

TEMPLETON EMERGING MARKETS INCOME FUND INC  
Form N-8A/A  
June 01, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-8A

AMENDMENT NO. 1 TO NOTIFICATION OF REGISTRATION  
FILED PURSUANT TO SECTION 8(a) OF THE  
INVESTMENT COMPANY ACT OF 1940

The undersigned investment company hereby notifies the U.S. Securities and Exchange Commission that it is amending and adopting as its own the notification of registration of Templeton Emerging Markets Income Fund, Inc., a Maryland corporation, under and pursuant to the provisions of Section 8(a) of the Investment Company Act of 1940, as amended, and in connection with such amendment of notification of registration submits the following information:

Name of registrant: TEMPLETON EMERGING MARKETS INCOME FUND

Address of Principal Business Office: 500 East Broward Boulevard, Suite 2100  
Fort Lauderdale, Florida 33394-3091

Telephone Number (including area code): (954) 527-7500

Name and address of agent for service of process: Lori A. Weber, Assistant Secretary  
Templeton Emerging Markets Income Fund  
500 East Broward Boulevard, Suite 2100  
Fort Lauderdale, Florida 33394-3091

Copies to: Barbara J. Green, Vice President and Secretary  
Templeton Emerging Markets Income Fund  
500 East Broward Boulevard, Suite 2100  
Fort Lauderdale, Florida 33394-3091

Bruce G. Leto, Esq., Stradley, Ronon, Stevens & Young, LLP  
2600 One Commerce Square, Philadelphia, PA 19103-7098

Check appropriate Box:

Registrant is filing a Registration Statement pursuant to Section 8(b) of the Investment Company Act of 1940, as amended, concurrently with the filing of Form N-8A: YES  NO

Item 1. Exact name of registrant.

Templeton Emerging Markets Income Fund.

Item 2. Name of state under the laws of which registrant was organized or created and the date of such organization or creation.

Registrant was organized under the laws of the State of Delaware on December 2, 2003.

Item 3. Form of organization of registrant (for example, corporation, partnership, trust, joint stock company, association, fund).

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The registrant was formed as a Delaware statutory trust under the laws of the State of Delaware.

Item 4. Classification of registrant (face-amount certificate company, unit investment trust, or management company).

Registrant is classified as a management company.

Item 5. If registrant is a management company:

(a) State whether registrant is a "closed-end" company or an "open-end" company;

(b) State whether registrant is registering as a "diversified" company or a "non-diversified" company (read Instruction 4(i) carefully before replying).

The registrant is a closed-end, non-diversified company.

Item 6. Name and address of each investment adviser of registrant.

The investment adviser of registrant is Franklin Advisers, Inc., a California corporation with offices located at One Franklin Parkway, San Mateo, California 94403-1906.

Item 7. If the registrant is an investment company having a board of directors, state the name and address of each officer and director of the registrant.

(The registrant has a board of trustees who perform similar functions to those of a board of directors of a corporation.)

HARRIS J. ASHTON  
Trustee  
500 East Broward Blvd.  
Suite 2100  
Fort Lauderdale, FL 33394-3091

FRANK J. CROTHERS  
Trustee  
500 East Broward Blvd.  
Suite 2100  
Fort Lauderdale, FL 33394-3091

S. JOSEPH FORTUNATO  
Trustee  
500 East Broward Blvd.  
Suite 2100  
Fort Lauderdale, FL 33394-3091

EDITH E. HOLIDAY  
Trustee  
500 East Broward Blvd.  
Suite 2100  
Fort Lauderdale, FL 33394-3091

GORDON S. MACKLIN  
Trustee  
500 East Broward Blvd.  
Suite 2100

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	Fort Lauderdale, FL 33394-3091
FRED R. MILLSAPS	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
FRANK A. OLSON	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
CONSTANTINE D. TSERETOPOULOS	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
NICHOLAS F. BRADY	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
HARMON E. BURNS	Trustee and Vice President One Franklin Parkway San Mateo, CA 94403-1906
CHARLES B. JOHNSON	Trustee, Chairman of the Board and Vice President One Franklin Parkway San Mateo, CA 94403-1906
CHRISTOPHER J. MOLUMPHY	President and Chief Executive Officer- Investment Management One Franklin Parkway San Mateo, CA 94403-1906
JIMMY D. GAMBILL	Senior Vice President and Chief Executive Officer-Finance and Administration 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
RUPERT H. JOHNSON, JR.	Vice President One Franklin Parkway San Mateo, CA 94403-1906
MARTIN L. FLANAGAN	Vice President One Franklin Parkway San Mateo, CA 94403-1906
JEFFREY A. EVERETT	Vice President P.O. Box N-7759 Lyford Cay, Nassau, Bahamas
JOHN R. KAY	Vice President 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
MURRAY L. SIMPSON	Vice President and Assistant Secretary One Franklin Parkway

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	San Mateo, CA 94403-1906
BARBARA J. GREEN	Vice President and Secretary One Franklin Parkway San Mateo, CA 94403-1906
DAVID P. GOSS	Vice President and Assistant Secretary One Franklin Parkway San Mateo, CA 94403-1906
MICHAEL O. MAGDOL	Vice President - AML Compliance 600 Fifth Avenue Rockefeller Center New York, NY 10048-0772
DIOMEDES LOO-TAM	Treasurer One Franklin Parkway San Mateo, CA 94403-1906
RICHARD L. KUERSTEINER	Assistant Vice President One Franklin Parkway San Mateo, CA 94403-1906
ROBERT C. ROSSELOT	Assistant Secretary 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
LORI A. WEBER	Assistant Secretary 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
KAREN P. DEBELLIS	Assistant Treasurer 100 Fountain Parkway St. Petersburg, FL 33716-1205
KENNETH A. LEWIS	Assistant Treasurer One Franklin Parkway San Mateo, CA 94403-1906
GALEN G. VETTER	Chief Financial Officer 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091

Item 8. If registrant is an unincorporated investment company not having a board of directors:

- (a) State the name and address of each sponsor of registrant;
- (b) State the name and address of each officer and director of each sponsor of registrant;
- (c) State the name and address of each trustee and each custodian of registrant.

Not Applicable.

Item 9. (a) State whether registrant is currently issuing and offering its securities directly to the public (yes or no).

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No, the registrant is not currently issuing and offering its securities directly to the public.

- (b) If registrant is currently issuing and offering its securities to the public through an underwriter, state the name and address of such underwriter.

Not Applicable.

- (c) If the answer to 9(a) is "no" and the answer to 9(b) is "not applicable," state whether registrant presently proposes to make a public offering of its securities (yes or no).

No, the registrant presently does not propose to make a public offering of its securities.

- (d) State whether registrant has any securities currently issued and outstanding (yes or no).

No.

- (e) If the answer to Item 9(d) is "yes," state as of a date not to exceed ten days prior to the filing of this notification of registration the number of beneficial owners of registrant's outstanding securities (other than short-term paper) and the name of any company owning 10 percent or more of registrant's outstanding voting securities.

Not Applicable.

Item 10. State the current value of registrant's total assets.

The current value of registrant's total assets is \$0.

Item 11. State whether registrant has applied or intends to apply for a license to operate as a small business investment company under the Small Business Investment Act of 1958 (yes or no).

No, the registrant has not applied and does not intend to apply for a license to operate as a small business investment company under such act.

Item 12. Attach as an exhibit a copy of the registrant's last regular periodic report to its securityholders, if any.

Not Applicable.

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, as amended, the registrant has caused this amendment of notification of registration to be duly signed on its behalf in the City of San Mateo and the State of California on the 28th day of May, 2004.

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Templeton Emerging Markets Income Fund

BY:/s/DAVID P. GOSS

-----  
Name: David P. Goss  
Title: Vice President and  
Assistant Secretary

Attest:/s/LORI A. WEBER

-----  
Name: Lori A. Weber  
Title: Assistant Secretary

IC No. 811-07866