

EATON VANCE LIMITED DURATION INCOME FUND

Form N-23C-2

August 31, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

NOTIFICATION OF REDEMPTION OF SECURITIES PURSUANT TO RULE 23c-2
UNDER THE INVESTMENT COMPANY ACT OF 1940

Securities Act File No. 333-105916
Investment Company Act File No. 811-21323

EATON VANCE LIMITED DURATION INCOME FUND

Name of Registrant

255 STATE STREET, BOSTON, MA 02109

Address of Principal Executive Office

The undersigned registered closed-end investment company hereby notifies the Securities and Exchange Commission that it intends to redeem securities of which it is the issuer, as set forth below in accordance with the requirements of Rule 23c-2 under the Investment Company Act of 1940 (the "Act"), and states that it is filing this notice with the Commission at least 30 days prior to the date set for the redemption.

(1) Title of Class of Securities to be Redeemed:

AUCTION PREFERRED SHARES ("APS") SERIES A, SERIES B, SERIES C, SERIES D, AND SERIES E

(2) Date on Which the Securities are to be Redeemed:

THE APS WILL BE REDEEMED ON THE DIVIDEND PAYMENT DATE FOR EACH SERIES AS FOLLOWS: SERIES A ON OCTOBER 5, 2004, SERIES B ON OCTOBER 6, 2004, SERIES C ON OCTOBER 7, 2004, SERIES D ON OCTOBER 8, 2004, AND SERIES E ON OCTOBER 4, 2004.

(3) Applicable Provisions of the Governing Instrument Pursuant to Which the Securities are to be Redeemed:

ARTICLE VII, PARAGRAPHS 4(A) (I), 4(B) AND 4(C) OF THE AMENDED BY-LAWS

(4) Number of Shares and the Basis Upon Which the Securities to be Redeemed are to be Selected:

SERIES A: 1,200 SHARES, SELECTED PRO RATA AMONG THE HOLDERS OF THE SERIES A SHARES IN PROPORTION TO THE NUMBER OF SERIES A SHARES THEY HOLD.

SERIES B: 1,200 SHARES, SELECTED PRO RATA AMONG THE HOLDERS OF THE SERIES B SHARES IN PROPORTION TO THE NUMBER OF SERIES B SHARES THEY HOLD.

SERIES C: 1,200 SHARES, SELECTED PRO RATA AMONG THE HOLDERS OF THE SERIES C SHARES IN PROPORTION TO THE NUMBER OF SERIES C SHARES THEY HOLD.

SERIES D: 1,200 SHARES, SELECTED PRO RATA AMONG THE HOLDERS OF THE SERIES D SHARES IN PROPORTION TO THE NUMBER OF SERIES D SHARES THEY HOLD.

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SERIES E: 1,200 SHARES, SELECTED PRO RATA AMONG THE HOLDERS OF THE
SERIES E SHARES IN PROPORTION TO THE NUMBER OF SERIES E SHARES THEY HOLD.

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SIGNATURE

Pursuant to Rule 23c-2 under the Act, the registrant has caused this
notification to be duly executed on its behalf in the City of Boston and the
Commonwealth of Massachusetts on the 20th day of August 2004.

Eaton Vance Limited Duration
Income Fund

By: /s/ Thomas E. Faust Jr.

Name: Thomas E. Faust Jr.
Title: President

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