

Cohen & Steers MLP Income & Energy Opportunity Fund  
Form N-CSR  
February 07, 2019

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: 811-22780

Cohen & Steers MLP Income and Energy Opportunity Fund, Inc.

(Exact name of registrant as specified in charter)

280 Park Avenue, New York, NY 10017

(Address of principal executive offices) (Zip code)

Dana A. DeVivo

Cohen & Steers Capital Management, Inc.

280 Park Avenue

New York, New York 10017

(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 832-3232

Date of fiscal year end: November 30

Date of reporting period: November 30, 2018



**Item 1. Reports to Stockholders.**

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

To Our Shareholders:

We would like to share with you our report for the year ended November 30, 2018. The total returns for the Cohen & Steers MLP Income and Energy Opportunity Fund, Inc. (the Fund) and its comparative benchmarks were:

	Six Months Ended November 30, 2018	Year Ended November 30, 2018
Cohen & Steers MLP Income and Energy Opportunity Fund at Net Asset Value <sup>a</sup>	7.83%	4.50%
Cohen & Steers MLP Income and Energy Opportunity Fund at Market Value <sup>a</sup>	11.42%	2.12%
Blended Benchmark 90% Alerian MLP Index/10% ICE BofAML Fixed-Rate Preferred Securities Index <sup>b</sup>	4.06%	0.93%
Alerian MLP Index <sup>b</sup>	4.26%	1.21%
S&P 500 Index <sup>b</sup>	3.02%	6.27%

*The performance data quoted represent past performance. Past performance is no guarantee of future results. The investment return and the principal value of an investment will fluctuate and shares, if sold, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data quoted.*

*Performance results reflect the effects of leverage, resulting from borrowings under a credit agreement. Current total returns of the Fund can be obtained by visiting our website at [cohenandsteers.com](http://cohenandsteers.com). The Fund's returns assume the reinvestment of all dividends and distributions at prices obtained under the Fund's dividend reinvestment plan. Index performance does not reflect the deduction of any fees, taxes or expenses. An investor cannot invest directly in an index. Performance figures for periods shorter than one year are not annualized.*

#### Distribution Policy

The Fund makes regular monthly distributions at a level rate (the Policy). Dividends from net investment income, if any, are declared quarterly and paid monthly. As a result of the Policy, the Fund may pay distributions in excess of the Fund's current or accumulated earnings and profits. This excess would be a return of capital distributed from the Fund's assets. Distributions of capital decrease the Fund's total assets and, therefore, could have the effect of increasing the Fund's expense ratio. In addition, in order to make these distributions, the Fund may have to sell portfolio securities at a less than opportune time.

<sup>a</sup> As a closed-end investment company, the price of the Fund's exchange-traded shares will be set by market forces and can deviate from the net asset value (NAV) per share of the Fund.

<sup>b</sup> The Alerian MLP Index (Total Return) is a capped, float-adjusted, capitalization-weighted index, whose constituents represent approximately 85% of total Master Limited Partnership (MLP) float-adjusted market capitalization. The ICE BofAML Fixed-Rate Preferred Securities Index tracks the performance of fixed-rate U.S. dollar-denominated preferred securities issued in the U.S. domestic market. The S&P 500 Index is an unmanaged

index of 500 large-capitalization stocks that is frequently used as a general measure of U.S. stock market performance.

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

Market Review

MLPs and midstream energy companies experienced a banner year in terms of improving industry fundamentals and operating performance in the 12 months ended November 30, 2018. However, the stocks of these companies contended with a series of events that resulted in only a modestly positive total return for the Alerian MLP Index.

Expanding North American energy production, healthy consumer demand and rising exports resulted in greater throughput volumes for midstream companies. Better-than-expected cash flow growth throughout the year reflected the improving fundamentals for many midstream companies. At the same time, the industry continued to shift toward more sustainable business models, with companies taking steps to improve their financial health and reduce reliance on capital markets to fund growth. These steps included organizational roll-ups, elimination of incentive distribution rights (IDRs), distribution cuts and a greater focus on returns on invested capital, which we believe should benefit companies' longer-term total-return prospects.

However, these positives were largely overshadowed by other factors. Early in the year, investors grew concerned about the impact rising interest rates would have on certain high-yielding stocks. Regulatory issues also prompted significant price swings in midstream share prices. In March, midstream stocks broadly declined on a proposed Federal Energy Regulatory Commission (FERC) policy change that would have disallowed tax benefits related to interstate pipelines owned by MLPs. Similarly, Colorado's Proposition 112, a ballot initiative that would have greatly reduced oil and gas drilling activity in the state, weighed on companies with assets there. Subsequently, FERC provided clarity on the ruling that suggested the impact on earnings would be significantly less severe than originally anticipated, and voters rejected Proposition 112.

In October, midstream companies were caught up in the broad equity market's selloff as investors grew concerned about slowing global growth and mounting trade tensions between the U.S. and China. After reaching a four-year high, crude oil prices also declined materially, in response to increased production from the U.S. and Saudi Arabia, Iran sanctions waivers and concerns around slowing demand for the commodity. The oil price decline further encumbered midstream equities despite companies' cash flows generally having only modest commodity price exposure.

Against this backdrop, it is worth noting that price differentials for oil, natural gas and natural gas liquids (NGL) remained wide across many North American regions. Those differentials underscore the inadequacy of existing infrastructure, which represents potential short-term profit opportunities and a longer-term need to build new projects.

*Fund Performance*

The Fund had a positive total return in the period and outperformed its blended benchmark. Security selection in the crude/refined products sector was an important contributor to relative performance. We had underweight positions in storage-related companies, which considerably underperformed amid weak demand, as speculators generally found it more profitable to sell crude oil at market prices than to stockpile it for future delivery. Also beneficial was the portfolio's underweight allocation for much of the year in companies with defensive businesses and conservative balance sheets. As oil prices turned lower late in the year, we began to favor such companies.

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

Favoring companies that are transitioning to or have completed the shift to a more return-oriented business model contributed to relative performance as well. Such stocks included the Fund's out-of-index holding in Oneok and overweight position in Energy Transfer Partners. The latter rose sharply on news it was being acquired by Energy Transfer Equity (now Energy Transfer LP) at a premium price. Having underweight allocations in companies that had yet to adopt the new business model also contributed. These included Shell Midstream and others that still have onerous IDRs and rely on asset dropdowns from parent organizations to fuel their growth.

Also aiding relative performance was the timing of our allocations to some of the companies with the greatest exposure to FERC regulations. These included Dominion Energy Midstream Partners, Enbridge Energy Partners, Spectra Energy Partners and Boardwalk Pipeline Partners. An overweight in Cheniere Energy Partners, which rallied on healthy demand for liquefied natural gas (LNG) and signs of progress in developing its LNG export facilities, also contributed to relative performance.

An overweight allocation in the gathering & processing sector detracted from relative performance. Generally the most commodity-price and volumetrically sensitive midstream sector, the stocks struggled late in the year as crude oil prices came under pressure. The Fund had no allocations in the refining and coal sectors, represented in the benchmark by CVR Refining and Alliance Resource Partners, respectively, which also detracted from relative performance. While the stocks performed well during the year, we believed they lacked characteristics common to other midstream energy businesses. The sectors were subsequently removed from the benchmark.

*Impact of Leverage on Fund Performance*

The Fund employs leverage as part of a yield-enhancement strategy. Leverage, which can increase total return in rising markets (just as it can have the opposite effect in declining markets), contributed significantly to the Fund's NAV performance for the period.

Sincerely,

ROBERT S. BECKER

*Portfolio Manager*

BEN MORTON  
*Portfolio Manager*

TYLER S. ROSENLICHT  
*Portfolio Manager*

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

*The views and opinions in the preceding commentary are subject to change without notice and are as of the date of the report. There is no guarantee that any market forecast set forth in the commentary will be realized. This material represents an assessment of the market environment at a specific point in time, should not be relied upon as investment advice and is not intended to predict or depict performance of any investment.*

Visit Cohen & Steers online at [cohenandsteers.com](http://cohenandsteers.com)

For more information about the Cohen & Steers family of mutual funds, visit [cohenandsteers.com](http://cohenandsteers.com). Here you will find fund net asset values, fund fact sheets and portfolio highlights, as well as educational resources and timely market updates.

Our website also provides comprehensive information about Cohen & Steers, including our most recent press releases, profiles of our senior investment professionals and their investment approach to each asset class. The Cohen & Steers family of mutual funds invests in major real asset categories including real estate securities, listed infrastructure, commodities and natural resource equities, as well as preferred securities and other income solutions.



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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## Our Leverage Strategy

(Unaudited)

Our current leverage strategy utilizes borrowings up to the maximum permitted by the Investment Company Act of 1940 to provide additional capital for the Fund, with an objective of increasing the net income available for shareholders. As of November 30, 2018, leverage represented 31% of the Fund's managed assets.

Through a combination of variable and fixed-rate financing, the Fund has locked in interest rates on a significant portion of this additional capital for periods expiring in 2021 and 2022<sup>a</sup> (where we effectively reduce our variable rate obligation and lock in our fixed-rate obligation over various terms). Locking in a significant portion of our leveraging costs is designed to protect the dividend-paying ability of the Fund. The use of leverage increases the volatility of the Fund's NAV in both up and down markets. However, we believe that locking in portions of the Fund's leveraging costs for the various terms partially protects the Fund's expenses from an increase in short-term interest rates.

Leverage Facts<sup>b,c</sup>

Leverage (as a % of managed assets)	31%
% Fixed Rate	90%
% Variable Rate	10%
Weighted Average Rate on Financing	2.7% <sup>a</sup>
Weighted Average Term on Financing	2.8 years <sup>a</sup>

The Fund seeks to enhance its dividend yield through leverage. The use of leverage is a speculative technique and there are special risks and costs associated with leverage. The NAV of the Fund's shares may be reduced by the issuance and ongoing costs of leverage. So long as the Fund is able to invest in securities that produce an investment yield that is greater than the total cost of leverage, the leverage strategy will produce higher current net investment income for the shareholders. On the other hand, to the extent that the total cost of leverage exceeds the incremental income gained from employing such leverage, shareholders would realize lower net investment income. In addition to the impact on net income, the use of leverage will have an effect of magnifying capital appreciation or depreciation for shareholders. Specifically, in an up market, leverage will typically generate greater capital appreciation than if the Fund were not employing leverage. Conversely, in down markets, the use of leverage will generally result in greater capital depreciation than if the Fund had been unlevered. To the extent that the Fund is required or elects to reduce its leverage, the Fund may need to liquidate investments, including under adverse economic conditions which may result in capital losses potentially reducing returns to shareholders. There can be no assurance that a leveraging strategy will be successful during any period in which it is employed.

<sup>a</sup> On February 24, 2015, the Fund amended its credit agreement to extend the fixed rate financing terms, originally expiring in 2018 and 2019, by three years now expiring in 2021 and 2022. The weighted average rate on financing does not include the three year extension for the 2022 fixed-rate tranche and will increase when the 2022 extended fixed-rate tranche becomes effective. The weighted average term of financing includes the three year extension.

<sup>b</sup> Data as of November 30, 2018. Information is subject to change.

<sup>c</sup> See Note 6 in Notes to Financial Statements.



**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

November 30, 2018

Top Ten Holdings<sup>a</sup>

(Unaudited)

	Value	% of Managed Assets
Security		
Energy Transfer LP	\$ 50,260,016	13.4
Enterprise Products Partners LP	50,158,159	13.4
MPLX LP	34,717,888	9.3
Buckeye Partners LP	15,465,378	4.1
Plains All American Pipeline LP	15,287,498	4.1
EQT Midstream Partners LP	13,143,961	3.5
DCP Midstream Partners LP	12,292,656	3.3
Plains GP Holdings LP, Class A	12,150,366	3.2
Western Gas Partners LP	12,044,929	3.2
Antero Midstream Partners LP	8,640,984	2.3

<sup>a</sup> Top ten holdings are determined on the basis of the value of individual securities held. The Fund may also hold positions in other types of securities issued by the companies listed above. See the Schedule of Investments for additional details on such other positions.

Sector Breakdown

(Based on Managed Assets)

(Unaudited)

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## SCHEDULE OF INVESTMENTS

November 30, 2018

		Shares/Units	Value
MASTER LIMITED PARTNERSHIPS AND RELATED COMPANIES	131.7%		
COMPRESSION	1.2%		
Archrock, Inc. <sup>a</sup>		306,196	\$ 3,123,199
CRUDE/REFINED PRODUCTS	22.1%		
Buckeye Partners LP <sup>a</sup>		523,186	15,465,378
Enbridge Energy Management LLC <sup>a</sup>		725,316	7,905,945
Genesis Energy LP <sup>a</sup>		208,607	4,599,784
Kinder Morgan Canada Ltd., 144A (Canada) <sup>b</sup>		144,000	1,685,320
Plains All American Pipeline LP <sup>a</sup>		663,808	15,287,498
Plains GP Holdings LP, Class A <sup>a</sup>		549,045	12,150,366
			57,094,291
DIVERSIFIED MIDSTREAM	62.0%		
Altus Midstream Co. (Unregistered) <sup>c</sup>		364,800	2,765,184
Andeavor Logistics LP <sup>a</sup>		198,649	7,413,581
Energy Transfer LP <sup>a</sup>		3,449,555	50,260,016
Enterprise Products Partners LP <sup>a</sup>		1,910,787	50,158,159
Gibson Energy, Inc. (Canada)		118,000	1,896,135
Kinder Morgan, Inc. <sup>a</sup>		465,079	7,938,898
MPLX LP <sup>a</sup>		1,047,929	34,717,888
Pembina Pipeline Corp. (Canada)		119,593	4,032,489
Williams Cos., Inc. (The) <sup>a</sup>		37,296	944,335
			160,126,685
GATHERING & PROCESSING	36.0%		
American Midstream Partners LP <sup>a</sup>		200,367	951,743
Antero Midstream GP LP <sup>a</sup>		98,345	1,456,489
Antero Midstream Partners LP <sup>a</sup>		312,400	8,640,984
CNX Midstream Partners LP <sup>a</sup>		251,700	4,555,770
Crestwood Equity Partners LP <sup>a</sup>		277,975	8,255,857
DCP Midstream Partners LP <sup>a</sup>		360,700	12,292,656
Enable Midstream Partners LP <sup>a</sup>		394,200	5,258,628
EQT Midstream Partners LP <sup>a</sup>		275,786	13,143,961
Hess Midstream Partners LP <sup>a</sup>		231,718	4,462,889
Keyera Corp. (Canada)		79,000	1,730,253
Noble Midstream Partners LP <sup>a</sup>		64,183	2,126,383

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Oasis Midstream Partners LP <sup>a</sup>	164,600	3,316,690
Shell Midstream Partners LP <sup>a</sup>	248,800	4,687,392
Summit Midstream Partners LP <sup>a</sup>	252,132	3,098,702

See accompanying notes to financial statements.

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## SCHEDULE OF INVESTMENTS (Continued)

November 30, 2018

	Shares/Units	Value
Targa Resources Corp. <sup>a</sup>	75,700	\$ 3,378,491
Western Gas Equity Partners LP <sup>a</sup>	118,670	3,439,057
Western Gas Partners LP <sup>a</sup>	271,038	12,044,929
		92,840,874
<b>MARINE SHIPPING/OFFSHORE</b>	<b>3.0%</b>	
GasLog Partners LP (Monaco)	240,549	5,535,032
Golar LNG Partners LP (United Kingdom)	190,517	2,314,782
		7,849,814
<b>NATURAL GAS PIPELINES</b>	<b>5.1%</b>	
Cheniere Energy Partners LP <sup>a</sup>	156,354	5,891,419
Cheniere Energy, Inc. <sup>a</sup>	60,786	3,715,240
Spectra Energy Partners LP <sup>a</sup>	70,500	2,555,625
Tellurian, Inc. <sup>a</sup>	146,000	1,055,580
		13,217,864
<b>OTHER</b>	<b>0.8%</b>	
Sprague Resources LP <sup>a</sup>	111,217	1,981,887
<b>PROPANE</b>	<b>1.5%</b>	
AmeriGas Partners LP <sup>a</sup>	83,000	3,084,280
Suburban Propane Partners LP <sup>a</sup>	32,287	754,224
		3,838,504
<b>TOTAL MASTER LIMITED PARTNERSHIPS AND RELATED COMPANIES</b>		
(Identified cost \$338,781,462)		340,073,118
<b>PREFERRED SECURITIES \$25 PAR VALUE</b>	<b>6.1%</b>	
<b>BANKS</b>	<b>1.6%</b>	
Bank of America Corp., 6.00%, Series EE <sup>d</sup>	31,475	786,875
Bank of America Corp., 6.00%, Series GG <sup>d</sup>	23,900	596,305
Bank of America Corp., 5.875%, Series HH <sup>d</sup>	5,400	130,950
BB&T Corp., 5.85% <sup>d</sup>	8,650	213,655
Citigroup, Inc., 6.30%, Series S <sup>d</sup>	16,926	427,551

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GMAC Capital Trust I, 8.401%, (3 Month US LIBOR + 5.785%), due 2/15/40, Series 2 (TruPS) (FRN) <sup>e</sup>	39,333	1,002,991
JPMorgan Chase & Co, 6.30%, Series W <sup>d</sup>	3,793	96,115
JPMorgan Chase & Co., 6.125%, Series Y <sup>d</sup>	10,600	266,484
Wells Fargo & Co., 5.85% to 9/15/23, Series Q <sup>d,f</sup>	9,042	224,422

See accompanying notes to financial statements.

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## SCHEDULE OF INVESTMENTS (Continued)

November 30, 2018

	Shares/Units	Value
Wells Fargo & Co., 5.625%, Series Y <sup>d</sup>	14,575	\$ 352,132
		4,097,480
CHEMICALS	0.3%	
CHS, Inc., 7.50%, Series 4 <sup>d</sup>	29,741	780,701
DIVERSIFIED FINANCIAL SERVICES	0.1%	
Morgan Stanley, 5.85% to 4/15/27, Series K <sup>d,f</sup>	7,704	190,058
ELECTRIC REGULATED ELECTRIC	0.1%	
CMS Energy Corp., 5.875% due 10/15/78	5,875	145,876
FINANCIAL	0.3%	
INVESTMENT ADVISORY SERVICES	0.2%	
Ares Management Corp., 7.00%, Series A <sup>d</sup>	14,750	375,388
INVESTMENT BANKER/BROKER	0.1%	
Carlyle Group LP/The, 5.875%, Series A <sup>d</sup>	17,000	354,790
TOTAL FINANCIAL		730,178
INSURANCE	0.6%	
LIFE/HEALTH INSURANCE	0.1%	
Prudential Financial, Inc., 5.625%, due 8/15/58	3,000	71,040
Unum Group, 6.25%, due 6/15/58	11,050	264,205
		335,245
MULTI-LINE	0.1%	
WR Berkley Corp., 5.70%, due 3/30/58	15,952	356,687
PROPERTY CASUALTY FOREIGN	0.1%	
Enstar Group Ltd., 7.00% to 9/1/28, Series D (Bermuda) <sup>d,f</sup>	6,000	149,100
REINSURANCE FOREIGN	0.3%	
Arch Capital Group Ltd., 5.45%, Series F <sup>d</sup>	6,000	130,200
Axis Capital Holdings Ltd., 5.50%, Series E <sup>d</sup>	25,625	566,056



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			696,256
TOTAL INSURANCE			1,537,288
INTEGRATED TELECOMMUNICATIONS SERVICES	0.0%		
AT&T, Inc., 5.625%, due 8/1/67		3,500	81,725

See accompanying notes to financial statements.

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## SCHEDULE OF INVESTMENTS (Continued)

November 30, 2018

	Shares/Units	Value
<b>MARINE SHIPPING/OFFSHORE</b>	<b>0.1%</b>	
GasLog Partners LP, 8.625% to 6/15/27, Series A (Monaco) <sup>d,f</sup>	11,000	\$ 278,740
<b>PIPELINES</b>	<b>0.5%</b>	
Enbridge, Inc., 6.375% to 4/15/23, due 4/15/78, Series B (Canada) <sup>f</sup>	28,012	651,559
Energy Transfer Operating LP, 7.375% to 5/15/23, Series C <sup>d,f</sup>	28,475	640,688
		1,292,247
<b>REAL ESTATE</b>	<b>0.7%</b>	
<b>DIVERSIFIED</b>	<b>0.6%</b>	
VEREIT, Inc., 6.70%, Series F <sup>d</sup>	67,237	1,622,429
<b>INDUSTRIALS</b>	<b>0.0%</b>	
PS Business Parks, Inc., 5.70%, Series V <sup>d</sup>	3,054	70,517
<b>SHOPPING CENTERS COMMUNITY CENTER</b>	<b>0.1%</b>	
Kimco Realty Corp., 5.625%, Series K <sup>d</sup>	6,460	138,179
<b>TOTAL REAL ESTATE</b>		<b>1,831,125</b>
<b>TECHNOLOGY SOFTWARE</b>	<b>0.3%</b>	
eBay, Inc., 6.00%, due 2/1/56	30,997	778,955
<b>UTILITIES</b>	<b>1.5%</b>	
Algonquin Power & Utilities Corp., 6.875% to 10/17/23, due 10/17/78 (Canada) <sup>f</sup>	2,725	69,351
DTE Energy Co., 6.00, due 12/15/76, Series F	16,250	409,338
Integrus Holdings, Inc., 6.00% to 8/1/23, due 8/1/73 <sup>f</sup>	18,029	450,274
NiSource, Inc., 6.50% to 3/15/24, Series B <sup>d,f</sup>	5,612	142,152
SCE Trust IV, 5.375% to 9/15/25, Series J <sup>d,f</sup>	8,735	180,989
SCE Trust V, 5.45% to 3/15/26, Series K <sup>d,f</sup>	21,748	478,021
SCE Trust VI, 5.00% <sup>d</sup>	30,825	572,420
Southern Co./The, 6.25%, due 10/15/75	54,000	1,363,500
Southern Co./The, 5.25%, due 12/1/77	17,000	364,310
		4,030,355
		15,774,728

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TOTAL PREFERRED SECURITIES \$25 PAR VALUE  
(Identified cost \$16,300,685)

See accompanying notes to financial statements.

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## SCHEDULE OF INVESTMENTS (Continued)

November 30, 2018

	Principal Amount	Value
PREFERRED SECURITIES CAPITAL SECURITIES	5.9%	
BANKS	1.9%	
Bank of America Corp., 6.25% to 9/5/24, Series X <sup>d,f</sup>	\$ 1,130,000	\$ 1,156,838
Bank of America Corp., 8.05%, due 6/15/27, Series B	200,000	238,500
Citigroup, Inc., 5.90% to 2/15/23 <sup>a,d,f</sup>	200,000	198,000
Citigroup, Inc., 6.25% to 8/15/26, Series T <sup>a,d,f</sup>	575,000	580,031
Citizens Financial Group, Inc., 6.375% to 4/6/24, Series C <sup>d,f</sup>	100,000	97,528
CoBank ACB, 6.25% to 10/1/22, Series F <sup>d,f</sup>	4,300	443,975
Goldman Sachs Group, Inc./The, 5.70% to 5/10/19, Series L <sup>d,f</sup>	350,000	350,399
JPMorgan Chase & Co., 5.990%, (3 Month US LIBOR + 3.47%), Series I (FRN) <sup>d,e</sup>	488,000	490,440
Wells Fargo & Co., 6.104%, (3 Month US LIBOR + 3.77%), Series K (FRN) <sup>a,d,e</sup>	975,000	980,606
Wells Fargo Capital X, 5.95%, due 12/1/86, (TruPS)	250,000	261,250
		4,797,567
BANKS FOREIGN	1.2%	
Bank of China Hong Kong Ltd., 5.90% to 9/14/23, 144A (Hong Kong) <sup>a,b,d,f</sup>	200,000	200,684
Barclays PLC, 7.75% to 9/15/23 (United Kingdom) <sup>d,f,g</sup>	200,000	186,676
Barclays PLC, 7.875% to 3/15/22 (United Kingdom) <sup>d,f,g,h</sup>	800,000	798,500
HSBC Holdings PLC, 6.25% to 3/23/23 (United Kingdom) <sup>d,f,g</sup>	200,000	188,930
Lloyds Banking Group PLC, 7.50% to 9/27/25 (United Kingdom) <sup>d,f,g</sup>	200,000	188,500
Royal Bank of Scotland Group PLC, 8.625% to 8/15/21 (United Kingdom) <sup>a,d,f,g</sup>	1,000,000	1,032,500
Societe Generale SA, 7.375% to 9/13/21, 144A (France) <sup>a,b,d,f,g</sup>	200,000	197,500
Societe Generale SA, 7.875% to 12/18/23, 144A (France) <sup>a,b,d,f,g</sup>	400,000	398,000
		3,191,290
INDUSTRIALS DIVERSIFIED MANUFACTURING	0.2%	
General Electric Co., 5.00% to 1/21/21, Series D <sup>a,d,f</sup>	600,000	477,750
General Electric Co., 5.875%, due 1/14/38, Series MTN	120,000	111,793
		589,543

See accompanying notes to financial statements.



## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## SCHEDULE OF INVESTMENTS (Continued)

November 30, 2018

		Principal Amount	Value
INSURANCE	0.2%		
LIFE/HEALTH INSURANCE	0.1%		
MetLife, Inc., 5.875% to 3/15/28, Series D <sup>d,f</sup>		\$ 152,000	\$ 148,960
Voya Financial, Inc., 6.125% to 9/15/23, Series A <sup>d,f</sup>		90,000	88,200
			237,160
PROPERTY CASUALTY	0.1%		
Assurant, Inc., 7.00% to 3/27/28, due 3/27/48 <sup>f</sup>		150,000	145,500
TOTAL INSURANCE			382,660
INTEGRATED TELECOMMUNICATIONS SERVICES	0.2%		
Centaur Funding Corp., 9.08%, due 4/21/20, 144A (Cayman Islands) <sup>b</sup>		500	536,376
MATERIAL METALS & MINING	0.1%		
BHP Billiton Finance USA Ltd., 6.75% to 10/20/25, due 10/19/75, 144A (Australia) <sup>a,b,f</sup>		200,000	212,500
PIPELINES	0.6%		
Enbridge Energy Partners LP, 6.194%, (3 Month US LIBOR + 3.450%), due 10/1/77, (FRN) <sup>e</sup>		250,000	251,558
Enbridge, Inc., 6.25% to 3/1/28, due 3/1/78 (Canada) <sup>f</sup>		250,000	222,983
Plains All American Pipeline LP, 6.125% to 11/15/22, Series B <sup>a,d,f</sup>		357,000	322,193
Transcanada Trust, 5.875% to 8/15/26, due 8/15/76, Series 16-A (Canada) <sup>a,f</sup>		821,000	777,897
			1,574,631
TELECOMMUNICATION COMMUNICATIONS	0.1%		
Vodafone Group PLC, 3.750%, due 1/16/24 (United Kingdom)		100,000	97,582
Vodafone Group PLC, 6.25%, due 10/3/78 (United Kingdom) <sup>h</sup>		200,000	186,473
			284,055
UTILITIES	1.4%		
CenterPoint Energy, Inc., 6.125% to 9/1/23, Series A <sup>d,f</sup>		180,000	180,675
Emera, Inc., 6.75% to 6/15/26, due 6/15/76, Series 16-A (Canada) <sup>f</sup>		600,000	615,300
Enel SpA, 8.75% to 9/24/23, due 9/24/73, 144A (Italy) <sup>b,d,f</sup>		1,800,000	1,894,500

See accompanying notes to financial statements.

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## SCHEDULE OF INVESTMENTS (Continued)

November 30, 2018

	Principal Amount	Value
NiSource, Inc., 5.65% to 6/15/23, 144A <sup>b,d,f</sup>	\$ 245,000	\$ 234,588
Southern California Edison Co., 6.25% to 2/1/22, Series E <sup>d,f</sup>	375,000	365,625
Southern Co./The, 5.50% to 3/15/22, due 3/15/57, Series B <sup>a,f</sup>	400,000	398,879
		3,689,567
<b>TOTAL PREFERRED SECURITIES CAPITAL SECURITIES</b> (Identified cost \$15,836,104)		15,258,189
	Shares	
<b>SHORT-TERM INVESTMENTS</b> 2.7%		
<b>MONEY MARKET FUNDS</b>		
State Street Institutional Treasury Money Market Fund, Premier Class, 2.19% <sup>i</sup>	6,949,613	6,949,613
<b>TOTAL SHORT-TERM INVESTMENTS</b> (Identified cost \$6,949,613)		6,949,613
<b>TOTAL INVESTMENTS IN SECURITIES</b> (Identified cost \$377,867,864)	146.4%	378,055,648
<b>LIABILITIES IN EXCESS OF OTHER ASSETS</b>	(46.4)	(119,877,171)
<b>NET ASSETS (Equivalent to \$9.64 per share based on 26,793,340 shares of common stock outstanding)</b>	100.0%	\$ 258,178,477

## Glossary of Portfolio Abbreviations

FRN	Floating Rate Note
LIBOR	London Interbank Offered Rate
MTN	Medium Term Note
TruPS	Trust Preferred Securities

See accompanying notes to financial statements.





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COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

SCHEDULE OF INVESTMENTS (Continued)

November 30, 2018

Note: Percentages indicated are based on the net assets of the Fund.

Represents shares.

- <sup>a</sup> All or a portion of the security is pledged as collateral in connection with the Fund's revolving credit agreement. \$242,571,973 in aggregate has been pledged as collateral.
- <sup>b</sup> Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may only be resold to qualified institutional buyers. Aggregate holdings amounted to \$5,359,468 which represents 2.1% of the net assets of the Fund, of which 0.0% are illiquid.
- <sup>c</sup> Restricted and illiquid security. Aggregate holdings equal 1.1% of the net assets of the Fund. This security was acquired on November 6, 2018 at a cost of \$3,648,000 (\$10 per share). Security value is determined based on significant unobservable inputs (Level 3). On December 14, 2018, the issuer's share registration went effective, ending the Fund's restriction on the shares.
- <sup>d</sup> Perpetual security. Perpetual securities have no stated maturity date, but they may be called/redeemed by the issuer.
- <sup>e</sup> Variable rate. Rate shown is in effect at November 30, 2018.
- <sup>f</sup> Security converts to floating rate after the indicated fixed-rate coupon period.
- <sup>g</sup> Contingent Capital security (CoCo). CoCos are preferred securities with loss absorption characteristics built into the terms of the security for the benefit of the issuer. Aggregate holdings amounted to \$2,990,606 which represents 1.2% of the net assets of the Fund (0.8% of the managed assets of the Fund).
- <sup>h</sup> Securities exempt from registration under Regulation S of the Securities Act of 1933. These securities are subject to resale restrictions. Aggregate holdings amounted to \$984,973 which represents 0.4% of the net assets of the Fund, of which 0.0% are illiquid.
- <sup>i</sup> Rate quoted represents the annualized seven-day yield.

See accompanying notes to financial statements.

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## STATEMENT OF ASSETS AND LIABILITIES

November 30, 2018

<b>ASSETS:</b>	
Investments in securities, at value (Identified cost \$377,867,864)	\$ 378,055,648
Receivable for:	
Investment securities sold	3,360,224
Dividends, distributions and interest	320,229
Other assets	3,959
<b>Total Assets</b>	<b>381,740,060</b>
<b>LIABILITIES:</b>	
Payable for:	
Credit agreement	117,000,000
Investment securities purchased	3,879,902
Due to custodian	1,952,596
Investment advisory fees	315,320
Distributions declared	127,795
Administration fees	25,226
Interest expense	17,822
Directors' fees	1,764
Other liabilities	241,158
<b>Total Liabilities</b>	<b>123,561,583</b>
<b>NET ASSETS</b>	<b>\$ 258,178,477</b>
<b>NET ASSETS consist of:</b>	
Paid-in capital	\$ 388,058,902
Total distributable earnings/(accumulated loss)	(129,880,425)
	<b>\$ 258,178,477</b>
<b>NET ASSET VALUE PER SHARE:</b>	
(\$258,178,477 ÷ 26,793,340 shares outstanding)	\$ 9.64
<b>MARKET PRICE PER SHARE</b>	<b>\$ 8.74</b>
<b>MARKET PRICE PREMIUM (DISCOUNT) TO NET ASSET VALUE PER SHARE</b>	<b>(9.34)%</b>

See accompanying notes to financial statements.

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## STATEMENT OF OPERATIONS

For the Year Ended November 30, 2018

<b>Investment Income:</b>	
Distributions from master limited partnerships	\$ 25,856,916
Less return of capital on distributions	(24,893,503)
Net distributions from master limited partnerships	963,413
Dividend income (net of \$47,813 of foreign withholding tax)	1,316,917
Interest income	801,242
<b>Total Investment Income</b>	<b>3,081,572</b>
<b>Expenses:</b>	
Investment advisory fees	3,993,527
Interest expense	2,671,345
Administration fees	372,918
Professional fees	261,773
Shareholder reporting expenses	39,457
Custodian fees and expenses	27,775
Transfer agent fees and expenses	22,319
Directors' fees and expenses	17,571
Miscellaneous	58,640
<b>Total Expenses</b>	<b>7,465,325</b>
<b>Net Investment Income (Loss), net of income taxes</b>	<b>(4,383,753)</b>
<b>Net Realized and Unrealized Gain (Loss):</b>	
Net realized gain (loss) on:	
Investments in securities	13,923,250
Foreign currency transactions	11,660
<b>Net realized gain (loss), net of income taxes</b>	<b>13,934,910</b>
<b>Net change in unrealized appreciation (depreciation) on:</b>	
Investments in securities	2,383,987
Foreign currency translations	295
<b>Net change in unrealized appreciation (depreciation), net of income taxes</b>	<b>2,384,282</b>
<b>Net Realized and Unrealized Gain (Loss), net of income taxes</b>	<b>16,319,192</b>

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Net Increase (Decrease) in Net Assets Resulting from Operations

\$ 11,935,439

See accompanying notes to financial statements.

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## STATEMENT OF CHANGES IN NET ASSETS

	For the Year Ended November 30, 2018	For the Year Ended November 30, 2017
Change in Net Assets:		
From Operations:		
Net investment income (loss), net of income taxes	\$ (4,383,753)	\$ (3,944,070)
Net realized gain (loss), net of income taxes	13,934,910	14,440,224
Net change in unrealized appreciation (depreciation), net of income taxes	2,384,282	(32,797,126)
Net increase (decrease) in net assets resulting from operations	11,935,439	(22,300,972)
Distributions to shareholders <sup>a</sup>	(14,791,374)	(5,375,074)
Tax return of capital to shareholders	(9,965,672)	(19,381,972)
Total distributions	(24,757,046)	(24,757,046)
Total increase (decrease) in net assets	(12,821,607)	(47,058,018)
Net Assets:		
Beginning of year	271,000,084	318,058,102
End of year	\$ 258,178,477	\$ 271,000,084

<sup>a</sup> Distributions to shareholders from net investment income for the year ended November 30, 2017 have been reclassified to distributions to shareholders to reflect required amendments to Regulation S-X and to conform to the current year presentation.

See accompanying notes to financial statements.

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## STATEMENT OF CASH FLOWS

For the Year Ended November 30, 2018

Increase (Decrease) in Cash:	
Cash Flows from Operating Activities:	
Net increase (decrease) in net assets resulting from operations	\$ 11,935,439
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by operating activities:	
Purchases of long-term investments	(230,395,406)
Proceeds from sales and maturities of long-term investments	223,394,464
Net purchases, sales and maturities of short-term investments	(2,615,273)
Return of capital on distributions	24,893,503
Net amortization of premium on investments in securities	115,553
Net increase in dividends, distributions and interest receivable and other assets	(51,375)
Net decrease in interest expense payable, accrued expenses and other liabilities	(154,458)
Net change in unrealized appreciation on investments in securities	(2,383,987)
Net realized gain on investments in securities	(13,923,250)
Cash provided by operating activities	10,815,210
Cash Flows from Financing Activities:	
Drawdown on credit agreement	12,000,000
Distributions paid	(24,768,001)
Net overdrafts due to custodian	1,952,596
Cash used for financing activities	(10,815,405)
Increase (decrease) in cash	(195)
Cash at beginning of year	195
Cash at end of year	\$

## Supplemental Disclosure of Cash Flow Information:

During the year ended November 30, 2018, interest paid was \$2,664,840.

The Fund received \$679,626 from paid-in-kind stock dividends for the year ended November 30, 2018. See Note 1 Organization and Significant Accounting Policies.

See accompanying notes to financial statements.





## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## FINANCIAL HIGHLIGHTS

The following table includes selected data for a share outstanding throughout each year and other performance information derived from the financial statements. It should be read in conjunction with the financial statements and notes thereto.

Per Share Operating Performance:	2018	For the Year Ended November 30,			2014 <sup>a</sup>
		2017	2016	2015 <sup>a</sup>	
Net asset value, beginning of year	\$10.11	\$11.87	\$13.01	\$22.50	\$19.44
Income (loss) from investment operations:					
Net investment income (loss) <sup>b</sup>	(0.16)	(0.15)	(0.17)	0.06	(0.01)
Net realized and unrealized gain (loss)	0.61	(0.69)	0.20	(8.24)	4.33
Total from investment operations	0.45	(0.84)	0.03	(8.18)	4.32
Less dividends and distributions to shareholders from:					
Net investment income	(0.55)	(0.20)		(0.18)	
Net realized gain					(1.09)
Tax return of capital	(0.37)	(0.72)	(1.17)	(1.14)	(0.17)
Total dividends and distributions to shareholders	(0.92)	(0.92)	(1.17)	(1.32)	(1.26)
Anti-dilutive effect from the repurchase of shares				0.01	0.00 <sup>c</sup>
Net increase (decrease) in net asset value	(0.47)	(1.76)	(1.14)	(9.49)	3.06
Net asset value, end of year	\$ 9.64	\$10.11	\$11.87	\$13.01	\$22.50
Market value, end of year	\$ 8.74	\$ 9.38	\$10.37	\$11.09	\$20.25
Total net asset value return <sup>d</sup>	4.50%	7.27%	2.75%	37.40%	23.36%
Total market value return <sup>d</sup>	2.12%	1.52%	5.31%	40.71%	24.18%

Ratios/Supplemental Data:

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Net assets, end of year (in millions)	\$258.2	\$271.0	\$318.1	\$348.6	\$604.3
Ratio of expenses to average daily net assets <sup>e</sup>	2.59%	2.32%	2.95%	(0.74)%	4.15%
Ratio of expenses to average daily net assets (excluding deferred tax benefit/expense)	2.59%	2.32%	2.95%	2.47%	2.26%
Ratio of expenses to average daily net assets (excluding deferred tax benefit/expense and interest expense)	1.66%	1.66%	2.16%	1.73%	1.63%
Ratio of net investment income (loss) to average daily net assets <sup>e</sup>	(1.52)%	(1.25)%	(1.63)%	4.10%	(2.25)%
Ratio of net investment income (loss) to average daily net assets (excluding deferred tax benefit/expense allocated to realized and unrealized gain (loss))	(1.52)%	(1.25)%	(1.63)%	0.34%	(0.07)%
Ratio of expenses to average daily managed assets <sup>e,f</sup>	1.87%	1.74%	2.09%	(0.51)%	2.99%
Portfolio turnover rate	58%	46%	54%	29%	28%

See accompanying notes to financial statements.

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## FINANCIAL HIGHLIGHTS (Continued)

Credit Agreement	2018	For the Year Ended November 30,			2014 <sup>a</sup>
		2017	2016	2015 <sup>a</sup>	
Asset coverage ratio for credit agreement	321%	358%	403%	255%	369%
Asset coverage per \$1,000 for credit agreement	\$3,207	\$3,581	\$4,029	\$2,549	\$3,686

<sup>a</sup> Consolidated with Cohen & Steers MLP Investment Fund (the Subsidiary). After the close of business on November 30, 2015, all of the assets and liabilities of the Subsidiary were transferred to the Fund in a tax-free transaction.

<sup>b</sup> Calculation based on average shares outstanding.

<sup>c</sup> Amount is less than \$0.005.

<sup>d</sup> Total net asset value return measures the change in net asset value per share over the period indicated. Total market value return is computed based upon the Fund's market price per share and excludes the effects of brokerage commissions. Dividends and distributions are assumed, for purposes of these calculations, to be reinvested at prices obtained under the Fund's dividend reinvestment plan.

<sup>e</sup> Ratio includes the deferred tax benefit/expense allocated to net investment income (loss) and the deferred tax benefit/expense allocated to realized and unrealized gain (loss), if any.

<sup>f</sup> Average daily managed assets represent net assets plus the outstanding balance of the credit agreement.

See accompanying notes to financial statements.

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS

Note 1. Organization and Significant Accounting Policies

Cohen & Steers MLP Income and Energy Opportunity Fund, Inc. (the Fund) was incorporated under the laws of the State of Maryland on December 13, 2012 and is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a non-diversified, closed-end management investment company. The Fund's investment objective is to provide attractive total return, comprised of high current income and price appreciation.

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The Fund is an investment company and, accordingly, follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board Accounting Standards Codification (ASC) Topic 946 Investment Companies. The accounting policies of the Fund 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.

*Portfolio Valuation:* Investments in securities that are listed on the New York Stock Exchange (NYSE) are valued, except as indicated below, at the last sale price reflected at the close of the NYSE on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and ask prices on such day or, if no ask price is available, at the bid price.

Securities not listed on the NYSE but listed on other domestic or foreign securities exchanges (including NASDAQ) are valued in a similar manner. Securities traded on more than one securities exchange are valued at the last sale price reflected at the close of the exchange representing the principal market for such securities on the business day as of which such value is being determined. If after the close of a foreign market, but prior to the close of business on the day the securities are being valued, market conditions change significantly, certain non-U.S. equity holdings may be fair valued pursuant to procedures established by the Board of Directors.

Readily marketable securities traded in the over-the-counter (OTC) market, including listed securities whose primary market is believed by Cohen & Steers Capital Management, Inc. (the investment advisor) to be OTC, are valued on the basis of prices provided by a third-party pricing service or third-party broker-dealers when such prices are believed by the investment advisor, pursuant to delegation by the Board of Directors, to reflect the fair value of such securities.

Fixed-income securities are valued on the basis of prices provided by a third-party pricing service or third-party broker-dealers when such prices are believed by the investment advisor, pursuant to delegation by the Board of Directors, to reflect the fair value of such securities. The pricing services or broker-dealers use multiple valuation techniques to determine fair value. In instances where sufficient market activity exists, the pricing services or broker-dealers may utilize a market-based approach through which quotes from market makers are used to determine fair value. In instances where sufficient market activity may not exist or is limited, the pricing services or broker-dealers also utilize proprietary valuation models which may consider market transactions in comparable securities and the various relationships between securities in determining fair value and/or characteristics such as



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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Continued)

benchmark yield curves, option-adjusted spreads, credit spreads, estimated default rates, coupon rates, anticipated timing of principal repayments, underlying collateral, and other unique security features which are then used to calculate the fair values.

Short-term debt securities with a maturity date of 60 days or less are valued at amortized cost, which approximates fair value. Investments in open-end mutual funds are valued at their closing net asset value (NAV).

The policies and procedures approved by the Fund's Board of Directors delegate authority to make fair value determinations to the investment advisor, subject to the oversight of the Board of Directors. The investment advisor has established a valuation committee (Valuation Committee) to administer, implement and oversee the fair valuation process according to the policies and procedures approved annually by the Board of Directors. Among other things, these procedures allow the Fund to utilize independent pricing services, quotations from securities and financial instrument dealers and other market sources to determine fair value.

Securities for which market prices are unavailable, or securities for which the investment advisor determines that the bid and/or ask price or a counterparty valuation does not reflect market value, will be valued at fair value, as determined in good faith by the Valuation Committee, pursuant to procedures approved by the Fund's Board of Directors. Circumstances in which market prices may be unavailable include, but are not limited to, when trading in a security is suspended, the exchange on which the security is traded is subject to an unscheduled close or disruption or material events occur after the close of the exchange on which the security is principally traded. In these circumstances, the Fund determines fair value in a manner that fairly reflects the market value of the security on the valuation date based on consideration of any information or factors it deems appropriate. These may include, but are not limited to, recent transactions in comparable securities, information relating to the specific security and developments in the markets.

Foreign equity fair value pricing procedures utilized by the Fund may cause certain non-U.S. equity holdings to be fair valued on the basis of fair value factors provided by a pricing service to reflect any significant market movements between the time the Fund values such securities and the earlier closing of foreign markets.

The Fund's use of fair value pricing may cause the NAV of Fund shares to differ from the NAV that would be calculated using market quotations. Fair value pricing involves subjective judgments and it is possible that the fair value determined for a security may be materially different than the value that could be realized upon the sale of that security.

Fair value is defined as the price that the Fund would expect to receive upon the sale of an investment or expect to pay to transfer a liability in an orderly transaction with an independent buyer in the principal market or, in the absence of a principal market, the most advantageous market for the investment or liability. The hierarchy of inputs that are used in determining the fair value of the Fund's investments is summarized below.

Level 1 quoted prices in active markets for identical investments

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Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.)



## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## NOTES TO FINANCIAL STATEMENTS (Continued)

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing investments may or may not be an indication of the risk associated with those investments. Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy.

The following is a summary of the inputs used as of November 30, 2018 in valuing the Fund's investments carried at value:

	Total	Quoted Prices in Active Markets for Identical Investments (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Master Limited Partnerships and Related Companies:				
Diversified Midstream	\$ 160,126,685	\$ 157,361,501	\$	\$ 2,765,184 <sup>a</sup>
Other Industries	179,946,433	179,946,433		
Preferred Securities				
\$25 Par Value:				
Utilities	4,030,355	3,437,929	592,426	
Other Industries	11,744,373	11,744,373		
Preferred Securities				
Capital Securities	15,258,189		15,258,189	
Short-Term Investments	6,949,613		6,949,613	
<b>Total Investments in Securities<sup>b</sup></b>	<b>\$ 378,055,648</b>	<b>\$ 352,490,236</b>	<b>\$ 22,800,228</b>	<b>\$ 2,765,184</b>

<sup>a</sup> Private placement in a public equity has been fair valued by the Valuation Committee at a discount to quoted market price to reflect limited liquidity, pursuant to the Fund's fair value procedures and classified as a Level 3 security.

<sup>b</sup> Portfolio holdings are disclosed individually on the Schedule of Investments.

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

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	Master Limited Partnerships and Related Companies Diversified Midstream
Balance as of November 30, 2017	\$
Purchases	3,648,000
Change in unrealized appreciation (depreciation)	(882,816)
Balance as of November 30, 2018	\$ 2,765,184

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

## NOTES TO FINANCIAL STATEMENTS (Continued)

The change in unrealized appreciation (depreciation) attributable to securities owned on November 30, 2018 which were valued using significant unobservable inputs (Level 3) amounted to \$(882,816).

The following table summarizes the quantitative inputs and assumptions used for investments categorized in Level 3 of the fair value hierarchy.

	Fair Value at November 30, 2018	Valuation Technique	Unobservable Inputs	Input Value
<b>Master Limited Partnerships and Related Companies:</b>				
Diversified Midstream	\$ 2,765,184	Market Price Less Discount	Liquidity Discount	0.73%

The significant unobservable input utilized in the fair value measurement of the Fund's Level 3 equity investment is a discount to the quoted market price of the issuer's unrestricted equity security to reflect limited liquidity. Significant changes in these inputs may result in a materially higher or lower fair value measurement.

*Security Transactions and Investment Income:* Security transactions are recorded on trade date. Realized gains and losses on investments sold are recorded on the basis of identified cost. Interest income, which includes the amortization of premiums and accretion of discounts, is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date, except for certain dividends on foreign securities, which are recorded as soon as the Fund is informed after the ex-dividend date. Distributions from MLPs are recorded as income and return of capital based on information reported by the MLPs and management's estimates of such amounts based on historical information. These estimates are adjusted when the actual source of distributions is disclosed by the MLPs and actual amounts may differ from the estimated amounts. For the year ended November 30, 2018, the Fund has estimated approximately 96.2% of distributions from MLPs as return of capital.

The Fund received paid-in-kind stock dividends in the form of additional units from its investment in Enbridge Energy Management, LLC. The additional units are not reflected in investment income during the period received but are recorded as an adjustment to the cost of the security. For the year ended November 30, 2018, the Fund received the following paid-in-kind stock dividends:

Enbridge Energy Management, LLC	\$ 679,626
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*Master Limited Partnerships:* Entities commonly referred to as MLPs are generally organized under state law as limited partnerships or limited liability companies. The Fund invests in MLPs receiving partnership taxation treatment under the Internal Revenue Code of 1986, as amended (the Code), and whose interest or units are traded on securities exchanges like shares of corporate stock. To be treated as a partnership for U.S. federal income tax purposes, an MLP whose units are traded on a securities exchange must receive at least 90% of its income from qualifying sources such as interest, dividends, real property rents, gains on dispositions of real property, income and gains from mineral or

natural resources activities, income and gains from the transportation or storage of certain fuels, and, in certain circumstances, income and gains from commodities or futures, forwards and options on commodities. Mineral or natural resources activities include exploration, development, production,

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COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

processing, mining, refining, marketing and transportation (including pipelines) of oil and gas, minerals, geothermal energy, fertilizer, timber or industrial source carbon dioxide. An MLP consists of a general partner and limited partners (or in the case of MLPs organized as limited liability companies, a managing member and members). The general partner or managing member typically controls the operations and management of the MLP and has an ownership stake in the partnership or limited liability company. The limited partners or members, through their ownership of limited partner or member interests, provide capital to the entity, are intended to have no role in the operation and management of the entity and receive cash distributions. The Fund's investments in MLPs consist only of limited partner or member interests ownership. The MLPs themselves generally do not pay U.S. federal income taxes and unlike investors in corporate securities, direct MLP investors are generally not subject to double taxation (i.e., corporate level tax and tax on corporate dividends). Currently, most MLPs operate in the energy and/or natural resources sector.

*Foreign Currency Translation:* The books and records of the Fund are maintained in U.S. dollars. Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars based upon prevailing exchange rates on the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollars based upon prevailing exchange rates on the respective dates of such transactions. The Fund does not isolate that portion of the results of operations resulting from fluctuations in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, including gains and losses on forward foreign currency exchange contracts, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the values of assets and liabilities, other than investments in securities, on the date of valuation, resulting from changes in exchange rates. Pursuant to U.S. federal income tax regulations, certain foreign currency gains/losses included in realized and unrealized gain/loss are included in or are a reduction of ordinary income for federal income tax purposes.

*Dividends and Distributions to Shareholders:* The Fund makes regular monthly distributions pursuant to the Policy. Dividends from net investment income, if any, are declared quarterly and paid monthly. Dividends and distributions to shareholders are recorded on the ex-dividend date and are automatically reinvested in full and fractional shares of the Fund in accordance with the Fund's Reinvestment Plan, unless the shareholder has elected to have them paid in cash.

Distributions paid by the Fund are subject to recharacterization for tax purposes. Based upon the results of operations for the year ended November 30, 2018, a significant portion of the distributions have been characterized as distributions from tax return of capital.

*Income Taxes:* The Fund, which is treated as a C corporation for U.S. Federal income tax purposes, is obligated to pay federal and state income tax on its taxable income. The Fund invests its assets primarily in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Fund reports its

allocable share of the MLPs taxable income in computing

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COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

its own taxable income. Deferred income taxes reflect (i) taxes on unrealized gains (losses), which are attributable to the temporary difference between fair market value and tax basis, (ii) the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and (iii) the net tax benefit of accumulated net operating and capital losses. To the extent the Fund has a deferred tax asset, consideration is given as to whether or not a valuation allowance, which would offset some or all of the deferred tax asset, is required. A valuation allowance is required if based on the evaluation criterion provided by ASC 740, Income Taxes, it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, the duration of statutory carryforward periods and the associated risk that operating and capital loss carryforwards may expire unused. From time to time, as new information becomes available, the Fund modifies its estimates or assumptions regarding the deferred tax asset or liability.

The Tax Cuts and Jobs Act (Tax Reform Bill) was signed into law on December 22, 2017. The Tax Reform Bill includes changes to the corporate income tax rate and alternative minimum tax (AMT) and modifications to the net operating loss (NOL) deduction. Prior to enactment, the highest marginal federal income tax rate was 35%. The Tax Reform Bill reduced the corporate income tax rate to 21%. The Fund's valuation allowance was correspondingly reduced to reflect the new federal income tax rate and as a result, the change in the rate had no impact on the Fund's NAV. For tax years beginning after December 31, 2017 the Tax Reform Bill repealed the corporate AMT. The Tax Reform Bill eliminated the NOL carryback ability and replaced the 20 year carryforward period with an indefinite carryforward period for any NOLs arising in tax years ending after December 31, 2017. The Tax Reform Bill also established a limitation for any NOLs generated in tax years beginning after December 31, 2017 to the lesser of the aggregate of available NOLs or 80% of taxable income before any NOL utilization. For the Fund, the NOL limitation will be applied to NOLs that arise after its fiscal year-end of November 30, 2018.

For all open tax years and for all major jurisdictions, management of the Fund has analyzed and concluded that there are no significant uncertain tax positions that would require recognition in the financial statements. Furthermore, management of the Fund is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months. The Fund's tax positions for the tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and by state departments of revenue.

Note 2. Investment Advisory Fees, Administration Fees and Other Transactions with Affiliates

*Investment Advisory Fees:* Cohen & Steers Capital Management, Inc. serves as the Fund's investment advisor pursuant to an investment advisory agreement (the investment advisory agreement). Under the terms of the investment advisory agreement, the investment advisor provides the Fund with day-to-day investment decisions and generally manages the Fund's investments in accordance with the stated policies of the Fund, subject to the supervision of the Board of Directors.

For the services provided to the Fund, the investment advisor receives a fee, accrued daily and paid monthly, at the annual rate of 1.00% of the average daily managed assets of the Fund. Managed





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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## NOTES TO FINANCIAL STATEMENTS (Continued)

assets are equal to the net assets of the common shares plus the amount of any borrowings, used for leverage, outstanding.

Under subadvisory agreements between the investment advisor and each of Cohen & Steers Asia Limited and Cohen & Steers UK Limited (collectively, the subadvisors), affiliates of the investment advisor, the subadvisors are responsible for managing the Fund's investments in certain non-U.S. holdings. For their services provided under the subadvisory agreements, the investment advisor (not the Fund) pays the subadvisors. The investment advisor allocates 50% of the investment advisory fee received from the Fund among itself and each subadvisor based on the portion of the Fund's average daily managed assets managed by the investment advisor and each subadvisor.

*Administration Fees:* The Fund has entered into an administration agreement with the investment advisor under which the investment advisor performs certain administrative functions for the Fund and receives a fee, accrued daily and paid monthly, at the annual rate of 0.08% of the average daily managed assets of the Fund. For the year ended November 30, 2018, the Fund incurred \$319,482 in fees under this administration agreement. Additionally, the Fund pays State Street Bank and Trust Company as co-administrator under a fund accounting and administration agreement.

*Directors and Officers Fees:* Certain directors and officers of the Fund are also directors, officers and/or employees of the investment advisor. The Fund does not pay compensation to directors and officers affiliated with the investment advisor except for the Chief Compliance Officer, who received compensation from the investment advisor, which was reimbursed by the Fund, in the amount of \$4,563 for the year ended November 30, 2018.

### Note 3. Purchases and Sales of Securities

Purchases and sales of securities, excluding short-term investments, for the year ended November 30, 2018, totaled \$233,681,786 and \$225,454,073, respectively.

### Note 4. Income Tax Information

The tax character of dividends and distributions paid was as follows:

	For the Year Ended November 30,	
	2018	2017
Ordinary income	\$ 14,791,374	\$ 5,375,074
Return of capital	9,965,672	19,381,972
<b>Total dividends and distributions</b>	<b>\$ 24,757,046</b>	<b>\$ 24,757,046</b>



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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## NOTES TO FINANCIAL STATEMENTS (Continued)

As of November 30, 2018, the federal tax cost and net unrealized appreciation (depreciation) in value of investments held were as follows:

Cost of investments in securities for federal income tax purposes	\$ 347,387,966
Gross unrealized appreciation on investments	\$ 50,703,591
Gross unrealized depreciation on investments	(20,035,909)
Net unrealized appreciation (depreciation) on investments	\$ 30,667,682

The Fund's income tax expense/(benefit) for the year ended November 30, 2018 consists of the following:

	Deferred
Federal	\$ 21,399,657
State	146,180
Valuation Allowance	(21,545,837)
Total tax expense/(benefit)	\$

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting and tax purposes. Components of the Fund's deferred tax assets and liabilities as of November 30, 2018, are as follows:

Deferred tax assets:	
Net operating loss	\$ 20,539,998
Capital loss carryforward	14,647,271
Passive activity losses	138,176
Other	40,590
Valuation allowance	(28,324,950)
Total deferred tax asset	7,041,085
Deferred tax liabilities:	
Unrealized gain on investments	(7,041,085)

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Total net deferred tax asset/(liability) \$

Other deferred tax assets represents net operating and capital losses for certain MLP securities held in the portfolio at November 30, 2018 which will be available upon disposition of these securities.

The Fund reviews the recoverability of its deferred tax assets based upon the weight of the available evidence. When assessing, the Fund's management considers available carrybacks, reversing temporary taxable differences, and tax planning, if any. As a result of management's analysis of the recoverability of the Fund's deferred tax assets, as of November 30, 2018, the Fund recorded a valuation allowance of \$28,324,950. The Fund will continue to assess the need for a valuation allowance

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## NOTES TO FINANCIAL STATEMENTS (Continued)

in the future. Significant increases in the fair value of its portfolio of investments may change the Fund's assessment of the recoverability of these assets and may result in the removal of the valuation allowance against all or a portion of the Fund's gross deferred tax assets.

Total income tax expense/(benefit) (current and deferred) has been computed by applying the federal statutory income tax rate of 21% plus a blended state income tax rate of 2.0% to the Fund's net investment income and realized and unrealized gains (losses) on investments before taxes for the year ended November 30, 2018, as follows:

	Deferred
Application of statutory income tax expense	\$ 2,506,442
State income taxes, net of federal expense	239,556
Tax benefit on permanent items	(113,261)
Change in estimated federal and state deferred tax rate*	18,913,100
Change in valuation allowance	(21,545,837)
 Total income tax benefit	 \$

\*The tax rate change listed in the table above is reflective of the change in deferred tax assets and liabilities due to the federal corporate tax rate change enacted by the Tax Reform Bill as of December 22, 2017 (date of enactment). For tax years beginning after December 31, 2017, corporations will be taxed at a flat rate of 21%.

The Fund's tax expense or benefit, if any, is included in the Statement of Operations based on the component of income or gains (losses) to which such expense or benefit relates.

Net operating loss carryforwards of \$90,471,155 are available to offset future taxable income. For net operating losses generated prior to December 31, 2017, net operating loss carryforwards can be carried forward for 20 years and, accordingly, would begin to expire as of November 30, 2033. For tax years after December 31, 2017, net operating losses generated by the fund in the future are eligible to be carried forward indefinitely. The Fund has net operating loss carryforwards for federal income tax purposes as follows:

Year Ended	Amount	Expiration
November 30, 2013	\$ 1,343,285	November 30, 2033
November 30, 2014	19,633,915	November 30, 2034
November 30, 2015	36,870,973	November 30, 2035
November 30, 2016	9,144,606	November 30, 2036
November 30, 2017	17,275,929	November 30, 2037
November 30, 2018	6,202,447	Indefinite



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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

## NOTES TO FINANCIAL STATEMENTS (Continued)

Net capital loss carryforwards of \$63,664,135 are available to offset future capital gains. Capital loss carryforwards can be carried forward for 5 years. The Fund has net capital loss carryforwards for federal income tax purposes as follows:

Year Ended	Amount	Expiration
November 30, 2016	\$ 63,664,135	November 30, 2021

During the year ended November 30, 2018, the Fund utilized net capital loss carryforwards of \$27,597,024.

**Note 5. Capital Stock**

The Fund is authorized to issue 250 million shares of common stock at a par value of \$0.001 per share.

During the year ended November 30, 2018 and November 30, 2017, the Fund did not issue any shares of common stock for the reinvestment of dividends.

On December 5, 2017, the Board of Directors approved the continuation of the delegation of its authority to management to effect repurchases, pursuant to management's discretion and subject to market conditions and investment considerations, of up to 10% of the Fund's common shares outstanding (Share Repurchase Program) as of January 1, 2018 through December 31, 2018.

During the year ended November 30, 2018 and November 30, 2017, the Fund did not effect any repurchases.

**Note 6. Borrowings**

The Fund has entered into an amended and restated credit agreement (the credit agreement) with BNP Paribas Prime Brokerage International, Ltd. (BNPP) in which the Fund pays a monthly financing charge based on a combination of LIBOR-based variable and fixed rates. The Fund may pay a fee of 0.45% per annum on any unused portion of the credit agreement. Under the amended agreement, the Fund may draw on the credit line up to the maximum \$225,000,000 commitment amount on one day's notice to, and with approval by, BNPP.

BNPP may not change certain terms of the credit agreement except upon 360 days' notice. Also, if the Fund violates certain other conditions, the credit agreement may be terminated. The Fund is required to pledge portfolio securities as collateral in an amount up to two times the loan balance outstanding (or more depending on the terms of the credit agreement) and has granted a security interest in the securities pledged to, and in favor of, BNPP as security for the loan balance outstanding.

If the Fund fails to meet certain requirements, or maintain other financial covenants required under the credit agreement, the Fund may be required to repay immediately, in part or in full, the loan balance outstanding under the credit agreement, necessitating the sale of portfolio securities at potentially inopportune times. The Fund may, upon prior written notice to BNPP, prepay all or a portion of the fixed rate portions of the credit facility. The Fund may

have to pay a breakage fee with respect to a prepayment of all or a portion of the fixed rate financing under the credit facility.



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COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

On February 24, 2015, the Fund amended its credit agreement in order to extend the term length of the 5-year and 6-year fixed-rate tranches, originally expiring in 2018 and 2019, by three years, now expiring in 2021 and 2022, respectively. The new rates will increase and become effective as the extended fixed-rate tranches become effective. In connection with the extension, the Fund paid an arrangement fee based on the aggregate fixed rate financing amount.

As of November 30, 2018, the Fund had outstanding borrowings of \$117,000,000. During the year ended November 30, 2018, the Fund borrowed an average daily balance of \$110,687,671 at a weighted average borrowing cost of 2.38%.

Note 7. Other Risks

*MLP Investment Risk:* An investment in MLPs involves risks that differ from a similar investment in equity securities, such as common stock, of a corporation. Holders of equity securities issued by MLPs have the rights typically afforded to limited partners in a limited partnership. As compared to common shareholders of a corporation, holders of such equity securities have more limited control and limited rights to vote on matters affecting the partnership. MLPs may have additional expenses, as some MLPs pay incentive distribution fees to their general partners. Additionally, conflicts of interest may exist among common unit holders, subordinated unit holders and the general partner or managing member of an MLP; for example a conflict may arise as a result of incentive distribution payments.

MLPs may have comparatively smaller capitalizations relative to issuers whose securities are included in major benchmark indexes which presents unique investment risks. MLPs and other small capitalization companies often have limited product lines, markets, distribution channels or financial resources, and the management of such companies may be dependent upon one or a few key people. The market movements of equity securities issued by MLPs and other small capitalization companies may be more abrupt or erratic than the market movements of equity securities of larger, more established companies or the stock market in general. MLPs and other smaller capitalization companies have sometimes gone through extended periods when they did not perform as well as larger companies. In addition, equity securities of smaller capitalization companies generally are less liquid than those of larger companies. This means that the Fund could have greater difficulty selling such securities at the time and price that the Fund would like.

MLPs are subject to significant regulation and may be adversely affected by changes in the regulatory environment. The value of MLPs depends largely on the MLPs being treated as partnerships for U.S. federal income tax purposes. If MLPs were subject to U.S. federal income taxation as a corporation, the MLPs would be required to pay U.S. federal income tax on their taxable income which would have the effect of reducing the amount of cash available for distribution to the MLP unitholders. This would also cause any such distributions received by the Fund to be taxed as dividend income to the extent of the MLP's current or accumulated earnings and profits. As a result, after-tax returns could be reduced, which could cause a decline in the value of MLPs.

*Energy Sector Risk:* The Fund is subject to more risks related to the energy sector than if the Fund were more broadly diversified over numerous sectors of the economy. A downturn in the energy sector of the economy could have a

larger impact on the Fund than on an investment company that does not

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COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

concentrate in the sector. In addition, there are several specific risks associated with investments in the energy sector, including the following: Commodity Price Risk, Depletion Risk, Supply and Demand Risk, Regulatory Risk, Acquisition Risk, Weather Risks, Exploration Risk, Catastrophic Event Risk, Interest Rate Transaction Risk, Affiliated Party Risk and Limited Partner Risk and Risks of Subordinated MLP Units. MLPs which invest in the energy industry may be highly volatile due to significant fluctuation in the prices of energy commodities as well as political and regulatory developments.

*Market Volatility Risk:* Under normal market conditions, the Fund will invest at least 80% of its managed assets in energy-related MLPs and companies that are involved in the exploration, production, gathering, transportation, processing, storage, refining, distribution or marketing of natural gas, natural gas liquids (including propane), crude oil, refined petroleum products, coal or other energy sources (Related Companies). The Fund's strategy of focusing its investments in MLPs and Related Companies means that the performance of the Fund will be closely tied to the performance of the energy infrastructure industry. Market volatility in the energy markets may significantly affect the performance of the energy infrastructure industry, as well as the performance of the MLPs and Related companies in which the Fund invests. In addition, volatility in the energy markets may affect the ability of MLPs and Related Companies to finance capital expenditures and new acquisitions and to maintain or increase distributions to investors due to a lack of access to capital.

*Interest Rate Risk to MLPs and Related Companies:* Rising interest rates could increase the costs of capital thereby increasing operating costs and reducing the ability of MLPs and other entities operating in the energy sector to carry out acquisitions or expansions in a cost-effective manner. As a result, rising interest rates could negatively affect the financial performance of MLPs and other entities operating in the energy sector. Rising interest rates may also impact the price of the securities of MLPs and other entities operating in the energy sector as the yields on alternative investments increase. These risks may be greater in the current market environment because certain interest rates are at historically low levels.

*Counterparty Risk:* Weakening energy market fundamentals may increase counterparty risk and impact MLP profitability. Specifically, energy companies suffering financial distress may be able to abrogate contracts with MLPs, decreasing or eliminating sources of revenue.

*Liquidity Risk:* Although the equity securities, including those of the MLPs, in which the Fund invests generally trade on major stock exchanges, certain securities may trade less frequently, particularly those of MLPs and other issuers with smaller capitalizations. Securities with limited trading volumes may display volatile or erratic price movements. Also, the Fund may be one of the largest investors in certain sub-sectors of the energy or natural resource sectors. Thus, it may be more difficult for the Fund to buy and sell significant amounts of such securities without an unfavorable impact on prevailing market prices. Larger purchases or sales of these securities by the Fund in a short period of time may cause abnormal movements in the market price of these securities. As a result, these securities may be difficult to dispose of at a fair price at the times when the investment advisor believes it is desirable to do so.

*Leverage Risk:* The use of leverage is a speculative technique and there are special risks and costs associated with leverage. The net asset value of the Fund's shares may be reduced by the issuance and ongoing costs of leverage. So long as the Fund is able to invest in securities that produce an investment yield that is greater than the total cost of

leverage, the leverage strategy will produce higher current net investment income for the shareholders. On the other hand, to the extent that the total cost of leverage

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Continued)

exceeds the incremental income gained from employing such leverage, shareholders would realize lower net investment income. In addition to the impact on net income, the use of leverage will have an effect of magnifying capital appreciation or depreciation for shareholders. Specifically, in an up market, leverage will typically generate greater capital appreciation than if the Fund were not employing leverage. Conversely, in down markets, the use of leverage will generally result in greater capital depreciation than if the Fund had been unlevered. To the extent that the Fund is required or elects to reduce its leverage, the Fund may need to liquidate investments, including under adverse economic conditions which may result in capital losses potentially reducing returns to shareholders. There can be no assurance that a leveraging strategy will be successful during any period in which it is employed.

*Foreign (Non-U.S.) Securities Risk:* The Fund directly purchases securities of foreign issuers. Risks of investing in foreign securities, which can be expected to be greater for investments in emerging markets, include currency risks, future political and economic developments and possible imposition of foreign withholding taxes on income or proceeds payable on the securities. In addition, there may be less publicly available information about a foreign issuer than about a domestic issuer, and foreign issuers may not be subject to the same accounting, auditing and financial recordkeeping standards and requirements as domestic issuers. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than securities of comparable U.S. issuers.

*Non-Diversification Risk:* As a non-diversified investment company, the Fund can invest in fewer individual companies than a diversified investment company. As a result, the Fund is more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests. The Fund's relative lack of diversity may subject investors to greater risk of loss than a fund that has a diversified portfolio.

*Preferred Securities Risk:* Preferred securities are subject to credit risk, which is the risk that a security will decline in price, or the issuer of the security will fail to make dividend, interest or principal payments when due, because the issuer experiences a decline in its financial status. Preferred securities are also subject to interest rate risk and may decline in value because of changes in market interest rates. The Fund may be subject to a greater risk of rising interest rates than would normally be the case in an environment of low interest rates and the effect of potential government fiscal policy initiatives and resulting market reaction to those initiatives. In addition, an issuer may be permitted to defer or omit distributions. Preferred securities are also generally subordinated to bonds and other debt instruments in a company's capital structure. During periods of declining interest rates, an issuer may be able to exercise an option to redeem (call) its issue at par earlier than scheduled, and the Fund may be forced to reinvest in lower yielding securities. Certain preferred securities may be substantially less liquid than many other securities, such as common stocks. Generally, preferred security holders have no voting rights with respect to the issuing company unless certain events occur. Certain preferred securities may give the issuers special redemption rights allowing the securities to be redeemed prior to a specified date if certain events occur, such as changes to tax or securities laws.

*Geopolitical Risk:* Occurrence of global events similar to those in recent years, such as war, terrorist attacks, natural or environmental disasters, country instability, infectious disease epidemics, market instability, debt crises and downgrades, embargoes, tariffs, sanctions and other trade barriers and other governmental trade or market control programs, the potential exit of a country from its



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COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

respective union and related geopolitical events, may result in market volatility and may have long-lasting impacts on both the U.S. and global financial markets. Additionally, those events, as well as other changes in foreign and domestic political and economic conditions, could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, secondary trading, credit ratings, inflation, investor sentiment and other factors affecting the value of the Fund's investments. The decision of the United Kingdom (UK) to exit from the European Union following the June 2016 vote on the matter (referred to as Brexit) may cause uncertainty and thus adversely impact financial results of the Fund and the global financial markets. Growing tensions, including trade disputes, between the United States and other nations, or among foreign powers, and possible diplomatic, trade or other sanctions could adversely impact the global economy, financial markets and the Fund. The strengthening or weakening of the U.S. dollar relative to other currencies may, among other things, adversely affect the Fund's investments denominated in non-U.S. dollar currencies. It is difficult to predict when similar events affecting the U.S. or global financial markets may occur, the effects that such events may have, and the duration of those effects.

*Regulatory Risk:* The U.S. government has proposed and adopted multiple regulations that could have a long-lasting impact on the Fund and on the mutual fund industry in general. The U.S. Securities and Exchange Commission's (SEC) final rules and amendments to modernize reporting and disclosure, along with other potential upcoming regulations, could, among other things, restrict and/or increase the cost of the Fund's ability to engage in transactions and/or increase overall expenses of the Fund. In addition, the SEC, Congress, various exchanges and regulatory and self-regulatory authorities, both domestic and foreign, have undertaken reviews of the use of derivatives by registered investment companies, which could affect the nature and extent of derivatives used by the Fund. While the full extent of these regulations is still unclear, these regulations and actions may adversely affect the instruments in which the Fund invests and its ability to execute its investment strategy. Similarly, regulatory developments in other countries may have an unpredictable and adverse impact on the Fund.

*LIBOR Risk:* Many financial instruments use or may use a floating rate based on the London Interbank Offered Rate, or LIBOR, which is the offered rate for short-term Eurodollar deposits between major international banks. On July 27, 2017, the head of the United Kingdom's Financial Conduct Authority announced a desire to phase out the use of LIBOR by the end of 2021. There remains uncertainty regarding the future utilization of LIBOR and the nature of any replacement rate. As such, the potential effect of a transition away from LIBOR on the Fund or the financial instruments in which the Fund invests cannot yet be determined. When LIBOR is discontinued the LIBOR replacement rate may be lower than market expectations, which could have an adverse impact on the value of preferred and debt securities with floating or fixed-to-floating rate coupons.

Note 8. Other

In the normal course of business, the Fund enters into contracts that provide general indemnifications. The Fund's maximum exposure under these arrangements is dependent on claims that may be made against the Fund in the future and, therefore, cannot be estimated; however, based on experience, the risk of material loss from such claims is considered remote.





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COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

Note 9. New Accounting Guidance

In August 2016, the Financial Accounting Standards Board (FASB) issued a new Accounting Standards Update (ASU) No. 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments*, a consensus of the FASB's Emerging Issues Task Force (ASU 2016-15). ASU 2016-15 is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The issues addressed in ASU 2016-15 are: debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, distributions received from equity method investments, beneficial interests in securitization transactions; and, separately identifiable cash flows and application of the predominance principle. ASU 2016-15 is effective for interim and annual reporting periods beginning after December 15, 2017. The Fund does not expect the adoption of the new standard to have a material effect on its financial statements and related disclosures.

In November 2016, the FASB issued a new ASU No. 2016-18, *Statement of Cash Flows (Topic 230), Restricted Cash*, a consensus of the FASB's Emerging Issues Task Force (ASU 2016-18). ASU 2016-18 requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in ASU 2016-18 do not provide a definition of restricted cash or restricted cash equivalents. ASU 2016-18 is effective for interim and annual reporting periods beginning after December 15, 2017. The Fund does not expect the adoption of the new standard to have a material effect on its financial statements and related disclosures.

In March 2017, the FASB issued ASU No. 2017-08, *Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*. The amendments in the ASU shorten the amortization period for certain callable debt securities, held at a premium, to be amortized to the earliest call date. The ASU is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018. The adoption will have no effect on the Fund's net assets or results of operations.

In August 2018, the Financial Accounting Standards Board (FASB) issued a new Accounting Standards Update (ASU) No. 2018-13, *Fair Value Measurement (Topic 820), Disclosure Framework- Changes to the Disclosure Requirements for Fair Value Measurement*. The amendments to ASU 2018-13 are intended to improve the effectiveness of disclosures in the notes to financial statements through modifications to disclosure requirements on fair value measurements. ASU 2018-13 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted. The Fund has adopted the amended disclosures permissible under the update. The adoption had no effect on the Fund's net assets or results of operations.

In August 2018, the SEC adopted amendments to Regulation S-X which are intended to facilitate the disclosure of information to investors and simplify compliance without significantly altering the



**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Continued)

information provided to investors. The amendments include eliminating the requirement to: separately state book basis components of net assets on the Statement of Assets & Liabilities; separately state the sources of distributions paid (except tax return of capital distributions must still be separately disclosed) on the Statement of Changes in Net Assets; and state the book basis amount of undistributed net investment income on the Statement of Changes in Net Assets. The Fund adopted the amendments within the financial statements for the year ended November 30, 2018, which had no effect on the Fund's net assets or results of operations.

Note 10. Subsequent Events

Management has evaluated events and transactions occurring after November 30, 2018 through the date that the financial statements were issued, and has determined that no additional disclosure in the financial statements is required.

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

Cohen & Steers MLP Income and Energy Opportunity Fund, Inc.

*Opinion on the Financial Statements*

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of Cohen & Steers MLP Income and Energy Opportunity Fund, Inc. (the Fund) as of November 30, 2018, the related statements of operations and cash flows for the year ended November 30, 2018, the statement of changes in net assets for each of the two years in the period ended November 30, 2018, including the related notes, and the financial highlights for each of the five years in the period ended November 30, 2018 (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of November 30, 2018, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period ended November 30, 2018 and the financial highlights for each of the five years in the period ended November 30, 2018 in conformity with accounting principles generally accepted in the United States of America.

*Basis for Opinion*

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of November 30, 2018 by correspondence with the custodian, transfer agent and brokers; when replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

New York, New York

January 28, 2019

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We have served as the auditor of one or more investment companies in the Cohen & Steers family of mutual funds since 1991.

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**
**AVERAGE ANNUAL TOTAL RETURNS**

(Periods ended November 30, 2018) (Unaudited)

Based on Net Asset Value			Based on Market Value		
One Year	5 Years	Since Inception (3/26/13)	One Year	5 Years	Since Inception (3/26/13)
4.50%	5.12%	3.64%	2.12%	4.85%	6.05%

*The performance data quoted represent past performance. Past performance is no guarantee of future results. The investment return will vary and the principal value of an investment will fluctuate and shares, if sold, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data quoted. Performance results reflect the effect of leverage from utilization of borrowings under a credit agreement. Current total returns of the Fund can be obtained by visiting our website at [cohenandsteers.com](http://cohenandsteers.com). The Fund's returns assume the reinvestment of all dividends and distributions at prices obtained under the Fund's dividend reinvestment plan.*

**REINVESTMENT PLAN**

The Fund has a dividend reinvestment plan commonly referred to as an "opt-out" plan (the Plan). Each common shareholder who participates in the Plan will have all distributions of dividends and capital gains (Dividends) automatically reinvested in additional common shares by Computershare as agent (the Plan Agent). Shareholders who elect not to participate in the Plan will receive all Dividends in cash paid by check mailed directly to the shareholder of record (or if the shares are held in street or other nominee name, then to the nominee) by the Plan Agent, as dividend disbursing agent. Shareholders whose common shares are held in the name of a broker or nominee should contact the broker or nominee to determine whether and how they may participate in the Plan.

The Plan Agent serves as agent for the shareholders in administering the Plan. After the Fund declares a Dividend, the Plan Agent will, as agent for the shareholders, either: (i) receive the cash payment and use it to buy common shares in the open market, on the NYSE or elsewhere, for the participants' accounts or (ii) distribute newly issued common shares of the Fund on behalf of the participants.

The Plan Agent will receive cash from the Fund with which to buy common shares in the open market if, on the Dividend payment date, the net asset value (NAV) per share exceeds the market price per share plus estimated brokerage commissions on that date. The Plan Agent will receive the Dividend in newly issued common shares of the Fund if, on the Dividend payment date, the market price per share plus estimated brokerage commissions equals or exceeds the NAV per share of the Fund on that date. The number of shares to be issued will be computed at a per share rate equal to the greater of (i) the NAV or (ii) 95% of the closing market price per share on the payment date.

If the market price per share is less than the NAV on a Dividend payment date, the Plan Agent will have until the last business day before the next ex-dividend date for the common stock, but in no event more than 30 days after the Dividend payment date (as the case may be, the Purchase Period), to invest the Dividend amount in shares acquired in open market purchases. If at the close of business on any day during the Purchase Period on which NAV is calculated the NAV equals or is less than the market price per share plus estimated brokerage commissions, the Plan Agent will cease making open market purchases and the uninvested portion of such Dividends shall be filled through the issuance of



**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

new shares of common stock from the Fund at the price set forth in the immediately preceding paragraph.

Participants in the Plan may withdraw from the Plan upon notice to the Plan Agent. Such withdrawal will be effective immediately if received not less than ten days prior to a Dividend record date; otherwise, it will be effective for all subsequent Dividends. If any participant elects to have the Plan Agent sell all or part of his or her shares and remit the proceeds, the Plan Agent is authorized to deduct a \$15.00 fee plus \$0.10 per share brokerage commissions.

The Plan Agent's fees for the handling of reinvestment of Dividends will be paid by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent's open market purchases in connection with the reinvestment of Dividends. The automatic reinvestment of Dividends will not relieve participants of any income tax that may be payable or required to be withheld on such Dividends.

The Fund reserves the right to amend or terminate the Plan. All correspondence concerning the Plan should be directed to the Plan Agent at 800-432-8224.

**OTHER INFORMATION**

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities is available (i) without charge, upon request, by calling 800-330-7348, (ii) on our website at [cohenandsteers.com](http://cohenandsteers.com) or (iii) on the Securities and Exchange Commission's (the SEC) website at <http://www.sec.gov>. In addition, the Fund's proxy voting record for the most recent 12-month period ended June 30 is available by August 31 of each year (i) without charge, upon request, by calling 800-330-7348 or (ii) on the SEC's website at <http://www.sec.gov>.

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available (i) without charge, upon request by calling 800-330-7348, or (ii) on the SEC's website at <http://www.sec.gov>. In addition, the Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 800-SEC-0330.

Please note that distributions paid by the Fund to shareholders are subject to recharacterization for tax purposes and are taxable up to the amount of the Fund's current or accumulated earnings and profits. Distributions in excess of the Fund's current earnings and profits are a return of capital distributed from the Fund's assets. The final tax treatment of all distributions is reported to shareholders on their 1099-DIV forms, which are mailed after the close of each calendar year. Distributions of capital decrease the Fund's total assets and, therefore, could have the effect of increasing the Fund's expense ratio. In addition, in order to make these distributions, the Fund may have to sell portfolio securities at a less than opportune time.

Notice is hereby given in accordance with Rule 23c-1 under the 1940 Act that the Fund may purchase, from time to time, shares of its common stock in the open market.

*Change to Portfolio Managers*

Effective December 31, 2018, Robert Becker no longer serves as a portfolio manager to the Fund. Ben Morton and Tyler Rosenlicht will remain portfolio managers of the Fund.





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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

*Change in Board of Directors*

Director Frank Ross retired on December 31, 2018 pursuant to the Fund's mandatory retirement policy.

**APPROVAL OF INVESTMENT ADVISORY AND SUBADVISORY AGREEMENTS**

The Board of Directors of the Fund, including a majority of the directors who are not parties to the Fund's investment advisory agreement and subadvisory agreements (the Advisory Agreements), or interested persons of any such party (the Independent Directors), has the responsibility under the Investment Company Act of 1940 to approve the Fund's Advisory Agreements for their initial two-year term and their continuation annually thereafter at a meeting of the Board of Directors called for the purpose of voting on the approval or continuation. The Advisory Agreements were discussed at a meeting of the Independent Directors held on June 5, 2018 and at meetings of the full Board of Directors held in person on March 20, 2018 and June 12, 2018. At the meeting of the full Board of Directors on June 12, 2018, the Advisory Agreements were discussed and were unanimously continued for a term ending June 30, 2019 by the Fund's Board of Directors, including the Independent Directors. The Independent Directors were represented by independent counsel who assisted them in their deliberations during the meetings and executive sessions.

In considering whether to continue the Advisory Agreements, the Board of Directors reviewed materials provided by an independent data provider, which included, among other things, fee, expense and performance information compared to peer funds (the Peer Funds) and performance comparisons to a larger category universe; summary information prepared by the Fund's investment advisor (the Investment Advisor); and a memorandum from Fund counsel outlining the legal duties of the Board of Directors. The Board of Directors also spoke directly with representatives of the independent data provider and met with investment advisory personnel. In addition, the Board of Directors considered information provided from time to time by the Investment Advisor throughout the year at meetings of the Board of Directors, including presentations by portfolio managers relating to the investment performance of the Fund and the investment strategies used in pursuing the Fund's objective. In particular, the Board of Directors considered the following:

*(i) The nature, extent and quality of services to be provided by the Investment Advisor and the Subadvisors:* The Board of Directors reviewed the services that the Investment Advisor and the sub-investment advisors (the Subadvisors) provide to the Fund, including, but not limited to, making the day-to-day investment decisions for the Fund, placing orders for the investment and reinvestment of the Fund's assets, furnishing information to the Board of Directors of the Fund regarding the Fund's portfolio, providing individuals to serve as Fund officers, and, for the Investment Advisor, generally managing the Fund's investments in accordance with the stated policies of the Fund. The Board of Directors also discussed with officers and portfolio managers of the Fund the types of investments made on behalf of the Fund. Additionally, the Board of Directors took into account the services provided by the Investment Advisor and the Subadvisors to other funds and accounts, including those that have investment objectives and strategies similar to those of the Fund. The Board of Directors also considered the education, background and experience of the Investment Advisor's and Subadvisors' personnel, particularly noting the potential benefit that the portfolio managers' work experience and favorable reputation can have on the Fund. The Board of Directors further noted the Investment Advisor's and Subadvisors' ability to attract qualified and experienced personnel. The Board of

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

Directors also considered the administrative services provided by the Investment Advisor, including compliance and accounting services. After consideration of the above factors, among others, the Board of Directors concluded that the nature, extent and quality of services provided by the Investment Advisor and Subadvisors are satisfactory and appropriate.

*(ii) Investment performance of the Fund and the Investment Advisor and Subadvisors:* The Board of Directors noted that the Fund has been in existence since March 26, 2013 and considered the investment performance of the Fund compared to Peer Funds and compared to a relevant broad-based benchmark and a relevant blended benchmark. The Board of Directors noted that the Fund outperformed the Peer Funds' median for the one- and five-year periods ended March 31, 2018, ranking in the first and second quintiles, respectively. The Board of Directors also noted that the Fund underperformed the Peer Funds' median for the three-year period ended March 31, 2018, ranking in the third quintile. The Board of Directors noted that the Fund outperformed the broad-based benchmark for the one-year period ended March 31, 2018 and underperformed the broad-based benchmark for the three- and five-year periods ended March 31, 2018. The Board of Directors also noted that the Fund underperformed the blended benchmark for the one-, three- and five-year periods ended March 31, 2018. The Board of Directors engaged in discussions with the Investment Advisor regarding the contributors to and detractors from the Fund's performance during the period, as well as the impact of leverage on the Fund's performance. The Board of Directors also considered supplemental information provided by the Investment Advisor, including a narrative summary of various factors affecting performance and the Investment Advisor's performance in managing other funds and products investing in master limited partnerships. The Board of Directors determined that Fund performance, in light of all the considerations noted above, supported the continuation of the Advisory Agreement.

*(iii) Cost of the services to be provided and profits to be realized by the Investment Advisor from the relationship with the Fund* The Board of Directors considered the contractual and actual management fees paid by the Fund, as well as the Fund's total expense ratios. As part of its analysis, the Board of Directors gave consideration to the fee and expense analyses provided by the independent data provider. The Board of Directors noted that the Fund's actual management fee at the managed asset level was higher than the Peer Funds' median, ranking in the fourth quintile. The Board of Directors also noted that the Fund's actual management fee at the common asset level was lower than the Peer Funds' median, ranking in the first quintile. The Board of Directors considered that the Fund's total expense ratio including investment-related expenses at managed and common asset levels were lower than the Peer Funds' medians, ranking in the first quintile for each. The Board of Directors noted that the Fund's total expense ratio excluding investment-related expenses at the managed asset level was higher than the Peer Funds' median, ranking in the third quintile. The Board of Directors also noted that the Fund's total expense ratio excluding investment-related expenses at common asset levels was lower than the Peer Funds' median, ranking in the third quintile. The Board considered the impact of leverage levels on the Fund's fees and expenses at managed and common asset levels. In light of the considerations above, the Board of Directors concluded that the Fund's current expense structure was satisfactory.

The Board of Directors also reviewed information regarding the profitability to the Investment Advisor of its relationship with the Fund. The Board of Directors considered the level of the Investment Advisor's profits and whether the profits were reasonable for the Investment Advisor. Since the Subadvisors are paid by the Investment Advisor (and not by the Fund) for investment services provided

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

to the Fund and are affiliates of the Investment Advisor, the Board of Directors considered the profitability of the Investment Advisor as a whole and did not consider the Subadvisors' separate profitability to be particularly relevant to their determination. The Board of Directors took into consideration other benefits to be derived by the Investment Advisor in connection with the Advisory Agreements, noting particularly the research and related services, within the meaning of Section 28(e) of the Securities Exchange Act of 1934, that the Investment Advisor receives by allocating the Fund's brokerage transactions. The Board of Directors further considered that the Investment Advisor continues to reinvest profits back in the business, including upgrading and/or implementing new trading, compliance and accounting systems, and by adding investment personnel to the portfolio management teams. The Board of Directors also considered the administrative services provided by the Investment Advisor and the associated administration fee paid to the Investment Advisor for such services under the Administration Agreement. The Board of Directors determined that the services received under the Administration Agreement are beneficial to the Fund. The Board of Directors concluded that the profits realized by the Investment Advisor from its relationship with the Fund were reasonable and consistent with the Investment Advisor's fiduciary duties.

*(iv) The extent to which economies of scale would be realized as the Fund grows and whether fee levels would reflect such economies of scale:* The Board of Directors noted that, as a closed-end fund, the Fund would not be expected to have inflows of capital that might produce increasing economies of scale. The Board of Directors determined that, given the Fund's closed-end structure, there were not significant economies of scale that were not being shared with shareholders. In considering economies of scale, the Board of Directors also noted, as discussed above in (iii), that the Investment Advisor continues to reinvest profits back in the business.

*(v) Comparison of services to be rendered and fees to be paid to those under other investment advisory contracts, such as contracts of the same and other investment advisors or other clients:* As discussed above in (iii), the Board of Directors compared the fees paid under the Advisory Agreements to those under other investment advisory contracts of other investment advisors managing Peer Funds. The Board of Directors also compared the services rendered, fees paid and profitability under the Advisory Agreements to those under the Investment Advisor's other fund management agreements and advisory contracts with institutional and other clients with similar investment mandates, noting that the Investment Advisor provides more services to the Fund than it does for institutional or subadvised accounts. The Board of Directors also considered the entrepreneurial risk and financial exposure assumed by the Investment Advisor in developing and managing the Fund that the Investment Advisor does not have with institutional and other clients and other differences in the management of registered investment companies and institutional accounts. The Board of Directors determined that on a comparative basis the fees under the Advisory Agreements were reasonable in relation to the services provided.

No single factor was cited as determinative to the decision of the Board of Directors, and each Director may have assigned different weights to the various factors. Rather, after weighing all of the considerations and conclusions discussed above, the Board of Directors, including the Independent Directors, unanimously approved the continuation of the Advisory Agreements.

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**
**MANAGEMENT OF THE FUND**

The business and affairs of the Fund are managed under the direction of the Board of Directors. The Board of Directors approves all significant agreements between the Fund and persons or companies furnishing services to it, including the Fund's agreements with its investment advisor, administrator or co-administrator, custodian and transfer agent. The management of the Fund's day-to-day operations is delegated to its officers, the investment advisor, administrator and co-administrator, subject always to the investment objective and policies of the Fund and to the general supervision of the Board of Directors.

The Board of Directors and officers of the Fund and their principal occupations during at least the past five years are set forth below.

Name, Address and Year of Birth <sup>1</sup>	Position(s) Held With Fund	Term of Office <sup>2</sup>	Principal Occupation (Including Other Directorships Held)	Number of Funds Within Fund Complex Overseen by Director	Length of Time Served <sup>3</sup>
<i>Interested Directors<sup>4</sup></i>					
Robert H. Steers Year of Birth: 1953	Director, Chairman	Until Next Election of Directors	Chief Executive Officer of Cohen & Steers Capital Management, Inc. (CSCM or the Advisor) and its parent, Cohen & Steers, Inc. (CNS) since 2014. Prior to that, Co-Chairman and Co-Chief Executive Officer of the Advisor since 2003 and CNS since 2004. Prior to that, Chairman of the Advisor; Vice President of Cohen & Steers Securities, LLC.	20	Since 1991
Joseph M. Harvey Year of Birth: 1963	Director	Until Next Election of Directors	President and Chief Investment Officer of the Advisor (since 2003) and President of CNS	20	Since 2014

(since 2004). Prior to that, Senior  
Vice President and Director of  
Investment Research of CSCM.

*(table continued on next page)*

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

(table continued from previous page)

Name, Address and Year of Birth <sup>1</sup>	Position(s) Held With Fund	Term of Office <sup>2</sup>	Principal Occupation During At Least The Past 5 Years (Including Other Directorships Held)	Number of Funds Within Fund Complex Overseen by Director (Including the Fund)	Length of Time Served <sup>3</sup>
<i>Disinterested Directors</i>					
Michael Clark Year of Birth: 1965	Director	Until Next Election of Directors	From 2006 to 2011, President and Chief Executive Officer of DWS Funds and Managing Director of Deutsche Asset Management.	20	Since 2011
Bonnie Cohen Year of Birth: 1942	Director	<sup>5</sup>	Consultant, Board Member, DC Public Library Foundation since 2012, President since 2014; Board Member, Telluride Mountain Film Festival since 2010; Trustee, H. Rubenstein Foundation since 1996; Trustee, District of Columbia Public Libraries from 2004 to 2014.	20	Since 2001
George Grossman Year of Birth: 1953	Director	Until Next Election of Directors	Attorney-at-law.	20	Since 1993
Dean Junkans Year of Birth: 1959	Director	Until Next Election of Directors	C.F.A.; Advisor to SigFig since July, 2018; Adjunct Professor and Executive-In-Residence, Bethel University since 2015; Chief Investment Officer at Wells Fargo Private Bank from 2004 to 2014	20	Since 2015

and Chief Investment Officer of the Wealth, Brokerage and Retirement group at Wells Fargo & Company from 2011 to 2014; Former member and Chair, Claritas Advisory Committee at the CFA Institute from 2013 to 2015; Board Member and Investment Committee member, Bethel University Foundation since 2010; formerly Corporate Executive Board Member of the National Chief Investment Officers Circle, 2010 to 2015; formerly, Member of the Board of Governors of the University of Wisconsin Foundation, River Falls, 1996 to 2004; U.S. Army Veteran, Gulf War.

*(table continued on next page)*



## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

(table continued from previous page)

Name, Address and Year of Birth <sup>1</sup>	Position(s) Held With Fund	Term of Office <sup>2</sup>	Principal Occupation During At Least The Past 5 Years (Including Other Directorships Held)	Number of Funds Within Fund Complex Overseen by Director (Including the Fund)	Length of Time Served <sup>3</sup>
Richard E. Kroon Year of Birth: 1942	Director	5	Former member of Investment Committee, Monmouth University from 2004 to 2016; Former Director, Retired Chairman and Managing Partner of Sprout Group venture capital funds, then an affiliate of Donaldson, Lufkin and Jenrette Securities Corporation from 1981 to 2001; Former Director of the National Venture Capital Association from 1997 to 2000, and Chairman for the year 2000.	20	Since 2004
Gerald J. Maginnis Year of Birth: 1955	Director	Until Next Election of Directors	Philadelphia Office Managing Partner, KPMG LLP from 2006 to 2015; Partner in Charge, KPMG Pennsylvania Audit Practice from 2002 to 2008; President, Pennsylvania Institute of Certified Public Accountants (PICPA) from 2014 to 2015; member, PICPA Board of Directors from 2012 to 2016; member, Council of the American Institute of Certified Public Accountants (AICPA)	20	Since 2015

from 2013 to 2017; member,  
Board of Trustees of AICPA  
Foundation since 2015.

*(table continued on next page)*

## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

*(table continued from previous page)*

Name, Address and Year of Birth <sup>1</sup>	Position(s) Held With Fund	Term of Office <sup>2</sup>	Principal Occupation During At Least The Past 5 Years (Including Other Directorships Held)	Number of Funds Within Fund Complex Overseen by Director (Including the Fund)	Length of Time Served <sup>3</sup>
Jane F. Magpiong Year of Birth: 1960	Director	Until Next Election of Directors	President, Untap Potential since 2013; Senior Managing Director, TIAA-CREF, from 2011 to 2013; National Head of Wealth Management, TIAA-CREF, from 2008 to 2011; and prior to that, President, Bank of America Private Bank from 2005 to 2008.	20	Since 2015
Richard J. Norman Year of Birth: 1943	Director	5	Private Investigator, Member, Montgomery County, Maryland Department of Corrections Volunteer Corps. since 2010; Liaison for Business Leadership, Salvation Army World Service Organization (SAWSO) since 2010; Advisory Board Member, The Salvation Army since 1985; Prior thereto, Investment Representative of Morgan Stanley Dean Witter from 1966 to 2000.	20	Since 2001

*(table continued on next page)*



**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

*(table continued from previous page)*

Name, Address and Year of Birth <sup>1</sup>	Position(s) Held With Fund	Term of Office <sup>2</sup>	Principal Occupation During At Least The Past 5 Years (Including Other Directorships Held)	Number of Funds Within Fund Complex Overseen by Director (Including the Fund)	Length of Time Served <sup>3</sup>
Daphne L. Richards Year of Birth: 1966	Director	Until Next Election of Directors	Independent Director of Cartica Management, LLC since 2015; Member of the Investment Committee of the Berkshire Taconic Community Foundation since 2015; Member of the Advisory Board of Northeast Dutchess Fund since 2016; President and CIO of Ledge Harbor Management since 2016; Formerly, worked at Bessemer Trust Company from 1999 to 2014; Prior thereto, Ms. Richards held investment positions at Frank Russell Company from 1996 to 1999, Union Bank of Switzerland from 1993 to 1996; Credit Suisse from 1990 to 1993; and Hambros International Venture Capital Fund from 1988 to 1989.	20	Since September 2017

*(table continued on next page)*



## COHEN &amp; STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.

(table continued from previous page)

Name, Address and Year of Birth <sup>1</sup>	Position(s) Held With Fund	Term of Office <sup>2</sup>	Principal Occupation During At Least The Past 5 Years (Including Other Directorships Held)	Number of Funds Within Fund Complex Overseen by Director (Including the Fund)	Length of Time Served <sup>3</sup>
Frank K. Ross Year of Birth: 1943	6	Until Next Election of Directors	Visiting Professor of Accounting and Director of the Center for Accounting Education at Howard University School of Business since 2004; Board member and member of Audit Committee (Chairman from 2007 to 2012) and Human Resources and Compensation Committee Member, Pepco Holdings, Inc. (electric utility) from 2004 to 2014; Formerly, Mid-Atlantic Area Managing Partner for Assurance Services at KPMG LLP and Managing Partner of its Washington, DC offices from 1995 to 2003.	20	Since 2004
C. Edward Ward, Jr. Year of Birth: 1946	Director	Until Next Election of Directors	Member of The Board of Trustees of Manhattan College, Riverdale, New York from 2004 to 2014. Formerly, Director of closed-end fund management for the New York Stock Exchange (the NYSE) where he worked from 1979 to	20	Since 2004

2004.

- <sup>1</sup> The address for each director is 280 Park Avenue , New York, NY 10017.
- <sup>2</sup> On March 12, 2008, the Board of Directors adopted a mandatory retirement policy stating a Director must retire from the Board on December 31st of the year in which he or she turns 75 years of age.
- <sup>3</sup> The length of time served represents the year in which the Director was first elected or appointed to any fund in the Cohen & Steers fund complex.
- <sup>4</sup> Interested person , as defined in the 1940 Act, of the Fund because of affiliation with CSCM (Interested Directors).
- <sup>5</sup> Bonnie Cohen and Richard E. Kroon retired from the Board of Directors on December 31, 2017 pursuant to the Fund s mandatory retirement policy. Richard J. Norman resigned from the Board of Directors on December 31, 2017.
- <sup>6</sup> Frank K. Ross retired from the Board of Directors on December 31, 2018 pursuant to the Fund s mandatory retirement policy.



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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

The officers of the Fund (other than Messrs. Steers and Harvey, whose biographies are provided above), their address, their year of birth and their principal occupations for at least the past five years are set forth below.

Name, Address and Year of Birth <sup>1</sup>	Position(s) Held With Fund	Principal Occupation During At Least the Past 5 Years	Length of Time Served <sup>2</sup>
Adam M. Derechin 1964	President and Chief Executive Officer	Chief Operating Officer of CSCM since 2003 and CNS since 2004.	Since 2005
Robert S. Becker 1969	Vice President	Senior Vice President of CSCM since 2003.	Since 2005
Benjamin Morton 1974	Vice President	Senior Vice President of CSCM since 2010.	Since 2013
Tyler S. Rosenlicht 1985	Vice President	Senior Vice President of CSCM since 2018. Prior to that, Vice President of CSCM since 2015. Prior to that, research associate at CSCM since 2012.	Since 2015
Francis C. Poli 1962	Secretary and Chief Legal Officer	Executive Vice President, Secretary and General Counsel of CSCM and CNS since March 2007.	Since 2007
James Giallanza 1966	Chief Financial Officer	Executive Vice President of CSCM since 2014. Prior to that, Senior Vice President of CSCM since 2006.	Since 2006
Albert Laskaj 1977	Treasurer	Vice President of CSCM since 2015. Prior to that, Director of Legg Mason & Co. since 2013. Vice President of Legg Mason from 2008 to 2013 and Treasurer of certain mutual funds since 2010.	Since 2015
Lisa D. Phelan 1968	Chief Compliance Officer	Executive Vice President of CSCM since 2015. Prior to that, Senior Vice President of CSCM since 2008. Chief Compliance Officer of CSCM, the Cohen & Steers funds, Cohen & Steers Asia Limited and CSSL since 2007, 2006, 2005 and 2004, respectively.	Since 2006

<sup>1</sup> The address of each officer is 280 Park Avenue, New York, NY 10017.

<sup>2</sup> Officers serve one-year terms. The length of time served represents the year in which the officer was first elected as an officer of any fund in the Cohen & Steers fund complex. All of the officers listed above are officers of one or

more of the other funds in the complex.

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

Cohen & Steers Privacy Policy

**Facts** What Does Cohen & Steers Do With Your Personal Information?  
**Why?** Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.  
 The types of personal information we collect and share depend on the product or service you have with us. This information can include:

**What?** Social Security number and account balances

Transaction history and account transactions

**How?** Purchase history and wire transfer instructions  
 All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Cohen & Steers chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Cohen & Steers share?	Can you limit this sharing?
For our everyday business purposes such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or reports to credit bureaus	Yes	No
For our marketing purposes to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes information about your transactions and experiences	No	We don't share

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For our affiliates' everyday business purposes

No

We don't share

information about your creditworthiness

For our affiliates to market to you

No

We don't share

For non-affiliates to market to you

No

We don't share

Questions? Call 800-330-7348

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**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

Cohen & Steers Privacy Policy (Continued)

Who we are

Who is providing this notice?

Cohen & Steers Capital Management, Inc., Cohen & Steers Asia Limited, Cohen & Steers Japan, LLC, Cohen & Steers UK Limited, Cohen & Steers Securities, LLC, Cohen & Steers Private Funds and Cohen & Steers Open- and Closed-End Funds (collectively, Cohen & Steers).

What we do

How does Cohen & Steers protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. We restrict access to your information to those employees who need it to perform their jobs, and also require companies that provide services on our behalf to protect your information.

How does Cohen & Steers collect my personal information?

We collect your personal information, for example, when you:

Open an account or buy securities from us

Provide account information or give us your contact information

Make deposits or withdrawals from your account

We also collect your personal information from other companies.

Why can't I limit all sharing?

Federal law gives you the right to limit only:

sharing for affiliates everyday business purposes information about your creditworthiness

affiliates from using your information to market to you

sharing ~~from~~ non-affiliates to market to you

State law and individual companies may give you additional rights to limit sharing.

## Definitions

Companies related by common ownership or control. They can be financial and nonfinancial companies.

## Affiliates

*Cohen & Steers does not share with affiliates.*

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

## Non-affiliates

*Cohen & Steers does not share with non-affiliates.*

A formal agreement between non-affiliated financial companies that together market financial products or services to you.

## Joint marketing

*Cohen & Steers does not jointly market.*

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

*Cohen & Steers Investment Solutions*

**COHEN & STEERS REAL ASSETS FUND**

Designed for investors seeking total return and the maximization of real returns during inflationary environments by investing primarily in real assets

Symbols: RAPAX, RAPCX, RAPIX, RAPRX, RAPZX

**COHEN & STEERS GLOBAL REALTY SHARES**

Designed for investors seeking total return, investing primarily in global real estate equity securities

Symbols: CSFAX, CSFCX, CSSPX, GRSRX, CSFZX

**COHEN & STEERS REALTY SHARES**

Designed for investors seeking total return, investing primarily in U.S. real estate securities

Symbol: CSRSX

**COHEN & STEERS REAL ESTATE SECURITIES FUND**

Designed for investors seeking total return, investing primarily in U.S. real estate securities

Symbols: CSEIX, CSCIX, CREFX, CSDIX, CIRRX, CSZIX

**COHEN & STEERS INSTITUTIONAL REALTY SHARES**

Designed for institutional investors seeking total return, investing primarily in U.S. real estate securities

Symbol: CSRIX

**COHEN & STEERS INTERNATIONAL REALTY FUND**

Edgar Filing: Cohen & Steers MLP Income & Energy Opportunity Fund - Form N-CSR

Designed for investors seeking total return, investing primarily in international (non-U.S.) real estate securities

Symbols: IRFAX, IRFCX, IRFIX, IRFRX, IRFZX

**COHEN & STEERS GLOBAL INFRASTRUCTURE FUND**

Designed for investors seeking total return, investing primarily in global infrastructure securities

Symbols: CSUAX, CSUCX, CSUIX, CSURX, CSUZX

**COHEN & STEERS MLP & ENERGY OPPORTUNITY FUND**

Designed for investors seeking total return, investing primarily in midstream energy master limited partnership (MLP) units and related stocks

Symbols: MLOAX, MLOCX, MLOIX, MLORX, MLOZX

**COHEN & STEERS LOW DURATION PREFERRED AND INCOME FUND**

Designed for investors seeking high current income and capital preservation by investing in low-duration preferred and other income securities issued by U.S. and non-U.S. companies

Symbols: LPXAX, LPXCX, LPXIX, LPXRX, LPXZX

**COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND**

Designed for investors seeking total return (high current income and capital appreciation), investing primarily in preferred and debt securities issued by U.S. and non-U.S. companies

Symbols: CPXAX, CPXCX, CPXFX, CPXIX, CPRRX, CPXZX

**COHEN & STEERS DIVIDEND VALUE FUND**

Designed for investors seeking long-term growth of income and capital appreciation, investing primarily in dividend paying common stocks and preferred stocks

Symbols: DVFAX, DVFCX, DVFIX, DVFRX, DVFZX



Distributed by Cohen & Steers Securities, LLC.

**COHEN & STEERS GLOBAL REALTY MAJORS ETF**

Designed for investors who seek a relatively low-cost passive approach for investing in a portfolio of global real estate equity securities of companies in a specified index

Symbol: GRI

Distributed by ALPS Distributors, Inc.

**iSHARES COHEN & STEERS REALTY MAJORS INDEX FUND**

Designed for investors who seek a relatively low-cost passive approach for investing in a portfolio of U.S. real estate equity securities of companies in a specified index

Symbol: ICF

Distributed by SEI Investments Distribution Co.

*Please consider the investment objectives, risks, charges and expenses of any Cohen & Steers U.S. registered open-end fund carefully before investing. A summary prospectus and prospectus containing this and other information can be obtained by calling 800-330-7348 or by visiting [cohenandsteers.com](http://cohenandsteers.com). Please read the summary prospectus and prospectus carefully before investing.*

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

OFFICERS AND DIRECTORS

Robert H. Steers

Director and Chairman

Joseph M. Harvey

Director and Vice President

Michael G. Clark

Director

George Grossman

Director

Dean A. Junkans

Director

Gerald J. Maginnis

Director

Jane F. Magpiong

Director

Daphne L. Richards

Director

Frank K. Ross

Director

C. Edward Ward Jr.

Director

Adam M. Derechin

President and Chief Executive Officer

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Robert S. Becker

Vice President

Benjamin Morton

Vice President

Tyler S. Rosenlicht

Vice President

Francis C. Poli

Secretary and Chief Legal Officer

James Giallanza

Chief Financial Officer

Albert Laskaj

Treasurer

Lisa D. Phelan

Chief Compliance Officer

KEY INFORMATION

Investment Advisor

Cohen & Steers Capital Management, Inc.

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New York, NY 10017

(212) 832-3232

Co-administrator and Custodian

State Street Bank and Trust Company

One Lincoln Street

Boston, MA 02111

Transfer Agent

Computershare

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Legal Counsel

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New York, NY 10036

New York Stock Exchange Symbol: MIE

Website: [cohenandsteers.com](http://cohenandsteers.com)

This report is for shareholder information. This is not a prospectus intended for use in the purchase or sale of Fund shares. Performance data quoted represents past performance. Past performance is no guarantee of future results and your investment may be worth more or less at the time you sell your shares.

COHEN & STEERS

MLP INCOME AND ENERGY OPPORTUNITY FUND

280 PARK AVENUE

NEW YORK, NY 10017

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**Annual Report** November 30, 2018

Cohen & Steers

MLP Income

and Energy

Opportunity

Fund

MIEAR

**Item 2. Code of Ethics.**

The Registrant has adopted an Amended and Restated Code of Ethics that applies to its Principal Executive Officer and Principal Financial Officer. The Code of Ethics was in effect during the reporting period. The Registrant amended the personal trading blackout period in the Code of Ethics during the reporting period to reflect changes to the timeline for processing Fund distributions. The Registrant has not granted any waiver, including an implicit waiver, from a provision of the Code of Ethics as described in Form N-CSR during the reporting period. A current copy of the Code of Ethics is available on the Registrant's website at [https://www.cohenandsteers.com/assets/content/uploads/Code\\_of\\_Ethics\\_for\\_Principal\\_Executive\\_and\\_Principal\\_Financial\\_of\\_the\\_Funds.pdf](https://www.cohenandsteers.com/assets/content/uploads/Code_of_Ethics_for_Principal_Executive_and_Principal_Financial_of_the_Funds.pdf). Upon request, a copy of the Code of Ethics can be made by calling 800-330-7348 or writing to the Secretary of the Registrant, 280 Park Avenue, 10th floor, New York, NY 10017.

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

The registrant's board has determined that Gerald J. Maginnis and Frank K. Ross qualify as audit committee financial experts based on their years of experience in the public accounting profession. The registrant's board has determined that Michael G. Clark qualifies as an audit committee financial expert based on his years of experience in the public accounting profession and the investment management and financial services industry. Each of Messrs. Clark, Ross and Maginnis is a member of the board's audit committee, and each is independent as such term is defined in Form N-CSR. Mr. Ross retired on December 31, 2018 pursuant to the Fund's mandatory retirement policy and is no longer a member of the board's audit committee.

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

(a) (d) Aggregate fees billed to the registrant for the last two fiscal years ended November 30, 2018 and November 30, 2017 for professional services rendered by the registrant's principal accountant were as follows:

	2018	2017
Audit Fees	\$92,120	\$90,310
Audit-Related Fees	\$ 0	\$ 0
Tax Fees	\$93,770	\$91,960
All Other Fees	\$ 0	\$ 0

Tax fees were billed in connection with tax compliance services, including the preparation and review of federal and state tax returns and the computation of corporate and franchise tax amounts.

(e)(1) The audit committee is required to pre-approve audit and non-audit services performed for the registrant by the principal accountant. The audit committee also is required to pre-approve non-audit services performed by the registrant's principal accountant for the registrant's investment advisor and any sub-advisor (not including any sub-advisor whose role is primarily portfolio management and is subcontracted with or overseen by another investment advisor) and/or to any entity controlling, controlled by or under common control with the registrant's investment advisor that provides ongoing services to the registrant, if the engagement for services relates directly to the operations and financial reporting of the registrant.

The audit committee may delegate pre-approval authority to one or more of its members who are independent members of the board of directors of the registrant. The member or members to whom such authority is delegated shall report any pre-approval decisions to the audit committee at its next scheduled meeting. The audit committee may not delegate its responsibility to pre-approve services to be performed by the registrant's principal accountant to the investment advisor.

(e) (2) No services included in (b) (d) above were approved by the audit committee pursuant to paragraphs (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f) Not applicable.

(g) For the fiscal years ended November 30, 2018 and November 30, 2017, the aggregate fees billed by the registrant's principal accountant for non-audit services rendered to the registrant and for non-audit services rendered to the registrant's investment advisor (not including any sub-advisor whose role is primarily portfolio management and is subcontracted with or overseen by another investment advisor) and/or to any entity controlling, controlled by or under common control with the registrant's investment advisor that provides ongoing services to the registrant were:

	2018	2017
Registrant	\$93,770	\$91,960
Investment Advisor	\$ 0	\$ 0

(h) The registrant's audit committee considered whether the provision of non-audit services that were rendered to the registrant's investment advisor (not including any sub-advisor whose role is primarily portfolio management and is subcontracted with or overseen by another investment advisor) and/or to any entity controlling, controlled by or under common control with the registrant's investment advisor that provides ongoing services to the registrant that were not required to be pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X was compatible with maintaining the principal accountant's independence.

#### **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 Securities Exchange Act of 1934. As of December 31, 2018, the members of the committee were Frank K. Ross (chairman), Michael G. Clark, George Grossman and Gerald J. Maginnis. Mr. Ross retired on December 31, 2018 pursuant to the Fund's mandatory retirement policy, and Mr. Maginnis was elected to serve as Audit Committee Chair effective January 1, 2019. Effective January 1, 2019, the members of the committee are Messrs. Maginnis (chairman), Clark and Grossman.

**Item 6. Schedule of Investments.**

Included in Item 1 above.

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

**The registrant has delegated voting of proxies in respect of portfolio holdings to Cohen & Steers Capital Management, Inc., in accordance with the policies and procedures set forth below.**

**COHEN & STEERS CAPITAL MANAGEMENT, INC.**

**STATEMENT OF POLICIES AND PROCEDURES REGARDING THE VOTING OF SECURITIES**

This statement sets forth the policies and procedures that Cohen & Steers, Inc. and its affiliated advisors (Cohen & Steers, we or us) follow in exercising voting rights with respect to securities held in its client portfolios. All proxy-voting rights that are exercised by Cohen & Steers shall be subject to this Statement of Policy and Procedures.

**A. General Proxy Voting Guidelines  
Objectives**

Voting rights are an important component of corporate governance. Cohen & Steers has three overall objectives in exercising voting rights:

Responsibility. Cohen & Steers shall seek to ensure that there is an effective means in place to hold companies accountable for their actions. While management must be accountable to its board, the board must be accountable to a company's shareholders. Although accountability can be promoted in a variety of ways, protecting shareholder voting rights may be among our most important tools.

Rationalizing Management and Shareholder Concerns. Cohen & Steers seeks to ensure that the interests of a company's management and board are aligned with those of the company's shareholders. In this respect, compensation must be structured to reward the creation of shareholder value.

Shareholder Communication. Since companies are owned by their shareholders, Cohen & Steers seeks to ensure that management effectively communicates with its owners about the company's business operations and financial performance. It is only with effective communication that shareholders will be able to assess the performance of management and to make informed decisions on when to buy, sell or hold a company's securities.



## General Principles

In exercising voting rights, Cohen & Steers shall conduct itself in accordance with the general principles set forth below.

The ability to exercise a voting right with respect to a security is a valuable right and, therefore, must be viewed as part of the asset itself.

In exercising voting rights, Cohen & Steers shall engage in a careful evaluation of issues that may materially affect the rights of shareholders and the value of the security.

Consistent with general fiduciary principles, the exercise of voting rights shall always be conducted with reasonable care, prudence and diligence.

In exercising voting rights on behalf of clients, Cohen & Steers shall conduct itself in the same manner as if Cohen & Steers were the constructive owner of the securities.

To the extent reasonably possible, Cohen & Steers shall participate in each shareholder voting opportunity.

Voting rights shall not automatically be exercised in favor of management-supported proposals.

Cohen & Steers, and its officers and employees, shall never accept any item of value in consideration of a favorable proxy voting decision.

## General Guidelines

Set forth below are general guidelines that Cohen & Steers shall follow in exercising proxy voting rights:

**Prudence.** In making a proxy voting decision, Cohen & Steers shall give appropriate consideration to all relevant facts and circumstances, including the value of the securities to be voted and the likely effect any vote may have on that value. Since voting rights must be exercised on the basis of an informed judgment, investigation shall be a critical initial step.

**Third Party Views.** While Cohen & Steers may consider the views of third parties, Cohen & Steers shall never base a proxy voting decision solely on the opinion of a third party. Rather, decisions shall be based on a reasonable and good faith determination as to how best to maximize shareholder value.

**Shareholder Value.** Just as the decision whether to purchase or sell a security is a matter of judgment, determining whether a specific proxy resolution will increase the market value of a security is a matter of

judgment as to which informed parties may differ. In determining how a proxy vote may affect the economic value of a security, Cohen & Steers shall consider both short-term and long-term views about a company's business and prospects, especially in light of our projected holding period on the stock (e.g., Cohen & Steers may discount long-term views on a short-term holding).

## Specific Guidelines

### *Uncontested Director Elections*

Votes on director nominees should be made on a case-by-case basis using a mosaic approach, where all factors are considered in director elections and where no single issue is deemed to be determinative. For example, a nominee's experience and business judgment may be critical to the long-term success of the portfolio company, notwithstanding the fact that he or she may serve on the board of more than four public companies. In evaluating nominees, we consider the following factors:

Whether the nominee attended less than 75 percent of the board and committee meetings without a valid excuse for the absences;

Whether the nominee is an inside or affiliated outside director and sits on the audit, compensation, or nominating committees;

Whether the board ignored a significant shareholder proposal that was approved by a majority of the votes cast in the previous year;

Whether the board, without shareholder approval, to our knowledge instituted a new poison pill plan, extended an existing plan, or adopted a new plan upon the expiration of an existing plan during the past year;

Whether the nominee is an inside or affiliated outside director and the full board serves as the audit, compensation, or nominating committee or the company does not have one of these committees;

Whether the nominee is an insider or affiliated outsider on boards that are not at least majority independent;

Whether the nominee is the CEO of a publicly-traded company who serves on more than two public boards;

Whether the nominee is the chairperson of a publicly-traded company who serves on more than two public boards;

Whether the nominee serves on more than four public company boards;

Whether the nominee serves on the audit committee where there is evidence (such as audit reports or reports mandated under the Sarbanes Oxley Act) that there exists material weaknesses in the company's internal controls;



Whether the nominee serves on the compensation committee if that director was present at the time of the grant of backdated options or options the pricing or the timing of which we believe may have been manipulated to provide additional benefits to executives;

Whether the nominee has a material related party transaction or is believed by us to have a material conflict of interest with the portfolio company;

Whether the nominee (or the overall board) in our view has a record of making poor corporate or strategic decisions or has demonstrated an overall lack of good business judgment, including, among other things, whether the company's total shareholder return is in the bottom 25% of its peer group over the prior five years;

Material failures of governance, stewardship, risk oversight<sup>1</sup>, or fiduciary responsibilities at the company;

Failure to replace management as appropriate; and

Egregious actions related to a director's service on other boards that raise substantial doubt about his or her ability to effectively oversee management and serve the best interests of shareholders at any company.

***Proxy Access***

We recognize the importance of shareholder access to the ballot process as a means to ensure that boards do not become self-perpetuating and self-serving. However, we are also aware that some proposals may promote certain interest groups and could be disruptive to the nomination process. We vote on a case-by-case basis considering the proxy access terms in light of a company's specific circumstances and we may support proxy access proposals when management and boards have displayed a lack of shareholder accountability.

***Proxy Contests***

**Director Nominees in a Contested Election**

By definition, this type of board candidate or slate runs for the purpose of seeking a significant change in corporate policy or control. Therefore, the economic impact of the vote in favor of or in opposition to that director or slate must be analyzed using a higher standard such as is normally applied to changes in control. Criteria for evaluating director nominees as a group or

individually should also include: the underlying reason why the new slate (or individual director) is being proposed; performance; compensation; corporate governance provisions and takeover activity; criminal activity; attendance at meetings; investment in the company; interlocking directorships; inside, outside and independent directors; number of other board seats; and other experience. It is impossible to have a general policy regarding director nominees in a contested election.

#### Reimbursement of Proxy Solicitation Expenses

Decisions to provide full reimbursement for dissidents waging a proxy contest should be made on a case-by-case basis. In the absence of compelling reasons, Cohen & Steers will generally not support such proposals.

#### *Ratification of Auditors*

We vote for proposals to ratify auditors, auditor remuneration and/or proposals authorizing the board to fix audit fees, unless:

an auditor has a financial interest in or association with the company, and is therefore not independent;

there is reason to believe that the independent auditor has rendered an opinion that is neither accurate nor indicative of the company's financial position; .

the name of the proposed auditor and/or fees paid to the audit firm are not disclosed by the company in a timely manner prior to the meeting;

the auditors are being changed without explanation; or

fees paid for non-audit related services are excessive and/or exceed limits set in local best practice recommendations or law.

In circumstances where fees for non-audit services include fees related to significant one-time capital structure events; initial public offerings; bankruptcy emergence, and spinoffs; and the company makes public disclosure of the amount and nature of those fees, then such fees may be excluded from the non-audit fees considered in determining whether non-audit related fees are excessive.

We vote on a case-by-case basis on auditor rotation proposals. Criteria for evaluating the rotation proposal include, but are not limited to: tenure of the audit firm; establishment and disclosure of a renewal process whereby the auditor is regularly evaluated for both audit quality and competitive price; length of the rotation period advocated in the proposal; and any significant audit related issues.

Generally, we vote against auditor indemnification and limitation of liability; however we recognize there may be situations where indemnification and limitations on liability may be appropriate.

### *Takeover Defenses*

While we recognize that a takeover attempt can be a significant distraction for the board and management to deal with, the simple fact is that the possibility of a corporate takeover keeps management focused on maximizing shareholder value. As a result, Cohen & Steers opposes measures that are designed to prevent or obstruct corporate takeovers because they can entrench current management. The following are our guidelines on change of control issues:

#### Shareholder Rights Plans

We acknowledge that there are arguments for and against shareholder rights plans, also known as poison pills. Companies should put their case for rights plans to shareholders.

We review on a case-by-case basis management proposals to ratify a poison pill. We generally look for shareholder friendly features including a two- to three-year sunset provision, a permitted bid provision and a 20 percent or higher flip-in provision.

#### Greenmail

We vote for proposals to adopt anti-greenmail charter or bylaw amendments or otherwise restrict a company's ability to make greenmail payments.

#### Unequal Voting Rights

Generally, we vote against dual-class recapitalizations as they offer an effective way for a firm to thwart hostile takeovers by concentrating voting power in the hands of management or other insiders. We support the one-share, one-vote principle for voting.

#### Classified Boards

We generally vote in favor of shareholder proposals to declassify a board of directors, although we acknowledge that a classified board may be in the long-term best interests of the shareholders of a company in certain situations, such as continuity of a strong board and management team or for certain types of companies. In voting on shareholder proposals to declassify a board of directors, we evaluate all facts and circumstances surrounding such proposal, including whether: (i) the current management and board have a track record of making good corporate or strategic decisions, (ii) the shareholder proposing the de-classification has an agenda in making such proposal that may be at odds with the long-term best interests of the shareholders of the company, or (iii) it would be in the best interests of the company to thwart a shareholder's attempt to control the board of directors.

### Cumulative Voting

Having the ability to cumulate our votes for the election of directors – that is, cast more than one vote for a director about whom they feel strongly – generally increases shareholders' rights to effect change in the management of a corporation. However, we acknowledge that cumulative voting promotes special candidates who may not represent the interests of all, or even a majority, of shareholders. In voting on proposals to institute cumulative voting, we therefore evaluate all facts and circumstances surrounding such proposal and we generally vote against cumulative voting where the company has good corporate governance practices in place, including majority voting for board elections and de-classified boards.

### Shareholder Ability to Call Special Meeting

Cohen & Steers votes on a case-by-case basis for shareholder proposals requesting companies to amend their governance documents (bylaws and/or charter) in order to allow shareholders to call special meetings. We recognize the importance on shareholder ability to call a special meeting and generally will vote for such shareholder proposals where the shareholder(s) making such proposal hold at least 20% of the company's outstanding shares. However, we are also aware that some proposals are put forth in order to promote the agenda(s) of certain special interest groups and could be disruptive to the management of the company, and in those cases we will vote against such shareholder proposals.

### Shareholder Ability to Act by Written Consent

We generally vote against proposals to allow or facilitate shareholder action by written consent. The requirement that all shareholders be given notice of a shareholders' meeting and matters to be discussed therein seems to provide a reasonable protection of minority shareholder rights.

### Shareholder Ability to Alter the Size of the Board

We generally vote for proposals that seek to fix the size of the board and vote against proposals that give management the ability to alter the size of the board without shareholder approval. While we recognize the importance of such proposals, we are however also aware that these proposals are sometimes put forth in order to promote the agenda(s) of certain special interest groups and could be disruptive to the management of the company.

### ***Miscellaneous Board Provisions***

#### Board Committees

Boards should delegate key oversight functions, such as responsibility for audit, nominating and compensation issues, to independent committees. The chairman and members of any committee should be clearly identified in the annual report. Any committee should have the authority to engage independent advisors where appropriate at the company's expense.



Audit, nominating and compensation committees should consist solely of non-employee directors, who are independent of management.

#### Independent Chairman

We review on a case-by-case basis proposals requiring that the chairman's position be filled by an independent director, taking into consideration the company's current board leadership and governance structure; company performance, and any other factors that may be applicable.

#### Separate Chairman and CEO Role

We will generally vote for proposals looking to separate the CEO and Chairman roles. We do acknowledge, however, that under certain circumstances, it may be reasonable for the CEO and Chairman roles to be held by a single person.

#### Lead Directors and Executive Sessions

In cases where the CEO and Chairman roles are combined or the Chairman is not independent, we will vote for the appointment of a lead independent director and for regular executive sessions (board meetings taking place without the CEO/Chairman present).

#### Majority of Independent Directors

We vote for proposals that call for the board to be composed of a majority of independent directors. We believe that a majority of independent directors can be an important factor in facilitating objective decision making and enhancing accountability to shareholders.

#### Independent Committees

We vote for shareholder proposals requesting that the board's audit, compensation, and nominating committees consist exclusively of independent directors.

#### Stock Ownership Requirements

We support measures requiring senior executives to hold a minimum amount of stock in a company (often expressed as a percentage of annual compensation), which may include restricted stock or restricted stock units.

#### Term of Office

We vote against shareholder proposals to limit the tenure of outside directors. Term limits pose artificial and arbitrary impositions on the board and could harm shareholder interests by forcing experienced and knowledgeable directors off the board.

#### Director and Officer Indemnification and Liability Protection

We generally support indemnification provisions that are consistent with the local jurisdiction in which the company has been formed. We vote in favor of proposals providing indemnification for directors and officers with respect to acts conducted in the normal course of business. We also vote in favor of proposals that expand coverage for directors and officers where, despite an unsuccessful legal defense, the director or officer acted in good faith and in the best interests of the company and the director or officers' legal expenses are covered. We vote against proposals that would expand indemnification beyond coverage of legal expenses to coverage of acts, such as gross negligence, that are more serious violations of fiduciary obligations.

#### Board Size

We generally vote for proposals to limit the size of the board to 15 members or less.

#### Majority Vote Standard

We generally vote for proposals asking for the board to initiate the appropriate process to amend the company's governance documents (charter or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders.

#### Supermajority Vote Requirements

We generally support proposals that seek to lower super-majority voting requirements.

#### Disclosure of Board Nominees

We generally vote against the election of directors at companies if the names of the director nominees are not disclosed in a timely manner prior to the meeting. However, we recognize that companies in certain emerging markets may have a legitimate reason for not disclosing nominee names. In such a rare case, if a company discloses a legitimate reason why such nominee names should not be disclosed, we may vote for the nominees even if nominee names are not disclosed in a timely manner.

#### Disclosure of Board Compensation

We generally vote against the election of directors at companies if the compensation paid to such directors is not disclosed in a timely manner prior to the meeting. However, we recognize that companies in certain emerging markets may have a legitimate reason for not disclosing such compensation information. In such a rare case, if a company discloses a legitimate reason why such compensation should not be disclosed, we may vote for the nominees even if compensation is not disclosed in a timely manner.

### *Miscellaneous Governance Provisions*

#### Confidential Voting

We vote for shareholder proposals requesting that companies adopt confidential voting, use independent tabulators, and use independent inspectors of election as long as the proposals include clauses for proxy contests as follows: in the case of a contested election, management should be permitted to request that the dissident group honor its confidential voting policy. If the dissidents agree, the policy remains in place. If the dissidents do not agree, the confidential voting policy is waived.

We also vote for management proposals to adopt confidential voting.

#### Bundled Proposals

We review on a case-by-case basis bundled or conditioned proxy proposals. In the case of items that are conditioned upon each other, we examine the benefits and costs of the packaged items. In instances where the joint effect of the conditioned items is not in shareholders' best interests, we vote against the proposals. If the combined effect is positive, we support such proposals. In the case of bundled director proposals, we will vote for the entire slate only if we would have otherwise voted for each director on an individual basis.

#### Date/Location of Meeting

We vote against shareholder proposals to change the date or location of the shareholders' meeting. No one site will meet the needs of all shareholders.

#### Adjourn Meeting if Votes are Insufficient

Open-end requests for adjournment of a shareholder meeting generally will not be supported. However, where management specifically states the reason for requesting an adjournment and the requested adjournment is necessary to permit a proposal that would otherwise be supported under this policy to be carried out, the adjournment request will be supported.

#### Disclosure of Shareholder Proponents

We vote for shareholder proposals requesting that companies disclose the names of shareholder proponents. Shareholders may wish to contact the proponents of a shareholder proposal for additional information.

#### Other Business

Cohen & Steers will generally vote against proposals to approve other business where we cannot determine the exact nature of the proposal to be voted on.

### *Capital Structure*

#### Increase Additional Common Stock

We generally vote for increases in authorized shares, provided that the increase is not greater than three times the number of shares outstanding and reserved for issuance (including shares reserved for stock-related plans and securities convertible into common stock, but not shares reserved for any poison pill plan).

Votes generally are cast in favor of proposals to authorize additional shares of stock except where the proposal:

creates a blank check preferred stock; or

establishes classes of stock with superior voting rights.

#### Blank Check Preferred Stock

Votes generally are cast in opposition to management proposals authorizing the creation of new classes of preferred stock with unspecified voting, conversion, distribution and other rights, and management proposals to increase the number of authorized blank check preferred shares. We may vote in favor of this type of proposal when we receive assurances to our reasonable satisfaction that (i) the preferred stock was authorized by the board for the use of legitimate capital formation purposes and not for anti-takeover purposes, and (ii) no preferred stock will be issued with voting power that is disproportionate to the economic interests of the preferred stock. These representations should be made either in the proxy statement or in a separate letter from the company to Cohen & Steers.

#### Pre-emptive Rights

We believe that the governance and regulation of public equity markets allow for adequate shareholder protection against dilution. Further, we believe that companies should have more flexibility to issue shares without costly and time constraining rights offerings. As such, we do not believe that pre-emptive rights are necessary and as such, we generally vote for the issuance of equity shares without pre-emptive rights. On a limited basis, we will vote for shareholder pre-emptive rights where such pre-emptive rights are necessary, taking into account the best interests of the company's shareholders.

We acknowledge that international local practices typically call for shareholder pre-emptive rights when a company seeks authority to issue shares (e.g., UK authority for the issuance of only up to 5% of outstanding shares without pre-emptive rights). While we would prefer that companies be permitted to issue shares without pre-emptive rights, in deference to international local practices, in markets outside the US we will approve issuance requests without pre-emptive rights for up to 100% of a company's outstanding capital.

### Dual Class Capitalizations

Because classes of common stock with unequal voting rights limit the rights of certain shareholders, we vote against adoption of a dual or multiple class capitalization structure.

### Restructurings/Recapitalizations

We review proposals to increase common and/or preferred shares and to issue shares as part of a debt restructuring plan on a case-by-case basis. In voting, we consider the following issues:

dilution how much will ownership interest of existing shareholders be reduced, and how extreme will dilution to any future earnings be?

change in control will the transaction result in a change in control of the company?

bankruptcy generally, approve proposals that facilitate debt restructurings unless there are clear signs of self-dealing or other abuses.

### Share Repurchase Programs

Boards may institute share repurchase or stock buy-back programs for a number of reasons. Cohen & Steers will generally vote in favor of such programs where the repurchase would be in the long-term best interests of shareholders, and where the company is not thought to be able to use the cash in a more useful way.

### Targeted Share Placements

These shareholder proposals ask companies to seek stockholder approval before placing 10% or more of their voting stock with a single investor. The proposals are typically in reaction to the placement by various companies of a large block of their voting stock in an ESOP, parent capital fund or with a single friendly investor, with the aim of protecting themselves against a hostile tender offer. These proposals are voted on a case-by-case basis after reviewing the individual situation of the company receiving the proposal.

### ***Executive and Director Compensation***

#### Executive Compensation ( Say on Pay )

Votes regarding shareholder say on pay are determined on a case-by-case basis. Generally, we believe that executive compensation should be tied to the long-term performance of the executive and the company both in absolute and relative to the peer group. We therefore monitor the compensation practices of portfolio companies to determine whether compensation to these executives is commensurate to the company's total shareholder return (TSR) (*i.e.*, we generally expect companies that pay their executives at the higher end of the pay range to also be performing commensurately well).



Further, pay elements that are not directly based on performance are generally evaluated on a case-by-case basis considering the context of a company's overall pay program and demonstrated pay-for-performance philosophy. The following list highlights certain negative pay practices that carry significant weight in this overall consideration and may result in adverse vote recommendations:

Repricing or replacing of underwater stock options/SARS without prior shareholder approval (including cash buyouts and voluntary surrender of underwater options);

Excessive perquisites or tax gross-ups;

New or extended agreements that provide for:

Change in Control (CIC) payments exceeding 3 times base salary and bonus;

CIC severance payments without involuntary job loss or substantial diminution of duties (single or modified single triggers);

CIC payments with excise tax gross-ups (including modified gross-ups).

Also, we generally vote for shareholder proposals that seek additional disclosure of executive and director pay information.

Frequency of Advisory Vote on Executive Compensation (Say When on Pay)

We generally vote for annual advisory votes on compensation as we note that executive compensation is also evaluated on an annual basis by the company's compensation committee.

Stock-based Incentive Plans

Votes with respect to compensation plans should be determined on a case-by-case basis depending on a combination of certain plan features and equity grant practices, where positive factors may counterbalance negative factors, and vice versa, as evaluated in three pillars:

**Plan Cost:** The total estimated cost of the company's equity plans relative to industry/market cap peers, measured by the company's estimated Shareholder Value Transfer (SVT) in relation to peers and considering both:

SVT based on new shares requested plus shares remaining for future grants, plus outstanding unvested/unexercised grants; and

SVT based only on new shares requested plus shares remaining for future grants.

**Plan Features:**

Automatic single-triggered award vesting upon CIC;

Discretionary vesting authority;

Liberal share recycling on various award types;

Minimum vesting period for grants made under the plan.



**Grant Practices:**

The company's three year burn rate relative to its industry/market cap peers;

Vesting requirements in most recent CEO equity grants (3-year look-back);

The estimated duration of the plan based on the sum of shares remaining available and the new shares requested, divided by the average annual shares granted in the prior three years;

The proportion of the CEO's most recent equity grants/awards subject to performance conditions;

Whether the company maintains a claw-back policy;

Whether the company has established post exercise/vesting share-holding requirements.

We will generally vote against the plan proposal if the combination of factors indicates that the plan is not, overall, in the shareholders' interest, or if any of the following apply:

Awards may vest in connection with a liberal CIC;

The plan would permit repricing or cash buyout of underwater options without shareholder approval;

The plan is a vehicle for problematic pay practices or a pay-for-performance disconnect; or

Any other plan features that are determined to have a significant negative impact on shareholder interests.

**Approval of Cash or Cash-and-Stock Bonus Plans**

We vote for cash or cash-and-stock bonus plans to exempt the compensation from limits on deductibility under the provisions of Section 162(m) of the Internal Revenue Code.

**Reload/Evergreen Features**

We will generally vote against plans that enable the issuance of reload options and that provide an automatic share replenishment ( evergreen ) feature.

**Golden Parachutes**

In general, the guidelines call for voting against golden parachute plans because they impede potential takeovers that shareholders should be free to consider. In particular, we oppose the use of employment contracts that result in cash grants of greater than three times annual compensation (salary and bonus) and generally withhold our votes at the next

shareholder meeting for directors who to our knowledge approved golden parachutes.

Voting on Golden Parachutes in an Acquisition, Merger, Consolidation, or Proposed Sale We vote on a case-by-case basis on proposals to approve the company's golden parachute compensation. Features that may lead to a vote against include:

Potentially excessive severance payments (cash grants of greater than three times annual compensation (salary and bonus));

Agreements that include excessive excise tax gross-up provisions;

Single trigger payments that will happen immediately upon a change in control, including cash payment and such items as the acceleration of performance-based equity despite the failure to achieve performance measures;

Single-trigger vesting of equity based on a definition of change in control that requires only shareholder approval of the transaction (rather than consummation);

Recent amendments or other changes that may make packages so attractive as to influence merger agreements that may not be in the best interests of shareholders;

In the case of a substantial gross-up from pre-existing/grandfathered contract: the element that triggered the gross-up (*i.e.*, option mega-grants at low point in stock price, unusual or outsized payments in cash or equity made or negotiated prior to the merger); or

The company's assertion that a proposed transaction is conditioned on shareholder approval of the golden parachute advisory vote.

#### 401(k) Employee Benefit Plans

We vote for proposals to implement a 401(k) savings plan for employees.

#### Employee Stock Purchase Plans

We support employee stock purchase plans, although we generally believe the discounted purchase price should be at least 85% of the current market price.

#### Option Expensing

We vote for shareholder proposals to expense fixed-price options.

#### Vesting

We believe that restricted stock awards normally should vest over at least a two-year period.

#### Option Repricing

Stock options generally should not be re-priced, and never should be re-priced without shareholder approval. In addition, companies should not issue new options, with a lower strike price, to make up for previously issued options that are substantially underwater. Cohen & Steers will vote against the election of any slate of directors that, to its knowledge, has authorized a company to re-price or replace underwater options during the most recent year without shareholder approval.

#### Stock Holding Periods

Generally, vote against all proposals requiring executives to hold the stock received upon option exercise for a specific period of time.

#### Transferable Stock Options

Review on a case-by-case basis proposals to grant transferable stock options or otherwise permit the transfer of outstanding stock options, including cost of proposal and alignment with shareholder interests.

#### Recoup Bonuses

We vote on a case-by-case on shareholder proposals to recoup unearned incentive bonuses or other incentive payments made to senior executives if it is later determined that fraud, misconduct, or negligence significantly contributed to a restatement of financial results that led to the awarding of unearned incentive compensation.

#### *Incorporation*

##### Reincorporation Outside of the United States

Generally, we will vote against companies looking to reincorporate outside of the U.S.

##### Voting on State Takeover Statutes

We review on a case-by-case basis proposals to opt in or out of state takeover statutes (including control share acquisition statutes, control share cash-out statutes, freezeout provisions, fair price provisions, stakeholder laws, poison pill endorsements, severance pay and labor contract provisions, anti-greenmail provisions, and disgorgement provisions). In voting on these shareholder proposals, we evaluate all facts and circumstances surrounding such proposal, including whether the shareholder proposing such measure has an agenda in making such proposal that may be at odds with the long-term best interests of the company or whether it would be in the best interests of the company to thwart a shareholder's attempt to control the board of directors.

##### Voting on Reincorporation Proposals

Proposals to change a company's state of incorporation are examined on a case-by-case basis. In making our decision, we review management's rationale for the proposal, changes to the charter/bylaws, and differences in the state laws governing the companies.

## *Mergers and Corporate Restructurings*

### Mergers and Acquisitions

Votes on mergers and acquisitions should be considered on a case-by-case basis, taking into account factors including the following: anticipated financial and operating benefits; offer price (cost vs. premium); prospects of the combined companies; how the deal was negotiated; and changes in corporate governance and their impact on shareholder rights.

We vote against proposals that require a super-majority of shareholders to approve a merger or other significant business combination.

### Nonfinancial Effects of a Merger or Acquisition

Some companies have proposed a charter provision which specifies that the board of directors may examine the nonfinancial effect of a merger or acquisition on the company. This provision would allow the board to evaluate the impact a proposed change in control would have on employees, host communities, suppliers and/or others. We generally vote against proposals to adopt such charter provisions. We feel it is the directors' fiduciary duty to base decisions solely on the financial interests of the shareholders.

### Corporate Restructuring

Votes on corporate restructuring proposals, including minority squeeze-outs, leveraged buyouts, going private proposals, spin-offs, liquidations, and asset sales, should be considered on a case-by-case basis. In evaluating these proposals and determining our votes, we are singularly focused on meeting our goal of maximizing long-term shareholder value.

### Spin-offs

Votes on spin-offs should be considered on a case-by-case basis depending on the tax and regulatory advantages, planned use of sale proceeds, market focus, and managerial incentives.

### Asset Sales

Votes on asset sales should be made on a case-by-case basis after considering the impact on the balance sheet/working capital, value received for the asset, and potential elimination of diseconomies.

### Liquidations

Votes on liquidations should be made on a case-by-case basis after reviewing management's efforts to pursue other alternatives, appraisal value of assets, and the compensation plan for executives managing the liquidation.

### Appraisal Rights

We vote for proposals to restore, or provide shareholders with, rights of appraisal. Rights of appraisal provide shareholders who are not satisfied with the terms of certain corporate transactions the right to demand a judicial review in order to determine a fair value for their shares.

### Changing Corporate Name

We vote for changing the corporate name.

### ***Shareholder Rights***

Our position on the rights of shareholders is as follows:

Shareholders should be given the opportunity to exercise their rights. Notification of opportunities for the exercise of voting rights should be given in good time.

Shareholders are entitled to submit questions to company management.

Minority shareholders should be protected as far as possible from the exercise of voting rights by majority shareholders.

Shareholders are entitled to hold company management as well as the legal person or legal entity accountable for any action caused by the company or company management for which the company, company management or legal entity should bear responsibility.

### ***Environmental and Social Issues***

We recognize that the companies in which we invest can enhance shareholder value and long-term profitability by adopting policies and procedures that promote corporate social and environmental responsibility. Because of the diverse nature of environmental and social shareholder proposals and the myriad ways companies deal with them, these proposals should be considered on a case-by-case basis. All such proposals are scrutinized based on whether they contribute to the creation of shareholder value, are reasonable and relevant, and provide adequate disclosure of key issues to shareholders. When evaluating social and environmental shareholder proposals, we tend to focus on the financial aspects of the social and environmental proposals, and we consider the following factors (in the order of importance as set forth below):

Whether adoption of the proposal is likely to have significant economic benefit for the company, such that shareholder value is enhanced or protected by the adoption of the proposal;

Whether the issues presented are more appropriately/effectively dealt with through governmental or company-specific action, as many social and environmental issues are more properly the province of government and broad regulatory action;

Whether the subject of the proposal is best left to the discretion of the board;



Whether the company has already responded in some appropriate manner to the request embodied in the proposal;

Whether the information requested concerns business issues that relate to a meaningful percentage of the company's business as measured by sales, assets, and earnings;

The degree to which the company's stated position on the issues raised in the proposal could affect its reputation or sales, or leave it vulnerable to a boycott or selective purchasing;

Whether implementation of the proposal's request would achieve the proposal's objectives;

Whether the requested information is available to shareholders either from the company or from a publicly available source; and

Whether providing this information would reveal proprietary or confidential information that would place the company at a competitive disadvantage.

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

Information pertaining to the portfolio managers of the registrant, as of February 7, 2019, is set forth below.

Benjamin Morton	Executive Vice President of Cohen & Steers.
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Vice President

Portfolio manager since inception

Tyler Rosenlicht	Senior Vice President of Cohen & Steers. Prior to that, Vice President of Cohen & Steers. Prior to that, Research Analyst at Cohen & Steers.
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Vice President

Portfolio manager since 2015

The Advisor utilizes a team-based approach in managing the Fund. Prior to December 31, 2018, the portfolio managers of the Fund were Robert S. Becker, Benjamin Morton and Tyler Rosenlicht. Effective December 31, 2018, Robert Becker no longer serves as a portfolio manager to the Fund. Messrs. Morton and Rosenlicht remain portfolio managers of the Fund, and as the leaders of the team, direct and supervise the execution of the Fund's investment strategy and lead and guide other members of the global listed infrastructure and MLP investment team.

Each portfolio manager listed above manages other investment companies and/or investment vehicles and accounts in addition to the registrant. The following tables show, as of November 30, 2018 for Messrs. Becker, Morton and

Rosenlicht, the number of accounts each portfolio manager managed in each of the listed categories and the total assets in the accounts managed within each category. One (1) of the 15 other accounts managed by Mr. Becker one (1) of the 16 accounts managed by Mr. Morton, with total assets of \$149 million, is subject to performance-based fees.

Robert S. Becker

	Number of accounts	Total assets
Registered investment companies	3	\$ 3,333,579,780
Other pooled investment vehicles	11	\$ 1,061,943,563
Other accounts	15	\$ 3,054,697,518

Benjamin Morton

	Number of accounts	Total assets
Registered investment companies	5	\$ 3,756,583,899
Other pooled investment vehicles	12	\$ 1,071,526,559
Other accounts	16	\$ 3,138,582,489

Tyler Rosenlicht

	Number of accounts	Total assets
Registered investment companies	1	\$ 174,661,347
Other pooled investment vehicles	1	\$ 6,114,194
Other accounts	1	\$ 24,302,580

Share Ownership. The following table indicates the dollar range of securities of the registrant owned by the registrant's portfolio managers as of November 30, 2018 for Messrs. Becker, Morton and Rosenlicht:

	Dollar Range of Securities Owned
Robert S. Becker	\$10,001-\$50,000
Ben Morton	\$10,001-\$50,000
Tyler Rosenlicht	None

Conflicts of Interest. It is possible that conflicts of interest may arise in connection with the portfolio managers' management of a Fund's investments on the one hand and the investments of other accounts or vehicles for which the portfolio managers are responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among a Fund and the other accounts or vehicles he advises. In addition, due to differences in the investment strategies or restrictions among a Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may provide more revenue to the Advisor or Subadvisors, as applicable.

While this may appear to create additional conflicts of interest for the portfolio manager in the allocation of management time, resources and investment opportunities, the Advisor and Subadvisors strive to ensure that portfolio managers endeavor to exercise their discretion in a manner that is equitable to all interested persons. In this regard, in the absence of specific account-related impediments (such as client-imposed restrictions or lack of available cash), it is the policy of the Advisor and Subadvisors to allocate investment ideas pro rata to all accounts with the same primary investment objective.

In addition, certain of the portfolio managers may from time to time manage one or more accounts on behalf of the Advisor or Subadvisors, as applicable, and its affiliated companies (the CNS Accounts ). Certain securities held and traded in the CNS Accounts also may be held and traded in one or more client accounts. It is the policy of the Advisor and Subadvisors however not to put the interests of the CNS Accounts ahead of the interests of client accounts. The Advisor and Subadvisors may aggregate orders of client accounts with those of the CNS Accounts; however, under no circumstances will preferential treatment be given to the CNS Accounts. For all orders involving the CNS Accounts, purchases or sales will be allocated prior to trade placement, and orders that are only partially filled will be allocated across all accounts in proportion to the shares each account, including the CNS Accounts, was designated to receive prior to trading. As a result, it is expected that the CNS Accounts will receive the same average price as other accounts included in the aggregated order. Shares will not be allocated or re-allocated to the CNS Accounts after trade execution or after the average price is known. In the event so few shares of an order are executed that a pro-rata allocation is not practical, a rotational system of allocation may be used; however, the CNS Accounts will never be part of that rotation or receive shares of a partially filled order other than on a pro-rata basis.

Because certain CNS Accounts are managed with a cash management objective, it is possible that a security will be sold out of the CNS Accounts but continue to be held for one or more client accounts. In situations when this occurs, such security will remain in a client account only if the portfolio manager, acting in its reasonable judgment and consistent with its fiduciary duties, believes this is appropriate for, and consistent with the objectives and profile of, the client account.

Advisor Compensation Structure. Compensation of the Advisor's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus and (3) annual stock-based compensation consisting generally of restricted stock units of the Advisor's parent, CNS. The Advisor's investment professionals, including the portfolio managers, also receive certain retirement, insurance and other benefits that are broadly available to all of its employees. Compensation of the Advisor's investment professionals is reviewed primarily on an annual basis.

**Method to Determine Compensation.** The Advisor compensates its portfolio managers based primarily on the total return performance of funds and accounts managed by the portfolio manager versus appropriate peer groups or benchmarks. C&S uses a variety of benchmarks to evaluate each portfolio managers performance for compensation purposes, including the Alerian MLP Index, the S&P 500 Index and other broad based indexes based on the asset classes managed by each portfolio manager. In evaluating the performance of a portfolio manager, primary emphasis is normally placed on one- and three-year performance, with secondary consideration of performance over longer periods of time. Performance is evaluated on a pre-tax and pre-expense basis. In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to risk-adjusted performance. For funds and accounts with a primary investment objective of high current income, consideration will also be given to the fund s and account s success in achieving this objective. For portfolio managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis. The Advisor has three funds or accounts with performance-based advisory fees. Portfolio managers are also evaluated on the basis of their success in managing their dedicated team of analysts. Base compensation for portfolio managers of the Advisor varies in line with the portfolio manager s seniority and position with the firm.

Salaries, bonuses and stock-based compensation are also influenced by the operating performance of the Advisor and CNS. While the annual salaries of the Advisor s portfolio managers are fixed, cash bonuses and stock based compensation may fluctuate significantly from year to year, based on changes in manager performance and other factors.

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

None.

**Note:** On December 4, 2018, the Board of Directors of the Fund approved continuation of the delegation of its authority to management to effect repurchases, pursuant to management s discretion and subject to market conditions and investment considerations, of up to 10% of the Fund s common shares outstanding ( Share Repurchase Program ) as of January 1, 2019 through December 31, 2019.

**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 implemented after the registrant last provided disclosure in response to 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 are reasonably designed to ensure that information required to be disclosed by the registrant in this Form N-CSR was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, based upon such officers' evaluation of these controls and procedures as of a date within 90 days of the filing date of this report.
- (b) There were no changes in the registrant's internal control over financial reporting that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Disclosure of Securities Lending Activities for Closed-End Management Investment Companies.**

- (a) The Fund did not engage in any securities lending activity during the fiscal year ended November 30, 2018.
- (b) The Fund did not engage in any securities lending activity and did not engage a securities lending agent during the fiscal year ended November 30, 2018.

**Item 13. Exhibits.**

- (a)(1) Filed herewith.
- (a) (2) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (b) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(b) under the Investment Company Act of 1940.

**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.

**COHEN & STEERS MLP INCOME AND ENERGY OPPORTUNITY FUND, INC.**

By: /s/ Adam M. Derechin  
Name: Adam M. Derechin  
  
Title: President and Chief Executive Officer

Date: February 7, 2019

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

By: /s/ Adam M. Derechin  
Name: Adam M. Derechin  
  
Title: President and Chief Executive Officer  
  
(Principal Executive Officer)

By: /s/ James Giallanza  
Name: James Giallanza  
  
Title: Chief Financial Officer  
  
(Principal Financial Officer)

Date: February 7, 2019