 7.750%, 01/31/17 | 2,352,953 | 0.3 |
| 1,400,000 | Wolverine Healthcare Analytics, Term Loan B, 6.750%, 05/31/19 | 1,406,125 | 0.2 |
| | | 107,086,377 | 12.3 |
| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
| | Home Furnishings: 1.2% | | |
| 3,950,473 | Hillman Group (The), Inc., First Lien Term Loan, 5.000%, 05/27/16 | \$ 3,970,226 | 0.5 |
| 4,089,750 | Monitronics International, Inc., Term Loan B, 5.500%, 03/31/18 | 4,128,091 | 0.5 |
| 2,009,963 | Protection One, Inc., Term Loan B, | 2,018,338 | 0.2 |

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| | | | |
|-----------|---|-------------------|------------|
| | 5.750%, 03/31/19 | 10,116,655 | 1.2 |
| | Industrial Equipment: 5.7% | | |
| | Doncasters Group Limited, Facility B2, 4.738%, 05/15/15 | 1,236,703 | 0.1 |
| 1,302,821 | | | |
| | Doncasters Group Limited, Facility C2, 5.232%, 05/13/16 | 1,229,723 | 0.1 |
| 1,295,468 | | | |
| | Edwards (Cayman Islands II) Limited (aka BOC Edwards), Extended Term Loan, 5.500%, 05/31/16 | 3,359,287 | 0.4 |
| 3,357,887 | | | |
| | Edwards (Cayman Islands II) Limited (aka BOC Edwards), New Term Loan, 5.500%, 05/31/16 | 1,728,984 | 0.2 |
| 1,728,264 | | | |
| | Generac Power Systems, Inc., Term Loan B, 6.250%, 05/30/18 | 6,390,625 | 0.7 |
| 6,250,000 | | | |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|---|--|--------------|--------------------------------|
| Industrial Equipment (continued) | | | |
| 7,895,116 | Goodman Global Inc., Term Loan B, 5.750%, 10/28/16 | \$ 7,938,539 | 0.9 |
| 6,542,125 | Rexnord Corporation/ RBS Global, Inc., USD Term Loan, 5.000%, 04/01/18 | 6,592,826 | 0.8 |
| 6,800,000 | Schaeffler AG, Term Loan C2 USD, 6.000%, 01/31/17 | 6,838,250 | 0.8 |
| 3,178,676 | Sensus Metering Systems Inc., New First Lien Term Loan, 4.750%, 05/09/17 | 3,188,609 | 0.4 |
| 4,400,000 | Sensus Metering Systems Inc., New Second Lien Term Loan, 8.500%, 05/09/18 | 4,389,000 | 0.5 |
| EUR 2,497,129 | | 2,506,493 | 0.3 |

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|-------------------|--|-------------------|--|--------------------------|
| | Terex Corporation, Term Loan Euro Tranche, 6.000%, 04/28/17 | | | |
| 3,970,000 | Terex Corporation, Term Loan, 5.500%, 04/28/17 | 4,007,219 | | 0.5 |
| | | 49,406,258 | | 5.7 |
| | Insurance: 3.2% | | | |
| 3,500,000 | AmWINS Group, Inc., 1st Lien Term Loan, 6.054%, 06/01/19 | 3,506,563 | | 0.4 |
| 1,700,000 | AmWINS Group, Inc., 2nd Lien Term Loan, 10.250%, 12/01/19 | 1,696,459 | | 0.2 |
| Principal Amount† | Borrower/Tranche Description | Fair Value | | Percentage of Net Assets |
| 1,047,375 | Applied Systems Inc., First Lien Incremental, 5.500%, 12/08/16 | \$ 1,044,757 | | 0.1 |
| 2,367,922 | Applied Systems Inc., First Lien, 5.500%, 12/08/16 | 2,367,183 | | 0.3 |
| 1,400,000 | Applied Systems Inc., Second | 1,400,000 | | 0.2 |

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|-----------|--|---|-----|-------------------|
| | | Lien, 9.500%, 06/07/17 | | |
| | | CCC Information Services Group, Inc., Term Loan B, 5.750%, 11/11/15 | (1) | 5,008,479 |
| 4,991,841 | | | | 0.6 |
| | | HMSC Corporation, 1st Lien Term Loan, 2.482%, 04/03/14 | | 3,342,720 |
| 3,546,653 | | | | 0.4 |
| | | Hub International Limited, Add-on Term Loan, 4.732%, 06/13/17 | | 2,003,750 |
| 2,000,000 | | | | 0.2 |
| | | Hub International Limited, Extended Incremental Term Loan B, 6.750%, 12/13/17 | | 2,067,404 |
| 2,052,438 | | | | 0.2 |
| | | Sedgwick Holdings, Inc., Term Loan B-1, 5.000%, 12/30/16 | | 4,953,846 |
| 4,953,846 | | | | 0.6 |
| | | | | 27,391,161 |
| | | | | 3.2 |
| | | Leisure Good/Activities/Movies: 3.7% | | |
| | | 24 Hour Fitness Worldwide, Inc, Term Loan B, 7.500%, 04/22/16 | | 5,723,831 |
| 5,667,159 | | | | 0.7 |

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|-----|---|--------------|--------------------------------|
| | | Leisure Good/Activities/Movies (continued) | | |
| 5,992,500 | (1) | Delta2 Sarl Luxembourg (Formula One World Championship), Term Loan B USD, 5.750%, 04/30/17 | \$ 6,050,927 | 0.7 |
| 4,602,222 | | FGI Operating, Add-On Term Loan, 5.503%, 04/30/19 | 4,628,110 | 0.5 |
| 6,028,649 | | Getty Images, Inc, Term Loan B, 5.250%, 11/07/16 | 6,046,837 | 0.7 |
| 4,892,513 | | SRAM, LLC, First Lien Term Loan, 4.776%, 06/07/18 | 4,913,859 | 0.6 |
| 357,500 | | SRAM, LLC, Second Lien Term Loan, 8.500%, 12/07/18 | 364,650 | 0.0 |
| 2,795,000 | (1) | Wilton Brands, Inc., Term Loan, 08/31/18 | 2,801,988 | 0.3 |

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| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|------------------------------------|--|-------------------|--------------------------------|
| 2,000,000 | (1) Zuffa, LLC, Incremental Term Loan 2012, 7.500%, 06/19/15 | 2,007,500 | 0.2 |
| | | 32,537,702 | 3.7 |
| Lodging & Casinos: 5.1% | | | |
| 952,500 | Audio Visual Services Corporation, 1st Lien Term Loan, 2.720%, 02/28/14 | 859,234 | 0.1 |
| 5,167,500 | Boyd Gaming Corporation, Incremental Term Loan, 6.000%, 12/17/15 | 5,223,330 | 0.6 |
| 2,415,817 | Caesars Entertainment Operating Company, Inc., Term Loan B1, 3.236%, 01/28/15 | \$ 2,295,026 | 0.3 |
| 9,557,389 | (1) Caesars Entertainment Operating Company, Inc., Term Loan B2, 3.236%, 01/28/15 | 9,090,616 | 1.1 |
| 3,728,862 | Caesars Entertainment Operating Company, Inc., Term Loan B3, 3.237%, | 3,547,080 | 0.4 |

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|-----------|------|----------------|-----------|-----|
| | | 01/28/15 | | |
| | | Caesars | | |
| | | Entertainment | | |
| | | Operating | | |
| | | Company, | | |
| | | Inc., Term | | |
| | | Loan B4 | | |
| | | (Incremental), | | |
| | | 9.500%, | | |
| 6,481,056 | | 10/31/16 | 6,633,970 | 0.8 |
| | | Caesars | | |
| | | Entertainment | | |
| | | Operating | | |
| | | Company, | | |
| | | Inc., Term | | |
| | | Loan B6, | | |
| | | 5.486%, | | |
| 225,000 | | 01/28/18 | 198,312 | 0.0 |
| | | Caesars | | |
| | | Octavius, | | |
| | | LLC, Term | | |
| | | Loan, | | |
| | | 9.250%, | | |
| 1,275,000 | | 02/24/17 | 1,247,109 | 0.1 |
| | | Fontainebleau | | |
| | | Las Vegas, | | |
| | | LLC, | | |
| | | Delayed | | |
| | | Draw Term | | |
| | | Loan, -, | | |
| 535,170 | ^(2) | 06/06/14 | 90,979 | 0.0 |
| | | Fontainebleau | | |
| | | Las Vegas, | | |
| | | LLC, Term | | |
| | | Loan, -, | | |
| 1,070,339 | ^(2) | 06/06/14 | 181,958 | 0.0 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|--|---|--------------|--------------------------------|
| Lodging & Casinos (continued) | | | |
| 1,354,938 | Global Cash Access, Inc., Term Loan B, 7.000%, 03/01/16 | \$ 1,370,181 | 0.2 |
| 2,142,761 | Golden Nugget, Inc., 1st Lien Term Loan, 3.240%, 06/30/14 | 2,048,122 | 0.2 |
| 1,219,706 | Golden Nugget, Inc., Delayed Draw Term Loan, 3.240%, 06/30/14 | 1,165,835 | 0.1 |
| 3,000,000 | Hudson Hotel, Mortgage, 5.000%, 08/12/13 | 2,947,500 | 0.3 |
| 2,117,750 | Isle Of Capri Casinos, Inc., Term Loan B, 4.750%, 11/01/13 | 2,130,086 | 0.3 |
| EUR 1,572,499 | Scandic Hotels AB, Term Loan B2 (EUR), | 1,421,146 | 0.2 |

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|----------------------|-----------|---|-------------------|--------------------------------|
| | | 2.673%, 07/09/15 | | |
| | | Scandic Hotels AB, Term Loan C2 (EUR), 3.173%, 07/08/16 | 1,421,146 | 0.2 |
| EUR | 1,572,499 | | | |
| | | Station Casinos LLC, Term Loan B-1, 3.232%, 06/17/16 | 2,117,742 | 0.2 |
| | 2,232,139 | | | |
| | | | 43,989,372 | 5.1 |
| | | Nonferrous Metals/Minerals: 1.0% | | |
| | | Constellium Holdco BV, Term Loan B, 9.250%, 04/30/18 | 2,955,000 | 0.3 |
| | 3,000,000 | | | |
| | | Fairmount Minerals, Ltd., Term Loan B, 5.250%, 03/15/17 | 5,793,753 | 0.7 |
| | 5,836,065 | | | |
| | | | 8,748,753 | 1.0 |
| Principal Amount† | | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
| | | Oil & Gas: 1.4% | | |
| | | Crestwood Holdings LLC, Term Loan B, 9.750%, 03/30/18 | \$ 1,483,905 | 0.2 |
| | 1,461,375 | | | |
| | | FTS International, Inc. (fka FracTech), Term Loan (HoldCo), 6.250%, 05/06/16 | 5,556,834 | 0.6 |
| | 6,283,979 | | | |
| | 4,975,000 | | 5,010,238 | 0.6 |

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|-----------|---|-----|-------------------------|------------|
| | Tervita (fka CCS Inc.), Add-On Term Loan, 6.500%, 11/14/14 | | 12,050,977 | 1.4 |
| | | | Publishing: 5.1% | |
| 744,261 | Caribe Media Inc., Term Loan, 10.000%, 11/18/14 | | 478,188 | 0.1 |
| 8,951,566 | Cengage Learning, Inc., Extended Term Loan B, 5.740%, 07/31/17 | | 7,890,170 | 0.9 |
| 3,000,000 | Cengage Learning, Inc., Term Loan B, 2.490%, 07/03/14 | | 2,774,166 | 0.3 |
| 5,272,752 | Cenveo Corporation, Term Loan B, 6.625%, 12/21/16 | | 5,290,326 | 0.6 |
| 1,684,914 | Dex Media East, LLC, Term Loan, 2.947%, 10/24/14 | | 1,067,815 | 0.1 |
| 5,065,478 | Dex Media West, LLC, Term Loan 7.250%, 10/24/14 | (1) | 3,340,683 | 0.4 |

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------------------|--|------------|--------------------------|
| Publishing (continued) | | | |
| 1,060,875 | Intermedia Outdoor, Inc., 1st lien Term Loan, 3.211%, 01/31/13 | \$ 965,396 | 0.1 |
| 1,771,936 | Nelson Canada, '1ST LIEN-C\$ 330 mm, 2.961%, 07/03/14 | 1,488,427 | 0.2 |
| EUR 670,967 | PagesJaunes Groupe SA, Term Loan A3, 3.638%, 09/11/15 | 533,418 | 0.1 |
| AUD 7,355,702 | PBL Media, Term Loan B, 6.055%, 02/05/13 | 6,447,736 | 0.7 |
| 3,102,211 | Penton Media, Inc, Term Loan B, 5.000%, 08/01/14 | 2,400,336 | 0.3 |
| 7,350,504 | R.H. Donnelley Corporation, Term Loan, 9.000%, 10/24/14 | 4,336,797 | 0.5 |
| 10,386,194 | (1) SuperMedia, Inc., Term | 7,266,005 | 0.8 |

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| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|---|-------------------|--------------------------------|
| 1,515,303 | Loan, 11.000%, 12/31/15 Yell Group PLC, New Term Loan B, 4.459%, 07/31/14 | 440,700 | 0.0 |
| | | 44,720,163 | 5.1 |
| | Radio & Television: 6.6% | | |
| 316,265 | AR Broadcasting LLC, Term Loan, 5.570%, 02/20/22 | 260,919 | 0.0 |
| 2,792,526 | Barrington Broadcasting Group, Term loan B, 7.500%, 06/30/17 | 2,827,433 | 0.3 |
| 6,000,000 | (1) Clear Channel Communications, Inc., Term Loan A, 3.632%, 06/02/14 | \$ 5,650,500 | 0.6 |
| 4,921,330 | Clear Channel Communications, Inc., Term Loan B, 3.882%, 01/28/16 | 3,834,725 | 0.4 |
| 5,968,302 | Cumulus Media Holdings Inc., First Lien Term Loan B, 5.750%, 09/17/18 | 5,998,143 | 0.7 |
| 1,366,867 | | 1,376,777 | 0.2 |

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Entercom
Communications
Corporation,
Term loan
B,
6.250%,
11/22/18

FoxCo
Acquisition,
LLC, Term
Loan B,
4.750%,
07/14/15

3,276,583

3,282,727

0.4

Hubbard
Radio LLC,
1st lien
term
loan B,
5.250%,
04/28/17

1,455,338

(1)

1,468,072

0.2

LIN
Television
Corporation,
Term Loan
B,
5.000%,
01/01/18

995,000

1,003,706

0.1

Nexstar
Broadcasting,
Inc., Term
Loan
B-Mission,
5.000%,
09/30/16

573,300

574,733

0.1

Nexstar
Broadcasting,
Inc., Term
Loan
B-Nexstar,
5.000%,
09/30/16

1,390,463

1,393,939

0.2

Univision
Communications,
Inc.,
Extended
Term Loan,
4.482%,
03/31/17

30,851,566

29,915,005

3.4

57,586,679

6.6

See Accompanying Notes to Financial Statements

PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/Tranche Description | Fair Value | Percentage of Net Assets |
|--|--|--------------|--------------------------|
| Retailers (Except Food & Drug): 16.1% | | | |
| 4,987,500 | 99 Cents Only Stores, Term Loan Facility (2012 refi), 5.250%, 01/15/19 | \$ 5,029,061 | 0.6 |
| 5,970,000 | Academy Ltd., Term Loan, 6.000%, 08/03/18 | 5,997,361 | 0.7 |
| 5,258,557 | (1) Bass Pro Group, LLC, Term Loan B, 5.250%, 06/13/17 | 5,304,569 | 0.6 |
| 15,098,437 | BJs Wholesale Club, First Lien Term Loan (2012 refi), 5.250%, 09/27/18 | 15,202,239 | 1.7 |
| 3,093,750 | BJs Wholesale Club, Second Lien Term Loan, 10.000%, 03/27/19 | 3,180,762 | 0.4 |
| 5,939,901 | Burlington Coat Factory, Term Loan | 5,951,038 | 0.7 |

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| Principal Amount† | Borrower/Tranche Description | Fair Value | Percentage of Net Assets |
|-------------------|--|--------------|--------------------------|
| | B (refi), 5.500%, 02/23/17 | | |
| 3,620,101 | FTD, Inc, Term Loan B, 4.750%, 06/06/18 | 3,620,101 | 0.4 |
| 6,600,966 | Guitar Center, Inc., Extended Term Loan 5.720%, 04/10/17 | 6,221,411 | 0.7 |
| 5,450,000 | Harbor Freight Tools USA, Inc., Senior Secured Term Loan, 5.500%, 05/15/19 | 5,473,163 | 0.6 |
| 2,704,413 | J. Crew, Term Loan B, 4.750%, 03/07/18 | 2,701,746 | 0.3 |
| 4,707,142 | Jo-Ann Stores, Inc., Term Loan B, 4.750%, 03/16/18 | 4,693,412 | 0.5 |
| 3,973,489 | Lord & Taylor, Term Loan Facility, 6.308%, 01/09/18 | \$ 4,005,774 | 0.5 |
| EUR 640,358 | Maxeda DIY Group B.V., Term Loan | 471,730 | 0.1 |

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| | | | | | |
|-----|------------|-----|---|------------|-----|
| | | | B1, 2.899%, 06/29/15 | | |
| | | | Maxeda DIY Group B.V., Term Loan B2, 2.881%, 08/01/15 | 640,289 | 0.1 |
| EUR | 869,170 | | | | |
| | | | Maxeda DIY Group B.V., Term Loan C1, 3.389%, 06/27/16 | 471,483 | 0.0 |
| EUR | 640,022 | | | | |
| | | | Maxeda DIY Group B.V., Term Loan C2, 3.391%, 08/01/16 | 639,925 | 0.1 |
| EUR | 868,676 | | | | |
| | | | Michaels Stores, Inc., Term Loan B-2 (extending), 5.000%, 07/31/16 | 5,839,718 | 0.7 |
| | 5,795,648 | (1) | | | |
| | | | Neiman Marcus Group, Inc, Term Loan, 4.750%, 05/16/18 | 7,479,680 | 0.9 |
| | 7,463,834 | | | | |
| | | | Party City Holdings Inc, Term Loan B, 5.750%, 07/27/19 | 11,063,250 | 1.3 |
| | 11,000,000 | | | | |
| | 3,000,000 | | Pilot Travel Centers LLC, Incremental Term Loan B, | 3,013,125 | 0.3 |

4.250%,
08/04/19

Roundys
Supermarkets,
Inc., Term

Loan B,
5.750%,
02/14/19

5,034,205

4,816,057

0.6

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|---|---|--------------|--------------------------------|
| Retailers (Except Food & Drug) (continued) | | | |
| 6,400,000 | Savers, Term Loan B, 6.250%, 07/09/19 | \$ 6,480,000 | 0.7 |
| 4,089,750 | Sleepy's Holdings, LLC, Term Loan, 7.250%, 03/19/19 | 4,120,423 | 0.5 |
| 3,700,000 | (1) Supervalu, Real Estate Term Loan B, 08/15/18 | 3,706,360 | 0.4 |
| 5,000,122 | The Gymboree Corporation, Term Loan B, 5.000%, 02/23/18 | 4,844,563 | 0.6 |
| 6,739,319 | Toys "R" Us, Inc., Term Loan B-1, 6.000%, 09/01/16 | 6,582,630 | 0.8 |
| 1,382,500 | Toys "R" Us, Inc., Term Loan B-2, 5.250%, 05/25/18 | 1,321,670 | 0.1 |
| 2,992,500 | Toys "R" Us, Inc., Term Loan B-3, 5.250%, 05/25/18 | 2,860,830 | 0.3 |
| EUR | | 3,629,396 | 0.4 |

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| | | | |
|----------------------|---|------------|--------------------|
| | Vivarte S.A.S., New Term B2 Finartex, 5.154%, 03/31/18 | | |
| | Yankee Candle Company, Inc., Term Loan B, 5.250%, 04/02/19 | 3,999,975 | 4,029,351 |
| | | | 0.5 |
| | | | 139,391,117 |
| | | | 16.1 |
| | Surface Transport: 1.1% | | |
| | Baker Tanks, Inc., Term Loan, 4.750%, 06/01/18 | 4,727,250 | 4,733,159 |
| | | | 0.5 |
| | US Shipping Partners L.P., First Lien Term Loan, 9.200%, 08/07/13 | 1,000,084 | 957,330 |
| | | | 0.1 |
| Principal Amount† | Borrower/ Tranche Description | | Fair Value |
| | Wabash National Corporation, Term Loan, 6.000%, 05/15/19 | 4,192,000 | \$ 4,215,580 |
| | | | 9,906,069 |
| | | | 1.1 |
| | Telecommunications: 6.6% | | |
| | Asurion, LLC, 1st Lien Term Loan, 5.500%, 05/24/18 | 10,240,690 | 10,283,363 |
| | | 4,740,909 | 4,760,664 |
| | | | 1.2 |
| | | | 0.5 |

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| | | | |
|-----------|--|-----------|-----|
| | Asurion, LLC, Add-On 1st Lien Term Loan, 5.500%, 05/24/18 | | |
| 2,095,541 | Asurion, LLC, Second Lien Term Loan, 9.000%, 05/24/19 | 2,172,553 | 0.3 |
| 4,442,473 | Global Tel*Link Corporation, First Lien Term Loan, 6.000%, 12/15/17 | 4,450,802 | 0.5 |
| 2,720,000 | Hawaiian Telcom Communications, Inc., Term Loan B, 7.000%, 02/27/17 | 2,739,720 | 0.3 |
| 2,500,000 | Level 3 Financing, Inc, Term Loan 2019, 5.250%, 08/01/19 | 2,504,948 | 0.3 |
| | Level 3 Financing, Inc, Term Loan B III, 5.750%, 09/01/18 | 6,269,492 | 0.7 |
| | Neustar, Inc., Term Loan, 5.000%, 11/07/18 | 3,007,275 | 0.3 |
| 2,977,500 | | 7,202,254 | 0.8 |
| 7,200,000 | | | |

Syniverse
Holdings,
Inc., Term
Loan B,
5.000%,
04/20/19

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Principal Amount† | | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
|---------------------------------------|-----|---|-------------------|--------------------------------|
| Telecommunications (continued) | | | | |
| | | U.S. Telepacific Corp, First Lien Term Loan, 5.750%, 02/23/17 | \$ 5,840,462 | 0.7 |
| 6,056,215 | (1) | | | |
| | | Windstream Corporation, Term Loan B-3, 4.000%, 08/06/19 | 3,408,500 | 0.4 |
| 3,400,000 | | | | |
| | | Zayo Group, LLC, Term Loan B, 7.125%, 07/02/19 | 5,072,915 | 0.6 |
| 5,000,000 | | | | |
| | | | 57,712,948 | 6.6 |
| Utilities: 4.8% | | | | |
| | | Calpine Corp, Term Loan B-1, 4.500%, 04/02/18 | 5,354,725 | 0.6 |
| 5,329,925 | | | | |
| | | Calpine Corp, Term Loan B-2, 4.500%, 04/02/18 | 992,837 | 0.1 |
| 989,950 | (1) | | | |
| | | Dynegy Midwest Generation, LLC (CoalCo)., Term Loan, 9.250%, 08/04/16 | 3,817,172 | 0.5 |
| 3,672,250 | | | | |
| 3,672,250 | | | 3,857,904 | 0.5 |

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| | | | |
|----------------------|--|----------------------|--------------------------------|
| | Dynergy Power (GasCo), Term Loan, 9.250%, 08/04/16 | | |
| 6,933,448 | Longview Power, LLC, Extended Term Loan, 7.250%, 10/31/17 | 5,910,764 | 0.7 |
| 2,899,394 | Race Point Power, Race Point Power II Term Loan, 7.750%, 01/11/18 | 2,877,648 | 0.3 |
| 22,080,819 | Texas Competitive Electric Holdings Company LLC, Extended Term Loans, 4.769%, 10/10/17 | 15,033,351 | 1.7 |
| Principal Amount† | Borrower/ Tranche Description | Fair Value | Percentage of Net Assets |
| 5,000,000 | Texas Competitive Electric Holdings Company LLC, Term Loans, 3.769%, 10/10/14 | \$ 3,696,250 | 0.4 |
| | | 41,540,651 | 4.8 |
| | Total Senior | 1,194,224,388 | 137.6 |

| | | | | |
|--|--|---|--|--|
| | | Loans (Cost \$1,199,679,183) | | |
|--|--|---|--|--|

**OTHER CORPORATE DEBT:
0.0%**

| | | | | |
|---------|--|---|--------------------------------|------------|
| | | | Surface Transport: 0.0% | |
| | | US Shipping Partners L.P., Second Lien Term Loan, 2.500%, 08/07/13 | | |
| 297,646 | | | 94,750 | 0.0 |
| | | Total Other Corporate Debt (Cost \$313,671) | 94,750 | 0.0 |

| | | | | |
|--|--|--|-------|--------------------------------|
| | | | | Percentage of Net Assets |
| Shares | | | Value | |
| EQUITIES AND OTHER ASSETS: 1.5% | | | | |

| | | | | |
|---------|-----------|--|--|-----|
| | | Allied Digital Technology Corp. (Residual Interest in Bankruptcy Estate) | | 0.0 |
| 100 | @,R,X,(3) | | | |
| | @,X | AR Broadcasting | | 0.0 |
| 154 | @,X | AR Broadcasting (Warrants) | | 0.0 |
| 888,534 | @,R,X | Ascend Media (Residual Interest) | | 0.0 |
| 719 | @,R,X | Block Vision Holdings Corporation | | 0.0 |

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| | | | |
|-------|-----------|---|-----|
| 1,836 | @,X,(2) | Caribe Media Inc. | 0.0 |
| 3 | @,R,X,(2) | Cedar Chemical (Residual Interest) | 0.0 |

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS
 ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

| Shares | | Borrower/ Tranche Description | Value | Percentage of Net Assets |
|--|-----------|--|------------|--------------------------------|
| EQUITIES AND OTHER ASSETS (continued) | | | | |
| 117,133 | @ | Cumulus Media, Inc. (Class A Common Shares) | \$ 324,459 | 0.1 |
| 1 | @,R,X,(2) | Enterprise Profit Solutions (Liquidation Interest) | | 0.0 |
| 50 | @,R,X | Euro United Corporation (Residual Interest in Bankruptcy Estate) | | 0.0 |
| 10 | @,X | Faith Media Holdings, Inc. (Residual Interest) | 194,008 | 0.0 |
| 14,911 | @,X | Global Garden (Class A1 Shares) | | 0.0 |
| 138,579 | @,X | Global Garden (Class A3 Shares) | | 0.0 |
| 92,471 | @,X | Glodyne Technoserve, Ltd. | 101,290 | 0.0 |
| 2,576 | @,R,X,(2) | Grand Union Company (Residual Interest in Bankruptcy Estate) | | 0.0 |

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| Shares | | | Description | Value | Percentage of Net Assets |
|-----------|-------------|--|---|------------|--------------------------|
| 498,762 | @,X | | GTS Corp. | | 0.0 |
| 31,238 | @ | | Hawaiian Telcom | 536,356 | 0.1 |
| 25 | @,R,X,(2) | | Kevco, Inc. (Residual Interest in Bankruptcy Estate) | 25 | 0.0 |
| 291 | @,R,X | | Lincoln Paper & Tissue, LLC | | 0.0 |
| 5,933,579 | @,R,X,(2) | | Lincoln Pulp and Eastern Fine (Residual Interest in Bankruptcy Estate) | | 0.0 |
| 9,788 | @ | | Mega Brands | 84,414 | 0.0 |
| 351,820 | @ | | Metro-Goldwyn-Mayer, Inc. | 11,333,002 | 1.3 |
| 106,702 | @,X | | Northeast Biofuels (Residual Interest) | | 0.0 |
| | | | Borrower/ Tranche | | Percentage of Net Assets |
| 57,804 | @,R,X | | Safelite Realty Corporation | \$ 273,413 | 0.0 |
| 32,592 | @,R,(2),(3) | | SuperMedia, Inc. | 120,590 | 0.0 |
| 19,404 | @,X,(2) | | U.S. Shipping Partners, L.P. | | 0.0 |
| 275,292 | @,X,(2) | | U.S. Shipping Partners, L.P. (Contingency Rights) | | 0.0 |
| 1 | @,R,X,(2) | | | | 0.0 |

| | | |
|---|------------------------|---------------|
| US Office Products Company (Residual Interest in Bankruptcy Estate) | | |
| Total Equities and Other Assets (Cost \$10,038,981) | 12,967,557 | 1.5 |
| Total Investments (Cost \$1,210,031,835) | \$1,207,286,695 | 139.1 |
| Liabilities in Excess of Other Assets | (339,581,513) | (39.1) |
| Net Assets | \$ 867,705,182 | 100.0 |

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

† Unless otherwise indicated, principal amount is shown in USD.

@ Non-income producing security

R Restricted Security

X Fair value determined by ING Funds Valuation Committee appointed by the Board of Directors/Trustees.

^ This Senior Loan Interest is non-income producing.

(1) Trade pending settlement. Contract rates that are not disclosed do not take effect until settlement date and have yet to be determined.

(2) The borrower filed for protection under Chapter 11 of the U.S. Federal Bankruptcy code.

(3) The borrower filed for protection under Chapter 7 of the U.S. Federal Bankruptcy code.

AUD Australian Dollar

EUR EU Euro

SEK Swedish Krona

Cost for federal income tax purposes is \$1,210,627,962.

Net unrealized depreciation consists of:

| | |
|-------------------------------|----------------|
| Gross Unrealized Appreciation | \$ 18,267,067 |
| Gross Unrealized Depreciation | (21,608,334) |
| Net Unrealized Depreciation | \$ (3,341,267) |

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS
ING PRIME RATE TRUST AS OF AUGUST 31, 2012 (UNAUDITED) (CONTINUED)

Fair Value Measurements[^]

The following is a summary of the fair valuations according to the inputs used as of August 31, 2012 in valuing the assets and liabilities:

| | Quoted Prices in Active Markets for Identical Investments (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Fair Value at 08/31/12 |
|---|---|---|--|------------------------------|
| Asset Table | | | | |
| Investments, at fair value | | | | |
| Senior Loans | \$ | \$1,194,224,388 | \$ | \$1,194,224,388 |
| Other | | | | |
| Corporate Debt | | 94,750 | | 94,750 |
| Equities and Other Assets | 1,065,819 | 11,434,292 | 467,446 | 12,967,557 |
| Total Investments, at fair value | \$ 1,065,819 | \$1,205,753,430 | \$ 467,446 | \$1,207,286,695 |
| Other Financial Instruments+ | | | | |
| Forward foreign currency contracts | | 67,846 | | 67,846 |
| Total Assets | \$ 1,065,819 | \$1,205,821,276 | \$ 467,446 | \$1,207,354,541 |
| Liabilities Table | | | | |
| Other Financial Instruments+ | | | | |
| Forward foreign currency contracts | \$ | \$ (727,433) | \$ | \$ (727,433) |
| Total Liabilities | \$ | \$ (727,433) | \$ | \$ (727,433) |

[^] See Note 2, "Significant Accounting Policies" in the Notes to Financial Statements for additional information.

+ Other Financial Instruments are derivatives not reflected in the Portfolio of Investments and may include open forward foreign currency contracts and unfunded commitments which are fair valued at the unrealized gain (loss) on the instrument.

There were no transfers in or out of any Levels of the fair value hierarchy during the period ended August 31, 2012.

At August 31, 2012, the following forward foreign currency contracts were outstanding for the ING Prime Rate Trust:

| Counterparty | Buy/Sell |
|--------------|----------|
|--------------|----------|

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| | | Contract Amount | Settlement Date | In Exchange For | Fair Value | Unrealized Appreciation (Depreciation) |
|-------------------------|----------------------|----------------------------|----------------------------|----------------------------|-----------------------|---|
| State Street Bank | Australian Dollar | 3,128,000 | Sell 09/14/12 | \$ 3,166,474 | \$ 3,227,118 | \$ (60,644) |
| State Street Bank | Australian Dollar | 3,128,000 | Sell 10/16/12 | 3,285,338 | 3,217,492 | 67,846 |
| State Street Bank | EU Euro | 10,244,500 | Sell 09/14/12 | 12,514,619 | 12,888,741 | (374,122) |
| State Street Bank | EU Euro | 10,181,500 | Sell 10/16/12 | 12,562,517 | 12,813,959 | (251,442) |
| State Street Bank | Swedish Krona | 2,017,700 | Sell 09/14/12 | 266,856 | 304,800 | (37,944) |
| State Street Bank | Swedish Krona | 1,854,300 | Sell 10/16/12 | 276,480 | 279,761 | (3,281) |
| | | | | | | \$ (659,587) |

See Accompanying Notes to Financial Statements

ING Prime Rate Trust

SHAREHOLDER MEETING INFORMATION (Unaudited)

An annual meeting of shareholders of the ING Prime Rate Trust was held July 5, 2012, at the offices of ING Funds, 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, AZ 85258.

ING Prime Rate Trust, Common Shares

At this meeting, a proposal was submitted to elect ten trustees to the Board of Trustees of the Fund, each to serve until their death, resignation, or retirement or until his or her successor is duly elected and qualified. The proposal passed with the following votes recorded.

| | Proposal | Shares voted for | Shares voted against or withheld | Shares abstained | Total Shares Voted |
|------------------------------|----------------------------|---------------------|--|---------------------|-----------------------|
| Common Shares Trustees | Colleen D. Baldwin | 128,907,896.516 | 3,802,872.622 | | 132,710,769.138 |
| | John V. Boyer | 129,028,798.101 | 3,681,971.037 | | 132,710,769.138 |
| | Patricia W. Chadwick | 128,958,443.974 | 3,752,325.164 | | 132,710,769.138 |
| | Robert W. Crispin | 88,629,834.024 | 44,080,935.114 | | 132,710,769.138 |
| | Peter S. Drotch | 128,955,854.852 | 3,754,914.286 | | 132,710,769.138 |
| | J. Michael Earley | 129,056,167.388 | 3,654,601.750 | | 132,710,769.138 |
| | Patrick W. Kenny | 129,042,733.047 | 3,668,036.091 | | 132,710,769.138 |
| | Shaun P. Mathews | 129,064,059.792 | 3,646,709.346 | | 132,710,769.138 |
| | Sheryl K. Pressler | 129,012,668.704 | 3,698,100.434 | | 132,710,769.138 |
| | Roger B. Vincent | 129,085,245.307 | 3,625,523.831 | | 132,710,769.138 |

ING Prime Rate Trust

ADDITIONAL INFORMATION (Unaudited)

SHAREHOLDER INVESTMENT PROGRAM

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

For dividend and capital gains distribution reinvestment purposes, BNY will purchase shares of the Trust on the open market when the market price plus estimated fees is less than the NAV on the valuation date. The Trust will issue new shares for dividend and capital gains distribution reinvestment purchases when the market price plus estimated fees is equal to or exceeds the net asset value on the valuation date. New shares may be issued at the greater of: (i) NAV; or (ii) the market price of the shares during the pricing period, minus a discount of 5%.

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

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

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

KEY FINANCIAL DATES CALENDAR 2012 DIVIDENDS:

| DECLARATION DATE | EX-DIVIDEND DATE | PAYABLE DATE |
|--------------------|-------------------|--------------------|
| January 31, 2012 | February 8, 2012 | February 23, 2012 |
| February 29, 2012 | March 8, 2012 | March 22, 2012 |
| March 30, 2012 | April 5, 2012 | April 23, 2012 |
| April 30, 2012 | May 8, 2012 | May 22, 2012 |
| May 31, 2012 | June 7, 2012 | June 22, 2012 |
| June 29, 2012 | July 6, 2012 | July 23, 2012 |
| July 31, 2012 | August 8, 2012 | August 22, 2012 |
| August 31, 2012 | September 6, 2012 | September 24, 2012 |
| September 28, 2012 | October 5, 2012 | October 22, 2012 |
| October 31, 2012 | November 8, 2012 | November 23, 2012 |
| November 30, 2012 | December 6, 2012 | December 24, 2012 |
| December 21, 2012 | December 27, 2012 | January 11, 2013 |

Record date will be two business days after each Ex-Dividend Date. These dates are subject to change.

ING Prime Rate Trust

ADDITIONAL INFORMATION (Unaudited) (continued)

STOCK DATA

The Trust's common shares are traded on the New York Stock Exchange (Symbol: PPR). Effective March 1, 2002, the Trust's name changed to ING Prime Rate Trust and its CUSIP number changed to 44977W106. The Trust's NAV and market price are published daily under the "Closed-End Funds" feature in Barron's, The New York Times, The Wall Street Journal and many other regional and national publications.

REPURCHASE OF SECURITIES BY CLOSED-END COMPANIES

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

NUMBER OF SHAREHOLDERS

The approximate number of record holders of Common Stock as of August 31, 2012 was 3,513 which does not include approximately 46,051 beneficial owners of shares held in the name of brokers of other nominees.

PROXY VOTING INFORMATION

A description of the policies and procedures that the Trust uses to determine how to vote proxies related to portfolio securities is available: (1) without charge, upon request, by calling Shareholder Services toll-free at 1-800-336-3436; (2) on the Trust's website at www.inginvestment.com and (3) on the SEC's website at www.sec.gov. Information regarding how the Trust voted proxies related to portfolio securities during the most recent 12-month period ended June 30 is available without charge on the Trust's website at www.inginvestment.com and on the SEC's website at www.sec.gov.

QUARTERLY PORTFOLIO HOLDINGS

The Trust files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Trust's Forms N-Q are available on the SEC's website at www.sec.gov. The Trust's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC, and information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330; and is available upon request from the Trust by calling Shareholder Services toll-free at (800) 336-3436.

CERTIFICATIONS

In accordance with Section 303A.12 (a) of the New York Stock Exchange Listed Company Manual, the Trust submitted the Annual CEO Certification on August 2, 2012 certifying that he was not aware, as of that date, of any violation by the Trust of the NYSE's Corporate governance listing standards. In addition, as required by Section 203 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the Trust's principal executive and financial officers have made quarterly certifications, included in filings with the SEC on Forms N-CSR and N-Q, relating to, among other things, the Trust's disclosure controls and procedures and

internal controls over financial reporting.

Investment Adviser

ING Investments, LLC
7337 East Doubletree Ranch Road, Suite 100
Scottsdale, Arizona 85258

Sub-Adviser

ING Investment Management Co. LLC
230 Park Avenue
New York, NY 10169

Institutional Investors and Analysts

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

Administrator

ING Funds Services, LLC
7337 East Doubletree Ranch Road, Suite 100
Scottsdale, Arizona 85258
1-800-992-0180

Written Requests

Please mail all account inquiries and other comments to:
ING Prime Rate Trust Account
c/o ING Fund Services, LLC
7337 East Doubletree Ranch Road, Suite 100
Scottsdale, Arizona 85258

Distributor

ING Investments Distributor, LLC
7337 East Doubletree Ranch Road, Suite 100
Scottsdale, Arizona 85258
1-800-334-3444

Transfer Agent

BNY Mellon Investment Servicing (U.S.) Inc.
301 Bellevue Parkway
Wilmington, Delaware 19809

Custodian

State Street Bank and Trust Company
801 Pennsylvania Avenue

Kansas City, Missouri 64105

Legal Counsel

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

Toll-Free Shareholder Information

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

For more complete information, or to obtain a prospectus on any ING Fund, please call your Investment Professional or ING Investments Distributor, LLC at (800) 992-0180 or log on to www.inginvestment.com. The prospectus should be read carefully before investing. Consider the Trust's investment objectives, risks, charges and expenses carefully before investing. The prospectus contains this information and other information about the Trust.

SAR-UPRT

(0812-102312)

ITEM 2. CODE OF ETHICS.

Not required for semi-annual filing.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not required for semi-annual filing.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not required for semi-annual filing.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not required for semi-annual filing.

ITEM 6. SCHEDULE OF INVESTMENTS.

Schedule is included as part of the report to shareholders filed under Item 1 of this Form.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not required for semi-annual filing.

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ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not applicable.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

None.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Board has a Nominating Committee for the purpose of considering and presenting to the Board candidates it proposes for nomination to fill Independent Trustee vacancies on the Board. The Committee currently consists of all Independent Trustees of the Board (6 individuals). The Nominating Committee operates pursuant to a Charter approved by the Board. The primary purpose of the Nominating Committee is to consider and present to the Board the candidates it proposes for nomination to fill vacancies on the Board. In evaluating candidates, the Nominating Committee may consider a variety of factors, but it has not at this time set any specific minimum qualifications that must be met. Specific qualifications of candidates for Board membership will be based on the needs of the Board at the time of nomination.

The Nominating Committee is willing to consider nominations received from shareholders and shall assess shareholder nominees in the same manner as it reviews its own nominees. A shareholder nominee for director should be submitted in writing to the Fund's Secretary. Any such shareholder nomination should include at a minimum the following information as to each individual proposed for nomination as trustee: such individual's written consent to be named in the proxy statement as a nominee (if nominated) and to serve as a trustee (if elected), and all information relating to such individual that is required to be disclosed in the solicitation of proxies for election of trustees, or is otherwise required, in each case under applicable federal securities laws, rules and regulations.

The Secretary shall submit all nominations received in a timely manner to the Nominating Committee. To be timely, any such submission must be delivered to the Fund's Secretary not earlier than the 90th day prior to such meeting and not later than the close of business on the later of the 60th day prior to such meeting or the 10th day following the day on which public announcement of the date of the meeting is first made, by either disclosure in a press release or in a document publicly filed by the Fund with the Securities and Exchange Commission.

ITEM 11. CONTROLS AND PROCEDURES.

(a) Based on our evaluation conducted within 90 days of the filing date, hereof, the design and operation of the registrant's disclosure controls and procedures are effective to ensure that material information relating to the registrant is made known to the certifying officers by others within the appropriate entities, particularly during the period in which Forms N-CSR are being prepared, and the registrant's disclosure controls and procedures allow timely preparation and review of the information for the registrant's Form N-CSR and the officer certifications of such Form N-CSR.

(b) There were no significant changes in the registrant's internal controls that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a)(1) The Code of Ethics is not required for the semi-annual filing.

(a)(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2) is attached hereto as EX-99.CERT.

(a)(3) Not required for semi-annual filing.

(b) The officer certifications required by Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto as EX-99.906CERT

SIGNATURES

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

(Registrant): ING Prime Rate Trust

By /s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: November 1, 2012

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

By /s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: November 1, 2012

By /s/ Todd Modic
Todd Modic
Senior Vice President and Chief Financial Officer

Date: November 1, 2012
