

Jun-18-04 14:36 From-
Manager
Securities Operations

T-056 P.002/002 F-520
20 Broad Street
New York, NY 10005

tel: 212.656.5026
fax: 212.656.5893
madho@nyse.com

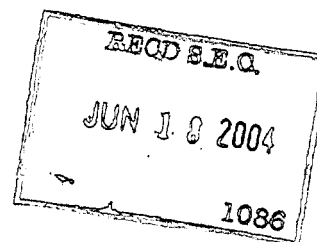
 **NYSE**



June 18, 2004

Cert NYS


1-32200



Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549

PROCESSED

JUN 24 2004

 **THOMSON
FINANCIAL**

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1933, EATON VANCE FLOATING-RATE INCOME TRUST, Common Shares of Beneficial Interest, \$0.01 par value per share. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on June 18, 2004. Tentative listing date - June 25, 2004.

Sincerely,

