

COHEN & STEERS

Annual Report December 31, 2011

# Cohen & Steers REIT and Preferred Income Fund

COHEN & STEERS  
REIT AND PREFERRED INCOME FUND  
280 PARK AVENUE  
NEW YORK, NY 10017

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# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

To Our Shareholders:

We would like to share with you our report for the year ended December 31, 2011. The net asset value (NAV) at that date was \$15.34 per common share. The Fund's common stock is traded on the New York Stock Exchange (NYSE) and its share price can differ from its NAV; at year end, the Fund's closing price on the NYSE was \$14.15.

The total returns, including income, for the Fund and its comparative benchmarks were:

	<u>Six Months Ended December 31, 2011</u>	<u>Year Ended December 31, 2011</u>
Cohen & Steers REIT and Preferred Income Fund at Market Value <sup>a</sup> . . . . .	-8.80%	7.41%
Cohen & Steers REIT and Preferred Income Fund at NAV <sup>a</sup> . . . . .	-5.27%	6.46%
FTSE NAREIT Equity REIT Index <sup>b</sup> . . . . .	-1.73%	8.29%
S&P 500 Index <sup>b</sup> . . . . .	-3.69%	2.11%
BofA Merrill Lynch Fixed Rate Preferred Index <sup>b</sup> . . . . .	-1.23%	4.11%
Blended benchmark—50% FTSE NAREIT Equity REIT Index/ 50% BofA Merrill Lynch Fixed Rate Preferred Index <sup>b</sup> . . . . .	-1.17%	6.59%

*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 Web site at [cohenandsteers.com](http://cohenandsteers.com).*

*The Fund implements fair value pricing when the daily change in a specific U.S. market index exceeds a predetermined percentage. Fair value pricing adjusts the valuation of certain non-U.S. holdings to account for such index change following the close of foreign markets. This standard practice has been adopted by a majority of the fund industry. In the event fair value pricing is implemented on the first and/or last day of a performance measurement period, the Fund's return may diverge from the relative performance of its benchmark index, which does not use fair value pricing. An investor cannot invest directly in an index.*

<sup>a</sup> As a closed-end investment company, the price of the Fund's NYSE-traded shares will be set by market forces and at times may deviate from the NAV per share of the Fund.

<sup>b</sup> The FTSE NAREIT Equity REIT Index is an unmanaged, market-capitalization-weighted index of all publicly traded REITs that invest predominantly in the equity ownership of real estate. The index is designed to reflect the performance of all publicly traded equity REITs as a whole. The S&P 500 Index is an unmanaged index of common stocks that is frequently used as a general measure of stock market performance. The BofA Merrill Lynch Fixed Rate Preferred Index is an unmanaged index of preferred securities.

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The Fund makes regular quarterly distributions at a level rate (the “Policy”). Distributions paid by the Fund are subject to recharacterization for tax purposes and are taxable up to the amount of the Fund’s investment company taxable income and net realized gains. As a result of the Policy, the Fund may pay distributions in excess of the Fund’s investment company taxable income and realized gains. 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.

## Investment Review

U.S. real estate securities overcame macro headwinds in 2011 to advance and significantly outperform the broader U.S. equity market. REITs trended upward through July, aided by a steady improvement in real estate fundamentals and low and declining financing costs. However, August brought severe volatility to REITs and broader global capital markets as investors reacted to unsettling developments; the U.S. economy suddenly appeared vulnerable to recession, Standard & Poor’s issued its first U.S. credit rating downgrade, Europe’s sovereign debt crisis began to spread to the so-called “core” and China’s growth trajectory was beginning to slow.

While REITs struggled into September, the group generated fourth-quarter returns large enough to end the year with a gain. Fears of recession eased as late-period U.S. economic data stabilized and demonstrated moderate improvement; in Europe, fiscal and monetary authorities seemed to get a temporary handle on the region’s formidable debt problems. Meanwhile, REITs reported third quarter earnings that generally met or exceeded expectations. They also continued to demonstrate ready access to capital, via equity and bond offerings and the refinancing of bank lines with improved terms.

Performance by property type varied widely. The self storage sector (total return of +35.2%<sup>c</sup> in the index) was a standout, benefiting from accelerating cash flow growth driven by improving broader fundamentals, coupled with taking market share from smaller private operators. Apartment owners (+15.1%) also outperformed; fundamentals were aided by improving employment trends among a younger demographic that typically has a higher-than-average propensity to rent.

The gain in regional malls (+22.0%) was driven by a strong return from Simon Property Group, which owns high-quality malls and outlet centers in desirable locations. Certain lower-quality mall owners struggled; this performance reflected a wider sector trend in which companies with the better assets and stronger balance sheets outperformed their peers.

Shopping center REITs (–0.7%) were among the underperformers. Compared with mall owners, who focus on higher income demographics, shopping centers tend to be susceptible to the broader issues of limited job and wage growth. The office sector (–0.8%) was restrained by declines in companies focused on suburban properties, where demand has been lackluster. Good performers included companies with office properties concentrated on the east and west coasts. Industrial property

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<sup>c</sup> Sector returns as measured by the FTSE NAREIT Equity REIT Index.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

companies (-5.2%) declined as ProLogis, which is 80% of the sector, was hindered by slowing global growth. The company's large presence in Europe was also a liability.

## *Preferred securities also advanced*

Preferred securities had a positive total return for the year despite the concerns brought by fiscal strains in Europe and signs of a slowing global economy. The group's above-average income, compared with stocks and most fixed income classes, continued to attract yield-seeking investors amid low and declining interest rates. The income rate of generally 7% or so paid by preferreds also contributed directly to performance, as even securities that fell somewhat in price had positive total returns. Preferreds were further supported by technical factors related to anticipated Tier 1 capital regulatory changes (more securities being called or otherwise removed from the market, along with relatively limited new supply in the period).

## *Fund performance*

The Fund had a positive return for the year but slightly underperformed its blended benchmark on a NAV basis. Factors that aided relative performance included favorable stock selection in the office, regional mall and health care sectors, along with our overweight in regional malls. Our overweight and stock selection in the hotel sector (-14.3% return in the index) detracted from performance. The group was highly sensitive to economic expectations on both the up and down sides, but ended the year with a loss. Stock selection in the self storage and apartment sectors also hindered relative returns.

The Fund's preferred holdings had positive performance in both absolute terms and compared with the broad preferreds market. However, the allocation modestly detracted from performance against the blended benchmark, as we were slightly overweight the asset class, which was not as strong as REITs in terms of total return.

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), supported the Fund's performance for the year to date compared with its benchmarks, which are not leveraged.

## *The Fund used swaps and currency forwards during the year*

In connection with its use of leverage, the Fund pays interest on borrowings based on a floating rate under the terms of its credit agreement. To reduce the impact that changes in interest rates could have on the performance of the Fund with respect to these borrowings, the Fund used interest rate swaps to exchange the floating rate for a fixed rate. During the period, the Fund's use of swaps had a negative impact on the NAV and performance of the Fund.

The Fund also used derivatives in the form of currency forward contracts in order to manage currency risk on Fund positions denominated in foreign currencies. These contracts did not have a material effect on the Fund's total return in the period.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## Investment Outlook

We expect GDP growth of between 1% and 2% in 2012, with modest but steady gains in employment. This should support continued gradual improvement in real estate fundamentals, given low new supply in most sectors. In this environment, we seek to identify markets with above-average employment (and income) trends. And in an election year that should present opportunities and risks, we will monitor how the results might affect employment in the financial and health care industries, and the Washington, D.C. market generally.

In terms of sector positioning, we like high-quality retail owners with portfolios able to thrive despite disintermediation from e-commerce or the potential loss of major tenants (e.g., Sears). We favor urban office owners that we believe should benefit from the growth of the technology, media and life science employment in markets such as San Francisco, Boston and New York. We expect that apartment companies will continue to benefit from positive demographic trends—the key 20-30 year old population group is expanding twice as fast as other segments. We remain underweight suburban offices, secondary retail and health care properties.

With regard to preferred securities, we note that bond yields are at or near historic lows, and that the Federal Reserve is likely to hold interest rates steady until 2013. In such an environment, the income offered by preferreds (7–8% or more) will be hard to come by, likely resulting in good investor demand in the year ahead. At the same time, the high income these securities produce is also likely to continue to factor meaningfully into their total return and dampen returns volatility.

The theme of new regulations defining Tier 1 capital will remain key in the coming year. In the U.S., the Collins Amendment to the Dodd-Frank Act phases out Tier 1 treatment for debt-structured “trust preferred” securities over a period of three years, beginning in 2013. Phase-out of Tier 1 benefits is also slated to take place for a large number of existing preferred instruments abroad. Once banks have clarity on exactly what will qualify as Tier 1 (based on final announcements from the U.S Federal Reserve as well as the global Basel Committee) we expect to see an accelerating wave of refinancings via companies calling, buying back and tendering for their securities—ultimately involving hundreds of billions of dollars of preferred securities globally. This activity should continue to provide price support to existing issues while presenting new investment opportunities in the U.S., and globally as new preferreds—potentially with new formats—come to market to replace called issues.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

Sincerely,



MARTIN COHEN  
*Co-chairman*



ROBERT H. STEERS  
*Co-chairman*



JOSEPH M. HARVEY  
*Portfolio Manager*



WILLIAM F. SCAPELL  
*Portfolio Manager*



THOMAS N. BOHJALIAN  
*Portfolio Manager*

*The views and opinions in the preceding commentary are subject to change. 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.*

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For more information about any of our funds, visit [cohenandsteers.com](http://cohenandsteers.com), where you will find daily net asset values, fund fact sheets and portfolio highlights. You can also access newsletters, education tools and market updates covering the global real estate, listed infrastructure, utilities, large cap value and preferred securities sectors.

In addition, our Web site contains comprehensive information about our firm, including our most recent press releases, profiles of our senior investment professionals and an overview of our investment approach.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## Our Leverage Strategy (Unaudited)

Our current leverage strategy utilizes borrowings up to the maximum permitted by the 1940 Act to provide additional capital for the Fund, with an objective of increasing the net income available for shareholders. As of December 31, 2011, leverage represented 32% of the Fund's managed assets.

It has been our philosophy to utilize interest rate swap transactions to seek to reduce the interest rate risk inherent in our utilization of leverage. Considering that borrowings have variable interest rate payments, we seek to lock in those rates on a significant portion of this additional capital through interest rate swap agreements (where we effectively convert our variable rate obligation to a fixed rate obligation for the term of the swap agreements). Specifically, as of December 31, 2011, we have fixed the rate on 70% of our borrowings at an average interest rate of 3.2% for an average remaining period of 2.3 years (when we first entered into the swaps, the average term was 5.4 years). 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 net asset value in both up and down markets. However, we believe that locking in a portion of the Fund's leveraging costs for the term of the swap agreements partially protects the Fund's expenses from an increase in short-term interest rates.

### Leverage Facts<sup>a</sup>

Leverage (as a % of managed assets) . . . . .	32%
% Fixed Rate . . . . .	70%
% Variable Rate . . . . .	30%
Weighted Average Rate on Swaps . . . . .	3.2%
Weighted Average Term on Swaps . . . . .	2.3 years
Current Rate on Debt <sup>b</sup> . . . . .	1.3%

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 net asset value of the Fund's common 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 a realized investment yield that is greater than the total cost of leverage, the leverage strategy will produce higher current net investment income for the common shareholders. On the other hand, to the extent that the total cost of leverage exceeds the incremental income gained from employing such leverage, the common 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 common shareholders. Specifically, in an up market, leverage will typically generate greater capital appreciation than if the Fund was 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 common shareholders. There can be no assurance that a leveraging strategy will be successful during any period in which it is employed.

<sup>a</sup> Data as of December 31, 2011. Information is subject to change.

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

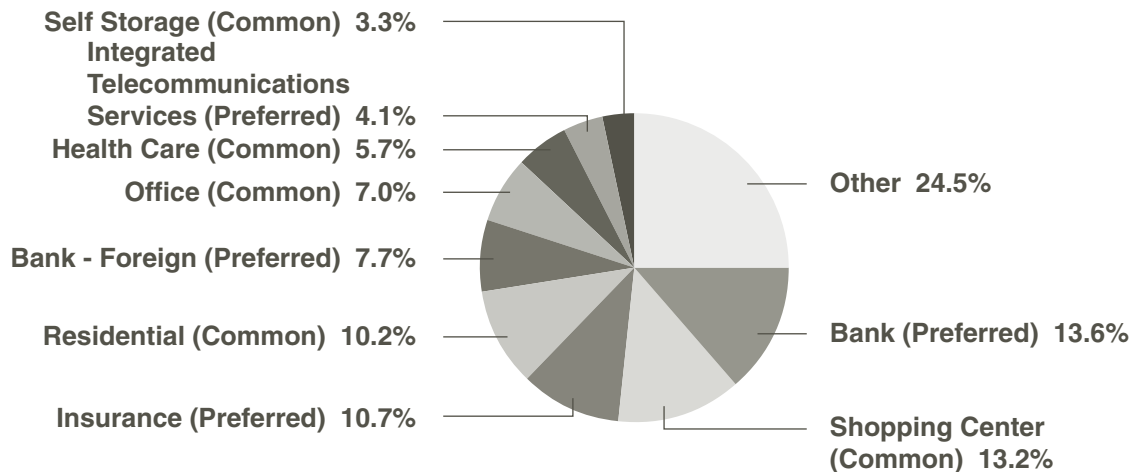
# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

DECEMBER 31, 2011  
 Top Ten Holdings<sup>a</sup>  
 (Unaudited)

<u>Security</u>	<u>Value</u>	<u>% of Managed Assets</u>
Simon Property Group .....	\$73,243,851	6.7%
Equity Residential .....	37,313,417	3.4
HCP .....	23,980,057	2.2
Public Storage .....	22,994,139	2.1
Boston Properties .....	20,935,522	1.9
Vornado Realty Trust .....	20,011,039	1.8
ProLogis .....	19,272,319	1.8
Ventas .....	17,484,369	1.6
AgFirst Farm Credit Bank, 7.30%, due 10/14/49, 144A .....	17,234,424	1.6
Centaur Funding Corp., 9.08%, due 4/21/20, 144A .....	16,944,751	1.6

<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 & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS December 31, 2011

		Number of Shares	Value
COMMON STOCK—REAL ESTATE	70.8%		
DIVERSIFIED	3.4%		
American Assets Trust <sup>a,b</sup>		130,515	\$ 2,676,863
Forest City Enterprises <sup>a,b,c</sup>		202,930	2,398,632
Vornado Realty Trust <sup>a,b</sup>		260,357	<u>20,011,039</u>
			<u>25,086,534</u>
HEALTH CARE	8.4%		
Cogdell Spencer <sup>a,b</sup>		226,082	960,848
HCP <sup>a,b</sup>		578,809	23,980,057
Health Care REIT <sup>a,b</sup>		106,156	5,788,687
Healthcare Realty Trust <sup>a,b</sup>		163,100	3,032,029
Senior Housing Properties Trust <sup>a,b</sup>		464,670	10,427,195
Ventas <sup>a,b</sup>		317,148	<u>17,484,369</u>
			<u>61,673,185</u>
HOTEL	4.7%		
Hersha Hospitality Trust <sup>a,b</sup>		762,708	3,722,015
Hospitality Properties Trust <sup>a,b</sup>		233,602	5,368,174
Host Hotels & Resorts <sup>a,b</sup>		587,034	8,670,492
Hyatt Hotels Corp., Class A <sup>a,b,c</sup>		232,096	8,736,094
RLJ Lodging Trust		166,000	2,793,780
Starwood Hotels & Resorts Worldwide <sup>a</sup>		112,500	<u>5,396,625</u>
			<u>34,687,180</u>
INDUSTRIAL	2.9%		
First Industrial Realty Trust <sup>a,c</sup>		240,000	2,455,200
ProLogis <sup>a,b</sup>		674,093	<u>19,272,319</u>
			<u>21,727,519</u>
OFFICE	10.2%		
Alexandria Real Estate Equities		99,754	6,880,033
BioMed Realty Trust		149,619	2,705,112
Boston Properties <sup>a,d</sup>		210,196	20,935,522
Douglas Emmett <sup>a,b</sup>		307,500	5,608,800
Hudson Pacific Properties <sup>a,b</sup>		226,357	3,205,215
Kilroy Realty Corp. <sup>a,b</sup>		173,721	6,613,558
Liberty Property Trust <sup>a,b</sup>		327,587	10,115,887
Mack-Cali Realty Corp. <sup>a,b</sup>		212,022	5,658,867
SL Green Realty Corp. <sup>a,b</sup>		207,600	<u>13,834,464</u>
			<u>75,557,458</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
RESIDENTIAL	15.0%		
APARTMENT	14.2%		
Apartment Investment & Management Co. <sup>a,b</sup>		611,499	\$ 14,009,442
Associated Estates Realty Corp. <sup>a</sup>		329,418	5,254,217
AvalonBay Communities <sup>a,b</sup>		128,019	16,719,282
BRE Properties <sup>a,b</sup>		83,235	4,201,703
Campus Crest Communities <sup>a,b</sup>		218,907	2,202,205
Education Realty Trust <sup>a</sup>		547,605	5,601,999
Equity Residential <sup>a,b</sup>		654,277	37,313,417
Essex Property Trust		41,400	5,817,114
Post Properties <sup>a,b</sup>		124,149	5,427,794
UDR <sup>a,b</sup>		342,759	8,603,251
			<u>105,150,424</u>
MANUFACTURED HOME	0.8%		
Equity Lifestyle Properties <sup>a,b</sup>		84,541	5,638,039
TOTAL RESIDENTIAL			<u>110,788,463</u>
SELF STORAGE	4.9%		
CubeSmart <sup>a</sup>		624,176	6,641,233
Extra Space Storage		128,780	3,120,339
Public Storage <sup>a,b</sup>		171,011	22,994,139
Sovran Self Storage		81,154	3,462,841
			<u>36,218,552</u>
SHOPPING CENTER	19.4%		
COMMUNITY CENTER	6.9%		
Acadia Realty Trust <sup>a</sup>		267,569	5,388,840
DDR Corp. <sup>a,b</sup>		486,815	5,924,538
Federal Realty Investment Trust <sup>a,b</sup>		124,625	11,309,719
Kimco Realty Corp. <sup>a,b</sup>		519,179	8,431,467
Ramco-Gershenson Properties Trust <sup>a,b</sup>		304,000	2,988,320
Regency Centers Corp. <sup>a,b</sup>		216,658	8,150,674
Urstadt Biddle Properties, Class A <sup>a,b</sup>		171,052	3,092,620
Weingarten Realty Investors <sup>a</sup>		255,407	5,572,981
			<u>50,859,159</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
REGIONAL MALL	12.5%		
General Growth Properties <sup>a,b</sup> . . . . .		531,242	\$ 7,979,255
Simon Property Group <sup>a,b</sup> . . . . .		568,046	73,243,851
Taubman Centers <sup>a</sup> . . . . .		131,516	8,167,144
Westfield Group (Australia) <sup>a</sup> . . . . .		343,300	<u>2,742,304</u>
			<u>92,132,554</u>
TOTAL SHOPPING CENTER . . . . .			<u>142,991,713</u>
SPECIALTY	1.9%		
Digital Realty Trust <sup>a,b</sup> . . . . .		123,912	8,261,213
DuPont Fabros Technology <sup>a,b</sup> . . . . .		231,633	<u>5,610,151</u>
			<u>13,871,364</u>
TOTAL COMMON STOCK (Identified cost—\$397,273,819) . . . . .			<u>522,601,968</u>
PREFERRED SECURITIES—\$25 PAR VALUE	27.1%		
BANK	5.5%		
Ally Financial, 7.25%, due 2/7/33 . . . . .		109,354	2,227,541
Ally Financial, 7.375%, due 12/16/44 <sup>a</sup> . . . . .		80,001	1,620,820
Citigroup Capital VII, 7.125%, due 7/31/31, (TruPS) <sup>a</sup> . . . . .		180,000	4,356,000
Citigroup Capital VIII, 6.95%, due 9/15/31, (TruPS) <sup>a</sup> . . . . .		652,748	15,235,138
CoBank ACB, 7.00%, 144A (\$50 Par Value) <sup>e,f</sup> . . . . .		135,000	6,167,813
Deutsche Bank Capital Funding Trust VIII, 6.375% . . . . .		103,800	1,901,616
First Niagara Financial Group, 8.625%, Series B . . . . .		120,000	3,078,000
Regions Financing Trust III, 8.875%, due 6/15/78 . . . . .		100,000	2,525,000
Zions Bancorp, 9.50%, due 12/29/49, Series C <sup>a,b</sup> . . . . .		150,000	<u>3,787,500</u>
			<u>40,899,428</u>
BANK—FOREIGN	2.1%		
Barclays Bank PLC, 7.10%, Series III . . . . .		80,000	1,581,600
Deutsche Bank Contingent Capital Trust III, 7.60% <sup>a</sup> . . . . .		242,162	5,237,964
HSBC Holdings PLC, 8.00%, Series II <sup>a,b</sup> . . . . .		60,005	1,563,730
National Westminster Bank PLC, 7.76%, Series C <sup>a</sup> . . . . .		407,854	<u>6,839,712</u>
			<u>15,223,006</u>
ELECTRIC—INTEGRATED	0.4%		
DTE Energy Co., 6.50%, due 12/1/61 . . . . .		120,000	<u>3,223,200</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
FINANCE	2.5%		
CREDIT CARD	0.2%		
MBNA Capital, 8.10%, due 2/15/33, Series E (TOPrS) . . .		31,257	\$ 731,726
MBNA Capital, 8.125%, due 10/1/32, Series D (TruPS) . . .		35,139	<u>829,281</u>
			<u>1,561,007</u>
INVESTMENT BANKER/BROKER	0.5%		
Morgan Stanley Capital Trust III, 6.25%, due 3/1/33 <sup>a</sup> . . . . .		185,991	<u>3,840,714</u>
MORTGAGE LOAN/BROKER	1.8%		
Countrywide Capital IV, 6.75%, due 4/1/33 <sup>a</sup> . . . . .		287,840	5,716,502
Countrywide Capital V, 7.00%, due 11/1/36 <sup>a</sup> . . . . .		348,305	<u>7,063,626</u>
			<u>12,780,128</u>
TOTAL FINANCE . . . . .			<u>18,181,849</u>
INSURANCE	5.0%		
LIFE/HEALTH INSURANCE—FOREIGN	0.5%		
Aegon NV, 6.875% <sup>a</sup> . . . . .		158,294	<u>3,311,511</u>
MULTI-LINE	0.8%		
American Financial Group, 7.00%, due 9/30/50 <sup>a</sup> . . . . .		131,920	3,457,623
American International Group, 7.70%, due 12/18/62 <sup>a</sup> . . .		93,605	<u>2,189,421</u>
			<u>5,647,044</u>
MULTI-LINE—FOREIGN	1.7%		
Allianz SE, 8.375% <sup>a</sup> . . . . .		151,472	3,876,744
ING Groep N.V., 6.375% <sup>a</sup> . . . . .		90,708	1,518,452
ING Groep N.V., 7.375% <sup>a</sup> . . . . .		264,873	4,881,609
ING Groep N.V., 8.50% <sup>a</sup> . . . . .		109,419	<u>2,383,146</u>
			<u>12,659,951</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
REINSURANCE—FOREIGN	2.0%		
Arch Capital Group Ltd., 8.00%, Series A . . . . .		102,864	\$ 2,619,946
Arch Capital Group Ltd., 7.875%, Series B . . . . .		100,443	2,552,257
Aspen Insurance Holdings Ltd., 7.401%, Series A . . . .		46,225	1,141,757
Axis Capital Holdings Ltd., 7.50%, Series B (\$100 Par Value) <sup>a</sup> . . . . .		45,000	4,331,250
Endurance Specialty Holdings Ltd., 7.50%, Series B . .		130,000	3,313,700
Montpelier Re Holdings Ltd., 8.875% <sup>a</sup> . . . . .		40,035	1,090,954
			<u>15,049,864</u>
TOTAL INSURANCE . . . . .			<u>36,668,370</u>
INTEGRATED TELECOMMUNICATIONS SERVICES	3.8%		
Qwest Corp., 7.375%, due 6/1/51 <sup>a</sup> . . . . .		526,804	13,981,378
Qwest Corp., 7.50%, due 9/15/51 . . . . .		131,679	3,476,326
Telephone & Data Systems, 6.875%, due 11/15/59 <sup>a</sup> . . .		154,000	4,102,560
Telephone & Data Systems, 7.00%, due 3/15/60 <sup>a,b</sup> . . . .		160,000	4,316,800
United States Cellular Corp., 6.95%, due 5/15/60 <sup>a</sup> . . . .		80,000	2,129,600
			<u>28,006,664</u>
MEDIA—DIVERSIFIED SERVICES	0.3%		
Comcast Corp., 6.625%, due 5/15/56 <sup>a</sup> . . . . .		89,144	2,325,767
REAL ESTATE	6.6%		
DIVERSIFIED	1.1%		
Duke Realty Corp., 6.95%, Series M <sup>a</sup> . . . . .		100,000	2,510,000
Lexington Realty Trust, 6.50%, Series C (\$50 Par Value) <sup>a</sup> . . . . .		96,586	4,055,646
Vornado Realty Trust, 6.75%, Series H <sup>a,b</sup> . . . . .		56,100	1,408,671
			<u>7,974,317</u>
HOTEL	0.3%		
Pebblebrook Hotel Trust, 7.875%, Series A . . . . .		100,000	2,401,000
OFFICE	0.4%		
BioMed Realty Trust, 7.375%, Series A <sup>a</sup> . . . . .		55,000	1,398,650
SL Green Realty Corp., 7.625%, Series C <sup>a</sup> . . . . .		70,000	1,743,700
			<u>3,142,350</u>
OFFICE/INDUSTRIAL	0.4%		
PS Business Parks, 7.00%, Series H <sup>a</sup> . . . . .		118,864	2,997,750

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
RESIDENTIAL	1.3%		
APARTMENT	1.1%		
Apartment Investment & Management Co., 7.75%, Series U <sup>a</sup> . . . . .		100,000	\$ 2,506,000
Apartment Investment & Management Co., 8.00%, Series V <sup>a</sup> . . . . .		109,500	2,758,305
Apartment Investment & Management Co., 7.875%, Series Y <sup>a</sup> . . . . .		110,000	<u>2,769,800</u>
			<u>8,034,105</u>
MANUFACTURED HOME	0.2%		
Equity Lifestyle Properties, 8.034%, Series A <sup>a</sup> . . . . .		60,000	<u>1,518,600</u>
TOTAL RESIDENTIAL . . . . .			<u>9,552,705</u>
SHOPPING CENTER	3.1%		
COMMUNITY CENTER	2.1%		
Cedar Shopping Centers, 8.875%, Series A . . . . .		62,000	1,473,740
DDR Corp., 7.50%, Series I <sup>a</sup> . . . . .		158,603	3,885,773
Kimco Realty Corp., 7.75%, Series G <sup>a</sup> . . . . .		134,996	3,476,147
Regency Centers Corp., 7.25%, Series D <sup>a</sup> . . . . .		100,000	2,503,000
Weingarten Realty Investors, 6.50%, Series F <sup>a,b</sup> . . . . .		157,540	<u>3,968,433</u>
			<u>15,307,093</u>
REGIONAL MALL	1.0%		
CBL & Associates Properties, 7.375%, Series D <sup>a</sup> . . . . .		304,982	<u>7,221,974</u>
TOTAL SHOPPING CENTER . . . . .			<u>22,529,067</u>
TOTAL REAL ESTATE . . . . .			<u>48,597,189</u>
TRANSPORT—MARINE	0.9%		
Seaspan Corp., 9.50%, due 1/29/49, Series C <sup>a</sup> . . . . .		249,142	<u>6,801,576</u>
TOTAL PREFERRED SECURITIES—\$25 PAR VALUE (Identified cost—\$194,960,700) . . . . .			<u>199,927,049</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
PREFERRED SECURITIES—CAPITAL SECURITIES	44.6%		
BANK	14.5%		
AgFirst Farm Credit Bank, 6.585%, due 6/29/49, 144A <sup>a,b,e,f</sup> . . . . .		3,000,000	\$ 2,280,000
AgFirst Farm Credit Bank, 7.30%, due 10/14/49, 144A <sup>e,f</sup> . . . . .		18,000,000	17,234,424
Astoria Capital Trust I, 9.75%, due 11/1/29, Series B <sup>e</sup> . . . . .		9,600,000	9,996,058
Citigroup Capital III, 7.625%, due 12/1/36 <sup>a</sup> . . . . .		8,950,000	8,756,626
Citigroup Capital XXI, 8.30%, due 12/21/57 <sup>a</sup> . . . . .		2,500,000	2,503,125
CoBank ACB, 11.00%, Series C, 144A (\$50 Par Value) <sup>a,f</sup> . . . . .		125,000	6,578,125
Farm Credit Bank of Texas, 10.00%, due 12/15/20, (\$1,000 Par Value) Series I <sup>a</sup> . . . . .		4,000	4,682,500
Huntington Bancshares, 8.50%, due 12/31/49, Series A (Convertible) . . . . .		3,200	3,471,968
JP Morgan Chase & Co., 7.90%, due 4/29/49, Series I (FRN) <sup>a</sup> . . . . .		15,000,000	16,024,230
JP Morgan Chase Capital XVIII, 6.95%, due 8/17/36, Series R . . . . .		1,500,000	1,520,625
JP Morgan Chase Capital XXV, 6.80%, due 10/1/37, Series Y <sup>a</sup> . . . . .		5,160,000	5,230,950
NB Capital Trust II, 7.83%, due 12/15/26 <sup>a</sup> . . . . .		4,000,000	3,575,000
PNC Financial Services Group, 6.75%, due 7/29/49, (FRN) <sup>a,b</sup> . . . . .		5,000,000	4,907,385
Sovereign Capital Trust VI, 7.908%, due 6/13/36 <sup>a</sup> . . . . .		3,250,000	3,063,125
Wells Fargo & Co., 7.98%, due 3/29/49, Series K (FRN) <sup>a</sup> . . . . .		9,550,000	10,278,187
Wells Fargo & Co., 7.50%, Series L (Convertible) <sup>a,b</sup> . . . . .		6,500	6,919,250
			<u>107,021,578</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
BANK—FOREIGN	9.3%		
Abbey National Capital Trust I, 8.963%, due 12/29/49 <sup>a</sup> . . . . .		7,559,000	\$ 6,878,690
Barclays Bank PLC, 6.278%, due 12/31/49 <sup>a</sup> . . . . .		8,350,000	5,764,114
BNP Paribas, 7.195%, due 12/31/49, 144A <sup>a,f</sup> . . . . .		4,300,000	3,042,250
BPCE SA, 9.00%, due 12/31/49, (France) (EUR) . . . . .		2,250,000	2,074,845
Claudius Ltd., 7.875%, due 12/12/49 <sup>a</sup> . . . . .		4,000,000	3,948,800
HSBC Capital Funding LP, 10.176%, due 12/29/49, 144A <sup>a,b,f</sup> . . . . .		11,592,000	14,374,080
LBG Capital No.1 PLC, 8.00%, due 12/29/49, 144A <sup>a,f</sup> . . . . .		6,800,000	4,964,000
Rabobank Nederland, 8.40%, due 12/31/49 . . . . .		3,000,000	2,981,415
Rabobank Nederland, 11.00%, due 6/29/49, 144A <sup>a,b,f</sup> . . . . .		5,950,000	6,991,946
Resona Preferred Global Securities, 7.191%, due 12/29/49, 144A (FRN) <sup>a,f</sup> . . . . .		4,000,000	3,958,392
Santander UK PLC, 7.95%, due 10/26/29 <sup>a</sup> . . . . .		3,000,000	2,538,471
SMFG Preferred Capital, 9.50%, due 7/29/49, 144A (FRN) <sup>a,f</sup> . . . . .		5,500,000	6,338,750
Standard Chartered PLC, 7.014%, due 7/29/49, 144A <sup>a,f</sup> . . . . .		5,050,000	4,618,306
			<u>68,474,059</u>
FINANCE	2.6%		
CREDIT CARD	1.7%		
American Express Co., 6.80%, due 9/1/66 <sup>a</sup> . . . . .		6,350,000	6,342,062
Capital One Capital III, 7.686%, due 8/15/36 . . . . .		3,850,000	3,854,813
Capital One Capital VI, 8.875%, due 5/15/40 <sup>a</sup> . . . . .		2,000,000	2,085,782
			<u>12,282,657</u>
DIVERSIFIED FINANCIAL SERVICES	0.3%		
Credit Suisse Group Guernsey I Ltd., 7.875%, due 2/24/41 . . . . .		2,450,000	2,201,325
INVESTMENT ADVISORY SERVICES—FOREIGN	0.6%		
Old Mutual PLC, 8.00%, due 6/3/21, (United Kingdom) (GBP) . . . . .		3,000,000	4,461,006
TOTAL FINANCE . . . . .			<u>18,944,988</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
FOOD	0.6%		
Dairy Farmers of America, 7.875%, 144A <sup>e,f</sup> . . . . .		50,000	\$ 4,712,500
INSURANCE	10.9%		
LIFE/HEALTH INSURANCE	2.1%		
American General Institutional Capital B, 8.125%, due 3/15/46, 144A <sup>a,f</sup> . . . . .		5,250,000	4,777,500
Great-West Life & Annuity Insurance Co., 7.153%, due 5/16/46, 144A <sup>a,f</sup> . . . . .		2,700,000	2,646,000
Lincoln National Corp., 7.00%, due 5/17/66 <sup>a</sup> . . . . .		5,250,000	4,790,625
Prudential Financial, 8.875%, due 6/15/38 . . . . .		3,000,000	3,465,000
			<u>15,679,125</u>
LIFE/HEALTH INSURANCE—FOREIGN	0.5%		
Prudential PLC, 7.75%, due 6/23/16 <sup>a</sup> . . . . .		3,750,000	3,639,375
MULTI-LINE	3.0%		
American International Group, 8.175%, due 5/15/58, (FRN) . . . . .		5,150,000	4,635,000
MetLife, 10.75%, due 8/1/69 <sup>a</sup> . . . . .		3,000,000	3,969,930
MetLife Capital Trust X, 9.25%, due 4/8/38, 144A <sup>a,f</sup> . . .		11,815,000	13,557,712
			<u>22,162,642</u>
MULTI-LINE—FOREIGN	1.0%		
AXA SA, 8.60%, due 12/15/30 <sup>a</sup> . . . . .		1,250,000	1,233,942
AXA SA, 6.463%, due 12/29/49, 144A <sup>a,f</sup> . . . . .		2,850,000	1,838,250
AXA SA, 6.379%, due 12/31/49, 144A <sup>f</sup> . . . . .		2,000,000	1,320,000
Old Mutual Capital Funding PLC, 8.00%, due 5/29/49 <sup>a</sup> . . . . .		2,750,000	2,635,875
			<u>7,028,067</u>
PROPERTY CASUALTY	2.4%		
ACE Capital Trust II, 9.70%, due 4/1/30 <sup>a</sup> . . . . .		5,160,000	6,870,618
Liberty Mutual Group, 7.00%, due 3/15/37, 144A <sup>a,b,f</sup> . .		3,000,000	2,550,000
Liberty Mutual Group, 7.80%, due 3/15/37, 144A <sup>a,f</sup> . . .		4,000,000	3,600,000
USF&G Capital, 8.312%, due 7/1/46, 144A <sup>a,f</sup> . . . . .		3,845,000	4,774,194
			<u>17,794,812</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		Number of Shares	Value
REINSURANCE—FOREIGN	1.9%		
Catlin Insurance Co., 7.249%, due 12/31/49, 144A <sup>a,f</sup> . . .		6,800,000	\$ 5,831,000
QBE Capital Funding III Ltd., 7.25%, due 5/24/41, 144A <sup>a,f</sup> . . . . .		4,800,000	4,233,451
Swiss Reinsurance Co. Ltd., Series I, 7.635%, due 12/31/49, (Australia)(AUD) . . . . .		4,600,000	<u>3,730,322</u>
			<u>13,794,773</u>
TOTAL INSURANCE . . . . .			<u>80,098,794</u>
INTEGRATED TELECOMMUNICATIONS SERVICES	2.3%		
Centaur Funding Corp., 9.08%, due 4/21/20, 144A <sup>f</sup> . . .		14,954	<u>16,944,751</u>
OIL & GAS EXPLORATION & PRODUCTION	0.4%		
Origin Energy Finance Ltd., 7.875%, due 6/16/71, (Australia)(EUR) <sup>g</sup> . . . . .		2,500,000	<u>2,944,420</u>
PIPELINES	2.3%		
Enbridge Energy Partners LP, 8.05%, due 10/1/37 <sup>a</sup> . . .		6,500,000	6,875,798
Enterprise Products Operating LLC, 7.034%, due 1/15/68, Series B <sup>a</sup> . . . . .		2,150,000	2,238,735
Enterprise Products Operating LP, 8.375%, due 8/1/66 <sup>a</sup> . . . . .		7,710,000	<u>8,257,533</u>
			<u>17,372,066</u>
UTILITIES	1.7%		
ELECTRIC UTILITIES	1.0%		
FPL Group Capital, 7.30%, due 9/1/67, Series D <sup>a</sup> . . . . .		6,700,000	<u>6,976,034</u>
MULTI UTILITIES	0.7%		
Dominion Resources, 7.50%, due 6/30/66, Series A <sup>a</sup> . . . . .		5,184,000	<u>5,448,363</u>
TOTAL UTILITIES . . . . .			<u>12,424,397</u>
TOTAL PREFERRED SECURITIES—CAPITAL SECURITIES (Identified cost—\$325,183,423) . . . . .			<u>328,937,553</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

		<u>Principal Amount</u>	<u>Value</u>
CORPORATE BONDS	2.0%		
BANK	0.3%		
Regions Financial Corp., 7.375%, due 12/10/37 <sup>a</sup>	.....	\$ 3,000,000	<u>\$ 2,550,000</u>
INSURANCE—PROPERTY CASUALTY	0.6%		
Liberty Mutual Insurance, 7.697%, due 10/15/97, 144A <sup>a,f</sup>	.....	4,500,000	<u>4,266,140</u>
INTEGRATED TELECOMMUNICATIONS SERVICES	0.5%		
Citizens Communications Co., 9.00%, due 8/15/31 <sup>a</sup>	.....	4,000,000	<u>3,670,000</u>
REAL ESTATE	0.6%		
OFFICE	0.3%		
BR Properties SA, 9.00%, due 10/29/49, 144A (Brazil) <sup>e,f</sup>	.....	2,500,000	<u>2,525,000</u>
SHOPPING CENTER	0.3%		
General Shopping Finance Ltd., 10.00%, due 11/29/49, 144A <sup>f</sup>	.....	1,965,000	<u>1,969,912</u>
TOTAL REAL ESTATE	.....		<u>4,494,912</u>
TOTAL CORPORATE BONDS (Identified cost—\$15,487,810)	.....		<u>14,981,052</u>
			<u>Number of Shares</u>
SHORT-TERM INVESTMENTS	4.2%		
MONEY MARKET FUNDS			
BlackRock Liquidity Funds: FedFund, 0.01% <sup>h</sup>	.....	15,300,460	15,300,460
Federated Government Obligations Fund, 0.01% <sup>h</sup>	.....	15,400,593	<u>15,400,593</u>
TOTAL SHORT-TERM INVESTMENTS (Identified cost—\$30,701,053)	.....		<u>30,701,053</u>
TOTAL INVESTMENTS (Identified cost—\$963,606,805)	.....		1,097,148,675
LIABILITIES IN EXCESS OF OTHER ASSETS	.....		<u>(359,444,580)</u>
NET ASSETS (Equivalent to \$15.34 per share based on 48,075,534 shares of common stock outstanding)	.....	<u>100.0%</u>	<u>\$ 737,704,095</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

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

- <sup>a</sup> A portion or all of the security is pledged in connection with the revolving credit agreement: \$733,236,556 has been pledged as collateral.
- <sup>b</sup> A portion of the security has been rehypothecated in connection with the Fund's revolving credit agreement in the aggregate amount of \$321,552,720.
- <sup>c</sup> Non-income producing security.
- <sup>d</sup> A portion of the security is segregated as collateral for interest rate swap transactions: \$11,952,000 has been segregated as collateral.
- <sup>e</sup> Illiquid security. Aggregate holdings equal 5.8% of net assets of the Fund.
- <sup>f</sup> Resale is restricted to qualified institutional investors. Aggregate holdings equal 20.6% of net assets of the Fund, of which 4.5% are illiquid.
- <sup>g</sup> Fair valued security. This security has been valued at its fair value as determined in good faith under procedures established by and under the general supervision of the Fund's Board of Directors. Aggregate fair value securities represent 0.4% of the net assets of the Fund.
- <sup>h</sup> Rate quoted represents the seven day yield of the fund.

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## SCHEDULE OF INVESTMENTS—(Continued) December 31, 2011

Interest rate swaps outstanding at December 31, 2011 are as follows:

Counterparty	Notional Amount	Fixed Rate Payable	Floating Rate <sup>a</sup> (reset monthly) Receivable	Termination Date	Unrealized Depreciation
Merrill Lynch Derivative					
Products AG <sup>b</sup> . . . . .	\$45,000,000	3.510%	0.291%	December 22, 2012	\$ (1,398,176)
Royal Bank of Canada . . . .	\$60,000,000	3.653%	0.285%	July 17, 2013	(2,997,333)
Royal Bank of Canada . . . .	\$70,000,000	3.615%	0.294%	March 29, 2014	(4,820,092)
Royal Bank of Canada . . . .	\$35,000,000	1.865%	0.277%	June 13, 2015	(1,355,095)
Royal Bank of Canada . . . .	\$35,000,000	2.474%	0.276%	February 10, 2016	(2,305,958)
					<u>\$(12,876,654)</u>

<sup>a</sup> Based on LIBOR (London Interbank Offered Rate). Represents rates in effect at December 31, 2011.

<sup>b</sup> Cash in the amount of \$1,556,000 has been pledged as collateral.

Open forward foreign currency exchange contracts outstanding at December 31, 2011 are as follows:

Counterparty	Contracts to Deliver	In Exchange For	Settlement Date	Unrealized Appreciation/ (Depreciation)
Brown Brothers, Harriman . .	AUD 6,378,794	USD 6,527,165	1/4/12	\$ 2,933
Brown Brothers, Harriman . .	USD 6,540,815	AUD 6,378,794	1/4/12	(16,583)
Brown Brothers, Harriman . .	AUD 6,309,859	USD 6,449,559	2/2/12	17,025
Brown Brothers, Harriman . .	EUR 3,692,000	USD 4,972,127	1/4/12	193,755
Brown Brothers, Harriman . .	USD 4,792,216	EUR 3,692,000	1/4/12	(13,843)
Brown Brothers, Harriman . .	EUR 3,877,312	USD 5,033,488	2/2/12	14,389
Brown Brothers, Harriman . .	GBP 2,709,900	USD 4,261,318	1/4/12	52,843
Brown Brothers, Harriman . .	USD 4,210,643	GBP 2,709,900	1/4/12	(2,168)
Brown Brothers, Harriman . .	GBP 2,866,023	USD 4,451,937	2/2/12	2,111
				<u>\$250,462</u>

### Glossary of Portfolio Abbreviations

AUD	Australian Dollar
EUR	Euro Currency
FRN	Floating Rate Note
GBP	Great British Pound
REIT	Real Estate Investment Trust
TOPrS	Trust Originated Preferred Securities
TruPS	Trust Preferred Securities
USD	United States Dollar

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## STATEMENT OF ASSETS AND LIABILITIES

December 31, 2011

### ASSETS:

Investments in securities, at value (Identified cost—\$963,606,805) . . . . .	\$1,097,148,675
Cash (includes \$1,556,000 pledged as collateral for open swap positions) . . . . .	1,955,360
Receivable for:	
Dividends and interest . . . . .	8,511,245
Investment securities sold . . . . .	2,722,390
Unrealized appreciation on forward foreign currency exchange contracts . . . . .	283,056
Other assets . . . . .	<u>20,553</u>
Total Assets . . . . .	<u>1,110,641,279</u>

### LIABILITIES:

Unrealized depreciation on interest rate swap transactions . . . . .	12,876,654
Unrealized depreciation on forward foreign currency exchange contracts . . . . .	32,594
Payable for:	
Revolving credit agreement . . . . .	350,000,000
Investment securities purchased . . . . .	7,525,041
Dividends declared on common shares . . . . .	1,610,243
Investment management fees . . . . .	593,936
Administration fees . . . . .	53,536
Interest expense . . . . .	39,238
Other liabilities . . . . .	<u>205,942</u>
Total Liabilities . . . . .	<u>372,937,184</u>

NET ASSETS . . . . . \$ 737,704,095

### NET ASSETS consist of:

Paid-in capital . . . . .	\$ 892,575,544
Accumulated undistributed net investment income . . . . .	2,797,512
Accumulated net realized loss . . . . .	(278,567,932)
Net unrealized appreciation . . . . .	<u>120,898,971</u>
	<u>\$ 737,704,095</u>

### NET ASSET VALUE PER COMMON SHARE:

(\$737,704,095 ÷ 48,075,534 shares outstanding) . . . . . \$ 15.34

MARKET PRICE PER COMMON SHARE . . . . . \$ 14.15

MARKET PRICE DISCOUNT TO NET ASSET VALUE PER COMMON SHARE . . . . . (7.76)%

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## STATEMENT OF OPERATIONS For the Year Ended December 31, 2011

Investment Income:	
Dividend income .....	\$ 30,773,899
Interest income .....	25,574,338
Rehypotheication income .....	<u>205,902</u>
Total Income .....	<u>56,554,139</u>
Expenses:	
Investment management fees .....	7,278,941
Interest expense .....	4,551,130
Administration fees .....	837,774
Custodian fees and expenses .....	181,014
Shareholder reporting expenses .....	101,668
Professional fees .....	89,088
Directors' fees and expenses .....	67,750
Transfer agent fees and expenses .....	22,606
Registration and filing fees .....	11,416
Line of credit fees .....	706
Miscellaneous .....	<u>116,684</u>
Total Expenses .....	<u>13,258,777</u>
Net Investment Income .....	<u>43,295,362</u>
Net Realized and Unrealized Gain (Loss):	
Net realized gain (loss) on:	
Investments .....	39,087,424
Foreign currency transactions .....	329,087
Interest rate swap transactions .....	<u>(7,190,574)</u>
Net realized gain .....	<u>32,225,937</u>
Net change in unrealized appreciation (depreciation) on:	
Investments .....	(31,023,976)
Foreign currency translations .....	236,642
Interest rate swap transactions .....	<u>(941,315)</u>
Net change in unrealized appreciation (depreciation) .....	<u>(31,728,649)</u>
Net realized and unrealized gain .....	<u>497,288</u>
Net Increase in Net Assets Resulting from Operations .....	<u>\$ 43,792,650</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## STATEMENT OF CHANGES IN NET ASSETS

	For the Year Ended <u>December 31, 2011</u>	For the Year Ended <u>December 31, 2010</u>
Change in Net Assets Applicable to Common Shares:		
From Operations:		
Net investment income . . . . .	\$ 43,295,362	\$ 42,035,488
Net realized gain . . . . .	32,225,937	55,667,224
Net change in unrealized appreciation (depreciation) . . . . .	<u>(31,728,649)</u>	<u>84,554,916</u>
Net increase in net assets resulting from operations . . . . .	<u>43,792,650</u>	<u>182,257,628</u>
Dividends to Common Shareholders from Net Investment Income . . . . .	<u>(57,666,027)</u>	<u>(48,163,738)</u>
Capital Stock Transactions:		
Increase (decrease) in net assets from Fund share transactions . . . . .	<u>694,536</u>	<u>(3,531,311)</u>
Total increase (decrease) in net assets applicable to common shares . . . . .	<u>(13,178,841)</u>	<u>130,562,579</u>
Net Assets Applicable to Common Shares:		
Beginning of year . . . . .	<u>750,882,936</u>	<u>620,320,357</u>
End of year <sup>a</sup> . . . . .	<u><u>\$737,704,095</u></u>	<u><u>\$750,882,936</u></u>

<sup>a</sup> Includes accumulated undistributed net investment income of \$2,797,512 and \$2,542,785, respectively.

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## STATEMENT OF CASH FLOWS For the Year Ended December 31, 2011

Decrease in Cash:	
Cash Flows from Operating Activities:	
Net increase in net assets resulting from operations	\$ 43,792,650
Adjustments to reconcile net increase in net assets resulting from operations to net cash used for operating activities:	
Purchases of long-term investments	(574,570,690)
Net purchases, sales and maturities of short-term investments	(5,273,284)
Net amortization/accretion of premium (discount)	205,343
Proceeds from sales and maturities of long-term investments	599,591,947
Net increase in dividends and interest receivable and other assets	(925,803)
Net decrease in interest expense payable, accrued expenses and other liabilities	(160,839)
Net change in unrealized appreciation on investments	31,023,976
Net change in unrealized depreciation on interest rate swaps	941,315
Net change in unrealized appreciation on forward foreign currency exchange contracts	(250,462)
Net realized gain on investments	<u>(39,087,424)</u>
Cash provided by operating activities	<u>55,286,729</u>
Cash Flows from Financing Activities:	
Increase in net assets from Fund share transactions	694,536
Distributions paid on common shares	<u>(57,881,976)</u>
Cash used for financing activities	<u>(57,187,440)</u>
	(1,900,711)
Cash at beginning of year (including cash pledged as collateral of \$2,589,000)	<u>3,856,071</u>
Cash at end of year (including cash pledged as collateral of \$1,556,000)	<u>\$ 1,955,360</u>

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## FINANCIAL HIGHLIGHTS

The following table includes selected data for a common 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:	For the Year Ended December 31,				
	2011	2010	2009	2008	2007
Net asset value per common share, beginning of year . . . . .	\$15.63	\$12.83	\$ 8.51	\$ 21.88	\$ 32.02
Income from investment operations:					
Net investment income . . . . .	1.21	1.02	0.73	1.54	2.03
Net realized and unrealized gain (loss) . . . . .	(0.30)	2.76	4.46	(11.99)	(7.56)
Total income (loss) from investment operations . . . . .	0.91	3.78	5.19	(10.45)	(5.53)
Less dividends and distributions to preferred shareholders from:					
Net investment income . . . . .	—	—	(0.03)	(0.52)	(0.46)
Net realized gain . . . . .	—	—	—	—	(0.36)
Total dividends and distributions to preferred shareholders . . . . .	—	—	(0.03)	(0.52)	(0.82)
Total from investment operations applicable to common shares . . . . .	0.91	3.78	5.16	(10.97)	(6.35)
Anti-dilutive effect from the issuance of reinvested common shares . . . . .	0.00 <sup>a</sup>	—	—	0.00 <sup>a</sup>	—
Anti-dilutive effect from the purchase of common shares . . . . .	—	0.02	—	—	—
Less dividends and distributions to common shareholders from:					
Net investment income . . . . .	(1.20)	(1.00)	(0.71)	(0.87)	(1.61)
Net realized gain . . . . .	—	—	—	—	(1.30)
Tax return of capital . . . . .	—	—	(0.13)	(1.53)	(0.88)
Total dividends and distributions to common shareholders . . . . .	(1.20)	(1.00)	(0.84)	(2.40)	(3.79)
Net increase (decrease) in net asset value per common share . . . . .	(0.29)	2.80	4.32	(13.37)	(10.14)
Net asset value, per common share, end of year . . . . .	\$15.34	\$15.63	\$12.83	\$ 8.51	\$ 21.88
Market value, per common share, end of year . . . . .	\$14.15	\$14.29	\$10.35	\$ 6.21	\$ 18.90
Total net asset value return <sup>b</sup> . . . . .	6.46%	31.63%	69.85%	-53.42%	-20.00%
Total market value return <sup>b</sup> . . . . .	7.41%	49.18%	87.76%	-60.65%	-28.62%

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## FINANCIAL HIGHLIGHTS—(Continued)

Ratios/Supplemental Data:	For the Year Ended December 31,				
	2011	2010	2009	2008	2007
Net assets applicable to common shares, end of year (in millions) . . . . .	<u>\$737.7</u>	<u>\$750.9</u>	<u>\$620.3</u>	<u>\$ 411.3</u>	<u>\$ 1,055.6</u>
Ratio of expenses to average daily net assets applicable to common shares . . . . .	<u>1.72%</u>	<u>1.87%</u>	<u>2.62%<sup>c</sup></u>	<u>1.72%<sup>c</sup></u>	<u>1.27%<sup>c</sup></u>
Ratio of expenses to average daily net assets applicable to common shares (excluding interest expense) . . . . .	<u>1.13%</u>	<u>1.22%</u>	<u>2.06%<sup>c</sup></u>	<u>1.70%<sup>c</sup></u>	<u>—</u>
Ratio of net investment income to average daily net assets applicable to common shares . .	<u>5.62%</u>	<u>6.08%</u>	<u>9.02%<sup>c</sup></u>	<u>9.06%<sup>c</sup></u>	<u>6.34%<sup>c</sup></u>
Ratio of expenses to average daily managed assets <sup>d</sup> . . . . .	<u>1.18%</u>	<u>1.26%</u>	<u>1.56%<sup>c</sup></u>	<u>0.98%<sup>c</sup></u>	<u>0.84%<sup>c</sup></u>
Portfolio turnover rate. . . . .	<u>52%</u>	<u>66%</u>	<u>81%</u>	<u>53%</u>	<u>52%</u>
<b>Preferred Shares/Revolving Credit Agreement:</b>					
Liquidation value, end of period (in 000's) . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>\$254,000</u>	<u>\$726,000</u>
Total shares outstanding (in 000's) . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>10</u>	<u>29</u>
Asset coverage ratio for revolving credit agreement . . . . .	<u>311%</u>	<u>315%<sup>e</sup></u>	<u>286%<sup>e</sup></u>	<u>5,644%</u>	<u>—</u>
Asset coverage per \$1,000 for revolving credit agreement . . . . .	<u>\$3,108</u>	<u>\$3,145</u>	<u>\$2,862</u>	<u>\$ 56,443</u>	<u>—</u>
Asset coverage ratio for auction market preferred shares. . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>255%<sup>f</sup></u>	<u>245%</u>
Asset coverage per share for auction market preferred shares <sup>f</sup> . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>\$ 63,750</u>	<u>\$ 61,351</u>
Liquidation preference per share . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>\$ 25,000</u>	<u>\$ 25,000</u>
Average market value per share <sup>g</sup> . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>\$ 25,000</u>	<u>\$ 25,000</u>

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

<sup>b</sup> Total market value return is computed based upon the New York Stock Exchange market price of the Fund's shares and excludes the effects of brokerage commissions. Total net asset value return measures the changes in value over the period indicated, taking into account dividends as reinvested. Dividends and distributions, if any, are assumed for purposes of these calculations, to be reinvested at prices obtained under the Fund's dividend reinvestment plan.

<sup>c</sup> Ratios do not reflect dividend payments to preferred shareholders, where applicable.

<sup>d</sup> Average daily managed assets represent net assets applicable to common shares plus liquidation preference of preferred shares and/or the outstanding balance of the revolving credit agreement.

<sup>e</sup> For the period June 1, 2009 through June 15, 2010, the Fund utilized temporary relief from the Securities and Exchange Commission permitting the Fund to maintain 200% asset coverage.

<sup>f</sup> Includes the effect of the outstanding borrowings from the revolving credit agreement.

<sup>g</sup> Based on weekly prices.

See accompanying notes to financial statements.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS

### Note 1. Significant Accounting Policies

Cohen & Steers REIT and Preferred Income Fund, Inc. (the Fund) was incorporated under the laws of the State of Maryland on March 25, 2003 and is registered under the Investment Company Act of 1940 as amended, as a diversified, closed-end management investment company. The Fund's investment objective is high current income.

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America (GAAP). The preparation of the financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

*Portfolio Valuation:* Investments in securities that are listed on the New York Stock Exchange are valued, except as indicated below, at the last sale price reflected at the close of the New York Stock Exchange 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 asked prices on such day or, if no asked price is available, at the bid price. Exchange traded options are valued at their last sale price as of the close of options trading on applicable exchanges. In the absence of a last sale, options are valued at the average of the quoted bid and asked prices as of the close of business. Over-the-counter options quotations are provided by the respective counterparty when such prices are believed by Cohen & Steers Capital Management, Inc. (the investment manager), pursuant to delegation by the Board of Directors, to reflect the fair market value. Forward contracts are valued daily at the prevailing forward exchange rate.

Securities not listed on the New York Stock Exchange but listed on other domestic or foreign securities exchanges are valued in a similar manner. Securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined as reflected on the tape at the close of the exchange representing the principal market for such securities. 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 foreign securities may be fair valued pursuant to procedures established by the Board of Directors.

Readily marketable securities traded in the over-the-counter market, including listed securities whose primary market is believed by the investment manager to be over-the-counter, are valued at the official closing prices as reported by sources as the Board of Directors deem appropriate to reflect their fair market value. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day, or if no asked price is available, at the bid price. However, certain fixed-income securities may be valued on the basis of prices provided by a pricing service when such prices are believed by the investment manager, pursuant to delegation by the Board of Directors, to reflect the fair market value of such securities. Interest rate swaps are valued utilizing quotes received from an outside pricing service.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

Securities for which market prices are unavailable, or securities for which the investment manager determines that the bid and/or asked price or a counterparty valuation does not reflect market value, will be valued at fair value 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.

The Fund's use of fair value pricing may cause the net asset value of Fund shares to differ from the net asset value 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.

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

Fair value is defined as the price that the Fund would receive to sell an investment or 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
- Level 2—other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.)
- 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 securities are not necessarily an indication of the risk associated with investing in those securities.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

The following is a summary of the inputs used as of December 31, 2011 in valuing the Fund's investments carried at value:

	Total	Quoted Prices In Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common Stock . . . . .	\$ 522,601,968	\$522,601,968	\$ —	\$ —
Preferred Securities—\$25 Par Value—Bank . . . . .	40,899,428	34,731,615	—	6,167,813 <sup>a</sup>
Preferred Securities—\$25 Par Value—Insurance— Multi-Line—Foreign . . . . .	12,659,951	8,783,207	3,876,744	—
Preferred Securities—\$25 Par Value—Insurance— Reinsurance—Foreign . . . . .	15,049,864	10,718,614	4,331,250	—
Preferred Securities—\$25 Par Value—Other Industries . . . . .	131,317,806	131,317,806	—	—
Preferred Securities—Capital Securities—Bank . . . . .	107,021,578	16,969,343	90,052,235	—
Preferred Securities—Capital Securities—Food . . . . .	4,712,500	—	—	4,712,500 <sup>a</sup>
Preferred Securities—Capital Securities—Oil & Gas Exploration & Production . . . . .	2,944,420	—	—	2,944,420 <sup>b</sup>
Preferred Securities—Capital Securities—Other Industries . . . . .	214,259,055	—	214,259,055	—
Corporate Bonds—Real Estate—Shopping Center . . . . .	1,969,912	—	—	1,969,912 <sup>c</sup>
Corporate Bonds—Other Industries . . . . .	13,011,140	—	13,011,140	—
Money Market Funds . . . . .	30,701,053	—	30,701,053	—
Total Investments . . . . .	<u>\$1,097,148,675</u>	<u>\$725,122,553</u>	<u>\$356,231,477</u>	<u>\$15,794,645</u>
Other Financial Instruments* . . . . .	<u>\$ (12,626,192)</u>	<u>\$ —</u>	<u>\$ (12,626,192)</u>	<u>\$ —</u>

\* Other financial instruments are forward foreign currency exchange contracts and interest rate swap contracts.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

Investments classified as Level 3 infrequently trade and have significant unobservable inputs. The Level 3 securities have been valued as follows:

- <sup>a</sup> Deemed illiquid and valued by a pricing service which utilized independent broker quotes.
- <sup>b</sup> Fair valued, pursuant to the Fund's fair value procedures, utilizing inputs and assumptions which include book value, recent comparables in similar securities, as well as liquidity and market risk factors.
- <sup>c</sup> Valued utilizing an independent broker quote.

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

	Total Investments in Securities	Common Stock— Bank	Preferred Securities—\$25 Par Value— Bank	Preferred Securities— Capital Food	Preferred Securities— Capital Oil & Gas Exploration & Production	Corporate Bonds— Real Estate
Balance as of						
December 31, 2010 . . . .	\$17,490,000	\$ 2,140,000	\$5,415,000	\$4,462,500	\$ —	\$ 5,472,500
Amortization . . . . .	4	—	—	—	4	—
Change in unrealized appreciation (depreciation) . . . .	(335,857)	—	43,613	250,000	(681,970)	52,500
Realized Gain (Loss) . . . .	(58,861)	(61,361)	—	—	—	2,500
Purchases . . . . .	4,335,586	—	709,200	—	3,626,386	—
Sales . . . . .	(5,081,139)	(2,078,639)	—	—	—	(3,002,500)
Transfers into Level 3 . . . .	1,969,912	—	—	—	—	1,969,912
Transfers out of Level 3 . . . . .	(2,525,000)	—	—	—	—	(2,525,000)
Balance as of						
December 31, 2011 . . . .	<u>\$15,794,645</u>	<u>\$ —</u>	<u>\$6,167,813</u>	<u>\$4,712,500</u>	<u>\$2,944,420</u>	<u>\$ 1,969,912</u>

The change in unrealized appreciation (depreciation) attributable to securities owned on December 31, 2011 which were valued using significant unobservable inputs (Level 3) amounted to approximately (\$388,358). Transfers are recognized at the end of the period.

*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 is recorded on the accrual basis. Discounts are accreted and premiums are amortized over the life of the respective securities. 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. The Fund records distributions received in excess of income from underlying investments as a reduction of cost of investments and/or an increase in realized gain. Such amounts are based on estimates if actual amounts are not available, and actual amounts of income, realized gain and return of capital may differ from the estimated amounts. The Fund adjusts the estimated amounts of the components of distributions (and consequently its net investment income) as an increase to unrealized

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

appreciation/(depreciation) and realized gain/(loss) on investments as necessary once the issuers provide information about the actual composition of the distributions.

*Options:* The Fund may write put or call options on an index and put and covered call options on a security with the intention of earning option premiums. Option premiums may increase the Fund's realized gains and therefore may help increase distributable income. When a Fund writes (sells) an option, an amount equal to the premium received by the Fund is recorded in the Statement of Assets and Liabilities as a liability. The amount of the liability is subsequently marked-to-market to reflect the current market value of the option written. When an option expires, the Fund realizes a gain on the option to the extent of the premiums received. Premiums received from writing options which are exercised or closed, are added to or offset against the proceeds or amount paid on the transaction to determine the realized gain or loss. If a put option on a security is exercised, the premium reduces the cost basis of the security purchased by the Fund. If a call option is exercised, the call premium is added to the proceeds of the security sold to determine its gain or loss. The Fund, as writer of an option, bears the market risk of an unfavorable change in the price of the underlying index or security. Other risks include the possibility of an illiquid options market or the inability of the counterparties to fulfill their obligations under the contract. During the year ended December 31, 2011, the Fund did not write options.

*Foreign Currency Translations:* The books and records of the Fund are maintained in U.S. dollars as follows: (1) the foreign currency market value of investment securities, other assets and liabilities and foreign currency contracts are translated at the exchange rates prevailing at the end of the period; and (2) purchases, sales, income and expenses are translated at the exchange rates prevailing on the respective dates of such transactions. The resultant exchange gains and losses are recorded as realized and unrealized gain/loss on foreign exchange transactions. Pursuant to U.S. federal income tax regulations, certain foreign exchange gains/losses included in realized and unrealized gain/loss are included in or are a reduction of ordinary income for federal income tax purposes. The Fund does not isolate that portion of the results of operations arising as a result of changes in the foreign exchange rates from the changes in the market prices of the securities.

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

In connection with its investments in foreign securities, the Fund may be exposed to foreign currency risks associated with portfolio investments and therefore use forward foreign currency exchange contracts (forward contracts) to hedge or manage these exposures. Forward contracts represent obligations to purchase or sell foreign currency on a specified future date at a price fixed at the time the contracts are entered into. The risks include the potential inability of counterparties to meet the terms of their contracts and unanticipated movements in the value of a foreign currency relative to the U.S. dollar. The resultant unrealized exchange gains and losses are recorded as unrealized foreign currency

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

translation gains or losses. The Fund records realized gains or losses on delivery of the currency or at the time the forward contract is extinguished (compensated) by entering into a closing transaction prior to delivery.

*Interest Rate Swaps:* The Fund uses interest rate swaps in connection with borrowing under its credit agreement. The interest rate swaps are intended to reduce the risk that an increase in short-term interest rates could have on the performance of the Fund's common shares as a result of the floating rate structure of interest owed pursuant to the credit agreement. In these interest rate swaps, the Fund agrees to pay the other party to the interest rate swap (which is known as the counterparty) a fixed rate payment in exchange for the counterparty agreeing to pay the Fund a variable rate payment that is intended to approximate the Fund's variable rate payment obligation on the credit agreement. The payment obligation is based on the notional amount of the swap. Depending on the state of interest rates in general, the use of interest rate swaps could enhance or harm the overall performance of the common shares. The market value of interest rate swaps is based on pricing models that consider the time value of money, volatility, the current market and contractual prices of the underlying financial instrument. Unrealized appreciation is reported as an asset and unrealized depreciation is reported as a liability on the Statement of Assets and Liabilities. The change in value of swaps, including the accrual of periodic amounts of interest to be paid or received on swaps, is reported as unrealized appreciation or depreciation in the Statement of Operations. A realized gain or loss is recorded upon payment or receipt of a periodic payment or termination of swap agreements. Swap agreements involve, to varying degrees, elements of market and counterparty risk, and exposure to loss in excess of the related amounts reflected in the Statement of Assets and Liabilities. The Fund's maximum risk of loss from counterparty credit risk is the discounted net value of the cash flows to be received from the counterparty over the contract's remaining life, to the extent that such amount is positive.

For each swap counterparty, the Fund entered into an International Swap and Derivatives Association Inc. Master Agreement and related annexes thereto ("ISDAs") which sets forth the general terms and conditions of the Fund's swap transactions. During 2008, the Fund notified Merrill Lynch Derivative Products AG ("MLDP") that it breached certain terms and conditions of its ISDAs. During 2009, the Fund notified MLDP of additional breaches. MLDP has required that the Fund post collateral in the form of cash or U.S. Treasury securities. The collateral amount is determined by the approximate unrealized depreciation of a particular swap transaction on each valuation date. As of December 31, 2011, this amount was \$1,556,000 and was pledged in cash by the Fund to MLDP. At December 31, 2011, the Fund continues to operate under the existing terms of all of its various ISDAs, including those with MLDP. However, MLDP reserves any and all rights to take any future action with respect to such events, including termination of outstanding swap transactions; termination or renegotiation of the ISDAs; requiring posting of collateral in the form of cash or U.S. Treasury securities representing the unrealized depreciation on outstanding interest rate swap transactions or continuation under the current terms of the ISDAs. Any action resulting in the early termination of an interest rate swap transaction would cause the Fund to realize any market depreciation that existed on such transaction. In addition to realizing such losses, the early termination of a swap transaction may generate additional expenses for the Fund.

*Dividends and Distributions to Shareholders:* Dividends from net investment income and capital gain distributions are determined in accordance with U.S. federal income tax regulations, which may

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

differ from GAAP. Dividends from net investment income, if any, are declared and paid quarterly. Net realized capital gains, unless offset by any available capital loss carryforward, are typically distributed to shareholders at least annually. 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.

*Income Taxes:* It is the policy of the Fund to continue to qualify as a regulated investment company, if such qualification is in the best interest of the shareholders, by complying with the requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies, and by distributing substantially all of its taxable earnings to its shareholders. Accordingly, no provision for federal income or excise tax is necessary. Dividend and interest income from holdings in non-U.S. securities is recorded net of non-U.S. taxes paid. Management has analyzed the Fund's tax positions taken on federal income tax returns as well as its tax positions in non-U.S. jurisdictions where it trades for all open tax years and has concluded that as of December 31, 2011, no additional provisions for income tax would be required in the Fund's financial statements. 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, state departments of revenue and by foreign tax authorities.

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

*Investment Management Fees:* The investment manager serves as the Fund's investment manager pursuant to an investment management agreement (the investment management agreement). Under the terms of the investment management agreement, the investment manager 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 under the investment management agreement, the Fund pays the investment manager a management fee, accrued daily and paid monthly, at an annual rate of 0.65% of the Fund's average daily managed asset value. Managed asset value is the net asset value of the common shares plus the amount of any borrowings used for leverage outstanding.

*Administration Fees:* The Fund has entered into an administration agreement with the investment manager under which the investment manager performs certain administrative functions for the Fund and receives a fee, accrued daily and paid monthly, at the annual rate of 0.06% of the Fund's average daily managed assets up to \$1 billion, 0.04% of the Fund's average daily managed assets in excess of \$1 billion up to \$1.5 billion and 0.02% of the Fund's average daily managed assets in excess of \$1.5 billion. For the year ended December 31, 2011, the Fund paid the investment manager \$647,934 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 manager. The Fund does not pay compensation to any directors

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

and officers affiliated with the investment manager except for the Chief Compliance Officer, who received compensation from the investment manager that was reimbursed by the Fund in the amount of \$18,087 for the year ended December 31, 2011.

### Note 3. Purchases and Sales of Securities

Purchases and sales of securities, excluding short-term investments, for the year ended December 31, 2011, totaled \$576,555,743 and \$590,106,389, respectively.

### Note 4. Income Tax Information

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

	For the Year Ended December 31,	
	2011	2010
Ordinary income . . . . .	<u>\$57,666,027</u>	<u>\$48,163,738</u>

As of December 31, 2011, the tax-basis components of accumulated earnings and the federal tax cost were as follows:

Cost for federal income tax purposes . . . . .	<u>\$ 968,899,434</u>
Gross unrealized appreciation . . . . .	\$ 385,619,411
Gross unrealized depreciation . . . . .	<u>(257,370,170)</u>
Net unrealized appreciation . . . . .	128,249,241
Other cost basis adjustments . . . . .	<u>(11,510,109)</u>
Total net unrealized appreciation . . . . .	<u>\$ 116,739,132</u>

The other cost basis adjustments are primarily attributable to unrealized depreciation on interest rate swaps.

As of December 31, 2011, the Fund had a net capital loss carryforward of \$270,584,786 which may be used to offset future capital gains. These losses are comprised of short-term capital loss carryforwards of which \$139,623,870 will expire on December 31, 2016 and \$130,960,916 will expire on December 31, 2017. In addition, the Fund incurred short-term capital losses of \$878,563 and net ordinary losses of \$147,232 after October 31, 2011, that it has elected to treat as arising in the following fiscal year.

During the year ended December 31, 2011, the Fund utilized net capital loss carryforwards of \$40,575,977.

As of December 31, 2011, the Fund had temporary book/tax differences primarily attributable to wash sales on portfolio securities and permanent book/tax differences primarily attributable to Fund

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

distributions, differing treatment on interest rate swaps and foreign currency transactions. To reflect reclassifications arising from the permanent differences, paid-in capital was charged \$21,177,154, accumulated net realized loss was credited \$6,551,762 and accumulated undistributed net investment income was credited \$14,625,392. Net assets were not affected by this reclassification.

### Note 5. Capital Stock

The Fund is authorized to issue 100 million shares of common stock at a par value of \$0.001 per share.

During the years ended December 31, 2011 and December 31, 2010, the Fund issued 41,024 and 0 shares of common stock, respectively, for the reinvestment of dividends.

On December 14, 2011, 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, 2012 through the fiscal year ended December 31, 2012. During the year ended December 31, 2011, the Fund did not effect any repurchases. During the year ended December 31, 2010, the Fund repurchased 323,068 Treasury shares of its common stock at an average price of \$10.93 per share (including brokerage commissions) at a weighted average discount of 18.9%. These repurchases, which had a total cost of \$3,531,311, resulted in an increase of \$0.02 to the Fund's net asset value per share.

### Note 6. Borrowings

The Fund has a \$350,000,000 revolving credit agreement (the credit agreement) with BNP Paribas Prime Brokerage Inc. (BNPP). The Fund pays a facility fee of 0.55% per annum (prior to May 19, 2011, the rate was 0.95%) on the unused portion of the credit agreement. The credit agreement has a 270-day rolling term that resets daily (effective February 1, 2012, the rolling term will be 360 days); however, if the Fund exceeds certain net asset value triggers, the credit agreement may convert to a 60-day rolling term that resets daily. The Fund is required to pledge portfolio securities as collateral in an amount up to two times the loan balance outstanding 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 credit agreement also permits, subject to certain conditions, BNPP to rehypothecate portfolio securities pledged by the Fund up to the amount of the loan balance outstanding. The Fund continues to receive dividends and interest on rehypothecated securities. The Fund also has the right under the credit agreement to recall the rehypothecated securities from BNPP on demand. If BNPP fails to deliver the recalled security in a timely manner, the Fund will be compensated by BNPP for any fees or losses related to the failed delivery or, in the event a recalled security will not be returned by BNPP, the Fund, upon notice to BNPP, may reduce the loan balance outstanding by the amount of the recalled security

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

failed to be returned. The Fund will receive a portion of the fees earned by BNPP in connection with the rehypothecation of portfolio securities.

As of December 31, 2011, the Fund has outstanding borrowings of \$350,000,000. During the year ended December 31, 2011, the Fund borrowed an average daily balance of \$350,000,000 at a weighted average borrowing cost of 1.28%. As of December 31, 2011, the aggregate value of rehypothecated securities was \$321,552,720. During the year ended December 31, 2011, the Fund earned \$205,902 in fees from rehypothecated securities.

### Note 7. Derivative Investments

The following tables present the value of derivatives held at December 31, 2011 and the effect of derivatives held during the year ended December 31, 2011, along with the respective location in the financial statements. The notional amount of outstanding forward foreign currency exchange contracts at December 31, 2011 is \$15,934,984. The average notional amount outstanding during the year ended December 31, 2011 was \$6,618,000. The balance of outstanding interest rate swaps at December 31, 2011 is representative of the volume outstanding throughout the year ended December 31, 2011.

#### Statement of Assets and Liabilities

Derivatives	Assets		Liabilities	
	Location	Fair Value	Location	Fair Value
Interest rate contracts	Unrealized appreciation	\$ —	Unrealized depreciation	\$12,876,654
Foreign exchange contracts	Unrealized appreciation	283,056	Unrealized depreciation	32,594

#### Statement of Operations

Derivatives	Location	Realized Gain/(Loss)	Change in Unrealized Appreciation/(Depreciation)
Interest rate contracts	Net Realized and Unrealized Gain (Loss)	\$(7,190,574)	\$(941,315)
Foreign exchange contracts	Net Realized and Unrealized Gain (Loss)	317,944	250,462

### 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.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## NOTES TO FINANCIAL STATEMENTS—(Continued)

### Note 9. New Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2011-04, “Fair Value Measurements and Disclosures (Topic 820)—Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs” (“ASU 2011-04”). ASU 2011-04 clarifies the application of existing fair value measurement requirements, changes certain principles related to measuring fair value, and requires additional disclosures about fair value measurements.

Required disclosures are expanded under the new guidance, especially for fair value measurements that are categorized within Level 3 of the fair value hierarchy, for which quantitative information about the unobservable inputs used, and a narrative description of the valuation processes in place and sensitivity of recurring Level 3 measurements to changes in unobservable inputs will be required.

Management is currently evaluating the impact the adoption of this pronouncement will have on the Fund’s financial statements. ASU 2011-04 is effective for fiscal years and interim periods beginning after December 15, 2011.

### Note 10. Subsequent Events

Events and transactions occurring after December 31, 2011 and through the date that the financial statements were issued, have been evaluated in the preparation of the financial statements and no additional disclosure is required.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of  
Cohen & Steers REIT and Preferred Income Fund, Inc.

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations, of changes in net assets and of cash flows and the financial highlights present fairly, in all material respects, the financial position of Cohen & Steers REIT and Preferred Income Fund, Inc. (the "Fund") at December 31, 2011, 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 then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at December 31, 2011 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP  
New York, New York  
February 23, 2012

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## AVERAGE ANNUAL TOTAL RETURNS (Periods ended December 31, 2011) (Unaudited)

Based on Net Asset Value			Based on Market Value		
One Year	Five Years	Since Inception (6/27/03)	One Year	Five Years	Since Inception (6/27/03)
6.46%	-2.37%	6.70%	7.41%	-3.31%	5.13%

*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 and/or from the issuance of preferred shares. Current total returns of the Fund can be obtained by visiting our Web site at [cohenandsteers.com](http://cohenandsteers.com).*

### TAX INFORMATION—2011 (Unaudited)

Pursuant to the Jobs and Growth Relief Reconciliation Act of 2003, the Fund designates qualified dividend income of \$10,083,480. Additionally, 8.9% of the ordinary dividends qualified for the dividends received deduction available to corporations.

### 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”). Effective January 1, 2012, Computershare acquired certain lines of business from The Bank of New York Mellon, who acted as plan agent prior to such date. All terms and conditions of the Plan remain unchanged. 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

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

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 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 Web site at [cohenandsteers.com](http://cohenandsteers.com) or (iii) on the Securities and Exchange Commission's Web site 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 Web site 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 Web site 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 the 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 investment company taxable income

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

and net realized gains. Distributions in excess of the Fund's net investment company taxable income and realized gains are a return of capital distributed from the Fund's assets. To the extent this occurs, the Fund's shareholders of record will be notified of the estimated amount of capital returned to shareholders for each such distribution and this information will also be available at [cohenandsteers.com](http://cohenandsteers.com). 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 Investment Company Act of 1940 that the Fund may purchase, from time to time, shares of its common stock in the open market.

## *Change to Investment Policy*

The Board of Directors approved revisions to the ratings criteria for determining whether a security is deemed investment grade or below investment grade. The determination of whether a security is deemed investment grade or below investment grade will be determined at the time of investment. A security will be considered to be investment grade if it is rated as such by one nationally recognized statistical rating organization (NRSRO) (for example minimum Baa3 or BBB- by Moody's or S&P) or, if unrated, is judged to be investment grade by the investment manager.

# COHEN & STEERS REIT AND PREFERRED INCOME 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 advisor, administrator, co-administrator, custodian and transfer agent. The management of the Fund's day-to-day operations is delegated to its officers, the 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. The statement of additional information (SAI) includes additional information about fund directors and is available, without charge, upon request by calling 800-330-7348.

<u>Name, Address<sup>1</sup> and Age</u>	<u>Position(s) Held with Fund</u>	<u>Term of Office<sup>2</sup></u>	<u>Principal Occupation During At Least the Past 5 Years (Including Other Directorships Held)</u>	<u>Number of Funds Within Fund Complex Overseen by Director (Including the Fund)</u>	<u>Length of Time Served<sup>3</sup></u>
<i>Interested Director<sup>4</sup></i>					
Robert H. Steers . . . . . Age: 58	Director and Co-Chairman	Until next election of directors	Co-Chairman and Co-Chief Executive Officer of Cohen & Steers Capital Management, Inc. (the Advisor) since 2003 and its parent, Cohen & Steers, Inc. since 2004. Vice President of Cohen & Steers Securities, LLC.	19	1991 to present
Martin Cohen . . . . . Age: 63	Director and Co-Chairman	Until next election of directors	Co-Chairman and Co-Chief Executive Officer of the Advisor since 2003 and Cohen & Steers, Inc. since 2004. Prior to that, President of the Advisor; Vice President of Cohen & Steers Securities, LLC.	19	1991 to present
<i>Disinterested Directors</i>					
Michael G. Clark . . . . . Age: 46	Director	Until next election of directors	From May 2006 to June 2011, President and Chief Executive Officer of DWS Funds and Managing Director of Deutsche Asset Management.	19	June 2011 to present

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# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

(table continued from previous page)

<u>Name, Address<sup>1</sup> and Age</u>	<u>Position(s) Held with Fund</u>	<u>Term of Office<sup>2</sup></u>	<u>Principal Occupation During At Least the Past 5 Years (Including Other Directorships Held)</u>	<u>Number of Funds Within Fund Complex Overseen by Director (Including the Fund)</u>	<u>Length of Time Served<sup>3</sup></u>
Bonnie Cohen <sup>5</sup> . . . . . Age: 69	Director	Until next election of directors	Consultant. Board Member, United States Department of Defense Business Board since 2010; Advisory Board member, Posse Foundation since 2004; Trustee, H. Rubenstein Foundation since 1996; Trustee, District of Columbia Public Libraries since 2004; Board member Teluride Mountain Film Festival since 2010; Former Director, Reis, Inc. (real estate analytics firm) from 2003 to 2009; Former member of the Investment Committee, The Moriah Fund from 2002 to 2008; Former Board member, Foundation for Arts and Preservations in Embassies from 2001 to 2009; Former Under Secretary of State for Management, United States Department of State, 1996-2000.	19	2001 to present
George Grossman . . . . . Age: 58	Director	Until next election of directors	Attorney-at-law	19	1993 to present
Richard E. Kroon . . . . . Age: 69	Director	Until next election of directors	Member of Investment Committee, Monmouth University since 2004; 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 chairman of the National Venture Capital Association for the year 2000.	19	2004 to present

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# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

(table continued from previous page)

<u>Name, Address<sup>1</sup> and Age</u>	<u>Position(s) Held with Fund</u>	<u>Term of Office<sup>2</sup></u>	<u>Principal Occupation During At Least the Past 5 Years (Including Other Directorships Held)</u>	<u>Number of Funds Within Fund Complex Overseen by Director (Including the Fund)</u>	<u>Length of Time Served<sup>3</sup></u>
Richard J. Norman . . . Age: 68	Director	Until next election of directors	Private Investor. Member, District of Columbia Department of Corrections Chaplains Corps from 2008 to February 2010; Member, Montgomery County, Maryland Department of Corrections Chaplains Corp since February 2010; Special Representative, Salvation Army World Service Organization (SAWSO) since 2010; Advisory Board Member, The Salvation Army since 1985; Financial Education Fund Chair, The Foundation Board of Maryland Public Television since 2009; Former President, Executive Committee, Chair of Investment Committee, The Foundation Board of Maryland Public Television from 1997 to 2008. Prior thereto, Investment Representative of Morgan Stanley Dean Witter from 1966 to 2000.	19	2001 to present
Frank K. Ross . . . . . Age: 68	Director	Until next election of directors	Visiting Professor of Accounting, Howard University School of Business since 2004; Board member and Audit Committee Chair and Human Resources and Compensation Committee Member, Pepco Holdings, Inc. (electric utility) since 2004. Formerly, Midatlantic Area Managing Partner for Assurance Services at KPMG LLP and Managing Partner of its Washington, DC offices from 1977 to 2003.	19	2004 to present

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# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

(table continued from previous page)

<u>Name, Address<sup>1</sup> and Age</u>	<u>Position(s) Held with Fund</u>	<u>Term of Office<sup>2</sup></u>	<u>Principal Occupation During At Least the Past 5 Years (Including Other Directorships Held)</u>	<u>Number of Funds Within Fund Complex Overseen by Director (Including the Fund)</u>	<u>Length of Time Served<sup>3</sup></u>
Willard H. Smith Jr. . . Age: 75	Director	— <sup>6</sup>	Board member, Essex Property Trust, Inc. since 1996; Former Board member, Realty Income Corporation from 1996 to 2009; Former Board member, Highwoods Property Trust from 1996 to 2005; Former Board member, Crest Net Lease, Inc. from 1999 to 2009 Formerly, Managing Director at Merrill Lynch & Co., Equity Capital Markets Division, from 1983 to 1995.	19	1996 to present
C. Edward Ward Jr. . . Age: 65	Director	Until next election of directors	Member of The Board of Trustees of Manhattan College, Riverdale, New York since 2004. Formerly Director of closed-end fund management for the New York Stock Exchange, where he worked from 1979 to 2004.	19	2004 to present

<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> Martin Cohen and Bonnie Cohen are not related.

<sup>6</sup> Effective December 31, 2011, Willard H. Smith, Jr. retired from the Board of Directors in accordance with the mandatory retirement policy.

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

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

<u>Name, Address and Age<sup>1</sup></u>	<u>Position(s) Held with Fund</u>	<u>Principal Occupation During At Least the Past 5 Years</u>	<u>Length of Time Served<sup>2</sup></u>
Adam M. Derechin . . . . . Age: 47	President and Chief Executive Officer	Chief Operating Officer of CSCM (since 2003) and CNS (since 2004). Prior to that, Senior Vice President of CSCM and Vice President and Assistant Treasurer of the Cohen & Steers funds.	Since 2005
Joseph M. Harvey . . . . . Age: 48	Vice President	President and Chief Investment Officer of CSCM (since 2003) and President of CNS (since 2004). Prior to that, Senior Vice President and Director of Investment Research of CSCM.	Since 2004
William F. Scapell . . . . . Age: 44	Vice President	Senior Vice President of CSCM since 2003. Prior to that, chief strategist for preferred securities at Merrill Lynch & Co., Inc.	Since 2003
Thomas N. Bohjalian . . . . . Age: 46	Vice President	Senior Vice President of CSCM since 2006. Prior to that, Vice President of CSCM from 2003 through 2005. Prior thereto, Vice President at AEW Capital Management.	Since 2006
Yigal Jhirad . . . . . Age: 47	Vice President	Senior Vice President of CSCM since 2007. Prior to that, executive director at Morgan Stanley and head of prime brokerage equity product marketing responsible for developing and marketing quantitative and derivatives product to hedge funds.	Since 2007
Francis C. Poli . . . . . Age: 49	Secretary	Executive Vice President, Secretary and General Counsel of CSCM and CNS since March 2007. Prior thereto, General Counsel of Allianz Global Investors of America LP.	Since 2007

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# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

(table continued from previous page)

<u>Name, Address and Age<sup>1</sup></u>	<u>Position(s) Held with Fund</u>	<u>Principal Occupation During At Least the Past 5 Years</u>	<u>Length of Time Served<sup>2</sup></u>
James Giallanza . . . . . Age: 45	Treasurer and Chief Financial Officer	Senior Vice President of CSCM since September 2006. Prior thereto, Deputy Head of the US Funds Administration and Treasurer & CFO of various mutual funds within the Legg Mason (formally Citigroup Asset Management) fund complex from August 2004 to September 2006; Director/Controller of the US wholesale business at UBS Global Asset Management (U.S.) from September 2001 to July 2004.	Since 2006
Lisa D. Phelan . . . . . Age: 43	Chief Compliance Officer	Senior Vice President and Director of Compliance of CSCM since 2007 and prior to that, Vice President since 2006. Chief Compliance Officer of CSSL since 2004. Prior to that, Compliance Officer of CSCM since 2004. Chief Compliance Officer, Avatar Associates & Overture Asset Managers, 2003-2004.	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 to that position in 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 REIT AND PREFERRED INCOME 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.
What?	The types of personal information we collect and share depend on the product or service you have with us. This information can include: <ul style="list-style-type: none"> <li>• Social Security number and account balances</li> <li>• Transaction history and account transactions</li> <li>• Purchase history and wire transfer instructions</li> </ul>
How?	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
For our affiliates' everyday business purposes— information about your creditworthiness	No	We don't share
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

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## Cohen & Steers Privacy Policy—(Continued)

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### Who we are

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Who is providing this notice? Cohen & Steers Capital Management, Inc., Cohen & Steers Asia Limited, Cohen & Steers UK Limited, Cohen & Steers Europe SA, Cohen & Steers Securities, LLC, Cohen & Steers Private Funds, and Cohen & Steers Open and Closed-End Funds (collectively, “Cohen & Steers”).

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### What we do

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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.

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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.

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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 for non-affiliates to market to you

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

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### Definitions

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

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

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

- *Cohen & Steers does not share with non-affiliates so they can market to you.*

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Joint marketing A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

- *Cohen & Steers does not jointly market.*

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# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## *Cohen & Steers Investment Solutions*

### **COHEN & STEERS GLOBAL REALTY SHARES**

- Designed for investors seeking total return, investing primarily in global real estate equity securities
- Symbols: CSFAX, CSFBX\*, CSFCX, CSSPX

### **COHEN & STEERS INSTITUTIONAL REALTY SHARES**

- Designed for institutional investors seeking total return, investing primarily in REITs
- Symbol: CSRIX

### **COHEN & STEERS REALTY INCOME FUND**

- Designed for investors seeking total return, investing primarily in real estate securities with an emphasis on both income and capital appreciation
- Symbols: CSEIX, CSBIX\*, CSCIX, CSDIX

### **COHEN & STEERS INTERNATIONAL REALTY FUND**

- Designed for investors seeking total return, investing primarily in international real estate securities
- Symbols: IRFAX, IRFCX, IRFIX

### **COHEN & STEERS**

#### **EMERGING MARKETS REAL ESTATE FUND**

- Designed for investors seeking total return, investing primarily in emerging market real estate securities
- Symbols: APFAX, APFCX, APFIX

### **COHEN & STEERS REALTY SHARES**

- Designed for investors seeking total return, investing primarily in REITs
- Symbol: CSRSX

Distributed by Cohen & Steers Securities, LLC.

### **COHEN & STEERS**

#### **INSTITUTIONAL GLOBAL REALTY SHARES**

- Designed for institutional investors seeking total return, investing primarily in global real estate securities
- Symbol: GRSIX

### **COHEN & STEERS GLOBAL INFRASTRUCTURE FUND**

- Designed for investors seeking total return, investing primarily in global infrastructure securities
- Symbols: CSUAX, CSUBX\*, CSUCX, CSUIX

### **COHEN & STEERS DIVIDEND VALUE FUND**

- Designed for investors seeking high current income and long-term growth of income and capital appreciation, investing primarily in dividend paying common stocks and preferred stocks
- Symbols: DVFAX, DVFCX, DVFIX

### **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
- Symbols: CPXAX, CPXCX, CPXIX

### **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 MAJORS ETF**

- Designed for investors who seek a relatively low-cost “passive” approach for investing in a portfolio of 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 real estate equity securities of companies in a specified index
- Symbol: ICF

Distributed by SEI Investments Distribution Co.

\* *Class B shares are no longer offered except through dividend reinvestment and permitted exchanges by existing Class B shareholders.*

*Please consider the investment objectives, risks, charges and expenses of the fund carefully before investing. A 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 prospectus carefully before investing.*

# COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

## OFFICERS AND DIRECTORS

Robert H. Steers  
Director and co-chairman

Martin Cohen  
Director and co-chairman

Michael G. Clark  
Director

Bonnie Cohen  
Director

George Grossman  
Director

Richard E. Kroon  
Director

Richard J. Norman  
Director

Frank K. Ross  
Director

Willard H. Smith Jr.  
Director

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Director

Adam M. Derechin  
President and chief executive officer

Joseph M. Harvey  
Vice president

William F. Scapell  
Vice president

Thomas N. Bohjalian  
Vice president

Yigal D. Jhirad  
Vice president

Francis C. Poli  
Secretary

James Giallanza  
Treasurer and chief financial officer

Lisa D. Phelan  
Chief compliance officer

## KEY INFORMATION

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