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ABERDEEN ASIA-PACIFIC INCOME FUND INC

Form POS AMI

June 24, 2009

As filed with the Securities and Exchange Commission on June 24, 2009.

File No. 811-04611

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-2

Registration Statement Under the Investment Company Act of 1940

Amendment No. 40

ABERDEEN ASIA-PACIFIC INCOME FUND, INC.

(Exact name of Registrant as Specified in Charter)

800 Scudders Mill Road

Plainsboro, New Jersey 08536

(Address of Principal Executive Offices)

Registrant's telephone number, including Area Code: (800) 522-5465

Mr. Alan R. Goodson

Aberdeen Asset Management Inc.

1735 Market Street, 37<sup>th</sup> Floor

Philadelphia, PA 19103

(Name and Address of Agent for Service)

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Copies to:

Sander M. Bieber, Esq.

Dechert LLP

1775 I Street, NW

Washington, DC 20006

This amendment is being filed solely to file exhibits to this Registration Statement.

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**PART C**

Registrant's Management Agreement with Aberdeen Asset Management Asia Limited, amended and restated as of April 3, 2009, filed herewith as Exhibit (g)(1)

Registrant's Investment Advisory Agreement among Aberdeen Asset Management Asia Limited and Aberdeen Asset Management Limited, amended and restated as of April 3, 2009, filed herewith as Exhibit (g)(2)

Registrant's Sub-Advisory Agreement among Aberdeen Asset Management Asia Limited and Aberdeen Asset Management Investment Services Limited, dated as of April 3, 2009, filed herewith as Exhibit (g)(3)

Credit Agreement among the Registrant, the Lenders party thereto, and the Bank of Nova Scotia, dated as of April 15, 2009, filed herewith as Exhibit (k)(24)

Amendment to Sub-Administration Agreement between Aberdeen Asset Management Inc. and Princeton Administrators, LLC, dated as of November 30, 2006, filed herewith as Exhibit (k)(25)

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**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this Amendment No. 40 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the District of Columbia, on the 24<sup>th</sup> day of June, 2009.

ABERDEEN ASIA-PACIFIC INCOME FUND, INC.

\*

Christian Pittard  
*President*

By: /s/ Victoria M. Szybillo  
Victoria M. Szybillo  
as Attorney-in-Fact for Christian Pittard

\* Pursuant to a power of attorney filed herewith.

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**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director or Officer constitutes and appoints Jennifer Nichols, Lucia Sitar, Sander M. Bieber, David J. Harris, David M. Geffen, Brian S. Vargo, Victoria M. Szybillo, and Karl Paulson Egbert, and each of them, as his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution for such attorney-in-fact in such attorney-in-fact's name, place, and stead, in any and all capacities, to sign any and all registration statements, exemptive applications, no-action letter requests and other regulatory filings made applicable to **ABERDEEN ASIA-PACIFIC INCOME FUND, INC.** (the "Fund"), and any amendments, exhibits, or supplements thereto, and to file and/or withdraw the same, with all other documents in connection therewith, with the U.S. Securities and Exchange Commission or any state regulatory agency or authority, as appropriate, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person in his or her capacity as a Director or Officer of the Fund, hereby ratifying and confirming all that each said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be signed in one or more counterparts, each of which shall constitute an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has duly executed this Power of Attorney on the date indicated below.

/s/ Christian Pittard  
Name: Christian Pittard  
  
Title: President

March 10, 2009  
Date

**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
(g)(1)	Registrant's Management Agreement with Aberdeen Asset Management Asia Limited, amended and restated as of April 3, 2009
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(g)(3)	Registrant's Sub-Advisory Agreement among Aberdeen Asset Management Asia Limited and Aberdeen Asset Management Investment Services Limited, dated as of April 3, 2009
(k)(24)	Credit Agreement among the Registrant, the Lenders party thereto, and the Bank of Nova Scotia, dated as of April 15, 2009
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