

REAL ESTATE INCOME FUND INC  
Form 8-K  
December 01, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) December 1, 2005

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**Real Estate Income Fund Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**811-21098**  
(Commission File Number)

**03-0460657**  
(IRS Employer  
Identification No.)

**300 First Stamford Place, 4<sup>th</sup> Floor, Stamford, CT**  
(Address of principal executive offices)

**06902**  
(Zip Code)

Registrant's telephone number, including area code (203) 890-7041

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 426 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Real Estate Income Fund Inc.**

**CURRENT REPORT ON FORM 8-K**

**Item 7.01 Regulation FD Disclosure.**

On December 1, 2005, Real Estate Income Fund Inc. (the Fund ) issued a press release stating that the new investment management contract between the Fund and its investment adviser and the new sub-advisory contract, which had been previously approved by the Fund 's shareholders, have become effective as a result of the closing of the sale of substantially all of Citigroup Inc. 's asset management business to Legg Mason, Inc.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit  
Number**

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99.1 Real Estate Income Fund Inc. press release, dated December 1, 2005.

**SIGNATURE**

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

Real Estate Income Fund Inc.

(Registrant)

Date: December 1, 2005

/s/ Thomas C. Mandia

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(Signature)

Name: Thomas C. Mandia

Title: Assistant Secretary

**EXHIBIT INDEX**

**Exhibit  
Number**

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99.1 Press release of the Fund, dated December 1, 2005.