

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 28464 / October 23, 2008

In the Matter of

EATON VANCE FLOATING-RATE INCOME TRUST
EATON VANCE SENIOR FLOATING-RATE TRUST
EATON VANCE SENIOR INCOME TRUST
EATON VANCE CREDIT OPPORTUNITIES FUND
EATON VANCE LIMITED DURATION INCOME FUND

255 State Street
Boston, MA 02109

(812-13540)

ORDER UNDER SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940
GRANTING AN EXEMPTION FROM SECTIONS 18(a)(1)(A) AND (B) OF THE ACT

Eaton Vance Floating-Rate Income Trust, Eaton Vance Senior Floating-Rate Trust, Eaton Vance Senior Income Trust, Eaton Vance Credit Opportunities Fund, and Eaton Vance Limited Duration Income Fund filed an application on June 10, 2008 and amendments to the application on July 2, 2008, July 29, 2008, and September 2, 2008, requesting an order under section 6(c) of the Investment Company Act of 1940 (Act) for an exemption from sections 18(a)(1)(A) and (B) of the Act. The order would permit the applicants, for a period of two years immediately following the date of this order, subject to asset coverage of 200%, (1) to issue a class of senior securities representing indebtedness and redeem its issued and outstanding auction preferred shares, and (2) to declare dividends and or other distributions on its capital stock.

On October 2, 2008, a notice of the filing of the application was issued (Investment Company Act Release No. 28431). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in and consistent with the public interest, and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Accordingly, in the matter of Eaton Vance Floating-Rate Income Trust, *et al.*, (File No. 812-13540),

IT IS ORDERED, under section 6(c) of the Act, that the requested exemption from sections 18(a)(1)(A) and (B) of the Act is granted, effective immediately, subject to the conditions contained in the application, as amended.

By the Commission.

Florence E. Harmon
Acting Secretary