



American Stock Exchange
66 Trinity Place
New York, NY 10006

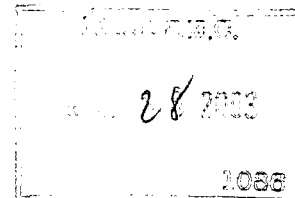
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1-31664

May 28, 2003

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549



PROCESSED

MAY 30 2003

**THOMSON
FINANCIAL**

Dear Mr. Johnson:

This is to certify that on May 28, 2003, the American Stock Exchange (the "Exchange") received from Eaton Vance Limited Duration Income Fund (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Shares of Beneficial Interest, \$.01 par value

We further certify that the above described security has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer

Bryan Fischer
Director
Listing Qualifications Department

cc: Herbert Scholl