

Stone Harbor Emerging Markets Total Income Fund  
Form N-CSR  
August 08, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**

**MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number: 811-22716

Stone Harbor Emerging Markets Total Income Fund

(Exact name of registrant as specified in charter)

1290 Broadway, Suite 1100

Denver, CO 80203

(Address of principal executive offices) (Zip code)

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New York, NY 10019

(Name and address of agent for service)

With copies To:

Michael G. Doherty, Esq.

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New York, NY 10036

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

Date of fiscal year end: May 31

Date of reporting period: June 1, 2013 May 31, 2014

**Item 1. Reports to Stockholders.**



## **Distribution Policy**

**May 31, 2014**

Stone Harbor Emerging Markets Total Income Fund (the Fund), acting pursuant to a Securities and Exchange Commission exemptive order and with the approval of the Fund's Board of Trustees (the Board), has adopted a plan, consistent with its investment objectives and policies to support a level distribution of income, capital gains and/or return of capital (the Plan). In accordance with the Plan, the Fund began distributing \$0.1511 per share on a monthly basis in December 2012.

The fixed amount distributed per share is subject to change at the discretion of the Fund's Board. Under the Plan, the Fund will typically distribute most or all of its available investment income to its shareholders, consistent with its primary investment objectives and as required by the Internal Revenue Code of 1986, as amended (the Code). The Fund may also distribute long term capital gains and short term capital gains and return capital to shareholders in order to maintain a level distribution. Please refer to Note 3 on page 25 for a description of this period's distribution. Each monthly distribution to shareholders is expected to be at the fixed amount established by the Board, except for extraordinary distributions and potential distribution rate increases or decreases to enable the Fund to comply with the distribution requirements imposed by the Code.

Shareholders should not draw any conclusions about the Fund's investment performance from the amount of these distributions or from the terms of the Plan. The Fund's total return performance on net asset value is presented in its financial highlights table. The Board may amend, suspend or terminate the Fund's Plan without prior notice if it deems such action to be in the best interest of the Fund or its shareholders. The suspension or termination of the Plan could have the effect of creating a trading discount (if the Fund's stock is trading at or above net asset value) or widening an existing trading discount. The Fund is subject to risks that could have an adverse impact on its ability to maintain level distributions. Examples of potential risks include, but are not limited to, economic downturns impacting the markets, investments in foreign securities, foreign currency fluctuations and changes in the Code. Please refer to the Fund's prospectus for a more complete description of its risks.

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Stone Harbor Emerging Markets Total Income Fund

Shareholder Letter

May 31, 2014  
(Unaudited)

Dear Investor,

The Stone Harbor Emerging Markets Total Income Fund ( EDI or Fund ) seeks to maximize total return, which consists of income on its investments and capital appreciation. The Fund invests in fixed income securities and related instruments that are economically tied to emerging markets (EM) countries, including sovereign external debt, local currency debt (non-U.S. dollar), and corporate debt from EM issuers. Additionally, the Fund may invest up to 20% of its assets in emerging equity markets.

Our investment thesis is straightforward despite significant recent market volatility, we believe EM debt markets continue to offer attractive investment opportunities for total return investors. EM countries generate the majority of global growth today and their share of global economic output has nearly doubled in the past decade. Furthermore, inflation in EM countries has fallen substantially and remains subdued, particularly in comparison to the hyperinflationary periods of the 1990s. And unlike many advanced economies, most EM countries maintain prudent debt levels and substantially lower fiscal deficits, in our opinion. In addition, EM debt still offers higher yields than advanced economy debt, even though EMs have better relative fundamentals in most cases, based on our analysis.

Macroeconomic developments in advanced economies are important inputs into our assessment of the outlook for EM debt returns. The impact of developments outside the emerging markets on emerging market valuations has been a critical variable in the performance of emerging market assets since the end of the 2008 financial crisis. These factors, including weaker than expected economic growth and uncertainty about the future direction of developed market central bank policies weighed heavily on the Fund's performance during the first eight months of this fiscal year, in our view. During the next four months of the fiscal year (February-May 2014) these same factors drove strong performance as investor confidence in continued economic expansion has combined with greater clarity on future central bank steps, particularly at the US Federal Reserve.

We believe that a key advantage we have in managing EDI is the latitude to seek to adjust the risk in the portfolio based on fundamental economic and credit views, as well as our assessment of the macroeconomic environment. We can seek to adjust risk and potential return opportunities by allocating to three distinct sectors of EM debt as well as the EM equity markets, each of which tend to behave differently in various macroeconomic environments.

In addition, we can vary the amount of leverage used by the Fund depending on our confidence in our return expectations. In general, we employ leverage to seek higher returns. However, when uncertainty rises, and with it greater perceived risks, we can also reduce leverage so that the Fund has less exposure to EM debt.

### Performance Review

The total return on net asset value (NAV) of EDI for the 12 months ending May 31, 2014 was 0.28%, (net of expenses). For the same period, the Fund maintained an average discount to its NAV of 4.51%<sup>1</sup>. Market tracking indices for the three sectors of EM debt<sup>2</sup> external sovereign debt, local currency debt and corporate debt delivered total returns of 5.77%, -1.37% and 4.78%, respectively, during the reporting period. The relatively poor performance of local currency debt was driven by negative returns from foreign exchange. As we discussed, asset allocation is an important factor in our management of the Fund. Our allocation to local currency sovereign debt ranged from approximately 20% to 38% of the total portfolio during the fiscal year. Given the disparity in returns between local



currency sovereigns and other segments of EM, our local currency allocation detracted from our overall fund returns.

In the Fund's exposure to sovereign debt, our holdings in U.S. dollar-denominated debt of Venezuela had a large impact on returns, negatively for the first eight months of the fiscal year, then positively for the last four months. The positive performance outweighed the earlier sell-off. We invested in Venezuela based on our assessment of the country's ability and willingness to repay debt from U.S. dollar cash flows generated from oil exports. We also believed that Venezuela's government had strong incentives to prioritize oil export cash flows for servicing external debt in order to maintain relationships with integrated global oil companies that invest in Venezuela's Orinoco oil belt, which contains some of the world's largest proven oil reserves. Venezuela's political situation has been quite chaotic in the aftermath of President Chavez's death. In addition, economic growth has slowed and inflation is rising. This political volatility overwhelmed the country's solid debt fundamentals as the market sold off during the second half of 2013. As political volatility faded in early 2014, investors reassessed Venezuela's prospects and valuation. As of the date of this report, Venezuela offered the highest yields in the sovereign hard currency universe. This attractive valuation combined with its structural incentives to continue servicing its debt helped Venezuela generate the best returns for the Fund during the February to May period.

Throughout the reporting period, leverage consisted primarily of short-term reverse repurchase agreements through which the Fund borrowed funds by selling securities under the obligation to repurchase them at a later date at a fixed price. The implied borrowing costs of the repurchase agreements averaged approximately 0.55% per annum. The level of gross leverage reached a maximum of approximately 33.3% of total assets on January 31, 2014 and a minimum of approximately 23.8% on June 6, 2013. By the end of the reporting period, leverage was approximately 28.7%. Net leverage (gross leverage less cash held) remained lower than gross leverage throughout the period. The Fund's management team varied borrowing levels to reflect the team's outlook on EM debt, increasing borrowings when it felt opportunities had improved and reducing borrowings when, in the team's judgment, macroeconomic risks had risen.

May 31, 2014

## Market Review and Outlook

In our view, the total returns for EM indices<sup>2</sup> for the reporting period reflected a combination of events in developed markets and emerging markets overlaid by valuations in emerging markets. Market tracking indices for the three sectors of EM debt<sup>2</sup> external sovereign debt, local currency debt and corporate debt delivered total returns of 5.77%, -1.37% and 4.78%, respectively, during the reporting period. As mentioned previously, the pattern of returns during the Fund's fiscal year changed in February 2014. During the eight month period ending in January each emerging markets debt sector generated negative returns. Beginning in February 2014, volatility decreased and valuations attracted significant investor interest. Returns in the four month period of February through May 2014 turned strongly positive in each sector leading to the overall returns listed above. The factors that impacted returns during these two segments of the reporting period are discussed below.

Several factors, both fundamental and technical, contributed to the market volatility of EM assets in the second half of 2013. From a macroeconomic perspective, rising concerns over the timing of the U.S. Federal Reserve's reduction in the pace of its bond purchase program led to a rapid increase in U.S. Treasury yields and a broad-based sell off of fixed income assets. Fears of less accommodative monetary policy in the U.S. contributed to growing concerns about the attractiveness of EM assets that had benefited from large investor inflows since the end of the global financial crisis. Fundamental factors also played a role in the EM debt decline, in our opinion, as growth in many large emerging markets, including China, remained lower than expected and growth expectations fell. At the same time, popular uprisings in Argentina, Brazil, Thailand, Turkey and Ukraine produced headlines about political risks in EMs. These factors imposed a significant influence over investor sentiment across all EM sectors, in our view.

By the end of January 2014 investors developed greater clarity on the likely course of policy moves by the U.S. Fed. This increased clarity combined with evidence of continued economic recovery in the developed world and reduced political volatility in the emerging world created a better environment for risk-taking on the part of investors, in our opinion. The weak performance of EM during 2013 provided compelling valuations and started the rally that continued throughout the remainder of the review period.

Despite these influences from advanced economies, our fundamental views on emerging markets have not changed. We continue to forecast that China should maintain a growth rate above 7% over the next year and that many EM country growth rates should improve in the next 12-18 months. In our view, expectations for improved U.S. growth, together with recent depreciation of emerging market currencies and prior monetary easing by EM central banks, will support EM growth in the months ahead. But we believe this process will take time. Government deficits in most EM countries remain at healthy levels, particularly compared to the U.S., Japan and many developed European countries. We believe markets are again focusing on the relative strengths of EM fundamentals.

In the past, we have detailed some of the key risks to our constructive outlook for emerging markets debt. Today, those risks seem to emanate from both developed and emerging countries. The possibility of rising U.S. interest rates, the ongoing political and religious strife in the Middle East, weak growth in Europe and the potential for China's growth rate to fall short of expectations are all potential risks. However, our base case return scenarios for EM debt over the coming year remain positive. Our view derives from a disciplined investment process in which we review the ability and willingness of borrowers to repay their debts. We also assess whether current prices of bonds reflect adequate compensation for risk within the current macroeconomic environment. Based on this process, we continue to believe that EM debt will generate the highest returns in the fixed income markets.

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Other general risks of the Fund relate to our use of leverage and also to the longer-term prospects for a rise in global interest rates. Stone Harbor attempts to mitigate the risk of loss of principal due to the possibility of a general rise in global interest rates through our investment processes that determine sector and country allocations, as well as security selection. We seek to reduce interest rate sensitivity during periods of rising interest rates. Notwithstanding these efforts, rising interest rates would increase the Fund's cost of leverage and could also decrease the value of its portfolio securities, adversely affecting Fund performance.

We continue to believe that investing in EDI may offer an attractive means of capitalizing on further improvements in credit quality in EM. We thank you for your confidence in our ability to invest in these challenging markets and look forward to reporting on EDI in six months.

Sincerely,

Thomas K. Flanagan

Chairman of the Board of Trustees

May 31, 2014  
(Unaudited)

- <sup>1</sup> *Performance on a market value basis, or at market price, will differ from its results at NAV. Although market price returns typically reflect investment results overtime, during shorter periods, returns at market price can also be influenced by factors such as changing views about the Fund, market conditions, supply and demand for the Fund's shares, or changes in Fund dividends.*
- <sup>2</sup> *J.P. Morgan emerging markets debt benchmarks are used throughout as being representative of market returns. The J.P. Morgan EMBI Global Index (EMBIG) tracks total returns for U.S. dollar-denominated debt instruments issued by emerging markets sovereign and quasi-sovereign entities: Brady bonds, loans, and Eurobonds. The changes in the benchmark more accurately reflect the investment strategy. The J.P. Morgan EMBI Global Diversified (EMBI Global Diversified) limits the weights of those index countries with larger debt stocks by only including specified portions of these countries' eligible current face amounts outstanding. The countries covered in the EMBI Global Diversified are identical to those covered by the EMBI Global. The J.P. Morgan GBI-EM Global Diversified consists of regularly traded, liquid fixed-rate, domestic currency government bonds to which international investors can gain exposure. The weightings among the countries are more evenly distributed within this index. Return from FX is the difference between the JP Morgan GBI EM Global Diversified index total return (Bloomberg ticker JGENVUUG) and the GBI EM Global Diversified index in local currency terms (Bloomberg ticker JGENVLLG). Return from Rates equals the total return of the GBI EM Global Diversified index in local currency terms (Bloomberg ticker JGENVLLG). The J.P. Morgan CEMBI Broad Diversified tracks total returns of U.S. dollar-denominated debt instruments issued by corporate entities in emerging market countries and consists of an investable universe of corporate bonds. The minimum amount outstanding required is \$350 mm for the CEMBI Broad Diversified. Broad-based securities indices are unmanaged and are not subject to fees and expenses typically associated with managed accounts or investment funds. Investments cannot be made directly in a broad-based securities index. The CEMBI Broad Diversified limits the weights of those index countries with larger corporate debt stocks by only including a specified portion of these countries' eligible current face amounts of debt outstanding.*

Stone Harbor Emerging Markets Total Income Fund	Summary of Portfolio Holdings
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May 31, 2014  
(Unaudited)

### Security Type Allocation<sup>(2)</sup>

#### Fund Details

Market Price	\$19.95
Net Asset Value (NAV)	\$21.18
Premium/(Discount)	(5.81)%
Current Distribution Rate <sup>(1)</sup>	9.09%
Net Assets (\$ in millions)	\$204

#### Country Allocation

(as a % of total net assets)

Country Breakdown	% of TNA
Venezuela	22.03%
Brazil (Includes 2.03% ETF)	18.87%
Argentina	11.38%
Mexico	10.06%
South Africa	8.96%
Turkey (Includes 1.38% ETF)	7.71%
Indonesia	6.66%
Iraq	5.80%
Colombia	5.38%
Dominican Republic	4.02%
Ivory Coast	3.50%
Russia	3.40%
Kazakhstan	3.19%
Nigeria	2.89%
Mozambique	2.63%
Ukraine	2.60%
Peru	2.53%
China	1.48%
Croatia	1.41%
India	1.20%
Chile	1.10%
El Salvador	0.98%
United Arab Emirates	0.87%
Luxembourg	0.82%
Trinidad	0.63%
Guatemala	0.52%

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Panama	0.45%
Ghana	0.44%
Israel	0.41%
Honduras	0.21%
Hungary	0.21%
Costa Rica	0.14%
Vanguard® FTSE Emerging Markets ETF	2.07%
<b>Total</b>	<b>134.55%</b>
<b>Short Term Security</b>	<b>1.92%</b>
<b>Other Liabilities in Excess</b>	<b>-36.47%</b>
<b>Total Net Assets</b>	<b>100.00%</b>

**Sector Allocation<sup>(2)</sup>**

Sovereign Local	37.2%
Sovereign External	42.5%
Corporate	14.0%
Equity	3.9%
Cash & Equivalents/ U.S. Treasuries	2.4%

**Regional Breakdowns<sup>(2)</sup>**

Latin America	56.8%
Africa	14.1%
Europe	13.4%
Asia	6.7%
Middle East	5.1%
Multi	1.5%
Cash & Equivalents/ U.S. Treasuries	2.4%

**Sovereign Local**

**Currency Breakdown<sup>(2)</sup>**

Brazilian Real	11.5%
Colombian Peso	3.7%
Indonesian Rupiah	3.4%
Mexican Peso	6.5%
Nigerian Naira	0.9%
Turkish New Lira	4.6%
South African Rand	6.6%
<b>Total</b>	<b>37.2%</b>

<sup>(1)</sup> Current Distribution Rate is based on the Fund's current annualized monthly distribution divided by the Fund's current market price. The Fund's monthly distributions to its shareholders may be comprised of ordinary income,

*net realized capital gains and return of capital in order to maintain a level distribution.*

- (2) *Based on managed assets and investment manager's sector classifications including derivative exposure. For purposes of this example, managed assets include total net assets plus any borrowings attributed to the use of reverse repurchase agreements as described on page 13.*

Stone Harbor Emerging Markets Total Income Fund Growth of  
\$10,000 Investment

May 31, 2014 (Unaudited)

Comparison of Change in Value of \$10,000 Investment in Stone Harbor Emerging Markets Total Income Fund and the J.P. Morgan Emerging Markets Bond Indices: EMBI Global Diversified, CEMBI Broad Diversified, and GBI-EM Global Diversified (please refer to page 36 for detailed benchmark descriptions).

**Total Returns as of May 31, 2014 (Inception, October 25, 2012)**

	<b>3 Months</b>	<b>6 Months</b>	<b>1 Year</b>	<b>Since Inception (Annualized)</b>
Stone Harbor Emerging Markets Total Income Fund NAV	12.24%	10.86%	0.28%	0.88%
Stone Harbor Emerging Markets Total Income Fund Market Price	12.29%	12.86%	-8.58%	-5.58%
J.P. Morgan CEMBI Broad Diversified	3.49%	5.84%	4.78%	4.11%
J.P. Morgan EMBI Global Diversified	5.81%	8.83%	5.77%	2.53%
J.P. Morgan GBI-EM Global Diversified	5.88%	4.37%	-1.37%	-0.70%

**Past performance is no guarantee of future results.** Current performance may be lower or higher than the performance shown. Total return is calculated by determining the percentage change in NAV or market price (as applicable) in the specified period. The calculation assumes that all income dividends, capital gain and return of capital distributions, if any, have been reinvested and includes all fee waivers and expense reimbursements. Total return does not reflect the deduction of taxes that a shareholder would pay on Fund distributions or broker commissions or sales charges in connection with the purchase or sale of Fund shares. Investment return and principal value will vary, and shares, when sold, may be worth more or less than their original cost. Total returns for a period of less than one year are not annualized. Index returns do not include the effects of sales charges or management fees. It is not possible to invest directly in an index.

Performance at market price will differ from its results at NAV. Although market price returns typically reflect investment results over time, during shorter periods returns at market price can also be influenced by factors such as changing views about the Fund, market conditions, supply and demand for the Fund's shares, or changes in Fund dividends.

An investment in the Fund involves risk, including the loss of principal. Total return, market price, market price yield and NAV will fluctuate with changes in market conditions. This data is provided for information purposes only and is not intended for trading purposes. Closed-end funds, unlike open-end funds, are not continuously offered. There is a onetime public offering and once issued, shares of closed-end funds are traded in the open market through a stock exchange. NAV is equal to total assets attributable to common shareholders less total liabilities divided by the number of common shares outstanding. Holdings are subject to change daily.





Report of Independent

Registered Public

Stone Harbor Emerging Markets Total Income Fund

Accounting Firm

To the Shareholders and Board of Trustees of Stone Harbor Emerging Markets Total Income Fund:

We have audited the accompanying statement of assets and liabilities of Stone Harbor Emerging Markets Total Income Fund (the Fund ), including the statement of investments, as of May 31, 2014, and the related statements of operations and cash flows for the year then ended, and the statements of changes in net assets and the financial highlights for the year then ended and for the period from October 25, 2012 (commencement of operations) to May 31, 2013. These financial statements and financial highlights are the responsibility of the Fund s management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of May 31, 2014, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Stone Harbor Emerging Markets Total Income Fund as of May 31, 2014, the results of its operations and its cash flows for the year then ended, and the changes in its net assets and the financial highlights for the year then ended and for the period from October 25, 2012 (commencement of operations) to May 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Denver, Colorado

July 28, 2014

Stone Harbor Emerging Markets Total Income Fund

Statement of Investments

May 31, 2014

	<u>Currency</u>	<u>Rate</u>	<u>Maturity Date</u>	<u>Principal Amount*</u>	<u>Market Value (Expressed in U.S. \$)</u>
<b>SOVEREIGN DEBT OBLIGATIONS - 84.85%</b>					
<b>Argentina - 10.87%</b>					
<i>Republic of Argentina:</i>					
	USD	7.000%	10/03/2015	10,900,000	\$ 10,443,714 <sup>(1)</sup>
	USD	7.000%	04/17/2017	11,157,323	10,201,822 <sup>(1)</sup>
	USD	8.750%	06/02/2017	1,600,000	1,482,440
					22,127,976
<b>Brazil - 15.42%</b>					
<i>Nota Do Tesouro Nacional:</i>					
	BRL	10.000%	01/01/2017	20,260,000	8,722,557
	BRL	10.000%	01/01/2021	30,000,000	12,292,825
	BRL	10.000%	01/01/2023	25,830,000	10,381,103
					31,396,485
<b>Colombia - 0.37%</b>					
<i>Bogota Distrio Capital</i>	COP	9.750%	07/26/2028	1,130,000,000	761,646 <sup>(2)</sup>
<b>Costa Rica - 0.14%</b>					
<i>Republic of Costa Rica</i>	USD	7.000%	04/04/2044	269,000	282,450 <sup>(3)</sup>
<b>Croatia - 1.41%</b>					
<i>Croatian Government</i>	USD	6.625%	07/14/2020	2,565,000	2,876,006 <sup>(1)(2)</sup>
<b>Dominican Republic - 4.02%</b>					
<i>Dominican Republic:</i>					
	USD	7.500%	05/06/2021	2,993,000	3,456,915 <sup>(1)(2)</sup>
	USD	5.875%	04/18/2024	4,130,000	4,315,850 <sup>(1)(3)</sup>
	USD	7.450%	04/30/2044	387,000	418,927 <sup>(3)</sup>
					8,191,692

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**El Salvador - 0.98%**

*Republic of El Salvador:*

	USD	7.750%	01/24/2023	310,000	353,400 <sup>(2)</sup>
	USD	7.625%	02/01/2041	1,550,000	1,643,000 <sup>(1)(2)</sup>
					1,996,400

**Ghana - 0.44%**

*Republic of Ghana*

USD	7.875%	08/07/2023	923,000	901,771 <sup>(2)</sup>
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**Honduras - 0.21%**

*Honduras Government*

USD	7.500%	03/15/2024	413,000	423,325 <sup>(2)</sup>
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**Hungary - 0.21%**

*Republic of Hungary*

USD	7.625%	03/29/2041	334,000	419,922
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**Indonesia - 2.31%**

*Inter-American Development*

*Bank*

IDR	0.000%	08/20/2015	37,910,000,000	3,005,525 <sup>(4)</sup>
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*Republic of Indonesia*

USD	4.875%	05/05/2021	1,597,000	1,694,816 <sup>(1)(2)</sup>
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4,700,341

**Iraq - 5.80%**

*Republic of Iraq*

USD	5.800%	01/15/2028	12,396,000	11,807,190 <sup>(1)(2)</sup>
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**Ivory Coast - 3.50%**

*Ivory Coast Government*

USD	5.75%	12/31/2032	7,256,000	7,121,764 <sup>(1)(2)(5)</sup>
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See Notes to Financial Statements.

## Stone Harbor Emerging Markets Total Income Fund

## Statement of Investments

May 31, 2014

	<u>Currency</u>	<u>Rate</u>	<u>Maturity Date</u>	<u>Principal Amount*</u>	<u>Market Value (Expressed in U.S. \$)</u>
<b>Mexico - 8.97%</b>					
<i>Mexican Bonos:</i>					
	MXN	9.500%	12/18/2014	5,511,000	\$ 442,410
	MXN	6.250%	06/16/2016	1,818,000	148,006
	MXN	4.750%	06/14/2018	95,690,000	7,449,878
	MXN	8.000%	06/11/2020	36,540,000	3,250,074
	MXN	6.500%	06/10/2021	80,660,000	6,675,286
	MXN	7.500%	06/03/2027	1,736,000	152,034
	MXN	8.500%	05/31/2029	1,652,000	155,919
					18,273,607
<b>Mozambique - 2.63%</b>					
<i>Republic of Mozambique</i>	USD	6.305%	09/11/2020	5,306,000	5,359,060 <sup>(1)(2)</sup>
<b>Nigeria - 2.10%</b>					
<i>Nigerian Government Bond</i>	NGN	15.100%	04/27/2017	387,000,000	2,544,250
<i>Republic of Nigeria:</i>					
	USD	6.375%	07/12/2023	432,000	469,800 <sup>(3)</sup>
	USD	6.375%	07/12/2023	1,165,000	1,266,938 <sup>(2)</sup>
					4,280,988
<b>Panama - 0.45%</b>					
<i>Republic of Panama</i>	USD	8.125%	04/28/2034	680,000	918,000
<b>South Africa - 8.96%</b>					
<i>Republic of South Africa:</i>					
	ZAR	13.500%	09/15/2015	9,500,000	971,420
	ZAR	8.000%	12/21/2018	38,510,000	3,702,231
	ZAR	7.250%	01/15/2020	147,160,000	13,569,896
					18,243,547

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**Turkey - 6.33%**

*Republic of Turkey:*

	TRY	6.500%	01/07/2015	1,750,000	824,354
	TRY	8.300%	06/20/2018	3,980,000	1,882,595
	TRY	10.500%	01/15/2020	9,700,000	4,999,380
	TRY	7.100%	03/08/2023	12,230,000	5,189,616
					12,895,945

**Ukraine - 1.68%**

*Ukraine Government*

	USD	9.250%	07/24/2017	3,459,000	3,420,086 <sup>(1)(2)</sup>
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**Venezuela - 8.05%**

*Republic of Venezuela:*

	USD	5.750%	02/26/2016	1,732,000	1,628,080 <sup>(2)</sup>
	USD	13.625%	08/15/2018	400,000	416,000 <sup>(2)</sup>
	USD	7.750%	10/13/2019	5,000,000	4,137,500 <sup>(1)(2)</sup>
	USD	6.000%	12/09/2020	5,600,000	4,088,000 <sup>(1)(2)</sup>
	USD	12.750%	08/23/2022	994,000	984,060 <sup>(2)</sup>
	USD	9.000%	05/07/2023	3,434,000	2,807,295 <sup>(2)</sup>
	USD	7.650%	04/21/2025	576,000	423,360
	USD	11.750%	10/21/2026	1,590,300	1,475,003 <sup>(1)(2)</sup>
	USD	11.950%	08/05/2031	471,200	435,860 <sup>(2)</sup>
					16,395,158

**TOTAL SOVEREIGN DEBT  
OBLIGATIONS**

(Cost \$182,603,212)

172,793,359

*See Notes to Financial Statements.*

## Stone Harbor Emerging Markets Total Income Fund

## Statement of Investments

May 31, 2014

	<u>Currency</u>	<u>Rate</u>	<u>Maturity Date</u>	<u>Principal Amount*</u>	<u>Market Value (Expressed in U.S. \$)</u>
<b>CORPORATE BONDS - 36.29%</b>					
<b>Argentina - 0.51%</b>					
<i>YPF SA</i>	USD	8.750%	04/04/2024	1,000,000	\$ 1,040,000 <sup>(3)</sup>
<b>Brazil - 1.42%</b>					
<i>ESAL GmbH</i>	USD	6.250%	02/05/2023	1,304,000	1,294,220 <sup>(3)</sup>
<i>GTL Trade Finance Inc.</i>	USD	7.250%	04/16/2044	1,000,000	1,058,500 <sup>(3)</sup>
<i>Minerva Luxembourg SA</i>	USD	7.750%	01/31/2023	219,000	232,688 <sup>(3)</sup>
<i>Odebrecht Offshore Drilling Finance Ltd.</i>	USD	6.750%	10/01/2022	276,304	297,026 <sup>(3)</sup>
					2,882,434
<b>Chile - 1.10%</b>					
<i>GeoPark Latin America Ltd.</i>					
<i>Agencia en Chile</i>	USD	7.500%	02/11/2020	625,000	664,062 <sup>(3)</sup>
<i>VTR Finance BV</i>	USD	6.875%	01/15/2024	1,500,000	1,585,808 <sup>(3)</sup>
					2,249,870
<b>China - 1.48%</b>					
<i>Country Garden Holdings Co. Ltd.</i>					
<i>Kaisa Group Holdings Ltd.:</i>	USD	11.125%	02/23/2018	1,200,000	1,311,000 <sup>(1)(2)</sup>
	USD	8.875%	03/19/2018	700,000	712,250 <sup>(3)</sup>
	USD	10.250%	01/08/2020	955,000	990,813 <sup>(2)</sup>
					3,014,063
<b>Colombia - 0.38%</b>					
<i>Empresas Publicas de Medellin ESP</i>					
<i>Pacific Rubiales Energy Corp.</i>	COP	8.375%	02/01/2021	500,000,000	279,142 <sup>(2)</sup>
	USD	5.125%	03/28/2023	497,000	491,409 <sup>(3)</sup>
					770,551
<b>Guatemala - 0.52%</b>					
<i>Comcel Trust</i>	USD	6.875%	02/06/2024	1,000,000	1,068,150 <sup>(3)</sup>

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**India - 1.20%**

<i>ICICI Bank Ltd.</i>	USD	6.375%	04/30/2022	600,000	619,500 <sup>(2)(6)</sup>
<i>Vedanta Resources PLC:</i>					
	USD	6.000%	01/31/2019	1,000,000	1,048,750 <sup>(3)</sup>
	USD	8.250%	06/07/2021	500,000	563,000 <sup>(3)</sup>
	USD	7.125%	05/31/2023	200,000	211,000 <sup>(3)</sup>
					2,442,250

**Indonesia - 1.05%**

<i>Indo Energy Finance II BV</i>	USD	6.375%	01/24/2023	1,142,000	936,440 <sup>(3)</sup>
<i>Pertamina Persero PT</i>	USD	4.300%	05/20/2023	1,145,000	1,097,769 <sup>(1)(3)</sup>
<i>PTAdaro Indonesia</i>	USD	7.625%	10/22/2019	100,000	105,875 <sup>(2)</sup>
					2,140,084

**Israel - 0.41%**

<i>B Communications Ltd.</i>	USD	7.375%	02/15/2021	775,000	829,250 <sup>(3)</sup>
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**Kazakhstan - 3.19%**

<i>KazMunayGas National Co. JSC:</i>					
	USD	4.400%	04/30/2023	2,438,000	2,419,715 <sup>(3)</sup>
	USD	5.750%	04/30/2043	400,000	394,000 <sup>(3)</sup>
<i>Zhaikmunai LP</i>	USD	7.125%	11/13/2019	3,500,000	3,679,375 <sup>(1)(3)</sup>
					6,493,090

**Luxembourg - 0.82%**

<i>Puma International Financing SA</i>	USD	6.750%	02/01/2021	1,607,000	1,676,647 <sup>(3)</sup>
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See Notes to Financial Statements.



## Stone Harbor Emerging Markets Total Income Fund

## Statement of Investments

May 31, 2014

	Currency	Rate	Maturity Date	Principal Amount*	Market Value (Expressed in U.S. \$)
<b>Mexico - 1.09%</b>					
<i>Cemex Finance LLC</i>	USD	9.375%	10/12/2022	1,500,000	\$ 1,764,720 <sup>(1)(3)</sup>
<i>Metalsa SAB de CV</i>	USD	4.900%	04/24/2023	481,000	464,165 <sup>(3)</sup>
					2,228,885
<b>Nigeria - 0.79%</b>					
<i>Afren PLC</i>	USD	10.250%	04/08/2019	1,406,000	1,609,870 <sup>(3)</sup>
<b>Peru - 2.53%</b>					
<i>Ajecorp BV</i>	USD	6.500%	05/14/2022	1,555,000	1,461,700 <sup>(1)(3)</sup>
<i>Cia Minera Ares SAC</i>	USD	7.750%	01/23/2021	850,000	902,062 <sup>(3)</sup>
<i>Southern Copper Corp.</i>	USD	5.250%	11/08/2042	3,000,000	2,796,000 <sup>(1)</sup>
					5,159,762
<b>Russia - 3.40%</b>					
<i>Alfa Bank OJSC Via Alfa Bond Issuance PLC</i>	USD	7.500%	09/26/2019	1,500,000	1,556,250 <sup>(1)(3)</sup>
<i>Evraz Group SA</i>	USD	6.750%	04/27/2018	1,500,000	1,471,875 <sup>(1)(3)</sup>
<i>Far East Capital Ltd. SA</i>	USD	8.000%	05/02/2018	1,034,000	865,975 <sup>(3)</sup>
<i>Severstal OAO Via Steel Capital SA</i>	USD	5.900%	10/17/2022	2,000,000	1,965,000 <sup>(1)(3)</sup>
<i>Vimpel Communications Via VIP Finance Ireland Ltd. OJSC</i>	USD	7.748%	02/02/2021	1,000,000	1,073,750 <sup>(2)</sup>
					6,932,850
<b>Trinidad - 0.63%</b>					

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<i>Columbus International Inc.</i>		USD	7.375%	03/30/2021	1,200,000	1,275,000 <sup>(3)</sup>
<b>Ukraine - 0.92%</b>						
<i>National JSC Naftogaz of Ukraine</i>		USD	9.500%	09/30/2014	1,950,000	1,868,100
<b>United Arab Emirates - 0.87%</b>						
<i>Dubai Holding Commercial Operations MTN Ltd.</i>		GBP	6.000%	02/01/2017	1,000,000	1,762,098
<b>Venezuela - 13.98%</b>						
<i>Petroleos de Venezuela SA:</i>		USD	5.000%	10/28/2015	3,136,889	2,932,991 <sup>(1)</sup>
		USD	5.250%	04/12/2017	3,506,200	2,927,852 <sup>(1)(2)</sup>
		USD	8.500%	11/02/2017	16,135,500	14,844,660 <sup>(1)(2)</sup>
		USD	6.000%	11/15/2026	6,492,025	3,908,199 <sup>(1)(2)</sup>
		USD	5.375%	04/12/2027	398,700	231,745
		USD	9.750%	05/17/2035	4,734,987	3,619,329 <sup>(2)</sup>
						28,464,776
<b>TOTAL CORPORATE BONDS</b>						
(Cost \$72,905,071)						73,907,730
<b>CREDIT LINKED NOTES - 7.93%</b>						
<b>Colombia - 4.63%</b>						
<i>Titulos de Tesoreria - Series B</i>	JPMorgan Chase & Co.	COP	7.000%	05/06/2022	17,100,000,000	9,431,780
<b>Indonesia - 3.30%</b>						
<i>Republic of Indonesia:</i>	Deutsche Bank AG London	IDR	7.000%	05/17/2022	57,300,000,000	4,629,840
	Deutsche Bank AG London	IDR	5.625%	05/17/2023	28,600,000,000	2,084,921
						6,714,761
						16,146,541

**TOTAL CREDIT LINKED NOTES**

(Cost \$17,392,117)

*See Notes to Financial Statements.*

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Annual Report | May 31, 2014

Stone Harbor Emerging Markets Total Income Fund

Statement of Investments

May 31, 2014

	Currency	Rate	Maturity Date	Principal Amount*	Market Value (Expressed in U.S. \$)
<b>EXCHANGE TRADED FUNDS -</b>					
<b>5.48%</b>					
<i>iShares® MSCI Brazil Capped Fund</i>	USD	N/A	N/A	89,000	\$ 4,137,610
<i>iShares® MSCI Turkey ETF</i>	USD	N/A	N/A	49,000	2,808,190
<i>Vanguard® FTSE Emerging Markets ETF</i>	USD	N/A	N/A	100,000	4,220,000
<b>TOTAL EXCHANGE TRADED FUNDS</b>					11,165,800
(Cost \$12,126,575)					
<b>SHORT TERM INVESTMENTS -</b>					
<b>1.92%</b>					
<b>Money Market Mutual Funds -</b>					
<b>1.92%</b>					
<i>Dreyfus Treasury Prime Cash Advantage Fund - Institutional Advantage Shares (7-Day Yield)</i>	USD	0.00003%	N/A	3,896,562	3,896,562
<b>TOTAL SHORT TERM INVESTMENTS</b>					3,896,562
(Cost \$3,896,562)					
<b>Total Investments - 136.47%</b>					277,909,992
(Cost \$288,923,537)					
<b>Liabilities in Excess of Other Assets - (36.47)%</b>					(74,268,549)
<b>Net Assets - 100.00%</b>					\$ 203,641,443

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

**Currency Abbreviations:**

BRL - Brazilian Real

COP	-	Columbian Peso
GBP	-	Great Britain Pound
IDR	-	Indonesian Rupiah
MXN	-	Mexican Peso
NGN	-	Nigerian Naira
TRY	-	New Turkish Lira
USD	-	United States Dollar
ZAR	-	South African Rand

- (1) On May 31, 2014, securities valued at \$103,172,462 were pledged as collateral for reverse repurchase agreements.*
- (2) 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 May 31, 2014, the aggregate market value of those securities was \$86,737,835, which represents approximately 42.59% of net assets.*
- (3) 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 \$40,123,703, which represents approximately 19.70% of net assets as of May 31, 2014.*
- (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 May 31, 2014.*
- (6) Floating or variable rate security. Interest rate disclosed is that which is in effect as of May 31, 2014.*

**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.
ETF	-	Exchange Traded Fund.
FTSE	-	Financial Times and the London Stock Exchange.
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.
MSCI	-	Morgan Stanley Capital International.

*See Notes to Financial Statements.*

Stone Harbor Emerging Markets Total Income Fund

Statement of Investments

May 31, 2014

**Common Abbreviations: (continued)**

MTN	-	Medium Term Note.
OAO	-	Otkrytoe Aktsionernoe Obschestvo is the Russian term for Open Joint Stock Company.
OJSC	-	Open Joint Stock Company.
PLC	-	Public Limited Company.
PT	-	Perseroan Terbuka is the Indonesian term for limited liability company.
SA	-	Generally designates corporations in various countries, mostly those employing the civil law.
SAB de CV	-	A variable capital company.
SAC	-	Sociedad Anonima Abierta is the Peruvian term used for a publicly traded corporation.

**OUTSTANDING FORWARD FOREIGN CURRENCY CONTRACTS**

Counterparty	Foreign Currency	Contracted Amount**	Purchase/Sale Contract	Settlement Date	Current Value	Unrealized Appreciation/ (Depreciation)
Citigroup Global Markets	BRL	73,000,000	Sale	07/02/2014	\$ 32,278,640	\$ 102,482
J.P. Morgan Chase & Co.	GBP	1,063,200	Sale	06/30/2014	1,781,696	7,324
						\$ 109,806
Citigroup Global Markets	BRL	71,000,000	Sale	06/03/2014	\$ 31,655,043	\$ (135,210)
Citigroup Global Markets	BRL	71,000,000	Purchase	06/03/2014	31,655,043	(90,989)
						\$ (226,199)

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

**REVERSE REPURCHASE AGREEMENTS**

Counterparty	Interest Rate	Acquisition Date	Value
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Credit Suisse First Boston	0.450%	05/16/2013	\$	1,868,989
Credit Suisse First Boston	0.750%	05/16/2013		2,722,825
Credit Suisse First Boston	0.700%	07/18/2013		2,144,880
Credit Suisse First Boston	0.000%	11/19/2013		1,288,200
Credit Suisse First Boston	0.500%	02/10/2014		3,282,400
Credit Suisse First Boston	0.750%	03/25/2014		823,400
Credit Suisse First Boston	0.750%	04/04/2014		1,460,250
Credit Suisse First Boston	0.650%	04/04/2014		2,409,305
Credit Suisse First Boston	0.500%	05/09/2014		1,035,005
Credit Suisse First Boston	(3.500)%	05/29/2014		5,283,974
Credit Suisse First Boston	(0.250)%	05/30/2014		6,867,600
Credit Suisse First Boston	0.750%	05/30/2014		3,720,581
Credit Suisse First Boston	(3.500)%	05/30/2014		3,243,680
J.P. Morgan Chase & Co.	0.650%	10/24/2013		890,896
J.P. Morgan Chase & Co.	0.750%	10/24/2013		1,150,886
J.P. Morgan Chase & Co.	0.750%	10/30/2013		3,769,056
J.P. Morgan Chase & Co.	0.000%	11/01/2013		972,188
J.P. Morgan Chase & Co.	0.550%	11/18/2013		2,069,963
J.P. Morgan Chase & Co.	0.650%	12/23/2013		1,362,241
J.P. Morgan Chase & Co.	0.750%	12/23/2013		8,301,000
J.P. Morgan Chase & Co.	0.700%	12/23/2013		2,670,000
J.P. Morgan Chase & Co.	0.450%	12/23/2013		1,809,425
J.P. Morgan Chase & Co.	0.550%	12/23/2013		6,470,240
J.P. Morgan Chase & Co.	0.250%	04/29/2014		2,725,500
J.P. Morgan Chase & Co.	0.850%	05/22/2014		2,848,800
J.P. Morgan Chase & Co.	0.750%	05/27/2014		1,601,429
Nomura Securities	0.650%	01/02/2014		4,750,312
Nomura Securities	0.650%	02/28/2014		1,890,000
Nomura Securities	0.600%	03/19/2014		1,179,375
Nomura Securities	0.650%	03/19/2014		1,313,547
			\$	81,925,947

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

*See Notes to Financial Statements.*

	Statement of
Stone Harbor Emerging Markets Total Income Fund	Assets & Liabilities
	May 31, 2014

**ASSETS:**

Investments, at value <sup>(1)</sup>	\$ 277,909,992
Cash	125,380
Unrealized appreciation on forward foreign currency contracts	109,806
Receivable for investments sold	46,293,434
Deposits with brokers for forward foreign currency contracts collateral	280,000
Dividends and interest receivable	5,329,919
Prepaid and other assets	13,599
<b>Total Assets</b>	<b>330,062,130</b>

**LIABILITIES:**

Payable for reverse repurchase agreements	81,925,947
Interest due on reverse repurchase agreements	195,006
Payable due to brokers for reverse repurchase agreements collateral	3,309,000
Payable for investments purchased	40,307,631
Unrealized depreciation on forward foreign currency contracts	226,199
Payable to adviser	242,510
Payable to administrator	37,812
Other payables	176,582
<b>Total Liabilities</b>	<b>126,420,687</b>

<b>Net Assets</b>	<b>\$ 203,641,443</b>
-------------------	-----------------------

**NET ASSETS CONSIST OF:**

Paid-in capital	\$ 227,365,256
Undistributed net investment income	51,147
Accumulated net realized loss on investments, credit default swap contracts, forward foreign currency contracts and foreign currency transactions	(12,705,031)
Net unrealized depreciation on investments, forward foreign currency contracts and translation of assets and liabilities denominated in foreign currencies	(11,069,929)

<b>Net Assets</b>	<b>\$ 203,641,443</b>
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**PRICING OF SHARES:**

Net Assets	\$ 203,641,443
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Shares of beneficial interest outstanding (unlimited number of shares, par value of \$0.001 per share authorized)	9,613,154
Net assets value, offering and redemption price per share	\$ 21.18
<sup>(1)</sup> Cost of Investments	\$ 288,923,537

*See Notes to Financial Statements.*

## Stone Harbor Emerging Markets Total Income Fund

## Statement of Operations

For the Year Ended May 31,  
2014**INVESTMENT INCOME:**

Interest	\$ 19,997,148
Dividends	462,695

<b>Total Investment Income</b>	<b>20,459,843</b>
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**EXPENSES:**

Investment advisory fees	2,852,786
Administration fees	436,495
Interest on reverse repurchase agreements	496,649
Custodian fees	137,961
Audit fees	58,244
Printing fees	43,007
Legal fees	38,217
Trustee fees	60,001
Transfer agent fees	22,908
Insurance fees	3,117
Other	72,337

<b>Total Expenses</b>	<b>4,221,722</b>
-----------------------	------------------

<b>Net Investment Income</b>	<b>16,238,121</b>
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**REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS:**

Net realized loss on:

Investments	(12,276,849)
Credit default swap contracts	(700,443)
Forward foreign currency contracts	(3,062,516)
Foreign currency transactions	(450,179)

Net realized loss	(16,489,987)
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Net change in unrealized appreciation/(depreciation) on:

Investments	(1,822,790)
Credit default swap contracts	463,516
Forward foreign currency contracts	(321,535)
Translation of assets and liabilities denominated in foreign currencies	169,787

Net change in unrealized depreciation	(1,511,022)
<b>Net Realized and Unrealized Loss on Investments</b>	(18,001,009)
<b>Net Decrease in Net Assets Resulting from Operations</b>	<b>\$ (1,762,888)</b>

*See Notes to Financial Statements.*

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Annual Report | May 31, 2014

Stone Harbor Emerging Markets Total Income Fund	Statements of Changes in Net Assets	
	For the Year Ended May 31, 2014	For the Period October 25, 2012 (Commencement of Operations) to May 31, 2013
<b>OPERATIONS:</b>		
Net investment income	\$ 16,238,121	\$ 9,089,872
Net realized gain/(loss) on investments, credit default swap contracts, forward foreign currency contracts, and foreign currency transactions	(16,489,987)	3,878,951
Net change in unrealized depreciation on investments, credit default swap contracts, forward foreign currency contracts and translation of assets and liabilities denominated in foreign currencies	(1,511,022)	(9,558,907)
<b>Net increase/(decrease) in net assets resulting from operations</b>	<b>(1,762,888)</b>	<b>3,409,916</b>
<b>DISTRIBUTIONS TO SHAREHOLDERS:</b>		
From net investment income	(15,007,367)	(8,150,406)
From net realized gains	(762,665)	(1,451,627)
From tax return of capital	(1,660,026)	
<b>Net decrease in net assets from distributions to shareholders</b>	<b>(17,430,058)</b>	<b>(9,602,033)</b>
<b>CAPITAL SHARE TRANSACTIONS:</b>		
Proceeds from sales of shares, net of offering costs (\$ and \$480,000)		228,720,000
Net asset value of common shares issued to stockholders from reinvestment of dividends	71,876	134,630
<b>Net increase in net assets from capital share transactions</b>	<b>71,876</b>	<b>228,854,630</b>
<b>Net Increase/(Decrease) in Net Assets</b>	<b>(19,121,070)</b>	<b>222,662,513</b>
<b>NET ASSETS:</b>		
Beginning of period	222,762,513	100,000
	\$ 203,641,443	\$ 222,762,513

End of period (including undistributed net investment income of \$51,147 and \$2,639,802)

**OTHER INFORMATION:**

**Share Transactions:**

Beginning shares	9,609,770	4,188
Shares issued in connection with initial public offering		9,600,000
Shares issued as reinvestment of dividends	3,384	5,582
Shares outstanding - end of period	9,613,154	9,609,770

*See Notes to Financial Statements.*

## Stone Harbor Emerging Markets Total Income Fund

## Statement of Cash Flows

For the Year Ended May 31, 2014

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net decrease in net assets from operations	\$ (1,762,888)
Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:	
Purchase of investment securities	(210,824,057)
Proceeds from disposition of investment securities	195,459,363
Net purchase of short-term investment securities	4,612,601
Net payments on credit default swap contracts	(309,053)
Net amortization of discounts and accretion of premiums	175,538
Inflation Income	(429)
Net realized loss on:	
Investments	12,276,849
Credit default swaps contracts	700,443
Net change in unrealized (appreciation)/depreciation on:	
Investments	1,822,790
Credit default swap contracts	(463,516)
Forward foreign currency contracts	321,535
Translation of assets and liabilities denominated in foreign currencies	(169,787)
Decrease in deposits with brokers credit default swap contracts, reverse repurchase agreements, and forward foreign currency contracts	3,595,000
Decrease in dividends and interest receivable	426,392
Decrease in interest receivable on swap contracts	121,667
Increase in prepaid and other assets	(13,599)
Increase in payable due to brokers for credit default swap contracts, reverse repurchase agreements, and forward foreign currency contracts	2,099,000
Increase in payable to adviser	5,763
Increase in payable to administrator	852
Increase in other payables	60,636
Increase in interest due on reverse repurchase agreements	161,320
Decrease in interest payable for credit default swap contracts	(16,822)
<b>Net cash provided by operating activities</b>	<b>8,279,598</b>

**CASH FLOWS FROM FINANCING ACTIVITIES:**

Cash provided by reverse repurchase agreements	9,034,177
Cash distributions paid	(17,358,182)
<b>Net cash used in financing activities</b>	<b>(8,324,005)</b>

<b>Effect of exchange rates on Cash</b>	<b>169,787</b>
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<b>Net increase in cash and foreign rates on cash and foreign currency</b>		125,380
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<b>Cash and foreign currency, beginning balance</b>		
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<b>Cash and foreign currency, ending balance</b>	\$	125,380
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**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

Cash paid during the period for interest on reverse repurchase agreements:	\$	335,329
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Noncash financing activities not included herein consist of reinvestment of dividends and distributions of:	\$	71,876
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*See Notes to Financial Statements.*

## Stone Harbor Emerging Markets Total Income Fund

## Financial Highlights

For a share outstanding throughout the periods presented.

<b>For the Year Ended May 31</b>	<b>2014</b>	<b>2013 <sup>(1)</sup></b>
Net asset value - beginning of period	\$ 23.18	\$ 23.88
<b>Income/(loss) from investment operations:</b>		
Net investment income <sup>(2)</sup>	1.69	0.95
Net realized and unrealized loss on investments	(1.88)	(0.60)
<b>Total income/(loss) from investment operations</b>	<b>(0.19)</b>	<b>0.35</b>
<b>Less distributions to common shareholders:</b>		
From net investment income	(1.56)	(0.85)
From net realized gains	(0.08)	(0.15)
From tax return of capital	(0.17)	
<b>Total distributions</b>	<b>(1.81)</b>	<b>(1.00)</b>
<b>Capital share transactions:</b>		
Common share offering costs charged to paid-in capital		(0.05)
<b>Total capital share transactions</b>		<b>(0.05)</b>
Net Decrease in Net Asset Value	(2.00)	(0.70)
Net asset value - end of period	\$ 21.18	\$ 23.18
Market price - end of period	\$ 19.95	\$ 23.95
<b>Total Return<sup>(3)(4)</sup></b>	<b>0.28%</b>	<b>1.12%</b>
<b>Total Return - Market Price<sup>(3)(4)</sup></b>	<b>(8.58%)</b>	<b>(0.20%)</b>
<b>Ratios/Supplemental Data:</b>		
Net assets, end of period (in thousands)	\$ 203,641	\$ 222,763
Ratio of expenses to average net assets	2.14%	1.87% <sup>(5)</sup>
Ratio of net investment income to average net assets	8.25%	6.48% <sup>(5)</sup>
Ratio of expenses to average managed assets <sup>(6)</sup>	1.49%	1.44% <sup>(5)</sup>
Portfolio turnover rate	91%	112%
<b>Borrowings at End of Period</b>		



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Aggregate Amount Outstanding (in thousands)	\$ 81,926	\$ 72,892
Asset Coverage Per \$1,000 (in thousands)	\$ 3,486	\$ 4,056

- (1) *The Fund commenced operations on October 25, 2012.*
- (2) *Calculated using average shares throughout the period.*
- (3) *Total investment return is calculated assuming a purchase of common share at the opening on the first day and a sale at closing on the last day of each period reported. Dividends and distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total investment returns do not reflect brokerage commissions, if any, and are not annualized.*
- (4) *Total returns for periods of less than one year are not annualized.*
- (5) *Annualized.*
- (6) *Average managed assets represent net assets applicable to common shares plus average amount of borrowings during the period.*

*See Notes to Financial Statements.*

May 31, 2014

## 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Stone Harbor Emerging Markets Total Income Fund (the Fund) is a 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 May 25, 2012 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 October 25, 2012. 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 EDI.

The Fund's investment objective is to maximize total return, which consists of income and capital appreciation from investments in emerging markets securities. The Fund will normally invest at least 80% of its net assets (plus any borrowings made for investment purposes) in emerging markets debt. Emerging markets debt includes 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 or otherwise related 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 financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America (GAAP). The preparation of the financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. 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.

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.

May 31, 2014

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 May 31, 2014:

<b>Investments in Securities at Value*</b>	<b>Level 1 - Quoted and Unadjusted Prices</b>	<b>Level 2 - Other Significant Observable Inputs</b>	<b>Level 3 - Significant Unobservable Inputs</b>	<b>Total</b>
Sovereign Debt Obligations	\$	\$ 172,793,359	\$	\$ 172,793,359
Corporate Bonds		73,907,730		73,907,730
Credit Linked Notes		16,146,541		16,146,541
Exchange Traded Funds	11,165,800			11,165,800
Short Term Investments	3,896,562			3,896,562
<b>Total</b>	<b>\$ 15,062,362</b>	<b>\$ 262,847,630</b>	<b>\$</b>	<b>\$ 277,909,992</b>
<b>Other Financial Instruments**</b>				
<b>Assets</b>				
Forward Foreign Currency Contracts	\$	\$ 109,806	\$	\$ 109,806
<b>Liabilities</b>				
Forward Foreign Currency Contracts		(226,199)		(226,199)
<b>Total</b>	<b>\$</b>	<b>\$ (116,393)</b>	<b>\$</b>	<b>\$(116,393)</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 in or out of Levels 1 and 2 during the year ended May 31, 2014. It is the Fund's policy to recognize transfers into and out of all levels at the end of the reporting period.

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.

**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,

May 31, 2014

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.

**ETFs and Other Investment Companies Risk:** The Fund may invest in an ETF or other investment company. The Fund will be subject to the risks of the underlying securities in which the other investment company invests. In addition, as a shareholder in an ETF or other investment company, the Fund will bear its ratable share of that investment company's expenses, and would remain subject to payment of the Fund's investment management fees with respect to the assets so invested. Common Shareholders would therefore be subject to duplicative expenses to the extent the Fund invests in other investment companies. In addition, these other investment companies may use leverage, in which case an investment would subject the Fund to additional risks associated with leverage. The Fund may invest in other investment companies for which the Investment Manager or an affiliate serves as investment manager or with which the Investment Manager is otherwise affiliated. The relationship between the Investment Manager and any such other investment company could create a conflict of interest between the Investment Manager and the Fund.

In addition to the risks related to investing in investment companies generally, investments in ETFs involve the risk that the ETF's performance may not track the performance of the index or markets the ETF is designed to track. In addition, ETFs often use derivatives to track the performance of the relevant index and, therefore, investments in those ETFs are subject to the same derivatives risks discussed above.

**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.

**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 reported separately on the Statement of Assets and Liabilities as Deposits with brokers. Securities collateral pledged for the same purpose is noted on the Statement of Investments.

**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 (defined in Note 4) 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 May 31, 2014. This fair value is based on Level 2 inputs under the three-tier fair valuation hierarchy described above. For the year ended May 31, 2014, the average amount of reverse repurchase agreements outstanding was \$88,397,465, at a weighted average interest rate of 0.55%.

**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.

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**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.

**Distributions to Shareholders:** The Fund intends to make a level dividend distribution each month to Common Shareholders. The level dividend rate may be modified by the Board of Trustees from time to time. Any net capital gains earned by the Fund are distributed at least annually. Income and long-term capital gain distributions are determined in accordance with federal income tax regulations, which may differ from GAAP. Distributions to shareholders are recorded by the Fund on the ex-dividend date.

**Federal and Other Taxes:** No provision for income taxes is included in the accompanying financial statements, as the Fund intends to distribute to shareholders all taxable investment income and realized gains and otherwise comply with Subchapter M of the Code applicable to regulated investment companies.

The Fund evaluates tax positions taken (or expected to be taken) in the course of preparing the Fund's tax returns to determine whether these positions meet a more-likely-than-not standard that, based on the technical merits, have more than a 50 percent likelihood of being sustained by a taxing authority upon examination. A tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements.

As of and during the year ended May 31, 2014, the Fund did not have a liability for any unrecognized tax benefits. The Fund files U.S. federal, state, and local tax returns as required. The Fund's tax returns are subject to examination by the relevant tax authorities until expiration of the applicable statute of limitations which is generally three years after the filing of the tax return for federal purposes and four years for most state returns. Tax returns for open years have incorporated no uncertain tax positions that require a provision for income taxes.



## 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:

*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.

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*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.

Forward foreign currency contracts involve elements of market risk in excess of the amounts reflected in the Statement of Assets & Liabilities. The Fund bears the risk of an unfavorable change in the foreign exchange rate underlying the forward foreign currency contract. Risks may also arise upon entering into these contracts from the

potential inability of the counterparties to meet the terms of their contracts.

**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.

The periodic swap payments received or made by the Fund are recorded in the Statements of Operations as realized gains or losses, respectively. Any upfront fees paid are recorded as assets and any upfront fees received are recorded as liabilities. Swaps are marked-to-market daily and changes in value, including the accrual of periodic amounts of interest, are recorded as unrealized appreciation (depreciation) and shown on the Fund's Statement of Operations. When the swap is terminated, the Fund will record a realized gain or loss equal to the difference between the proceeds from (or cost of) the closing transaction and the Fund's basis in the contract, if any. Generally, the basis of the contracts is the unamortized premium received or paid.

In addition to the risks applicable to derivatives generally, credit default swaps involve special risks because they may be difficult to value, are highly susceptible to liquidity and credit risk and generally pay a return to the counterparty only 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.

Stone Harbor Emerging Markets Total Income Fund

Notes to Financial Statements

May 31, 2014

The tables below are a summary of the fair valuations of derivative instruments categorized by risk exposure.

Fair Values of derivative instruments on the Statement of Assets & Liabilities as of May 31, 2014:

Risk Exposure	Statement of Assets and Liabilities Location	Fair Value	Statement of Assets and Liabilities Location	Fair Value
Foreign Exchange Rate Risk	Unrealized appreciation on forward foreign currency contracts	\$ 109,806	Unrealized depreciation on forward foreign currency contracts	\$ (226,199)
Total		\$ 109,806		\$ (226,199)

The number of forward foreign currency contracts held at May 31, 2014 is representative of activity during the year ended May 31, 2014.

For the year ended May 31, 2014 the effect of derivative instruments on the Statement of Operations were as follows:

Risk Exposure	Statement of Operations Location	Realized Loss on	Change in Unrealized Appreciation/(Depreciation)
		Derivatives	on Derivatives Recognized in Income
Credit Risk	Net realized loss on credit default swap contracts/Net change in unrealized appreciation on credit default swap contracts	\$ (700,443)	\$ 463,516
Forward Exchange Rate Risk	Net realized loss on forward foreign currency contracts/Change in unrealized depreciation on forward foreign currency contracts	(3,062,516)	(321,535)
Total		\$ (3,762,959)	\$ 141,981

**Offsetting Arrangements:** Certain derivative contracts and reverse repurchase agreements are executed under standardized netting agreements. A derivative netting arrangement creates an enforceable right of set-off that becomes effective, and affects the realization of settlement on individual assets, liabilities and collateral amounts, only following a specified event of default or early termination. Default events may include the failure to make payments or deliver securities timely, material adverse changes in financial condition or insolvency, the breach of minimum regulatory capital requirements, or loss of license, charter or other legal authorization necessary to perform under the

contract. These agreements mitigate counterparty credit risk by providing for a single net settlement with a counterparty of all financial transactions covered by the agreement in an event of default as defined under such agreement.

The following table presents derivative financial instruments and reverse repurchase arrangements that are subject to enforceable netting arrangements, collateral arrangements or other similar agreements as of May 31, 2014.

**Offsetting of Derivatives Assets**

May 31, 2014

Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statements of Assets and Liabilities	Net Amounts Presented in the Statements of Assets and Liabilities	Financial Instruments Available for Offset <sup>(a)</sup>	Gross Amounts Not Offset in the Statements of Assets and Liabilities	
					Cash Collateral Received <sup>(a)</sup>	Net Amount Receivable
Forward foreign currency contracts	\$ 109,806	\$	\$ 109,806	\$(109,806)	\$	\$
Total	\$ 109,806	\$	\$ 109,806	\$(109,806)	\$	\$

Stone Harbor Emerging Markets Total Income Fund

Notes to Financial Statements

May 31, 2014

**Offsetting of Derivatives Liabilities**

May 31, 2014

Description	Gross Amounts Offset in the Statements of		Net Amounts Presented in the Statements of		Gross Amounts Not Offset in the Statements of Assets and Liabilities	
	Gross Amounts of Recognized Liabilities	Assets and Liabilities	Assets and Liabilities	Financial Instruments Available for Offset <sup>(a)</sup>	Cash Collateral Pledged <sup>(a)</sup>	Net Amount Payable
Forward foreign currency contracts	\$ 226,199	\$	\$ 226,199	\$ (109,806)	\$ 116,393	\$
Reverse repurchase agreements	81,925,947		81,925,947	(81,925,947)		
Total	\$ 82,152,146	\$	\$ 82,152,146	\$ (82,035,753)	\$ 116,393	\$

<sup>(a)</sup> These amounts are limited to the derivatives asset/liability balance and, accordingly, do not include excess collateral received/pledged.

**3. TAX BASIS INFORMATION**

**Tax Basis of Distributions to Shareholders:** Net investment income (loss) and net realized gain (loss) may differ for financial statement and tax purposes. The character of distributions made during the year from net investment income or net realized gains may differ from its ultimate characterization for federal income tax purposes. Also, due to the timing of dividend distributions, the fiscal year in which amounts are distributed may differ from the fiscal year in which the income or realized gain was recorded by the Fund.

The tax character of the distributions paid by the Fund during the fiscal years ended May 31, 2014 and May 31, 2013 were as follows:

	<b>For the Year Ended May 31,</b>	
	<b>2014</b>	<b>2013</b>
Ordinary Income	\$ 15,770,032	\$ 9,602,033
Return of Capital	1,660,026	
<b>Total</b>	<b>\$ 17,430,058</b>	<b>\$ 9,602,033</b>

**Components of Distributable Earnings on a Tax Basis:** As of May 31, 2014, the components of distributable earnings on a tax basis were as follows:

Undistributed Ordinary Income	\$
Accumulated Capital Loss	(12,683,186)
Unrealized Depreciation	(11,091,774)
Cumulative Effect of Other Timing Difference*	51,147
<b>Total</b>	<b>\$ (23,723,813)</b>

\* *Other temporary differences due to timing consist of mark-to-market on forward foreign currency contracts and amortization of credit default swap expenses.*

The tax components of distributable earnings are determined in accordance with income tax regulations which may differ from the composition of net assets reported under GAAP. Accordingly, for the year ended May 31, 2014, certain differences were reclassified. These differences were primarily attributed to the differing tax treatment of foreign currencies and certain other investments. The amounts reclassified did not affect net assets.

Stone Harbor Emerging Markets Total Income Fund

Notes to Financial Statements

May 31, 2014

The reclassifications were as follows:

Fund	Paid-in Capital	Accumulated Net Investment Income/(Loss)	Accumulated Net Realized Gain/(Loss) on Investments
Stone Harbor Emerging Markets Total Income Fund	\$	\$ (3,819,409)	\$ 3,819,409

**Capital Losses:** As of May 31, 2014 the Fund had capital loss carryforwards which may reduce the Fund's taxable income arising from future net realized gains on investments, if any, to the extent permitted by the Code and thus may reduce the amount of the distributions to shareholders which would otherwise be necessary to relieve the Fund of any liability for federal tax pursuant to the Code.

Capital losses carried forward were as follows:

Fund	Short-Term	Long-Term
Stone Harbor Emerging Markets Total Income Fund	\$ 6,214,562	\$

The Fund elects to defer to the period ending May 31, 2015, capital losses recognized during the period November 1, 2013 to May 31, 2014 in the amount of:

Fund	Amount
Stone Harbor Emerging Markets Total Income Fund	\$ 6,468,624

**Unrealized Appreciation and Depreciation on Investments:** At May 31, 2014, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were as follows:

<b>Stone Harbor Emerging Markets Total Income Fund</b>	
Gross appreciation on investments (excess of value over tax cost)	\$ 4,671,804
Gross depreciation on investments (excess of tax cost over value)	(15,707,194)
Net depreciation (excess of value over tax cost) of foreign currency and derivatives	(56,384)
<b>Net unrealized depreciation</b>	<b>\$ (11,091,774)</b>
Cost of investments for income tax purposes	\$ 288,945,382



**4. ADVISORY FEES, TRUSTEE FEES, ADMINISTRATION FEES, CUSTODY FEES AND TRANSFER AGENT FEES**

The Adviser receives a monthly fee at the annual rate of 1.00% of the average daily value 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 ).

ALPS Fund Services, Inc. ( ALPS ) serves as administrator to the Fund. Under the administration agreement, ALPS is responsible for calculating the net asset value of the common shares and generally managing the administrative affairs of the Fund. ALPS receives a monthly fee at an annual rate of 0.15% of the average daily value of the Fund's Total Assets.

The Bank of New York Mellon serves as the Fund's custodian. Computershare, Inc. serves as the Fund's transfer agent.

During the reporting period, the Fund paid each Trustee who is not a director, officer, employee or affiliate of Stone Harbor or ALPS, a fee of \$5,000 per quarter and \$250 for each additional meeting of the Board of Trustees in which that Trustee participated. The Fund will also reimburse independent Trustees for travel and out-of-pocket expenses incurred in connection with such meetings.

**5. SECURITIES TRANSACTIONS**

The cost of purchases and proceeds from sales of securities (excluding short-term securities) during the year ended May 31, 2014, were as follows:

<b>Purchases</b>	<b>Sales</b>
\$ 249,631,688	\$ 241,752,797

May 31, 2014

## **6. APPLICATION OF RECENT ACCOUNTING PRONOUNCEMENTS**

In June 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-08, Financial Services- Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements. The FASB standard identifies characteristics a company must assess to determine whether it is considered an investment company for financial reporting purposes. This ASU is effective for fiscal years beginning after December 15, 2013. The Fund believes the adoption of this ASU will not have a material impact on its financial statements.

## **7. INDEMNIFICATIONS**

Under the Trust's organizational documents, its officers and Trustees are indemnified against certain liability arising out of the performance of their duties to the Trust. Additionally, in the normal course of business, the Trust enters into contracts with service providers that may contain general indemnification clauses. The Trust's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Trust that have not yet occurred.

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Stone Harbor Emerging Markets Total Income Fund

Summary of Dividend  
Reinvestment Plan

May 31, 2014 (Unaudited)

Unless the registered owner of Common Shares elects to receive cash by contacting Computershare (the Plan Administrator), all dividends declared on Common Shares will be automatically reinvested by the Plan Administrator for shareholders in the Fund's Automatic Dividend Reinvestment Plan (the Plan), in additional Common Shares. Common Shareholders who elect not to participate in the Plan will receive all dividends and other distributions in cash paid by check mailed directly to the shareholder of record (or, if the Common Shares are held in street or other nominee name, then to such nominee) by the Plan Administrator as dividend disbursing agent. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Administrator prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution. Such notice will be effective with respect to a particular dividend or other distribution (together, a Dividend). Some brokers may automatically elect to receive cash on behalf of Common Shareholders and may re-invest that cash in additional Common Shares.

The Plan Administrator will open an account for each Common Shareholder under the Plan in the same name in which such Common Shareholder's Common Shares are registered. Whenever the Fund declares a Dividend payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in Common Shares. The Common Shares will be acquired by the Plan Administrator for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized Common Shares from the Fund (Newly Issued Common Shares) or (ii) by purchase of outstanding Common Shares on the open market (Open-Market Purchases) on the NYSE or elsewhere. If, on the payment date for any Dividend, the closing market price plus estimated brokerage commissions per Common Share is equal to or greater than the NAV per Common Share, the Plan Administrator will invest the Dividend amount in Newly Issued Common Shares on behalf of the participants. The number of Newly Issued Common Shares to be credited to each participant's account will be determined by dividing the dollar amount of the Dividend by the NAV per Common Share on the payment date; provided that, if the NAV is less than or equal to 95% of the closing market value on the payment date, the dollar amount of the Dividend will be divided by 95% of the closing market price per Common Share on the payment date. If, on the payment date for any Dividend, the NAV per Common Share is greater than the closing market value plus estimated brokerage commissions, the Plan Administrator will invest the Dividend amount in Common Shares acquired on behalf of the participants in Open-Market Purchases.

In the event of a market discount on the payment date for any Dividend, the Plan Administrator will have until the last business day before the next date on which the Common Shares trade on an ex-dividend basis or 30 days after the payment date for such Dividend, whichever is sooner (the Last Purchase Date), to invest the Dividend amount in Common Shares acquired in Open-Market Purchases. It is contemplated that the Fund will pay monthly income Dividends. If, before the Plan Administrator has completed its Open-Market Purchases, the market price per Common Share exceeds the NAV per Common Share, the average per Common Share purchase price paid by the Plan Administrator may exceed the NAV of the Common Shares, resulting in the acquisition of fewer Common Shares than if the Dividend had been paid in Newly Issued Common Shares on the Dividend payment date. Because of the foregoing difficulty with respect to Open-Market Purchases, the Plan provides that if the Plan Administrator is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Administrator may cease making Open-Market Purchases and may invest the uninvested portion of the Dividend amount in Newly Issued Common Shares at the NAV per Common Share at the close of business on the Last Purchase Date provided that, if the NAV is less than or equal to 95% of the then current market price per Common Share, the dollar amount of the Dividend will be divided

by 95% of the market price on the payment date for purposes of determining the number of shares issuable under the Plan.

The Plan Administrator maintains all shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common Shares in the account of each Plan participant will be held by the Plan Administrator on behalf of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Administrator will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

In the case of Common Shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Administrator will administer the Plan on the basis of the number of Common Shares certified from time to time by the record shareholder's name and held for the account of beneficial owners who participate in the Plan.

There will be no brokerage charges with respect to Common Shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. Participants that request a sale of Common Shares through the Plan Administrator are subject to brokerage commissions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All correspondence or questions concerning the Plan should be directed to the Plan Administrator at 1-866-390-3910.

Stone Harbor Emerging Markets Total Income Fund

Additional Information

May 31, 2014 (Unaudited)

**FUND PORTFOLIO HOLDINGS**

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission (the SEC) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available (1) on the Fund's website located at <http://www.shiplpcef.com>, (2) on the SEC's website at <http://www.sec.gov>, or (3) they may be reviewed and copied at the SEC's Public Reference Room in Washington DC (call 1-800-732-0330 for information on the operation of the Public Reference Room).

**PROXY VOTING**

The policies and procedures used to determine how to vote proxies relating to securities held by the Fund are available (1) without charge, upon request, by calling 1-877-206-0791, (2) on the Fund's website located at <http://www.shiplpcef.com>, or (3) on the SEC's website at <http://www.sec.gov>. Information regarding how the Fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available by August 31 of each year (1) without charge, upon request, by calling 1-877-206-0791, (2) on the Fund's website located at <http://www.shiplpcef.com>, or (3) on the SEC's website at <http://www.sec.gov>.

**SHAREHOLDER TAX INFORMATION**

Certain tax information regarding the Fund is required to be provided to shareholders based upon the Fund's income and distributions for the year ended May 31, 2014. The Fund designates the following as a percentage of taxable ordinary income distributions, up to the maximum amount allowable, for the calendar year ended December 31, 2013:

**Stone Harbor Emerging Markets  
Total Income Fund**

Dividends Received Deduction Percentage	0.00%
Qualified Dividend Income Percentage	0.00%

In early 2014, if applicable, shareholders of record received this information for the distributions paid to them by the Fund during the calendar year 2013 via Form 1099. The Fund will notify shareholders in early 2015 of amounts paid to them by the Fund, if any, during the calendar year 2014.

**SENIOR OFFICER CODE OF ETHICS**

The Fund files a copy of its code of ethics that applies to the Fund’s principal executive officer, principal financial officer or controller, or persons performing similar functions, with the SEC as an exhibit to its annual report on Form N-CSR. This will be available on the SEC’s website at <http://www.sec.gov>.

## SHAREHOLDER MEETING

On January 23, 2014, the Fund held its annual meeting of Shareholders for the purpose of voting on a proposal to re-elect Trustees of the Fund. The results of the proposal were as follows:

Proposal: To re-elect the following trustees to the Stone Harbor Emerging Markets Income Fund Board.

	<b>Thomas K. Flanagan</b>	<b>Alan Brott</b>
For	7,903,712	7,878,796
Withheld	150,004	174,920

## PRIVACY POLICY

Stone Harbor Emerging Markets Total Income Fund (the Fund) has adopted the following privacy policies in order to safeguard the personal information of the Fund’s customers and consumers in accordance with Regulation S-P as promulgated by the U.S. Securities and Exchange Commission.

Fund officers are responsible for ensuring that the following policies and procedures are implemented:

1. The Fund is committed to protecting the confidentiality and security of the information they collect and will handle personal customer and consumer information only in accordance with Regulation S-P and any other applicable laws, rules and regulations.<sup>(1)</sup> The Fund will

May 31, 2014

ensure: (a) the security and confidentiality of customer records and information; (b) that customer records and information are protected from any anticipated threats and hazards; and (c) that customer records and information are protected from unauthorized access or use.

2. The Fund conducts its business affairs through its trustees, officers and third parties that provide services pursuant to agreements with the Fund. The Fund does not have any employees. It is anticipated that the trustees and officers of the Fund who are not employees of service providers will not have access to customer records and information in the performance of their normal responsibilities for the Fund.
3. The Fund may share customer information with its affiliates, subject to the customers' right to prohibit such sharing.
4. The Fund may share customer information with unaffiliated third parties only in accordance with the requirements of Regulation S-P. Pursuant to this policy, the Fund will not share customer information with unaffiliated third parties other than as permitted by law, unless authorized to do so by the customer.

Consistent with these policies, the Fund adopts the following procedures:

1. The Fund will determine that the policies and procedures of its affiliates and Service Providers are reasonably designed to safeguard customer information and only permit appropriate and authorized access to and use of customer information through the application of appropriate administrative, technical and physical protections.
2. The Fund will direct each of its Service Providers to adhere to the privacy policy of the Fund and to their respective privacy policies with respect to the Fund's customer information and to take all action reasonably necessary so that the Fund is in compliance with the provisions of Regulation S-P, including, as applicable, the development and delivery of privacy notices and the maintenance of appropriate and adequate records.
3. Each Service Provider is required to promptly report to the officers of the Fund any material changes to its privacy policy before, or promptly after, the adoption of such changes.

<sup>(1)</sup> Generally, the Fund has institutional clients which are not considered customers for purposes of Regulation S-P.

This report, including the financial information herein, is transmitted to the shareholders of Stone Harbor Emerging Markets Total Income Fund for their information. It is not a prospectus, circular or representation intended for use in the purchase of shares of the Fund or any securities mentioned in this report.

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Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that from time to time the Fund may purchase its common shares in the open market.

Information on the Fund is available at [www.shiplpcef.com](http://www.shiplpcef.com) or by calling the Fund's shareholder servicing agent at 1-866-390-3910.



Stone Harbor Emerging Markets

Board Approval of

Total Income Fund

Investment Advisory Agreement

May 31, 2014

The investment advisory agreement (the **Agreement**) for Stone Harbor Emerging Markets Total Income Fund (the **Fund**) is subject to annual approval by (i) the vote of a majority of the entire Board of Trustees, or of a majority of the outstanding voting securities (as defined in the Investment Company Act of 1940, as amended (the **1940 Act**)), of the Fund, and (ii) the vote of a majority of the Trustees who are not interested persons of the Fund (the **Independent Trustees**). The Agreement is terminable with respect to the Fund by the Adviser, a majority of the Trustees, or a vote of a majority of the outstanding voting securities of the Fund, without penalty, by not less than 60 days' prior written notice. The Agreement will terminate automatically in the event of its assignment (as defined for purposes of the 1940 Act).

The Board of Trustees, including the Independent Trustees, meets over the course of the year with representatives of Stone Harbor Investment Partners LP, the Fund's investment adviser (the **Adviser**), including the Fund's portfolio managers, and regularly reviews detailed information regarding the investment program and performance of the Fund. The Board of Trustees also receives periodic updates between meetings. The Trustees, including the Independent Trustees, met on April 16, 2014 to review the Agreement for the Fund and to determine whether to approve the continuation of the Agreement for an additional one-year period. The Trustees considered all information they deemed reasonably necessary to evaluate the terms thereof. In connection with this meeting, the Trustees received materials to assist them with their review. These materials included, among other things, (i) information on the Fund's investment performance and the performance of a group of similar funds (some of which was prepared by a third party); (ii) information on the Fund's advisory fee and other expenses, including information about the fees charged to institutional accounts managed by the Adviser and comparisons of the Fund's fees to the fees of a group of similar funds prepared by a third party; and (iii) information about the profitability of the Agreement to the Adviser. In considering whether to approve the continuation of the Agreement, the Board of Trustees, including the Independent Trustees, did not identify any single factor as determinative. Individual Trustees may have evaluated the information presented differently from one another, giving different weights to various factors. Matters considered by the Trustees, including the Independent Trustees, in connection with their approval of the Agreement included, but were not limited to, the following:

**The nature, extent and quality of the services provided to the Fund under the Agreement.**

The Trustees considered the nature, extent and quality of the services provided by the Adviser to the Fund. In this regard, the Trustees took into account the experience of the Fund's portfolio management team and of the Adviser's senior management, and the time and attention they devote to the Fund.

After reviewing these and related factors, the Trustees concluded, within the context of their overall conclusions regarding the Agreement, that the nature, extent and quality of the services provided by the Adviser supported the renewal of the Agreement.

**Investment performance of the Fund and the Adviser.**

The Trustees reviewed performance information, including information prepared by a third party, for the Fund for various time periods since the Fund's inception. The review included a comparison of the Fund's performance to the performance of a group of comparable funds selected by a third party and the Fund's benchmark. The Trustees also

considered the Adviser's performance and reputation generally and its investment techniques, risk management controls and decision-making processes.

After reviewing these and related factors, the Trustees concluded, within the context of their overall conclusions regarding the Agreement, that these factors supported the renewal of the Agreement.

**The costs of the services to be provided and profits to be realized by the Adviser from its relationship with the Fund.**

The Trustees considered the fee charged to the Fund for advisory services as well as the total expense level of the Fund. The Adviser furnished information to the Trustees compiled by a third party showing a comparison of the Fund's advisory fee and total expense levels compared to a group of comparable funds selected by the third party. The Trustees noted that the Fund's advisory fee and total expenses align competitively with comparable groups of funds. The Adviser also provided information about the costs to it of providing services to the Fund and information about its profitability with respect to its management of the Fund, as well as information about the advisory fees it charges to other funds and institutional separate accounts with similar strategies and information about differences in such fees, as well as information about the differences between those funds and accounts and the Fund, including the fact that the Fund has an equity allocation. The Trustees also considered the demands and complexity of the investment management of the Fund as compared to the complexity of managing other funds and separate accounts, in particular representations from management about the complexities associated with managing the Fund's strategy allocations and its leverage. The Trustees also considered the complexity and obligations associated with managing an NYSE-traded fund such as the Fund. The Trustees also considered the conflicts of interest associated with the Fund's use of leverage, as well as the effect of leverage on the Fund's yield and total return.

After reviewing these and related factors, the Trustees concluded, within the context of their overall conclusions regarding the Agreement, that the advisory fee for the Fund was fair and reasonable, and that the costs of these services generally and the related profitability of the Adviser in respect of its relationship with the Fund supported the renewal of the Agreement.

Stone Harbor Emerging Markets

Board Approval of

Total Income Fund

Investment Advisory Agreement

May 31, 2014 (Unaudited)

**Economies of Scale.**

The Trustees considered to what extent economies of scale would likely be realized as the Fund grows and whether those economies would be shared with the Fund through breakpoints in its investment advisory fee or other means. The Trustees noted that because the Fund is a closed-end fund and does not have any plans to offer more shares to the public, it is unlikely to grow significantly.

After reviewing these and related factors, the Trustees concluded, within the context of their overall conclusions regarding the Agreement, that the extent to which economies of scale would be shared with the Fund supported the approval of the Agreement.

The Trustees also considered other factors, which included but were not limited to the following:

Whether the Fund has operated in accordance with its investment objective and the Fund's record of compliance with its investment restrictions and the compliance programs of the Fund and the Adviser. They also considered the compliance-related resources the Adviser provided to the Fund, including resources designed to ensure compliance with the investment objectives, policies and restrictions of the Fund.

So-called "fallout benefits" to the Adviser, such as the benefits from being associated with an NYSE-traded investment company.

Based on their evaluation of all factors they deemed to be material, including those factors described above, the Trustees, including the Independent Trustees, concluded that the existing investment advisory agreement for Stone Harbor Emerging Markets Total Income Fund should be continued through June 20, 2015.

Stone Harbor Emerging Markets Total Income Fund

Trustees & Officers

May 31, 2014 (Unaudited)

The business and affairs of the Fund are managed under the direction of its Board of Trustees. The Board of Trustees approves all significant agreements between the Fund and the persons or companies that furnish services to the Fund, including agreements with its distributor, investment adviser, administrator, custodian and transfer agent. The day-to-day operations of the Fund are delegated to the Fund's Adviser and administrator.

The name, age and principal occupations for the past five years of the Trustees and officers of the Fund are listed below, along with the number of portfolios in the Fund complex overseen by and the other directorships held by each Trustee. The Fund's Statement of Additional Information includes additional information about the Trustees and is available without a charge, upon request, by calling 1-866-699-8158.

INDEPENDENT TRUSTEES

<b>Name and Year of Birth<sup>(1)</sup></b>	<b>Position(s) Held with the Fund</b>	<b>Term of Office And Length of Time Served</b>	<b>Principal Occupation(s) During Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Overseen by Trustee<sup>(2)</sup></b>	<b>Other Directorships Held by Trustee</b>
Alan Brott 1942 Class I	Chairman of the Audit Committee; Trustee	Trustee: Since 2012  Term Expires: 2017	Columbia University - Associate Professor, 2000-Present;  Consultant, 1991-Present.	8	Stone Harbor Investment Funds, Stone Harbor Emerging Markets Income Fund, Grosvenor Registered Multi-Strategy Fund Excelsior Multi-Strategy Hedge Fund of Funds, and Excelsior Private Markets Fund II.
Math B. McLendon 1933 Class II	Trustee	Trustee: Since 2012  Term Expires: 2015	Retired; formerly Citigroup Chairman of Equity Research Oversight Committee (retired December 31, 2006).	8	Stone Harbor Investment Funds, Stone Harbor Emerging Markets Income Fund.

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rick Sheehan	Trustee	Trustee: Since 2012	Retired; formerly,	8	Stone Harbor Investment Funds, Stone Harbor Emerging Markets Income Fund.
47 ass III		Term Expires: 2016	Citigroup Asset Management-Managing Director and Fixed Income Portfolio Manager, 1991-2002.		

INTERESTED TRUSTEE

<b>Name and Year of Birth</b>	<b>Position(s) Held with the Fund</b>	<b>Term of Office And Length of Time Served<sup>(1)</sup></b>	<b>Principal Occupation(s) During Past 5 Years</b>	<b>Number of Fund Complex Overseen by Trustee<sup>(2)</sup></b>	<b>Other Directorships Held by Trustee</b>
Thomas K. Flanagan <sup>(3)</sup>	Chairman and Trustee	Trustee: Since 2012	Since April 2006,	8	Stone Harbor Investment Funds, Stone Harbor Emerging Market Income Fund.
53 ass I		Term Expires: 2017	Portfolio Manager of Stone Harbor; prior to April 2006, Managing Director and Senior Portfolio Manager for emerging markets debt portfolios at Salomon Brothers Asset Management Inc.; joined Salomon Brothers Asset Management Inc. in 1991.		

Stone Harbor Emerging Markets Total Income Fund

Trustees &amp; Officers

May 31, 2014 (Unaudited)

## OFFICERS

Name and Year of Birth	Position(s) Held with the Fund	Term of Office And	
		Length of Time Served <sup>(1)(4)</sup>	Principal Occupation(s) During Past Five Years
Peter J. Wilby 1958	President and Chief  Executive Officer	Officer Since: 2012	Co-portfolio manager of the Fund; since April 2006, Chief Investment Officer of Stone Harbor; prior to April 2006, Chief Investment Officer North American Fixed Income at Citigroup Asset Management; joined Citigroup or its predecessor firms in 1989.
Pablo Cisilino 1967	Executive Vice President	Officer Since: 2012	Co-portfolio manager of the Fund; since July 2006, Portfolio Manager of Stone Harbor; from June 2004 to July 2006, Executive Director for Sales and Trading in Emerging Markets at Morgan Stanley Inc.; prior to June 2004, Vice President for local markets and FX sales and trading, Goldman Sachs; joined Goldman Sachs in 1994.
James E. Craigie 1967	Executive Vice President	Officer Since: 2012	Co-portfolio manager of the Fund; since April 2006, Portfolio Manager of Stone Harbor; prior to April 2006, Managing Director and Senior Portfolio Manager for emerging markets debt portfolios at Salomon Brothers Asset Management Inc.; joined Salomon Brothers Asset Management Inc. in 1992.
David Griffiths 1964	Executive Vice President	Officer Since: 2012	Co-portfolio manager of the Fund; since April 2006, Portfolio Manager of Stone Harbor; prior to April 2006, Senior Portfolio Manager and economist responsible for market opportunity analysis, hedging and alternative asset allocation strategies; joined Salomon Brothers Asset Management Limited in 1993.
Angus Halkett 1977	Executive Vice President	Officer Since: 2012	Co-portfolio manager of the Fund; since June 2011, Portfolio Manager of Stone Harbor; prior to joining Stone Harbor, Director at Deutsche Bank responsible for Central Europe rates trading and EMEA Local Markets Strategy; Assistant Fund

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Manager and Quantitative Analyst in Emerging Markets Fixed Income at F&C Asset Management.

David A. Oliver      Executive Vice President      Officer Since: 2012

Co-portfolio manager of the Fund; since June 2008, Portfolio Manager of Stone Harbor; from 1986 to June 2008, Managing Director in Emerging Market sales and trading at Citigroup.

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William Perry      Executive Vice President      Officer Since: 2012

Co-portfolio manager of the Fund; since September 2012, Portfolio Manager of Stone Harbor; from August 2010 to August 2012, Emerging Markets Corporate Portfolio Manager at Morgan Stanley Investment Management; prior to 2010, Managing Director/Portfolio Manager in the Global Special Opportunities Group for Latin American Special Situations at JPMorgan/Chase.

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David Scott      Executive Vice President      Officer Since: 2012

Co-portfolio manager of the Fund; since April 2006, Portfolio Manager of Stone Harbor; prior to April 2006, Managing Director and Head of Traditional Investment Group responsible for the global bond portfolios at Salomon Brothers Asset Management Limited; joined Salomon Brothers Asset Management Limited in 1983.

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Stone Harbor Emerging Markets Total Income Fund

Trustees &amp; Officers

May 31, 2014 (Unaudited)

## OFFICERS (continued)

Name and Year of Birth	Position(s) Held with the Fund	Term of Office And		Principal Occupation(s) During Past Five Years
		Length of Time Served <sup>(1)(4)</sup>		
Thomas Reynolds  1960	Principal Financial and Accounting Officer	Officer Since: April 16, 2014		Since April 2008, Controller of Stone Harbor; from February 2006 to February 2008, Vice President of Portfolio Administration for Goldman Sachs Asset Management; from 1991 to 2006, Citigroup Asset Management.
Amanda Suss  1969	Treasurer	Officer Since: April 16, 2014		Since July 2011, Senior Finance Associate of Stone Harbor; from May 2000 to July 2006, Director of Business Operations at Citigroup Asset Management; from April 1994 to April 2000, Mutual Fund Accounting Manager at Smith Barney Asset Management.
Adam J. Shapiro  1963	Chief Legal Officer and Secretary	Officer Since: 2012		Since April 2006, General Counsel of Stone Harbor; from April 2004 to March 2006, General Counsel, North American Fixed Income, Salomon Brothers Asset Management Inc.; from August 1999 to March 2004, Director of Product and Business Development, Citigroup Asset Management.
Jeffrey S. Scott  1959	Chief Compliance Officer and Assistant Secretary	Officer Since: 2012		Since April 2006, Chief Compliance Officer of Stone Harbor; from October 2005 to March 2006, Director of Compliance, New York Life Investment Management LLC; from July 1998 to September 2005, Chief Compliance Officer, Salomon Brothers Asset Management Inc.
Gina Meyer  1980	Assistant Treasurer	Officer Since: July 17, 2013		Since August 2013, Assistant Treasurer, RiverNorth Funds; since November 2012, Fund Controller for ALPS Fund Services, Inc.; from January 2011 to October 2012, Manager of Fund Accounting for Jackson National Asset Management; from August 2008 to January 2011, Supervisor of Fund Accounting for Jackson



National Asset Management.

JoEllen Legg Assistant Secretary Officer Since: 2012

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Vice President and Assistant General Counsel of ALPS Fund Services, Inc., ALPS Advisors Inc., ALPS Distributors Inc. and ALPS Portfolio Solutions Distributor, Inc.; Secretary of ALPS Series Trust; Assistant Secretary of the Stone Harbor Investment Funds, Stone Harbor Emerging Markets Total Income Fund, Stone Harbor Emerging Markets Income Fund, James Advantage Funds and WesMark Funds.

- (1) *The business address for each Trustee and officer of the Fund is c/o Stone Harbor Investment Partners LP, 31 West 52nd Street, 16th Floor, New York, NY 10019.*
- (2) *The term Fund Complex as used herein includes the Fund and the following registered investment companies: Stone Harbor Emerging Markets Income Fund, Stone Harbor Emerging Markets Debt Fund, Stone Harbor High Yield Bond Fund, Stone Harbor Local Markets Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Investment Grade Fund and Stone Harbor Strategic Income Fund.*
- (3) *Mr. Flanagan is an interested person of the Fund (as defined in the 1940 Act) (an Interested Trustee ) because of his position with Stone Harbor.*
- (4) *Officers are typically elected every year, unless an officer earlier retires, resigns or is removed from office.*

Stone Harbor Emerging Markets Total Income Fund

Benchmark Descriptions

May 31, 2014 (Unaudited)

**Index****Description**

J.P. Morgan EMBI Global Diversified	The J.P. Morgan EMBI Global Diversified (EMBI Global Diversified) tracks total returns for U.S. dollar-denominated debt instruments issued by emerging markets sovereign and quasi-sovereign entities: Brady bonds, loans, and Eurobonds. The index limits the weights of those index countries with larger debt stocks by only including specified portions of these countries' eligible current face amounts outstanding. The countries covered in the EMBI Global Diversified are identical to those covered by the EMBI Global.
J.P. Morgan CEMBI Broad Diversified	The J.P. Morgan CEMBI Broad Diversified tracks total returns of U.S. dollar-denominated debt instruments issued by corporate entities in emerging market countries and consists of an investable universe of corporate bonds. The CEMBI Broad Diversified limits the weights of those index countries with larger corporate debt stocks by only including a specified portion of these countries' eligible current face amounts of debt outstanding.
J.P. Morgan GBI-EM Global Diversified	The J.P. Morgan GBI-EM Global Diversified consists of regularly traded, liquid fixed-rate, domestic currency government bonds to which international investors can gain exposure. The weightings among the countries are more evenly distributed within this index.

**INVESTMENT ADVISER**

Stone Harbor Investment Partners LP

31 W. 52nd Street 16th Floor

New York, New York 10019

**ADMINISTRATOR & FUND ACCOUNTANT**

ALPS Fund Services, Inc.

1290 Broadway, Suite 1100

Denver, Colorado 80203

**TRANSFER AGENT**

Computershare, Inc.

480 Washington Blvd.

Jersey City, NJ 07310

**CUSTODIAN**

The Bank of New York Mellon

One Wall Street

New York, New York 10286

**LEGAL COUNSEL**

Ropes & Gray LLP

1211 Avenue of the Americas

New York, New York 10036

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Deloitte & Touche LLP

555 17th Street, Suite 3600

Denver, Colorado 80202

**Item 2. Code of Ethics.**

- (a) The Registrant, as of the end of the period covered by this report, has adopted a code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or any persons performing similar functions on behalf of the Registrant.
- (b) Not applicable.
- (c) During the period covered by this report, no amendments were made to the provisions of the code of ethics adopted in Item 2(a) above.
- (d) During the period covered by this report, no implicit or explicit waivers to the provision of the code of ethics adopted in Item 2(a) above were granted.
- (e) Not applicable.
- (f) The Registrant's Code of Ethics is attached as Exhibit 12.A.1 hereto.

**Item 3. Audit Committee Financial Expert.**

The Board of Trustees of the Registrant has determined that the Registrant has as least one audit committee financial expert serving on its audit committee. The Board of Trustees has designated Alan J. Brott as the Registrant's audit committee financial expert. Mr. Brott is independent as defined in paragraph (a)(2) of Item 3 to Form N-CSR.

Mr. Brott has significant public accounting experience, including significant experience as a partner at a public accounting firm.

**Item 4. Principal Accountant Fees and Services.**

- (a) **Audit Fees:** The aggregate fees billed for the fiscal year ended May 31, 2014 and the fiscal period October 25, 2012 (inception) through May 31, 2013 for professional services rendered by the principal accountant for the audit of the Registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those periods, were \$59,000 and \$40,000, respectively.

- (b) Audit-Related Fees: The aggregate fees billed for the fiscal year ended May 31, 2014 and the fiscal period October 25, 2012 (inception) through May 31, 2013 for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the Registrant's financial statements and are not reported under paragraph (a) of this Item were \$0 and \$0, respectively.
- (c) Tax Fees: The aggregate fees billed for the fiscal year ended May 31, 2014 and the fiscal period October 25, 2012 (inception) through May 31, 2013 for professional services rendered by the principal accountant for tax compliance, tax advice and tax planning were \$4,890 and \$4,635 respectively. The fiscal year 2014 and fiscal period 2013 were for services pertaining to federal income tax return review, review of year-end dividend distributions and excise tax preparation.
- (d) All Other Fees: The aggregate fees billed for the fiscal year ended May 31, 2014 and the fiscal period October 25, 2012 (inception) through May 31, 2013 for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item, were \$0 and \$0, respectively.
- (e)(1) Audit Committee Pre-Approval Policies and Procedures: All services to be performed by the Registrant's principal auditors must be pre-approved by the Registrant's audit committee.
- (e)(2) No services described in paragraphs (b) through (d) of this Item 4 were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.
- (f) Not applicable.
- (g) The aggregate non-audit fees billed by the Registrant's accountant for services rendered to the Registrant, and rendered to the Registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the Registrant for the fiscal year ended May 31, 2014 and the fiscal period October 25, 2012 (inception) through May 31, 2013, were \$0 and \$0, respectively.
- (h) Not applicable.

**Item 5. Audit Committee of Listed Registrants.**

The Registrant has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act and is comprised of the following members:

Alan J. Brott, Chairman

Heath B. McLendon

Patrick Sheehan

Item 6. **Investments.**

(a) Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of the Report to Stockholders filed under Item 1 of this Form N-CSR.

(b) Not applicable.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

A copy of the Registrant's proxy voting policies and procedures is attached as EX99. Item 7 hereto.

**Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

As of May 31, 2014, the persons listed below are primarily responsible for the day-to-day management of the Registrant's portfolio:

<b>Name and Year of Birth</b>	<b>Position(s) Held with the Fund</b>	<b>Term of Office And Length of Time Served</b>	<b>Principal Occupation(s) During Past 5 Years</b>
Peter J. Wilby 1958	President and Chief Executive Officer	Since 2012	Co-portfolio manager of the Fund; since April 2006, Chief Investment Officer of Stone Harbor Investment Partners LP; prior to April 2006, Chief Investment Officer - North American Fixed Income at Citigroup Asset Management; joined Citigroup or its predecessor firms in 1989.
Pablo Cisilino 1967	Executive Vice President	Since 2012	Co-portfolio manager of the Fund; Since July 2006, Portfolio Manager of Stone Harbor Investment Partners LP; from June 2004 to July 2006, Executive Director for Sales and Trading in Emerging Markets at Morgan Stanley Inc.; prior to June 2004, Vice President for local markets and FX sales and trading, Goldman Sachs; joined Goldman Sachs in 1994.



Name and Year of Birth	Position(s) Held with the Fund	Term of Office And Length of Time Served	Principal Occupation(s) During Past 5 Years
James E. Craige 1967	Executive Vice President	Since 2012	Co-portfolio manager of the Fund; Since April 2006, Portfolio Manager of Stone Harbor; Prior to April 2006, Managing Director and Senior Portfolio Manager for emerging markets debt portfolios at Salomon Brothers Asset Management Inc.; Joined Salomon Brothers Asset Management Inc. in 1992.
David Griffiths 1964	Executive Vice President	Since 2012	Co-portfolio manager of the Fund; Since April 2006, Portfolio Manager of Stone Harbor; Prior to April 2006, Senior Portfolio Manager and economist responsible for market opportunity analysis, hedging and alternative asset allocation strategies; Joined Salomon Brothers Asset Management Limited in 1993.
Angus Halkett 1977	Executive Vice President	Since 2012	Co-portfolio manager of the Fund; Prior to joining Stone Harbor, Director at Deutsche Bank responsible for Central Europe rates trading and EMEA Local Markets Strategy; Assistant Fund Manager and Quantitative Analyst in Emerging Markets Fixed Income at F&C Asset Management.

Name and Year of Birth	Position(s) Held with the Fund	Term of Office And Length of Time Served	Principal Occupation(s) During Past 5 Years
David A. Oliver 1959	Executive Vice President	Since 2012	Co-portfolio manager of the Fund; Since June 2008, Portfolio Manager of Stone Harbor Investment Partners LP; from 1986 to June 2008, Managing Director in Emerging Market sales and trading at Citigroup.
William Perry 1962	Executive Vice President	Since 2012	Co-portfolio manager of the Fund; Since September 2012, Portfolio Manager of Stone Harbor; From August 2010 to August 2012, Emerging Markets Corporate Portfolio Manager at Morgan Stanley Investment Management; Prior to 2010, Managing Director/Portfolio Manager in the Global Special Opportunities Group for Latin American Special Situations at JPMorgan/Chase.
David Scott 1961	Executive Vice President	Since 2012	Co-portfolio manager of the Fund; Since April 2006, Portfolio Manager of Stone Harbor; Prior to April 2006, Managing Director and Head of Traditional Investment Group responsible for the global bond portfolios at Salomon Brothers Asset Management Limited; Joined Salomon Brothers Asset Management Limited in 1994.

**(a)(2) As of May 31, 2014, the persons listed above are also primarily responsible for the day-to-day management of the following:**

Portfolio Manager	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	# of Accounts	Total Assets	# of Accounts	Total Assets	# of Accounts	Total Assets
Peter Wilby, CFA	12	9,015,226,974	34 <sup>1</sup>	19,572,624,618	99 <sup>3</sup>	32,306,182,023
Pablo Cisilino	10	8,461,536,878	27 <sup>2</sup>	18,645,448,106	79 <sup>4</sup>	29,121,495,875
James Craige, CFA	10	8,461,536,878	27 <sup>2</sup>	18,645,448,106	79 <sup>4</sup>	29,121,495,875
David Griffiths	10	8,461,536,878	27 <sup>2</sup>	18,645,448,106	79 <sup>4</sup>	29,121,495,875
Angus Halkett, CFA	10	8,461,536,878	27 <sup>2</sup>	18,645,448,106	79 <sup>4</sup>	29,121,495,875
David Oliver, CFA	10	8,461,536,878	27 <sup>2</sup>	18,645,448,106	79 <sup>4</sup>	29,121,495,875
William Perry	10	8,461,536,878	27 <sup>2</sup>	18,645,448,106	79 <sup>4</sup>	29,121,495,875
David Scott	10	8,461,536,878	27 <sup>2</sup>	18,645,448,106	79 <sup>4</sup>	29,121,495,875

# of Accounts does not include investors in Stone Harbor's pooled vehicles.

<sup>1</sup> Three segregated accounts of total market value \$1,029,610,711 are subject to a performance-based fee.

<sup>2</sup> Three segregated accounts of total market value \$1,029,610,711 are subject to a performance-based fee.

<sup>3</sup> Nine segregated accounts of total market value \$6,215,027,527 are subject to a performance-based advisory fee.

<sup>4</sup> Eight segregated accounts of total market value \$5,849,195,920 are subject to a performance-based advisory fee.

### ***Potential Conflicts of Interest***

Potential conflicts of interest may arise when one of the Fund's portfolio managers has day-to-day management responsibilities with respect to one or more other funds or other accounts, as is the case for the portfolio managers listed in the table above.

The Investment Manager and the Fund have adopted compliance policies and procedures that are designed to address various conflicts of interest that may arise for the Investment Manager and the individuals that it employs. For example, the Investment Manager seeks to minimize the effects of competing interests for the time and attention of portfolio managers by assigning portfolio managers to manage funds and accounts that share a similar investment style. The Investment Manager has also adopted trade allocation procedures that are designed to facilitate the fair allocation of limited investment opportunities among similarly-managed funds and accounts. There is no guarantee, however, that the policies and procedures adopted by the Investment Manager and the Fund will be able to detect and/or prevent every situation in which an actual or potential conflict may appear.

These potential conflicts include:

*Allocation of Limited Time and Attention.* A portfolio manager who is responsible for managing multiple funds and/or accounts may devote unequal time and attention to the management of those funds and/or accounts. As a result, the portfolio manager may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of those accounts as might be the case if he or she were to devote substantially more attention to the management of a single fund. The effects of this potential conflict may be more pronounced where funds and/or accounts overseen by a particular portfolio manager have different investment strategies.

*Allocation of Limited Investment Opportunities.* If a portfolio manager identifies a limited investment opportunity that may be suitable for multiple funds and/or accounts, the opportunity may be allocated among these several funds or accounts, which may limit a fund's ability to take full advantage of the investment opportunity.

*Pursuit of Differing Strategies.* At times, a portfolio manager may determine that an investment opportunity may be appropriate for only some of the funds and/or accounts for which he or she exercises investment responsibility, or may decide that certain of the funds and/or accounts should take differing positions with respect to a particular security. In these cases, the portfolio manager may place separate transactions for one or more funds or accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other funds and/or accounts.

*Selection of Brokers/Dealers.* Portfolio managers may be able to select or influence the selection of the brokers and dealers that are used to execute securities transactions for the funds and/or accounts that they supervise. In addition to executing trades, some brokers and dealers provide portfolio managers with brokerage and research services (as those terms are defined in Section 28(e) of the Securities Exchange Act of 1934, as amended (Section 28(e))), which may result in the payment of higher brokerage fees than might have otherwise been available. These services may be more beneficial to certain funds or accounts than to others. Although the payment of brokerage commissions is subject to the requirement that the portfolio manager determine in good faith that the commissions are reasonable in relation to the value of the brokerage and research services provided to the fund, a portfolio manager's decision as to the selection of brokers and dealers could yield disproportionate costs and benefits among the funds and/or accounts that he or she manages.

*Use of Leverage.* During periods in which the Fund is using leverage, the fees paid to the Investment Manager for investment advisory services, which may directly or indirectly affect the portfolio manager's compensation, will be higher than if the Fund did not use leverage because the fees paid will be calculated on the basis of the Fund's Total Managed Assets, which may create an incentive for the portfolio manager to leverage the Fund or to leverage using strategies that increase the Investment Manager's fee.

*Variation in Compensation.* A conflict of interest may arise where the financial or other benefits available to the portfolio manager differ among the funds and/or accounts that he or she manages. If the structure of the Investment Manager's management fee and/or the portfolio manager's compensation differs among funds and/or accounts (such as where certain funds or accounts pay higher management fees or performance-based management fees), the portfolio manager might be motivated to help certain funds and/or accounts over others. The portfolio manager might be motivated to favor funds and/or accounts in which he or she has an interest or in which the investment advisor and/or its affiliates have interests. Similarly, the desire to maintain or raise assets under management or to enhance the portfolio manager's performance record or to derive other rewards, financial or otherwise, could influence the portfolio manager to lend preferential treatment to those funds and/or accounts that could most significantly benefit the portfolio manager.

*Related Business Opportunities.* The Investment Manager or its affiliates may provide more services (such as distribution or recordkeeping) for some types of funds or accounts than for others. In such cases, a portfolio manager may benefit, either directly or indirectly, by devoting disproportionate attention to the management of fund and/or accounts that provide greater overall returns to the Investment Manager and its affiliates.

*Broad and Wide-Ranging Activities.* The portfolio managers, the Investment Manager and its affiliates engage in a broad spectrum of activities. In the ordinary course of their business activities, the portfolio managers, the Investment Manager and its affiliates may engage in activities where the interests of the Investment Manager and its affiliates or the interests of their clients may conflict with the interests of the shareholders of the Fund.

*Possible Future Activities.* The Investment Manager and its affiliates may expand the range of services that it provides over time. Except as provided herein, the Investment Manager and its affiliates will not be restricted in the scope of its business or in the performance of any such services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether or not such conflicts are described herein. The Investment Manager and its affiliates have, and will continue to develop, relationships with a significant number of companies, financial sponsors and their senior managers, including relationships with clients who may hold or may have held investments similar to those intended to be made by the Fund. These clients may themselves represent appropriate investment opportunities for the Fund or may compete with the Fund for investment opportunities.

**(a)(3) Portfolio Manager Compensation as of May 31, 2014.**

The Investment Manager is 100% employee owned, which gives its personnel a direct stake in the success of the firm. In addition to a share in firm ownership, this compensation program includes a salary commensurate with experience and a performance-based bonus. The overall compensation structure for the Fund's portfolio managers is based on three components: (a) base remuneration; (b) discretionary performance-based bonus; and (c) profit participation.

Portfolio managers are compensated on pre-tax investment performance versus both the applicable benchmark and peer group as measured on a one-, three- and five-year horizon equally weighted. For these purposes, the benchmark for the Fund is a blend of the J.P. Morgan GBI-EM Global Diversified Bond Index, the J.P. Morgan EMBI Global Diversified Bond Index and the J.P. Morgan Corporate Emerging Markets Bond Index. Analysts are compensated on credit performance versus the applicable benchmark for the same periods. All employees will also participate in firm profit-sharing.

**(a)(4) Dollar Range of Securities Owned as of May 31, 2014.**

<u>Portfolio Managers</u>	<u>Dollar Range of the Registrant's Securities Owned by the Portfolio Managers</u>
Peter J. Wilby	\$500,001-\$1,000,000
Pablo Cisilino	\$10,001 - \$50,000
James E. Craige	\$0

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David Griffiths	\$0
Angus Halkett	\$0
David Oliver	\$0
William Perry	\$0
David Scott	\$0

Item 9. **Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

None.

Item 10. **Submission of Matters to a Vote of Security Holders.**

There have been no material changes to the procedures by which shareholders may recommend nominees to the Registrant's Board of Trustees, where those changes were implemented after the Registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K, or this Item.

Item 11. **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.

(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) that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 12. **Exhibits.**

(a)(1) The Code of Ethics that applies to the Registrant's principal executive officer and principal financial officer is attached hereto as Exhibit 12.A.1.

(a)(2) The certifications required by Rule 30a-2(a) of the Investment Company Act of 1940, as amended, and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto as Exhibit 99.Cert.

(a)(3) Not applicable to Registrant.

(b) The certifications by the Registrant's principal executive officer and principal financial officer, as required by Rule 30a-2(b) of the Investment Company Act of 1940, as amended, and Section 906 of the Sarbanes-Oxley

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Act of 2002 are attached hereto as Exhibit 99.906Cert.

- (c) The Registrant's proxy voting policies and procedures are attached hereto as EX99. Item 7.

(d) Pursuant to the Securities and Exchange Commission's Order granting relief from Section 19(b) of the Investment Company Act of 1940, as amended, dated December 31, 2013, the form of Section 19(a) Notices to Beneficial Owners are attached hereto as Exhibit 12(d).



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 Total Income Fund

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

Date: August 8, 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.

Stone Harbor Emerging Markets Total Income Fund

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

Date: August 8, 2014

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

Date: August 8, 2014