

Stone Harbor Emerging Markets Income Fund  
Form N-Q  
April 29, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED**

**MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number: 811-22473

Stone Harbor Emerging Markets Income Fund

(Exact name of registrant as specified in charter)

c/o Stone Harbor Investment Partners LP

31 West 52nd Street, 16th Floor

New York, NY 10019

(Address of principal executive offices) (Zip code)

Adam J. Shapiro, Esq.

c/o Stone Harbor Investment Partners LP

31 West 52nd Street, 16th Floor

New York, NY 10019

(Name and address of agent for service)

With copies To:

Michael G. Doherty, Esq.

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1211 Avenue of the Americas

New York, NY 10036

Registrant's telephone number, including area code: (303) 623-2577

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Date of fiscal year end: November 30

Date of reporting period: December 1, 2013 - February 28, 2014

**Item 1. Schedule of Investments.**

**Stone Harbor Emerging Markets Income Fund**

			<b>Statement of Investments</b>		
			February 28, 2014 ( <i>Unaudited</i> )		
	Currency	Rate	Maturity Date	Principal Amount*	Market Value (Expressed in U.S. \$)
<b>SOVEREIGN DEBT OBLIGATIONS - 77.44%</b>					
<b>Argentina - 5.30%</b>					
<i>City of Buenos Aires Argentina</i>					
	USD	9.950%	03/01/2017	1,249,000	\$ 1,189,673 <sup>(1)</sup>
<i>Republic of Argentina:</i>					
	USD	7.000%	04/17/2017	14,920,000	12,430,847 <sup>(2)</sup>
	USD	8.750%	06/02/2017	2,500,000	2,237,500 <sup>(2)</sup>
					15,858,020
<b>Brazil - 15.39%</b>					
<i>Nota Do Tesouro Nacional:</i>					
	BRL	10.000%	01/01/2017	29,120,000	11,805,029
	BRL	10.000%	01/01/2021	44,260,000	16,798,137
	BRL	10.000%	01/01/2023	47,030,000	17,414,359
					46,017,525
<b>Dominican Republic - 5.26%</b>					
<i>Dominican Republic International Bond:</i>					
	USD	7.500%	05/06/2021	7,379,000	8,190,690 <sup>(2)(3)</sup>
	USD	5.875%	04/18/2024	7,695,000	7,541,100 <sup>(1)(2)</sup>
					15,731,790
<b>El Salvador - 3.73%</b>					
<i>Republic of El Salvador:</i>					
	USD	7.750%	01/24/2023	829,000	866,305 <sup>(3)</sup>
	USD	8.250%	04/10/2032	5,000,000	5,100,000 <sup>(2)(3)</sup>
	USD	7.650%	06/15/2035	3,000,000	2,895,000 <sup>(2)(3)</sup>
	USD	7.625%	02/01/2041	2,450,000	2,290,750 <sup>(3)</sup>
					11,152,055
<b>Ghana - 1.55%</b>					
<i>Republic of Ghana:</i>					
	USD	8.500%	10/04/2017	887,000	916,936 <sup>(3)</sup>
	USD	7.875%	08/07/2023	3,961,000	3,713,042 <sup>(2)(3)</sup>
					4,629,978

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**Guatemala - 0.20%**

<i>Guatemala Government Bond</i>	USD	4.875%	02/13/2028	655,000	610,788 <sup>(3)</sup>
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**Honduras - 0.11%**

<i>Honduras Government International Bond</i>	USD	7.500%	03/15/2024	335,000	329,137 <sup>(3)</sup>
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**Hungary - 2.40%**

<i>Republic of Hungary:</i>					
	USD	5.375%	02/21/2023	6,456,000	6,541,288 <sup>(2)</sup>
	USD	5.750%	11/22/2023	630,000	646,836

7,188,124

**Indonesia - 3.11%**

<i>Inter-American Development Bank</i>	IDR	0.000	08/20/2015	62,090,000,000	4,823,755 <sup>(4)</sup>
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<i>Republic of Indonesia:</i>					
	USD	6.625%	02/17/2037	2,000,000	2,130,000 <sup>(2)(3)</sup>
	USD	7.750%	01/17/2038	2,000,000	2,362,500 <sup>(2)(3)</sup>

9,316,255

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	Currency	Rate	Maturity Date	Principal Amount*	Market Value (Expressed in U.S. \$)
<b>Iraq - 2.72%</b>					
<i>Republic of Iraq</i>	USD	5.800%	01/15/2028	9,416,000	\$ 8,121,300 <sup>(2)(3)</sup>
<b>Ivory Coast - 4.35%</b>					
<i>Ivory Coast Government International Bond</i>	USD	7.774%	12/31/2032	14,604,000	12,997,560 <sup>(2)(3)(5)</sup>
<b>Mexico - 10.64%</b>					
<i>Mexican Bonos:</i>					
	MXN	9.500%	12/18/2014	9,731,000	767,548
	MXN	6.250%	06/16/2016	3,209,000	253,705
	MXN	8.000%	06/11/2020	81,030,000	6,862,751
	MXN	6.500%	06/09/2022	275,470,000	21,288,070
	MXN	10.000%	12/05/2024	21,200,000	2,054,986
	MXN	7.500%	06/03/2027	3,537,000	286,849
	MXN	8.500%	05/31/2029	3,366,000	293,826
					31,807,735
<b>Mozambique - 2.54%</b>					
<i>Republic of Mozambique</i>	USD	6.305%	09/11/2020	8,150,000	7,599,875 <sup>(2)(3)</sup>
<b>Nigeria - 1.91%</b>					
<i>Nigerian Government Bond</i>	NGN	15.100%	04/27/2017	613,000,000	3,824,263
<i>Republic of Nigeria</i>	USD	6.375%	07/12/2023	1,859,000	1,886,885 <sup>(1)</sup>
					5,711,148
<b>Panama - 0.18%</b>					
<i>Republic of Panama</i>	USD	8.125%	04/28/2034	424,000	532,120
<b>South Africa - 9.41%</b>					
<i>Republic of South Africa:</i>					
	ZAR	13.500%	09/15/2015	26,070,000	2,641,354
	ZAR	8.000%	12/21/2018	83,340,000	7,735,279
	ZAR	7.250%	01/15/2020	192,550,000	17,053,905
	ZAR	6.750%	03/31/2021	7,380,000	626,980
	ZAR	7.000%	02/28/2031	920,000	71,156
					28,128,674
<b>Turkey - 6.88%</b>					
<i>Republic of Turkey:</i>					
	TRY	6.500%	01/07/2015	2,560,000	1,118,860

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	TRY	8.300%	06/20/2018	6,410,000	2,687,219
	TRY	10.500%	01/15/2020	15,700,000	7,167,199
	TRY	7.100%	03/08/2023	19,770,000	7,388,313
	USD	6.875%	03/17/2036	2,072,000	2,198,910 <sup>(2)</sup>
					20,560,501

**Ukraine - 1.60%**

*Ukraine Government:*

	USD	6.875%	09/23/2015	2,000,000	1,827,500 <sup>(1)(2)</sup>
	USD	9.250%	07/24/2017	3,155,000	2,953,869 <sup>(2)(3)</sup>
					4,781,369

**Venezuela - 0.16%**

*Republic of Venezuela*

	USD	13.625%	08/15/2018	518,000	481,740 <sup>(3)</sup>
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**TOTAL SOVEREIGN DEBT  
OBLIGATIONS**

231,555,694

(Cost \$261,104,402)

	Currency	Rate	Maturity Date	Principal Amount*	Market Value (Expressed in U.S. \$)
<b>BANK LOANS - 0.57%</b> <sup>(6)</sup>					
<b>Indonesia - 0.57%</b>					
<i>PT Bumi Tranche A</i>	USD	15.000%	04/18/2014	2,324,754	\$ 953,152 <sup>(7)</sup>
<i>PT Bumi Tranche B</i>	USD	15.000%	04/18/2014	1,855,452	760,737 <sup>(7)</sup>
					1,713,889
<b>TOTAL BANK LOANS</b>					
					1,713,889
(Cost \$4,180,207)					
<b>CORPORATE BONDS - 46.45%</b>					
<b>Brazil - 2.91%</b>					
<i>BR Malls International Finance Ltd.</i>	USD	8.500%	01/21/2049	382,000	386,651 <sup>(1)</sup>
<i>Centrais Eletricas Brasileiras SA</i>	USD	5.750%	10/27/2021	2,000,000	1,979,750 <sup>(3)</sup>
<i>ESAL GmbH</i>	USD	6.250%	02/05/2023	3,001,000	2,783,427 <sup>(1)(2)</sup>
<i>Hypermarcas SA</i>	USD	6.500%	04/20/2021	1,000,000	1,060,000 <sup>(1)</sup>
<i>Minerva Luxembourg SA</i>	USD	7.750%	01/31/2023	505,000	502,791 <sup>(1)</sup>
<i>Odebrecht Offshore Drilling Finance Ltd.</i>	USD	6.750%	10/01/2022	1,914,062	1,973,877 <sup>(1)</sup>
					8,686,496
<b>Chile - 1.22%</b>					
<i>GeoPark Latin America Ltd.</i>					
<i>Agencia en Chile</i>	USD	7.500%	02/11/2020	950,000	972,491 <sup>(1)</sup>
<i>VTR Finance BV</i>	USD	6.875%	01/15/2024	2,600,000	2,668,791 <sup>(1)</sup>
					3,641,282
<b>China - 1.66%</b>					
<i>Country Garden Holdings Co. Ltd.:</i>					
	USD	11.125%	02/23/2018	750,000	827,812 <sup>(1)</sup>
	USD	11.125%	02/23/2018	1,250,000	1,379,688 <sup>(3)</sup>
<i>Kaisa Group Holdings Ltd.:</i>					
	USD	8.875%	03/19/2018	1,200,000	1,203,000 <sup>(1)</sup>
	USD	10.250%	01/08/2020	1,545,000	1,560,450 <sup>(3)</sup>
					4,970,950
<b>Colombia - 1.61%</b>					
<i>Emgesa SA ESP</i>	COP	8.750%	01/25/2021	911,000,000	463,292 <sup>(1)</sup>



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*Empresas Publicas de Medellin*

ESP:

	COP	8.375%	02/01/2021	500,000,000	250,488 <sup>(3)</sup>
	COP	8.375%	02/01/2021	1,030,000,000	516,007 <sup>(1)</sup>
<i>Millicom International Cellular</i>					
SA	USD	6.625%	10/15/2021	1,458,000	1,523,610 <sup>(1)</sup>
<i>Pacific Rubiales Energy Corp.</i>	USD	5.125%	03/28/2023	2,127,000	2,051,226 <sup>(1)</sup>
					4,804,623

**Guatemala - 0.52%**

<i>Comcel Trust</i>	USD	6.875%	02/06/2024	1,500,000	1,563,750 <sup>(1)</sup>
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**India - 2.74%**

<i>Bharti Airtel International</i>					
<i>Netherlands BV</i>	USD	5.125%	03/11/2023	2,300,000	2,225,250 <sup>(1)</sup>
<i>ICICI Bank Ltd.</i>	USD	6.375%	04/30/2022	1,500,000	1,507,500 <sup>(3)(8)</sup>
<i>Reliance Holding USA, Inc.</i>	USD	6.250%	10/19/2040	1,500,000	1,493,155 <sup>(3)</sup>
<i>Vedanta Resources PLC:</i>					
	USD	6.000%	01/31/2019	1,000,000	993,750 <sup>(1)</sup>
	USD	8.250%	06/07/2021	1,400,000	1,479,625 <sup>(1)</sup>

	Currency	Rate	Maturity Date	Principal Amount*	Market Value (Expressed in U.S. \$)
<b>India (continued)</b>					
<i>Vedanta Resources PLC: (continued)</i>					
	USD	7.125%	05/31/2023	500,000	\$ 487,938 <sup>(1)</sup>
					8,187,218
<b>Indonesia - 2.36%</b>					
<i>Berau Coal Energy Tbk PT</i>	USD	7.250%	03/13/2017	700,000	703,500 <sup>(3)</sup>
<i>Indo Energy Finance BV</i>	USD	7.000%	05/07/2018	400,000	399,500 <sup>(3)</sup>
<i>Indo Energy Finance II BV</i>	USD	6.375%	01/24/2023	1,344,000	1,121,400 <sup>(1)</sup>
<i>Listrindo Capital BV</i>	USD	6.950%	02/21/2019	1,000,000	1,055,000 <sup>(1)</sup>
<i>Pertamina Persero PT</i>	USD	4.300%	05/20/2023	1,857,000	1,711,922 <sup>(1)</sup>
<i>PT Adaro Indonesia</i>	USD	7.625%	10/22/2019	1,935,000	2,065,612 <sup>(3)</sup>
					7,056,934
<b>Israel - 0.47%</b>					
<i>B Communications Ltd.</i>	USD	7.375%	02/15/2021	1,333,000	1,406,315 <sup>(1)</sup>
<b>Jamaica - 0.11%</b>					
<i>Digicel Group Ltd.</i>	USD	8.250%	09/30/2020	312,000	332,606 <sup>(1)</sup>
<b>Kazakhstan - 1.46%</b>					
<i>KazMunayGas National Co. JSC</i>	USD	5.750%	04/30/2043	584,000	510,270 <sup>(1)</sup>
<i>Zhaikmunai LP</i>	USD	7.125%	11/13/2019	3,700,000	3,857,250 <sup>(1)(2)</sup>
					4,367,520
<b>Luxembourg - 1.14%</b>					
<i>Puma International Financing SA</i>	USD	6.750%	02/01/2021	3,393,000	3,418,685 <sup>(1)</sup>
<b>Macau - 0.33%</b>					
<i>MCE Finance Ltd.</i>	USD	5.000%	02/15/2021	1,000,000	992,500 <sup>(1)</sup>
<b>Mexico - 3.13%</b>					
<i>Cemex Finance LLC</i>	USD	9.375%	10/12/2022	2,000,000	2,285,750 <sup>(1)</sup>
<i>Cemex SAB de CV:</i>					
	USD	9.000%	01/11/2018	679,000	743,505 <sup>(3)</sup>
	USD	9.000%	01/11/2018	1,041,000	1,139,895 <sup>(1)</sup>
	USD	9.500%	06/15/2018	2,000,000	2,295,000 <sup>(1)</sup>
<i>Metalsa SAB de CV</i>	USD	4.900%	04/24/2023	768,000	708,000 <sup>(1)</sup>
<i>Mexichem SAB de CV</i>	USD	6.750%	09/19/2042	2,250,000	2,188,125 <sup>(1)</sup>
					9,360,275

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**Nigeria - 0.99%**

<i>Afren PLC</i>	USD	10.250%	04/08/2019	2,559,000	2,942,850 <sup>(1)</sup>
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**Peru - 2.68%**

<i>Cia Minera Ares SAC</i>	USD	7.750%	01/23/2021	2,000,000	2,060,000 <sup>(1)</sup>
<i>Inkia Energy Ltd.</i>	USD	8.375%	04/04/2021	3,000,000	3,225,000 <sup>(1)(2)</sup>
<i>Southern Copper Corp.</i>	USD	6.750%	04/16/2040	2,500,000	2,571,463
<i>Volcan Cia Minera SAA</i>	USD	5.375%	02/02/2022	157,000	151,799 <sup>(1)</sup>

8,008,262

Counter Party	Currency	Rate	Maturity Date	Principal Amount*	Market Value (Expressed in U.S. \$)
<b>Russia - 4.15%</b>					
<i>Alfa Bank OJSC Via Alfa Bond Issuance PLC</i>	USD	7.500%	09/26/2019	2,750,000	\$ 2,901,250 <sup>(1)(2)</sup>
<i>Evraz Group SA</i>	USD	6.750%	04/27/2018	2,000,000	1,986,250 <sup>(1)</sup>
<i>Far East Capital Ltd. SA</i>	USD	8.000%	05/02/2018	2,878,000	2,604,590 <sup>(1)</sup>
<i>Severstal OAO Via Steel Capital SA</i>	USD	5.900%	10/17/2022	1,955,000	1,903,681 <sup>(1)</sup>
<i>Vimpel Communications Holdings BV</i>	USD	5.200%	02/13/2019	900,000	900,000 <sup>(1)</sup>
<i>Wind Acquisition Finance SA</i>	USD	12.250%	07/15/2017	2,016,128	2,106,854 <sup>(1)(9)</sup>
					12,402,625
<b>Ukraine - 0.11%</b>					
<i>Ferrexpo Finance PLC</i>	USD	7.875%	04/07/2016	241,000	221,720 <sup>(1)</sup>
<i>Mriya Agro Holding PLC</i>	USD	9.450%	04/19/2018	145,000	119,625 <sup>(1)</sup>
					341,345
<b>United Arab Emirates - 1.12%</b>					
<i>Dubai Holding Commercial Operations MTN Ltd.</i>	GBP	6.000%	02/01/2017	1,900,000	3,351,837
<b>Venezuela - 17.74%</b>					
<i>Petroleos de Venezuela SA</i>	USD	8.500%	11/02/2017	65,727,200	53,033,635 <sup>(2)(3)</sup>
<b>TOTAL CORPORATE BONDS</b>					138,869,708
(Cost \$139,834,858)					
<b>PARTICIPATION NOTES - 1.06%</b>					
<b>Ukraine - 1.06%</b>					
<i>Ukreximbank Biz Finance PLC</i>	USD	8.375%	04/27/2015	3,804,000	3,176,340 <sup>(2)(3)</sup>

<b>TOTAL PARTICIPATION NOTES</b>	3,176,340
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(Cost \$3,856,884)

**CREDIT LINKED NOTES -**

**11.14%**

**Colombia - 4.62%**

<i>Titulos de Tesoreria - Series B</i>	JPMorgan Chase & Co.	COP	7.000%	05/04/2022	28,600,000,000	13,803,763
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**Indonesia - 3.39%**

<i>Indonesia Government</i>	Deutsche Bank AG London	IDR	7.000%	05/15/2022	86,600,000,000	6,838,110
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<i>Republic of Indonesia</i>	Deutsche Bank AG London	IDR	5.625%	05/15/2023	46,600,000,000	3,301,861
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10,139,971

**Iraq - 3.13%**

<i>Republic of Iraq</i>	Bank of America - Merrill Lynch	JPY	2.720%	01/01/2028	1,382,319,761	9,372,120 <sup>(8)</sup>
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<b>TOTAL CREDIT LINKED NOTES</b>	33,315,854
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(Cost \$40,641,730)

	Currency	Rate	Shares*	Market Value (Expressed in U.S. \$)
<b>SHORT TERM INVESTMENTS -</b>				
<b>0.72%</b>				
<b>Money Market Mutual Funds - 0.72%</b>				
<i>Dreyfus Treasury Prime Cash Advantage</i>				
<i>Fund - Institutional Advantage Shares</i>				
<i>(7-Day Yield)</i>				
	USD	0.00004%	2,143,756	\$ 2,143,756
<b>TOTAL SHORT TERM INVESTMENTS</b>				2,143,756
(Cost \$2,143,756)				
<b>Total Investments - 137.38%</b>				410,775,241
(Cost \$451,761,837)				
<b>Liabilities in Excess of Other Assets -</b>				
<b>(37.38)%</b>				(111,774,484)
<b>Net Assets - 100.00%</b>				\$ 299,000,757

\*The principal amount/shares of each security is stated in the currency in which the security is denominated.

**Currency Abbreviations:**

BRL	-	Brazilian Real
COP	-	Colombian Peso
GBP	-	Great Britain Pound
IDR	-	Indonesian Rupiah
JPY	-	Japanese Yen
MXN	-	Mexican Peso
NGN	-	Nigerian Naira
TRY	-	New Turkish Lira
USD	-	United States Dollar
ZAR	-	South African Rand

(1) Security exempt from registration under Rule 144A of the Securities Act of 1933. Such securities may normally be sold to qualified institutional buyers in transactions exempt from registration. Total market value of Rule 144A securities amounts to \$80,274,783, which represents approximately 26.85% of net assets as of February 28, 2014.

(2) On February 28, 2014, securities valued at \$151,418,697 were pledged as collateral for reverse repurchase agreements.

(3) Securities were originally issued pursuant to Regulation S under the Securities Act of 1933, which exempts securities offered and sold outside of the United States from registration. Such securities cannot be sold in the United States without either an effective registration statement filed pursuant to the Securities Act of 1933, or pursuant to an exemption from registration. As of February 28, 2014, the aggregate market value of those

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*securities was \$129,852,615, which represents approximately 43.43% of net assets.*

- (4) Issued with a zero coupon. Income is recognized through the accretion of discount.*
- (5) Step bond. Coupon increases periodically based upon a predetermined schedule. Interest rate disclosed is that which is in effect as of February 28, 2014.*
- (6) Bank loans generally pay interest at rates which are periodically determined by reference to a base lending rate plus a premium. All loans carry a variable rate of interest. These base lending rates are generally (i) the Prime Rate offered by one or more major United States banks, (ii) the lending rate offered by one or more European banks such as the London Interbank Offered Rate ( LIBOR ) or (iii) the Certificate of Deposit rate. Rate shown represents the weighted average rate at February 28, 2014. Bank loans, while exempt from registration, under the Securities Act of 1933, contain certain restrictions on resale and cannot be sold publicly. Floating rate bank loans often require prepayments from excess cash flow or permit the borrower to repay at its election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturity shown.*
- (7) Security is currently in default/non-income producing. The maturity date of the securities was extended to the upcoming payment date of April 18, 2014.*
- (8) Floating or variable rate security. Interest rate disclosed is that which is in effect as of February 28, 2014.*
- (9) Pay-in-kind securities.*

See Notes to Quarterly Statement of Investments

**Common Abbreviations:**

BV	- Besloten Vennootschap is the Dutch term for private limited liability company.
ESP	- Empresa de Servicios Publicos is the Colombian term for Public Service Company.
GmbH	- Gesellschaft mit beschränkter Haftung is the German term for a company with limited liability.
JSC	- Joint Stock Company.
LLC	- Limited Liability Company.
LP	- Limited Partnership.
Ltd.	- Limited.
MTN	- Medium Term Note.
OAD	- Otkrytoe Aktsionerhoe Obschestvo is the Russian term for Open Joint Stock Company.
OJSC	- Open Joint Stock Company.
PLC	- Public Limited Company.
PT	- Perseroan terbuka is an Indonesian term for limited liability company.
SA	- Generally designates corporations in various countries, mostly those employing the civil law.
SAA	- Sociedad Anonima Abierta is the Peruvian term used for companies with 20 or more shareholders.
SAB de CV	- A variable capital company.
SAC	- Sociedad Anonima Abierta is the Peruvian term used for a publicly traded corporation.
Tbk PT	- Terbuka is the Indonesian term for limited liability company.

**OUTSTANDING FORWARD FOREIGN CURRENCY CONTRACTS**

<b>Counterparty</b>	<b>Foreign Currency</b>	<b>Contracted Amount**</b>	<b>Purchase/Sale Contract</b>	<b>Settlement Date</b>	<b>Current Value</b>	<b>Unrealized Appreciation/ (Depreciation)</b>
Citigroup Global Markets	BRL	107,368,866	Purchase	03/06/2014	\$ 45,711,805	\$ 40,881
JP Morgan Chase & Co.	GBP	357,110	Purchase	03/14/2014	597,932	12,836
						\$ 53,717
Citigroup Global Markets	BRL	107,368,866	Sale	03/06/2014	\$ 45,711,805	\$ (1,772,999)
Citigroup Global Markets	BRL	106,304,421	Sale	04/02/2014	44,946,069	(43,570)
JP Morgan Chase & Co.	GBP	2,335,800	Sale	03/14/2014	3,910,986	(57,582)
JP Morgan Chase & Co.	JPY	797,367,000	Sale	03/14/2014	7,835,566	(49,387)
						\$ (1,923,538)

*\*\*The contracted amount is stated in the currency in which the security is denominated.*

See Notes to Quarterly Statement of Investments



**REVERSE REPURCHASE AGREEMENTS**

Counterparty	Interest Rate	Acquisition Date	Value
Credit Suisse First Boston	0.750%	05/20/2013	\$ 8,871,370
Credit Suisse First Boston	0.750%	06/10/2013	3,644,843
Credit Suisse First Boston	0.350%	06/12/2013	3,066,480
Credit Suisse First Boston	0.750%	07/22/2013	3,985,500
Credit Suisse First Boston	0.000%	01/10/2014	3,361,701
Credit Suisse First Boston	(0.500)%	01/10/2014	9,289,186
Credit Suisse First Boston	0.250%	01/10/2014	4,358,607
Credit Suisse First Boston	0.450%	01/21/2014	6,740,050
Credit Suisse First Boston	0.750%	01/21/2014	10,759,500
Credit Suisse First Boston	0.750%	01/24/2014	6,853,052
Credit Suisse First Boston	(0.750)%	01/24/2014	3,849,300
Credit Suisse First Boston	0.350%	02/12/2014	1,776,800
Credit Suisse First Boston	0.500%	02/12/2014	1,912,600
Credit Suisse First Boston	0.750%	02/21/2014	1,680,725
JP Morgan Chase & Co.	0.750%	10/03/2013	4,083,872
JP Morgan Chase & Co.	0.750%	10/21/2013	2,800,000
JP Morgan Chase & Co.	0.750%	11/01/2013	1,959,909
JP Morgan Chase & Co.	0.750%	11/20/2013	9,330,201
JP Morgan Chase & Co.	0.650%	12/26/2013	4,285,269
JP Morgan Chase & Co.	0.750%	12/26/2013	2,343,781
JP Morgan Chase & Co.	0.400%	12/26/2013	3,264,800
JP Morgan Chase & Co.	0.250%	01/10/2014	2,056,118
JP Morgan Chase & Co.	0.350%	01/21/2014	2,556,758
JP Morgan Chase & Co.	0.750%	01/24/2014	17,704,521
JP Morgan Chase & Co.	0.250%	02/27/2014	712,687
Nomura Securities	0.650%	01/03/2014	8,360,550
			\$ 129,608,180

All agreements can be terminated by either party on demand at value plus accrued interest.

**CREDIT DEFAULT SWAP CONTRACTS ON SOVEREIGN DEBT OBLIGATIONS ISSUE - SELL PROTECTION<sup>(10)</sup>**

Reference	Fixed Deal	Maturity	Implied Credit Spread at February 28, 2014 <sup>(11)</sup>	Notional Amount <sup>(12)</sup>	Market Value	Upfront Premiums Received	Unrealized Depreciation
Entity	Counterparty	Receive Rate	Date				
Petroleos de Venezuela SA	Credit Suisse	5.000%	03/20/2016	16.836%	\$ 19,000,000	\$ 3,790,018	\$ (2,389,853)
						\$ 3,790,018	\$ (2,389,853)

*(10) If the Fund is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Fund will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation or underlying securities comprising the referenced index or (ii) pay a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index.*

*(11) Implied credit spreads, represented in absolute terms, utilized in determining the market value of credit default swap agreements on sovereign issues of an emerging country as of period end serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for the credit derivative. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to be made to enter into the agreement. Wider credit spreads represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.*

*(12) The maximum potential amount the Fund could be required to pay as a seller of credit protection or receive as a buyer of credit protection if a credit event occurs as defined under the terms of that particular swap agreement.*

See Notes to Quarterly Statement of Investments

## Stone Harbor Emerging Markets Income Fund

Notes to Statement of Investments  
February 28, 2014 (Unaudited)**1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES**

Stone Harbor Emerging Markets Income Fund (the Fund) is a non-diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund was organized as a Massachusetts business trust on September 10, 2010 pursuant to an Agreement and Declaration of Trust governed by the laws of The Commonwealth of Massachusetts (the Declaration of Trust). The Fund commenced operations on December 22, 2010. Prior to that, the Fund had no operations other than matters relating to its organization and the sale and issuance of 4,188 shares of beneficial interest (Common Shares) in the Fund to the Stone Harbor Investment Partners LP (the Adviser or Stone Harbor) at a price of \$23.88 per share. The Fund's common shares are listed on the New York Stock Exchange (the Exchange) and trade under the ticker symbol EDF.

The Fund's primary investment objective is to maximize total return, which consists of income on its investments and capital appreciation. The Fund will normally invest at least 80% of its net assets (plus any borrowings made for investment purposes) in emerging markets securities. Emerging markets securities include fixed income securities and other instruments (including derivatives) that are economically tied to emerging market countries, that are denominated in the predominant currency of the local market of an emerging market country or whose performance is linked to those countries' markets, currencies, economies or ability to repay loans. A security or instrument is economically tied to an emerging market country if it is principally traded on the country's securities markets or if the issuer is organized or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country.

The Fund is classified as non-diversified under the 1940 Act. As a result, it can invest a greater portion of its assets in obligations of a single issuer than a diversified fund. The Fund may therefore be more susceptible than a diversified fund to being adversely affected by any single corporate, economic, political or regulatory occurrence.

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its Statement of Investments. The policies are in conformity with generally accepted accounting principles in the United States of America (GAAP), which requires management to make estimates and assumptions that affect the reported amounts of the date of the Statement of Investments. Actual results could differ from those estimates.

**Investment Valuation:** Debt securities, including bank loans and linked notes, are generally valued at the mean between the bid and asked prices provided by independent pricing services or brokers that are based on transactions in debt obligations, quotations from dealers, market transactions in comparable securities and various other relationships between securities. Credit default swaps are priced by an independent pricing service based off of the underlying terms of the swap. Equity securities for which market quotations are available are generally valued at the last sale price or official closing price on the primary market or exchange on which they trade. Publicly traded foreign government debt securities are typically traded internationally in the over-the-counter market and are valued at the mean between the bid and asked prices as of the close of business of that market. When prices are not readily available, or are determined not to reflect fair value, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund may value these investments at fair value as determined in accordance with the procedures approved by the Fund's Board of Trustees (the Board). Short-term obligations with maturities of 60 days or less are valued at amortized cost, which approximates market value. Money market mutual funds are valued at their net asset value. Foreign Currency positions including forward currency contracts are priced at the mean between the closing bid and asked prices at 4:00 p.m. Eastern time.

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A three-tier hierarchy has been established to measure fair value based on the extent of use of observable inputs as compared to unobservable inputs for disclosure purposes and requires additional disclosures about these valuations measurements. Inputs refer broadly to the assumptions that market participants would use in pricing a security. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the security developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the security developed based on the best information available in the circumstances.

The three-tier hierarchy is summarized as follows:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.
- Level 2 Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

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Level 3 Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Fund's own assumptions about the assumptions a market participant would use in valuing the asset or liability and would be based on the best information available.

The following is a summary of the Fund's investment and financial instruments based on the three-tier hierarchy as of February 28, 2014:

Investments in Securities at Value*	Level 1 - Quoted and Unadjusted Prices	Level 2 - Other Significant Observable Inputs	Level 3 - Significant Unobservable Inputs	Total
<b>Stone Harbor Emerging Markets Income Fund</b>				
Sovereign Debt Obligations	\$	\$ 231,555,694	\$	\$ 231,555,694
Bank Loans			1,713,889	1,713,889
Corporate Bonds		138,869,708		138,869,708
Participation Notes		3,176,340		3,176,340
Credit Linked Notes				
Iraq			9,372,120	9,372,120
Other		23,943,734		23,943,734
Short Term Investments	2,143,756			2,143,756
<b>Total</b>	<b>\$ 2,143,756</b>	<b>\$ 397,545,476</b>	<b>\$ 11,086,009</b>	<b>\$ 410,775,241</b>

**Other Financial Instruments\*\***

<b>Assets</b>				
Forward Foreign Currency Contracts	\$	\$ 53,717	\$	\$ 53,717
<b>Liabilities</b>				
Forward Foreign Currency Contracts		(1,923,538)		(1,923,538)
Credit Default Swap Contracts		(2,389,853)		(2,389,853)
<b>Total</b>	<b>\$</b>	<b>\$ (4,259,674)</b>	<b>\$</b>	<b>\$ (4,259,674)</b>

\* For detailed country descriptions, see accompanying Statement of Investments.

\*\* Other financial instruments are derivative instruments not reflected in the Statement of Investments. The derivatives shown in this table are reported at their unrealized appreciation/ (depreciation) at measurement date, which represents the change in the contract's value from trade date.

There were no transfers between Levels 1 and 2 during the period. It is the Fund's policy to recognize transfers into and out of all levels at the end of the reporting period.

The following is a reconciliation of assets in which significant unobservable inputs (Level 3) were used in determining fair value:

	<b>Balance as of November 30, 2013</b>	<b>Accrued discount/premium</b>	<b>Realized Gain/(Loss)</b>	<b>Change in Unrealized Appreciation/(Depreciation)</b>	<b>Sales Proceeds</b>	<b>Balance as of February 28, 2014</b>	<b>Net change in unrealized appreciation/(depreciation) attributable to Level 3 investments held at February 28, 2014</b>
<b>Investments in Securities</b>							
Bank Loans	\$1,672,087	\$-	\$-	\$41,802	\$-	\$1,713,889	\$41,802
Credit Linked Notes	8,133,311	32,943	25,360	1,695,760	(515,254)	9,372,120	1,695,760
<b>TOTAL</b>	<b>\$9,805,398</b>	<b>32,943</b>	<b>25,360</b>	<b>1,737,562</b>	<b>(515,254)</b>	<b>\$11,086,009</b>	<b>1,737,562</b>

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

In the event a Board approved independent pricing service is unable to provide an evaluated price for a security or the Adviser believes the price provided is not reliable, securities of the Fund may be valued at fair value as described above. In these instances the Adviser may seek to find an alternative independent source, such as a broker/dealer to provide a price quote, or by using evaluated pricing models similar to the techniques and models used by the independent pricing service. These fair value measurement techniques may utilize unobservable inputs (Level 3).

On at least a quarterly basis, the Adviser presents the factors considered in determining the fair value measurements and presents that information to the Board which meets at least quarterly.

The table below provides additional information about the Level 3 Fair Value Measurements as of February 28, 2014:

	Fair Value at	Valuation	Unobservable	
	February 28, 2014	Methodology	Inputs	Range of Inputs
<b>Stone Harbor Emerging Markets Income Fund</b>				
Bank Loans	\$ 1,713,889	Broker Quote	Broker Quote	N/A
Credit Linked Notes	9,372,120	Broker Quote	Broker Quote	N/A
<b>TOTAL</b>	<b>\$ 11,086,009</b>			

**Security Transactions and Investment Income:** Security transactions are accounted for on a trade date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Foreign dividend income is recorded on the ex-dividend date or as soon as practical after the Fund determines the existence of a dividend declaration after exercising reasonable due diligence. If applicable, any foreign capital gains taxes are accrued, net of unrealized gains, and are payable upon the sale of such investments. The cost of investments sold is determined by use of the specific identification method. To the extent any issuer defaults on an expected interest payment, the Fund's policy is to generally halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default.

**Foreign Currency Translation:** The books and records of the Fund are maintained in U.S. dollars. Investment valuations and other assets and liabilities initially expressed in foreign currencies are converted each business day into U.S. dollars based upon current exchange rates. Prevailing foreign exchange rates may generally be obtained at the close of the NYSE (normally, 4:00 p.m. Eastern time).

The portion of realized and unrealized gains or losses on investments due to fluctuations in foreign currency exchange rates is not separately disclosed and is included in realized and unrealized gains or losses on investments, when applicable.

**Foreign Securities:** The Fund may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the ability to repatriate funds, less complete financial information about companies and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. issuers.

**Segregation and Collateralization:** In cases in which the 1940 Act and the interpretive positions of the Securities and Exchange Commission ( SEC ) require that the Fund either delivers collateral or segregate assets in connection with certain investments (e.g., foreign currency exchange contracts, securities with extended settlement periods, and swaps) or certain borrowings (e.g., reverse repurchase agreements), the Fund will segregate collateral or designate on its books and records cash or other liquid securities having a value at least equal to the amount that is required to be physically segregated for the benefit of the counterparty. Furthermore, based on requirements and agreements with certain exchanges and third party broker-dealers, each party has requirements to deliver/deposit cash or securities as collateral for certain investments. Cash collateral that has been pledged to cover obligations of the Fund is noted on the Statement of Investments.

**Credit Linked Notes:** The Fund may invest in credit linked notes to obtain economic exposure to high yield, emerging markets or other securities. Investments in a credit linked note typically provide the holder with a return based on the return of an underlying reference instrument, such as an emerging market bond. Like an investment in a bond, investments in credit linked securities represent the right to receive periodic income payments (in the form of distributions) and payment of principal at the end of the term of the security. In addition to the risks associated with the underlying reference instrument, an investment in a credit linked note is also subject to the risk that the counterparty will be unwilling or unable to meet its obligations under the note.

**Leverage:** The Fund may borrow from banks and other financial institutions and may also borrow additional funds by entering into reverse repurchase agreements or the issuance of debt securities (collectively, Borrowings ) in an amount that does not exceed 33 1/3% of the Fund's total assets (including any assets attributable to any leverage used) minus the Fund's accrued liabilities (other than Fund liabilities incurred for any leverage) ( Total Assets ) immediately after such transactions. It is possible that following such Borrowings, the assets of the Fund will decline due to market conditions such that this 33 1/3% limit will be exceeded. In that case, the leverage risk to Common Shareholders will increase.

In a reverse repurchase agreement, the Fund sells to a financial institution a security that it holds with an agreement to repurchase the same security at an agreed-upon price and date. A reverse repurchase agreement involves the risk that the market value of the security sold by the Fund may decline below the repurchase price of the security. The Fund will segregate assets determined to be liquid by the Adviser or otherwise cover its obligations under reverse repurchase agreements. Due to the short term nature of the reverse repurchase agreements, face value approximates fair value at February 28, 2014. This fair value is based on Level 2 inputs under the three-tier fair valuation hierarchy described above. For the three months ended February 28, 2014, the average amount of reverse repurchase agreements outstanding was \$128,539,631 at a weighted average interest rate of 0.56%.



**Loan Participations and Assignments:** The Fund may invest in loans arranged through private negotiation between one or more financial institutions. The Fund's investment in any such loan may be in the form of a participation in or an assignment of the loan. In connection with purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement relating to the loan, or any rights of set-off against the borrower, and the Fund may not benefit directly from any collateral supporting the loan in which it has purchased the participation.

The Fund assumes the credit risk of the borrower, the lender that is selling the participation and any other persons interpositioned between the Fund and the borrower. In the event of the insolvency of the lender selling the participation, the Fund may be treated as a general creditor of the lender and may not benefit from any set-off between the lender and the borrower.

**Leverage Risk:** Leverage creates risks for Common Shareholders, including the likelihood of greater volatility of NAV per share and market price of, and dividends paid on, the Common Shares. There is a risk that fluctuations in the interest rates on any Borrowings held by the Fund may adversely affect the return to the Common Shareholders. If the income from the securities purchased with the proceeds of leverage is not sufficient to cover the cost of leverage, the return on the Fund will be less than if leverage had not been used, and therefore the amount available for distribution to the Common Shareholders as dividends and other distributions will be reduced.

The Fund may choose not to use leverage at all times. The amount and composition of leverage used may vary depending upon a number of factors, including economic and market conditions in the relevant emerging market countries, the availability of relatively attractive investment opportunities not requiring leverage and the costs and risks that the Fund would incur as a result of leverage.

**Credit and Market Risk:** The Fund invests in high yield and emerging market instruments that are subject to certain credit and market risks. The yields of high yield and emerging market debt obligations reflect, among other things, perceived credit and market risks. The Fund's investment in securities rated below investment grade typically involves risks not associated with higher rated securities including, among others, greater risk related to timely and ultimate payment of interest and principal, greater market price volatility and less liquid secondary market trading. The consequences of political, social, economic or diplomatic changes may have disruptive effects on the market prices of investments held by the Fund. The Fund's investment in non-dollar denominated securities may also result in foreign currency losses caused by devaluations and exchange rate fluctuations. Investments in derivatives are also subject to credit and market risks.

## 2. DERIVATIVE INSTRUMENTS

**Risk Exposure and the Use of Derivative Instruments:** The Fund's investment objectives not only permit the Fund to purchase investment securities, they also allow the Fund to enter in various types of derivatives contracts. In doing so, the Fund will employ strategies in differing combinations to permit it to increase, decrease or change the level or types of exposure to market factors. Central to those strategies are features inherent to derivatives that may make them more attractive for this purpose than equity or debt securities: they require little or no initial cash investment; they can focus exposure on only certain selected risk factors; and they may not require the ultimate receipt or delivery of the underlying security (or securities) to the contract. This may allow the Fund to pursue its objectives more quickly and efficiently than if the Fund were to make direct purchases or sales of securities capable of effecting a similar response to market factors.

**Market Risk Factors:** In pursuit of its investment objectives, the Fund may seek to use derivatives to increase or decrease its exposure to the following market risk factors, among others:

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*Interest Rate Risk.* Interest rate risk refers to the fluctuations in value of fixed-income securities resulting from the inverse relationship between price and yield. For example, an increase in general interest rates will tend to reduce the value of already issued fixed-income investments, and a decline in general interest rates will tend to increase their value. In addition, debt securities with longer maturities that tend to have higher yields are subject to potentially greater fluctuations in value from changes in interest rates than obligations with shorter maturities.

*Credit Risk.* Credit risk relates to the ability of the issuer to meet interest and principal payments, or both, as they come due. In general, lower-grade, higher-yield bonds are subject to credit risk to a greater extent than lower-yield, higher-grade bonds.

*Foreign Exchange Rate Risk.* Foreign exchange rate risk relates to the change in the U.S. dollar value of a security held that is denominated in a foreign currency. The U.S. dollar value of a foreign currency denominated security will decrease as the dollar appreciates against the currency, while the U.S. dollar value will increase as the dollar depreciates against the currency.

*Equity Risk.* Equity risk relates to the change in value of equity securities as they relate to increases or decreases in the general market.

The Fund's use of derivatives can result in losses due to unanticipated changes in these risk factors and the overall market. In instances where the Fund is using derivatives to decrease, or hedge, exposures to market risk factors for securities held by the Fund, there are also risks that those derivatives may not perform as expected resulting in losses for the combined or hedged positions.

Derivatives may have little or no initial cash investment relative to their market value exposure and therefore can produce significant gains or losses in excess of their cost. This use of embedded leverage allows the Fund to increase its market value exposure relative to its net assets and can substantially increase the volatility of the Fund's performance.

Additional associated risks from investing in derivatives also exist and potentially could have significant effects on the valuation of the derivative and the Fund. Typically, the associated risks are not the risks that the Fund is attempting to increase or decrease exposure to, per its investment objectives, but are the additional risks from investing in derivatives.

Examples of these associated risks are liquidity risk, which is the risk that the Fund will not be able to sell or close out the derivative in a timely manner, and counterparty credit risk, which is the risk that the counterparty will not fulfill its obligation to the Fund. Associated risks can be different for each type of derivative and are discussed by each derivative type below and in the notes that follow.

**Forward Foreign Currency Contracts:** The Fund may engage in currency transactions with counterparties to hedge the value of portfolio securities denominated in particular currencies against fluctuations in relative value, to gain or reduce exposure to certain currencies or to generate income or gains. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price on a future date. The contract is marked-to-market daily, and the change in value is recorded by the Fund as an unrealized gain or loss. When a forward foreign currency contract is extinguished, through either delivery or offset by entering into another forward foreign currency contract, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value of the contract at the time it was extinguished.

**Credit Default Swap Contracts:** The Fund may enter into credit default swap contracts for hedging purposes to gain market exposure or to add leverage to its portfolio. When used for hedging purposes, the Fund would be the buyer of a credit default swap contract. In that case, the Fund would be entitled to receive the par (or other agreed upon) value of a referenced debt obligation, index or other investment from the counterparty to the contract in the event of a default by a third party, such as a U.S. or foreign issuer, on the referenced debt obligation. In return, the Fund would pay to the counterparty a periodic stream of payments over the term of the contract provided that no event of default has occurred. If no event of default occurs, the Fund would have spent the stream of payments and received no benefit from the contract. When the Fund is the seller of a credit default swap contract, it receives the stream of payments but is obligated to pay upon default of the referenced debt obligation. As the seller, the Fund would effectively add leverage to its portfolio because, in addition to its total assets, the Fund would be subject to investment exposure on the notional amount of the swap.

In addition to the risks applicable to derivatives generally, credit default swaps involve special risks because they are difficult to value, are highly susceptible to liquidity and credit risk and generally pay a return to the counterparty in the event of an actual default by the issuer of the underlying obligation, as opposed to a credit downgrade or other indication of financial difficulty.

## **2. UNREALIZED APPRECIATION AND DEPRECIATION ON INVESTMENTS (TAX BASIS)**

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At February 28, 2014 the aggregate gross unrealized appreciation and depreciation of investments for federal income purposes were as follows:

**Stone Harbor Emerging Markets Income Fund**

Gross appreciation on investments (excess of value over tax cost)	\$ 3,479,301
Gross depreciation on investments (excess of tax cost over value)	(44,658,915)
Net unrealized depreciation	(41,179,614)
Cost of investments for income tax purposes	\$ 451,954,855

**Item 2. Controls and Procedures.**

- (a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended) are effective as of a date within 90 days of the filing date of this Report, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the Investment Company Act of 1940, as amended, and Rule 15d-15(b) under the Securities Exchange Act of 1934, as amended.
  
- (b) There was no change in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940, as amended) during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 3. Exhibits.**

Separate certifications for the registrant's Principal Executive Officer and Principal Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 30a-2(a) under the Investment Company Act of 1940, are attached as Exhibit 99.CERT.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Stone Harbor Emerging Markets Income Fund

By: /s/ Peter J. Wilby  
**Peter J. Wilby**  
**President and Chief Executive**  
**Officer/Principal Executive Officer**

Date: April 29, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Peter J. Wilby  
**Peter J. Wilby**  
**President and Chief Executive**  
**Officer/Principal Executive Officer**

Date: April 29, 2014

By: /s/ Thomas M. Reynolds \_\_\_\_\_  
**Thomas M. Reynolds**  
**Principal Financial Officer/Principal**  
**Accounting Officer**

Date: April 29, 2014