

COHEN & STEERS QUALITY INCOME REALTY FUND INC  
Form N-14MEF  
February 25, 2010

As filed with the Securities and Exchange Commission on February 25, 2010

Securities Act Registration No. 333-160355

Investment Company Registration No. 811-10481

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM N-14**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

Pre-Effective Amendment No.

Post-Effective Amendment No. 3

**COHEN & STEERS QUALITY INCOME REALTY FUND, INC.**

(Exact Name of Registrant as Specified in Charter)

280 Park Avenue

New York, New York 10017

(Address of Principal Executive Offices)

212-832-3232

(Registrant's Telephone Number, including Area Code)

Tina M. Payne, Esq.

Cohen & Steers, Inc.

280 Park Avenue

New York, New York 10017

(Name and Address of Agent for Service)

*With Copies to:*

Janna Manes, Esq.

Stroock & Stroock & Lavan LLP

180 Maiden Lane

New York, New York 10038

#### CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT

Title of Securities	Amount	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Being Registered	Being Registered			
Common Shares, \$.001 par value	14,596,578 shares	\$7.34*	\$107,138,883	\$ 7,639
Common Shares, \$.001 par value**	74,852,248 shares	\$4.13	\$309,139,784	\$17,250

\* Estimated solely for the purpose of calculating the registration fee for the shares being registered on Post-Effective Amendment No. 3. Based on the Registrant's net asset value per share at the close of business on February 19, 2010.

\*\* Shares previously registered on Registrant's initial Registration Statement filed on June 30, 2009. Price per unit based on Registrant's net asset value per share as of the close of business on June 26, 2009. Amount of Registration Fee has been previously paid, and was based on the then-effective fee rate of \$55.80 per million dollars.

This form is being filed to register additional shares of the Registrant in connection with an offering on an effective Registration Statement on Form N-14 (333-160355). It is proposed that this filing will go effective automatically pursuant to Rule 462(d) under the

Securities Act of 1933, as amended.

**COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.**

280 Park Avenue

New York, New York 10017

**Reconvened Special Meeting of Stockholders to be held February 26, 2010**

January 8, 2010

Dear Stockholder:

You are being asked to vote on a proposal to merge Cohen & Steers Worldwide Realty Income Fund, Inc. ( RWF ) with and into Cohen & Steers Quality Income Realty Fund, Inc. ( RQI ) and, together with RWF, the Funds and each a Fund ) in accordance with the Maryland General Corporation Law (the Merger ). Detailed information about the proposed transaction is contained in the enclosed materials.

The Board of Directors (the Board ) of RWF believes that combining the Funds will benefit stockholders of RWF by reducing the management fee paid by stockholders and providing the potential for:

a lower operating expense ratio;

portfolio management efficiencies; and

enhanced market liquidity for RQI s shares of common stock (which RWF stockholders would hold after the Merger).

**The Board of RWF recommends that you vote FOR the proposed Merger.**

The Board of RWF initially called a special meeting of stockholders of the Fund (the Meeting ), to be held on October 22, 2009, in order to vote on the proposed Merger. Stockholders of RQI also were asked to approve the Merger. The Meeting was adjourned until November 24, 2009 in order to solicit additional votes of each Fund s stockholders to approve the Merger. **On November 24, 2009, the stockholders of RQI approved the Merger.** Stockholders of RWF, however, did not submit sufficient votes to approve the Merger, and the Meeting was again adjourned with respect to RWF. Although stockholders of RWF overwhelmingly voted FOR the Merger, with approximately 90% of shares voting in favor of the proposal, on November 27, 2009, the Meeting was adjourned with respect to RWF due to an insufficient number of votes to approve the Merger, and the Board of RWF considered various alternatives, including continuing to solicit votes necessary to consummate the proposed Merger.

On December 10, 2009, the Board of RWF determined that the proposed Merger continues to be in the best interests of RWF and its stockholders and, as such, set a new record date for stockholders to vote at, and called to reconvene, the Meeting for RWF on February 26, 2010 at the offices of Cohen & Steers, 280 Park Avenue, New York, New York 10017 at 10:00 a.m., Eastern time, in order to vote on the Merger. **Stockholders of record of RWF as of July 30, 2009 who voted at the Meeting, as adjourned, who continue to hold common stock of RWF as of December 17, 2009, may not need to take further action with respect to this proposal.** Please review the enclosed materials for additional information.

As a result of the Merger, each full (and fractional) share of common stock of RWF would convert into an equivalent dollar amount (to the nearest \$0.001) of full (and fractional) shares of common stock of RQI, based on the net asset value of each Fund. The currently issued and outstanding shares of common stock of RQI will remain issued and outstanding.

Each Fund is a closed-end, non-diversified management investment company with common stock listed on the New York Stock Exchange. The Funds have substantially similar investment objectives and similar investment policies. Each Fund focuses its investments in real estate companies and is managed by Cohen & Steers Capital Management, Inc.

Your vote is very important to us regardless of the number of shares you own. Whether or not you plan to attend the Meeting in person, please read the Proxy Statement/Prospectus and cast your vote promptly. To vote, simply date, sign and return the proxy card in the enclosed postage-paid envelope or follow the instructions on the proxy card for voting by touch-tone telephone or on the Internet.

It is important that your vote be received no later than the time of the Meeting.

Sincerely,

Adam M. Derechin

President of RWF

---

**COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.**

**IMPORTANT NEWS FOR STOCKHOLDERS**

The enclosed Proxy Statement/Prospectus (the Proxy/Prospectus) describes a proposal to merge Cohen & Steers Worldwide Realty Income Fund, Inc. (RWF) with and into Cohen & Steers Quality Income Realty Fund, Inc. (RQI and, together with RWF, the Funds and each a Fund), in accordance with the Maryland General Corporation Law (the MGCL) (the Merger).

While we encourage you to read the full text of the enclosed Proxy/Prospectus, the following is a brief overview of the proposed Merger. Please refer to the more complete information contained elsewhere in the Proxy/Prospectus about the Merger.

**COMMON QUESTIONS YOU MAY HAVE ABOUT THE PROPOSED MERGER**

**Q. WHAT IS HAPPENING?**

A. The Board of Directors (the Board) of RWF initially called a special meeting of stockholders of the Fund (the Meeting), to be held on October 22, 2009, in order to vote on the proposed Merger. Stockholders of RQI also were asked to approve the proposed Merger. The Meeting was adjourned until November 24, 2009 in order to solicit additional votes of each Fund's stockholders to approve the Merger. **On November 24, 2009, the stockholders of RQI approved the proposed Merger.** Stockholders of RWF, however, did not submit sufficient votes to approve the Merger, and the Meeting was again adjourned with respect to RWF. Although the stockholders of RWF overwhelmingly voted FOR the Merger, with approximately 90% of shares voting in favor of the proposal, on November 27, 2009, the Meeting was adjourned with respect to RWF due to an insufficient number of votes to approve the Merger, and the Board of RWF considered various alternatives, including continuing to solicit votes necessary to consummate the proposed Merger. On December 10, 2009, the Board of RWF determined that the proposed Merger continues to be in the best interests of RWF and its stockholders and, as such, set a new record date for stockholders to vote at, and called to reconvene, the Meeting in order to vote on the Merger. **Stockholders of record of RWF as of July 30, 2009 who voted at the Meeting, as adjourned, who continue to hold common stock of RWF as of December 17, 2009, may not need to take further action with respect to this proposal.** Please review the Proxy/Prospectus for additional information.

**Q. HOW WILL THE MERGER AFFECT ME?**

A. If the Merger is approved, RWF will be merged with and into RQI in accordance with the MGCL. RWF's assets and liabilities will be combined with the assets and liabilities of RQI, and stockholders of RWF will become stockholders of RQI. As a result of the Merger, each full (and fractional) share of common stock of RWF would convert into an equivalent dollar amount (to the nearest \$0.001) of full (and fractional) shares of common stock of RQI, based on the net asset value of each Fund. The currently issued and outstanding shares of common stock of RQI will remain issued and outstanding.

**Q. WHAT HAPPENS IF THE MERGER IS NOT APPROVED?**

- A. If RWF's stockholders do not approve the Merger, RWF will continue as a separate investment company, and the Board of RWF will consider such alternatives as it determines to be in the best interests of stockholders, including re-proposing the Merger.

Q. WHY IS THE MERGER BEING RECOMMENDED?

- A. The Board of RWF believes that combining the Funds will benefit stockholders of RWF by reducing the management fee paid by stockholders and providing a lower operating expense ratio, the potential for portfolio management efficiencies and enhanced market liquidity for RQI's shares of common stock (which RWF stockholders would hold after the Merger).

Q. ARE THE FUNDS' INVESTMENT OBJECTIVES AND POLICIES SIMILAR?

- A. The Funds have substantially similar investment objectives and similar investment policies. Each Fund focuses its investments in real estate companies and is managed by Cohen & Steers Capital Management, Inc. (the Investment Manager).

Q. HOW WILL THE MERGER AFFECT FUND FEES AND EXPENSES?

- A. The total annual operating expense ratio of the combined Fund after the Merger is expected to be lower than the current total annual operating expense ratio of RWF, because the fixed expenses of the combined Fund following the Merger will be spread over a larger asset base. The Board of RWF believes that administrative expenses of a larger combined Fund comprised of the assets of RWF, as well as the assets of Cohen & Steers Advantage Income Realty Fund, Inc. and Cohen & Steers Premium Income Realty Fund, Inc., which were merged into RQI on December 18, 2009, combined with RQI's assets would be less than the aggregate current expenses of the Funds operating separately, resulting in a lower total annual operating expense ratio for the combined Fund.

Under each Fund's investment management agreement, RWF and RQI pay the Investment Manager a management fee at an annual rate of 0.95% and 0.85%, respectively, of the Fund's average daily managed assets. Following the Merger, RQI's management fee will stay the same and, as a result, RWF stockholders would pay a lower management fee after the Merger.

Q. WILL I HAVE TO PAY ANY U.S. FEDERAL INCOME TAXES AS A RESULT OF THE MERGER?

- A. The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming that the Merger qualifies for such treatment, you will not recognize a gain or loss for federal income tax purposes as a result of the Merger. As a condition to the closing of the Merger, the Funds will each receive an opinion of counsel substantially to the effect that the Merger will qualify for such treatment. Opinions of counsel are not binding on the Internal Revenue Service or the courts. You should talk to your tax advisor about any state, local and other tax consequences of the Merger. See Proposal Information About the Proposed Mergers' Material U.S. Federal Income Tax Consequences.

Q. WHO WILL PAY THE EXPENSES OF THE MERGER?

- A. The expenses incurred in the Merger will be paid by each Fund in proportion to its net assets.

Q. HOW DOES THE BOARD RECOMMEND THAT I VOTE ON THE PROPOSAL?

- A. The Board of RWF, including the Directors who are not interested persons (as defined in the Investment Company Act of 1940, as amended) of RWF, recommends that you vote **FOR** the Merger.

Q. WHEN IS THE MERGER EXPECTED TO HAPPEN?

- A. The Merger, if approved by RWF's stockholders, is expected to occur on or about March 19, 2010. Stockholders of RQI previously approved the Merger at the Meeting.

Q. WHO CAN VOTE ON THE PROPOSAL?

- A. If you owned shares of RWF at the close of business on December 17, 2009, you are entitled to vote those shares, even if you are no longer a common stockholder of RWF. **If you were a stockholder of RWF as of July 30, 2009 (the original record date for the Meeting) who continues to hold common stock of RWF as of December 17, 2009, you have not changed brokerage accounts and you previously submitted a valid proxy card or authorized a proxy in connection with the Meeting (and have not revoked your proxy), you do not need to take any additional action to vote your shares of RWF. Your previous proxy will remain effective as to the number of shares you held as of December 17, 2009.**

Q. I AM AN INVESTOR WHO HOLDS A SMALL NUMBER OF SHARES. WHY SHOULD I VOTE?

- A. Your vote makes a difference. If many stockholders just like you do not vote their proxies, RWF may not receive enough votes to approve the Merger.

Q. HOW CAN I VOTE?

- A. If you have not yet voted, you may vote by mail by returning the enclosed proxy card. You may also authorize your vote by either touch-tone telephone or online via the Internet, as follows:

**To vote by touch-tone telephone:**

- (1) Read the Proxy/Prospectus and have your proxy card at hand.
- (2) Call the toll-free number that appears on your proxy card.
- (3) Enter the control number set out on the proxy card and follow the simple instructions.

**To vote by Internet:**

- (1) Read the Proxy/Prospectus and have your proxy card at hand.
- (2) Go to the website that appears on your proxy card.
- (3) Enter the control number set out on the proxy card and follow the simple instructions.

Proxy cards are not being sent to stockholders who have already voted FOR the Merger.

Q. WHOM DO I CALL IF I HAVE QUESTIONS?

- A. If you need more information or have any questions on how to cast your vote or, if you were a stockholder of RWF as of July 30, 2009 who has already voted and would like to confirm or change your vote, please call Broadridge Financial Solutions, Inc., RWF's proxy solicitor, at 866-615-7265.

**YOUR VOTE IS IMPORTANT. PLEASE VOTE PROMPTLY TO AVOID THE EXPENSE OF**

**ADDITIONAL SOLICITATION.**

**COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.**

**NOTICE OF RECONVENED SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held on February 26, 2010**

Please take notice that a Reconvened Special Meeting of Stockholders (the Meeting ) of the above-referenced fund will be held on February 26, 2010 at the offices of Cohen & Steers, 280 Park Avenue, New York, New York 10017 at 10:00 a.m., Eastern time, for the following purpose, which is described in the accompanying Proxy Statement/Prospectus:

**PROPOSAL:** To approve the merger of Cohen & Steers Worldwide Realty Income Fund, Inc. ( RWF ) with and into Cohen & Steers Quality Income Realty Fund, Inc. (together with RWF, the Funds ) in accordance with the Maryland General Corporation Law. The appointed proxies will vote in their discretion on any other business as may properly come before the Meeting or any adjournments or postponements thereof.

Stockholders of RWF of record at the close of business on December 17, 2009 are entitled to vote at the Meeting and at any adjournments or postponements thereof. **If you were a stockholder of RWF as of July 30, 2009 (the original record date for the Meeting) who continues to hold common stock of RWF as of December 17, 2009, you have not changed brokerage accounts and you previously submitted a valid proxy card or authorized a proxy in connection with the Meeting (and have not revoked your proxy), you do not need to take any additional action to vote your shares of RWF. Your previous proxy will remain effective as to the number of shares you held as of December 17, 2009.**

By order of the Board of Directors,

Francis C. Poli  
Secretary of RWF

January 6, 2010

**YOUR VOTE IS IMPORTANT**

**If you have not yet voted, we invite you to utilize the convenience of Internet voting at the site indicated on your proxy card. While at that site you will be able to enroll in our electronic delivery program so you receive future mailings relating to annual meetings as quickly as possible and will help the Funds save costs. Or you may indicate your voting instructions on your proxy card, sign and date it, and return it in the envelope provided, which needs no postage if mailed in the United States. In order to save the Funds any additional expense of further solicitation, please vote your proxy promptly.**

---

***PROXY STATEMENT/PROSPECTUS***

**January 6, 2010**

***PROXY STATEMENT FOR:***

**COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.**

***PROSPECTUS FOR:***

**COHEN & STEERS QUALITY INCOME REALTY FUND, INC.**

280 Park Avenue

New York, New York 10017

(212) 832-3232

This combined Proxy Statement and Prospectus (the Proxy/Prospectus) is being furnished in connection with the solicitation of proxies by the Board of Directors (the Board) of Cohen & Steers Worldwide Realty Income Fund, Inc. (RWF) for a Reconvened Special Meeting of Stockholders of RWF (the Meeting). The Meeting will be held on February 26, 2010 at the offices of Cohen & Steers, 280 Park Avenue, New York, New York 10017 at 10:00 a.m., Eastern time. At the Meeting, stockholders of RWF will be asked to consider and act upon the following:

**PROPOSAL:** To approve the merger of RWF with and into Cohen & Steers Quality Income Realty Fund, Inc. (RQI) and, together with RWF, the Funds and each a Fund) in accordance with the Maryland General Corporation Law (the MGCL).

If the Proposal is approved, as a result of the Merger, each full (and fractional) share of common stock, par value \$0.001 per share, of RWF (RWF Common Shares) would convert into an equivalent dollar amount (to the nearest \$0.001) of full (and fractional) shares of common stock, par value \$0.001 per share, of RQI (RQI Common Shares), based on the net asset value of each Fund. Although RQI Common Shares received in the Merger will have the same total net asset value as RWF Common Shares held immediately before the Merger, their stock price on the New York Stock Exchange (the NYSE) may be greater or less than the stock price of RWF Common Shares, based on current market prices at the time of the Merger. All RQI Common Shares currently issued and outstanding will remain issued and outstanding following the Merger.

If RWF's stockholders do not approve the Merger, RWF will continue in operation as a separate investment company, and the Board of RWF will consider such alternatives as it determines to be in the best interests of stockholders, including re-proposing the Merger. Stockholders of RQI have previously approved the Merger.

The Board of RWF believes that combining the Funds will benefit stockholders of RWF by reducing the management fee paid by stockholders and providing the potential for portfolio management efficiencies, a lower total annual operating expense ratio and enhanced market liquidity for RQI Common Shares (which RWF stockholders would hold after the Merger).

RWF and RQI were incorporated in Maryland on June 16, 2004 and August 22, 2001, respectively. Each Fund is a closed-end, non-diversified management investment company with common stock listed on the NYSE. The Funds have substantially similar investment objectives and similar investment policies. Each Fund focuses its investments in real estate companies and is managed by Cohen & Steers Capital Management, Inc. (the Investment Manager). Please see Proposal Comparison of Investment Objectives, Strategies and Principal Risks of Investing in the Funds in this Proxy/Prospectus.

The Merger will be effected pursuant to an Agreement and Plan of Merger, which is attached to this Proxy/Prospectus as Appendix A. The material terms and conditions of the Agreement and Plan of Merger are summarized in this Proxy/Prospectus. See Proposal Information About the Merger The Agreement and Plan of Merger.

This Proxy/Prospectus serves as a prospectus for RQI Common Shares under the Securities Act of 1933, as amended (the Securities Act ), in connection with the issuance of RQI Common Shares in the Merger.

Assuming RWF s stockholders approve the Merger and all other conditions to the consummation of the Merger are satisfied or waived, the Funds will file articles of merger (the Articles of Merger ) with the State Department of Assessments and Taxation in Maryland (the SDAT ). The Merger will become effective when the SDAT accepts for record the Articles of Merger or at such later time, which may not exceed 30 days after the Articles of Merger are accepted for record, as specified in the Articles of Merger. The date when the Articles of Merger are accepted for record, or the later date, is referred to in this Proxy/Prospectus as the Closing Date. RWF, as soon as practical after the Closing Date, will terminate its registration under the Investment Company Act of 1940, as amended (the 1940 Act ).

The Merger is being structured as a reorganization for federal income tax purposes. See Proposal Information About the Proposed Merger Material U.S. Federal Income Tax Consequences. Stockholders should consult their tax advisors to determine the actual impact of the Merger on them in light of their individual tax circumstances.

You should retain this Proxy/Prospectus for future reference as it sets forth concisely information about the Funds that you should know before voting on the proposed Merger described herein.

A Statement of Additional Information ( SAI ) dated January 6, 2010, which contains additional information about the Merger and the Funds, has been filed with the Securities and Exchange Commission (the SEC ). The SAI is incorporated by reference into this Proxy/Prospectus. You may receive free of charge a copy of the SAI or a Fund s Annual Report to Stockholders for the fiscal year ended December 31, 2008 and Semi-Annual Report to Stockholders for the six month period ended June 30, 2009, which highlight certain important information such as investment performance and expense and financial information, by visiting our website at [www.cohenandsteers.com](http://www.cohenandsteers.com), by calling 800-330-7348 or by writing a Fund at the address listed above.

In addition, you can copy and review this Proxy/Prospectus and the complete filing on Form N-14 containing the Proxy/Prospectus, and any of the other above-referenced documents, at the SEC s Public Reference Room in Washington, D.C. You may obtain information about the operation of the Public Reference Room by calling the SEC at (202) 551-8090. Reports and other information about each Fund are available on the EDGAR Database on the SEC s website at [www.sec.gov](http://www.sec.gov). You may also obtain copies of this information, after paying a duplicating fee, by electronic request at [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC at Public Reference Section, Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

RWF and RQI Common Shares are listed on the NYSE under the symbols RWF and RQI, respectively. After the Closing Date, RQI Common Shares will continue to be listed on the NYSE under the symbol RQI. You also may inspect the Funds stockholder reports, proxy materials and other information about the Funds at the NYSE.

The information contained herein concerning each Fund has been provided by, and is included herein in reliance upon, each respective Fund.

**The SEC has not approved or disapproved these securities nor passed upon the accuracy or adequacy of this Proxy/Prospectus. Any representation to the contrary is a criminal offense.**

**TABLE OF CONTENTS**

	<b>Page</b>
<b><u>PROPOSAL To Approve the Merger of RWF with and into ROI in Accordance with the Maryland General Corporation Law</u></b>	<b>5</b>
<u>Summary</u>	5
<u>Proposed Merger</u>	5
<u>Comparison of Investment Objectives, Strategies and Principal Risks of Investing in the Funds</u>	6
<u>Fees and Expenses</u>	7
<u>Comparison of Investment Objectives, Strategies and Principal Risks of Investing in the Funds</u>	9
<u>Investment Objectives, Strategies and Principal Risks</u>	9
<u>Additional Investment Activities</u>	12
<u>Risk Factors</u>	14
<u>Investment Restrictions</u>	24
<u>Information about the Proposed Merger</u>	26
<u>The Agreement and Plan of Merger</u>	26
<u>Reasons for the Merger and Board Considerations</u>	28
<u>Material U.S. Federal Income Tax Consequences</u>	29
<u>Portfolio Securities</u>	31
<u>Information about Management of the Funds</u>	32
<u>Information About Directors and Officers</u>	32
<u>Investment Manager and Subadvisers</u>	37
<u>Codes of Ethics</u>	39
<u>Proxy Voting Policies</u>	39
<u>Portfolio Managers of the Funds</u>	39
<u>Additional Information about the Funds</u>	43
<u>Financial Highlights</u>	43
<u>Past Performance</u>	48
<u>Net Asset Value, Market Price and Premium/Discount</u>	48
<u>Capitalization</u>	49
<u>Portfolio Transactions</u>	50
<u>Dividends and Distributions</u>	50
<u>Distributions</u>	50
<u>Dividend Reinvestment Plans</u>	51
<u>Taxation</u>	52
<u>Taxation of the Funds</u>	52
<u>Distributions</u>	53
<u>Sale or Exchange of Fund Shares</u>	55
<u>Nature of the Funds Investments</u>	55
<u>Backup Withholding</u>	58
<u>Foreign Stockholders</u>	59
<u>Other Taxation</u>	60
<u>Net Asset Value</u>	60
<u>Description of the Funds Capital Stock</u>	61
<u>Common Shares</u>	62
<u>Other Business</u>	65
<u>Submission of Stockholder Proposals</u>	65
<u>Stockholder Communications with the Board</u>	65
<u>Voting Information</u>	65
<u>Proxy Solicitation</u>	66
<u>Quorum</u>	66

	<b>Page</b>
<u>Votes Required</u>	67
<u>Effect of Abstentions and Broker Non-Votes</u>	67
<u>Adjournments and Postponements</u>	67
<u>Record Date and Outstanding Shares</u>	67
<u>Service Providers</u>	68
<u>APPENDIX A: AGREEMENT AND PLAN OF MERGER</u>	A-1
<u>APPENDIX B: PROXY VOTING POLICY</u>	B-1
<u>APPENDIX C: COMPARISON OF INVESTMENT OBJECTIVES AND PRINCIPAL INVESTMENT POLICIES AND RESTRICTIONS</u>	C-1
<u>APPENDIX D: S&amp;P AND MOODY S RATINGS</u>	D-1

---

**PROPOSAL**

**TO APPROVE THE MERGER OF RWF WITH AND INTO RQI IN ACCORDANCE WITH THE MARYLAND GENERAL CORPORATION LAW**

**SUMMARY**

This summary is qualified in its entirety by reference to the additional information contained elsewhere in this Proxy/Prospectus and the Agreement and Plan of Merger, which is attached to this Proxy/Prospectus as Appendix A.

**Proposed Merger**

At various meetings held in June 2009 and at a meeting held on December 10, 2009, RWF's Board, including the Directors who are not interested persons (as defined in the 1940 Act) of RWF (the Independent Directors), considered, and on June 29, 2009 and December 10, 2009 approved, the Agreement and Plan of Merger. The Agreement and Plan of Merger approved on December 10, 2009 is identical to the form of Agreement and Plan of Merger approved on June 29, 2009. As a result of the Merger:

each full (and fractional) RWF Common Share will convert into an equivalent dollar amount (to the nearest \$0.001) of full (and fractional) RQI Common Shares, based on the net asset value per share of each Fund calculated at 4:00 p.m. on the Closing Date; and

each holder of RWF Common Shares will become a holder of RQI Common Shares and will receive, on the Closing Date, that number of full (and fractional) RQI Common Shares having an aggregate net asset value equal to the aggregate net asset value of such stockholder's RWF Common Shares as of the close of business on the Closing Date.

If the Merger is not approved, RWF will continue as a separate investment company, and the Board of RWF will consider such alternatives as it determines to be in the best interests of stockholders, including re-proposing the Merger.

For the reasons set forth below in **Information About the Proposed Merger** **Reasons for the Merger and Board Considerations**, the Board of RWF, including the Independent Directors, have concluded that the Merger would be in the best interests of RWF and its stockholders, and that the interests of RWF stockholders would not be diluted as a result of the Merger. Stockholders of RQI have already approved the Merger. **The Board, therefore, is hereby submitting the Merger to RWF stockholders and recommends that stockholders vote FOR the Merger.**

Because the Merger has been approved by the Board of RWF, including at least 75% of the Continuing Directors (as defined herein), under RWF's charter, approval of the Merger requires the affirmative vote of the holders of a majority of the outstanding shares of common stock of RWF. See **Voting Information** below. If RWF stockholders approve the Merger and all applicable conditions have been satisfied, the Closing Date of the Merger is expected to be March 19, 2010.

Prior to completion of the Merger, the Funds will each have received an opinion of Stroock & Stroock & Lavan LLP substantially to the effect that the Merger will qualify as a reorganization for federal income tax purposes. Accordingly, for federal income tax purposes, (i) no gain or loss will generally be recognized by RWF or the holders of RWF Common Shares as a result of the Merger, (ii) the aggregate tax basis of the RQI Common Shares received by the holders of RWF Common Shares will be the same as the aggregate tax basis of the holders' RWF Common Shares and (iii) a holder's holding period for RQI Common Shares will generally be determined by including the period for which he or she held RWF Common Shares that are converted pursuant to the Merger, provided that such shares were held as capital assets. For more information about the federal income tax consequences of the Merger, see **Information about the Proposed Merger** **Material U.S. Federal Income Tax Consequences** below.

### Comparison of Investment Objectives, Strategies and Principal Risks of Investing in the Funds

The Funds have substantially similar investment objectives, which are, primarily, high current income (for RQI, high current income through investment in real estate securities) and, secondarily, capital appreciation, and similar investment policies. Each Fund is a non-diversified, closed-end management investment company. Each Fund focuses its investments in equity securities, including common stocks, preferred stocks and other equity securities, of U.S. real estate companies; however, RWF focuses its investments in global real estate companies, which includes U.S. real estate companies. Each Fund also is managed by the Investment Manager. Cohen & Steers Europe S.A. ( CNS Europe ), Cohen & Steers UK Limited ( CNS UK ) and Cohen & Steers Asia Limited ( CNS Asia ) also serve as sub-investment advisers to RWF (collectively, the Subadvisers ).

Under normal circumstances, RQI invests at least 80% of its managed assets in income producing equity securities issued by high quality real estate investment trusts ( REITs ). Under normal circumstances, RWF invests at least 80% of its managed assets in a portfolio of income producing global real estate equity securities, with up to 70% of its managed assets allocated to common stocks (including REIT shares) issued by real estate companies (approximately 75% of which are companies located in Asia, Europe and Canada and approximately 25% of which are U.S. companies) and up to 30% of its managed assets allocated to preferred and other fixed-income securities of U.S. and non-U.S. companies. RQI may invest up to 25% of its managed assets in foreign securities, including up to 15% of its assets in companies located in emerging market countries. RWF may invest up to 100% of its assets in foreign securities, and expects to have investments in at least three countries, including the United States. RWF, under normal market conditions, invests primarily in developed countries, but may invest up to 15% of its managed assets in emerging market countries. As used in this Proxy/Prospectus, managed assets are a Fund s net assets applicable to shares of its common stock plus the liquidation preference of auction market preferred securities ( AMPS ), if any, and the outstanding balance of its borrowings, if any.

Each Fund may invest in preferred securities and other fixed income or debt securities issued by any type of company and may invest in non-investment grade preferred stock or debt securities, although the percentages by Fund vary. RQI and RWF each have a non-fundamental investment restriction to not invest more than 20% and 30%, respectively, of its managed assets in non-investment grade preferred stock or debt securities. Each Fund generally will not invest more than 10% of its managed assets in the securities of one issuer.

Each Fund may purchase and sell derivative instruments such as exchange-listed and over-the-counter put and call options on securities (including securities of investment companies and baskets of securities), indexes, and other financial instruments; purchase and sell financial futures contracts and options thereon, enter into various interest rate transactions, such as swaps, caps, floors or collars or credit transactions; equity index, total returns and credit default swaps; forward contracts; and structured investments. In addition, the Funds may enter into various currency transactions, such as forward currency contracts, currency futures contracts, currency swaps and options on currency or currency futures. The Funds also may purchase and sell derivative instruments that combine features of these instruments.

Each Fund may engage in securities lending up to 33-1/3% of managed assets, and may acquire or maintain securities in investment companies in accordance with the limits set forth in Section 12(d)(1) of the 1940 Act.

The fundamental investment restrictions to which the Funds are subject are substantially similar but not identical.

Because of their substantially similar investment objectives and similar principal investment strategies, the Funds are subject to similar investment risks. Because each Fund concentrates its assets in the real estate industry, a Fund s investments will be closely linked to the performance of the real estate markets. Property values may fall due to increasing vacancies or declining rents resulting from economic, legal, cultural or technological developments. REIT prices also may drop because of the failure of borrowers to pay their loans and poor management. Many REITs utilize leverage, which increases investment risk and could adversely affect a REIT s operations and market value in periods of rising interest rates as well as risks normally associated with

debt financing. In addition, there are specific risks associated with particular sectors of real estate investments such as retail, office, hotel, healthcare, and multifamily properties.

When the Investment Manager believes that market or general economic conditions justify a temporary defensive position, each Fund may deviate from its investment objectives and invest all or any portion of its assets in investment grade debt securities, without regard to whether the issuer is a real estate company. When and to the extent a Fund assumes a temporary defensive position, it may not pursue or achieve its investment objectives.

Neither Fund is intended to be a complete investment program, and there is no assurance that either Fund will achieve its investment objectives.

The preceding summary of the Funds' investment objectives and certain policies and related risks should be considered in conjunction with the discussion below under "Comparison of Investment Objectives, Strategies and Principal Risks of Investing in the Funds' Investment Objectives, Strategies and Principal Risks," "Additional Investment Activities," "Risk Factors" and "Investment Restrictions" which contains a more complete comparison of the Funds' investment objectives, strategies, policies and restrictions and related risks. The investment strategies, policies and restrictions of RQI will be the same for the combined Fund.

### **Fees and Expenses**

Each Fund has employed leverage as part of its investment strategy since shortly after its inception. Historically, the Funds' leverage has consisted of proceeds from the issuance of AMPS. In February 2008, the auction markets for these types of securities started to fail, and the Funds have, since that time, redeemed all of their outstanding shares of AMPS by borrowing funds pursuant to lines of credit with a financial institution ( borrowings ) or by cash proceeds from the sale of portfolio securities. As of December 31, 2008, each Fund's most recent fiscal year end for which audited financial statements are available, each Fund used a combination of AMPS and borrowings to finance its leverage strategy. On June 30, 2009, the Funds publicly announced their intent to redeem all of their outstanding shares of AMPS through the incurrence of additional borrowings. These redemptions were completed on July 24, 2009.

To complete the AMPS redemptions and maintain the Funds' leverage strategies at their levels at the time of such redemptions, the Funds relied, and continue to rely, on an exemptive order from the SEC providing temporary relief from the 300% asset coverage requirements for debt set forth in Section 18 of the 1940 Act. This allowed each Fund to redeem its then-outstanding AMPS by borrowing funds pursuant to a line of credit under the same 200% asset coverage requirements set forth in Section 18 of the 1940 Act for AMPS, instead of the statutorily-imposed asset coverage ratio for debt of 300%. This relief is temporary and, unless extended by the SEC, will expire on October 31, 2010.

Upon the Closing Date, assuming the Merger is approved by RWF's stockholders, the existing credit arrangement for RWF will terminate in accordance with its terms, and RQI's lender will remain the sole lender to the combined Fund, which will assume the debt of RWF as part of the Merger. After the Merger, the amount available under the credit arrangement will be sufficient for the combined Fund to maintain its current leverage strategy, although the amount of leverage employed by RQI may change over time. In addition, there is no guarantee that borrowing rates under the existing or future credit arrangements will remain the same.

Following completion of the Merger, the Investment Manager expects the total annual operating expenses borne by the stockholders of the combined Fund to vary, in some circumstances substantially, from the expense information provided in each Fund's Annual Report to Stockholders for the fiscal year ended December 31, 2008, as the combined Fund will no longer be paying dividend payments on AMPS (which are not reflected as Fund expenses), but will be paying interest and fees on borrowings, including the borrowings assumed from RWF. In light of the material change in the Funds' capital structure that has occurred since December 31, 2008, the fee table below reflects the Funds' actual expenses as of November 30, 2009, on an annualized basis, and assumes each Fund had credit arrangements with its lender on the same terms as in effect for RQI as of



- Annual Expenses are stated as a percentage of net assets attributable to the Funds' shares of common stock, assuming leverage (borrowings) as discussed above.
- Reflects the effective management fee rate paid by each Fund's common stockholders. RWF and RQI are charged a management fee of 0.95% and 0.85%, respectively, of the Fund's average daily managed assets. The combined Fund will pay a contractual management fee of 0.85% of its average daily managed assets. The Investment Manager has contractually agreed to waive a portion of RQI's management fee on a declining annual basis (RWF's contractual waiver arrangement expired on March 31, 2009). The contractual fee waiver arrangement for RQI also is reflected in the Pro Forma Combined Fund column. For more information on the Funds' contractual fee waivers, please see Information About Management of the Funds' Investment Manager and Subadvisers.
- The expenses related to the Funds' borrowings, including certain non-interest expenses, are reflected under Interest Payments on Borrowed Funds. As of November 30, 2009, RWF and RQI had separate lines of credit of \$75 million and \$150 million, respectively. The Pro Forma Combined Fund column assumes a single line of credit of \$460 million (which includes separate lines of credit for RLF and RPF of \$110 million and \$125 million, respectively) as of November 30, 2009 (on the terms and conditions currently in place for RQI).
- Total Annual Fund Operating Expenses and Net Annual Fund Operating Expenses, as of November 30, 2009, on an annualized basis, were 2.41% and 2.29%, respectively, for RLF, and 2.34% and 2.20%, respectively, for RPF.

*Expense Example*

The following example is intended to help you compare the costs of an investment in the combined Fund (RQI), after the Merger is consummated, with the costs of investing in RWF before the Merger. The example is based on the Total Annual Fund Operating Expenses of RWF and RQI as set forth in the Fee Table, which are based on an annualization of each Fund's actual expenses as of November 30, 2009, and assumes the assumptions set forth in the table above. An investor would pay the following expenses on a \$1,000 investment in shares of a Fund's common stock, assuming a 5% annual return on net asset value through the period and no changes to Total Annual Fund Operating Expenses (except to account for contractual expense waiver arrangements) for each Fund for years 1 through 10:

	1 Year	3 Years	5 Years	10 Years
RWF	\$ 30	\$ 92	\$ 157	\$ 330
RQI	\$ 22	\$ 72	\$ 124	\$ 267
Pro Forma Combined Fund (RQI) <sup>1</sup>	\$ 22	\$ 71	\$ 123	\$ 266

- Assumes consummation of the Merger and the mergers of RLF and RPF with and into RQI. The mergers of RLF and RPF with and into RQI were approved by stockholders and consummated on December 18, 2009.

The example set forth above assumes the reinvestment of all dividends and distributions at net asset value. The example should not be considered a representation of past or future expenses or annual rates of return. Actual expenses or annual rates of return may be more or less than those assumed for purposes of the example.

## COMPARISON OF INVESTMENT OBJECTIVES, STRATEGIES AND PRINCIPAL RISKS OF

### INVESTING IN THE FUNDS

#### Investment Objectives, Strategies and Principal Risks

The Funds have substantially similar investment objectives, which are, primarily, high current income (for RQI, high current income through investment in real estate securities) and, secondarily, capital appreciation, and similar investment policies. Each Fund is a non-diversified closed-end management investment company. Each Fund focuses its investments in equity securities, including common stocks, preferred stocks and other equity

securities, of real estate companies; however, RWF invests in global real estate companies, which includes U.S. real estate companies. Each Fund also is managed by the Investment Manager, and CNS Europe, CNS UK and CNS Asia also serve as sub-investment advisers to RWF. For more information on the Subadvisers, see Information about Management of the Funds Investment Manager and Subadvisers below.

Under normal circumstances, RQI invests at least 80% of its managed assets in income producing equity securities issued by high quality REITs. Under normal circumstances, RWF invests at least 80% of its managed assets in a portfolio of income producing global real estate equity securities, with up to 70% of its managed assets allocated to common stocks (including REIT shares) issued by real estate companies (approximately 75% of which are companies located in Asia, Europe and Canada and approximately 25% of which are U.S. companies) and up to 30% of its managed assets allocated to preferred and other fixed-income securities of U.S. and non-U.S. companies.

In making investment decisions with respect to common stocks and other equity securities, including securities of REITs in which each Fund invests, the Investment Manager relies on a fundamental analysis of each company. Securities are evaluated for their potential to provide an attractive total return, through a combination of dividend income and capital appreciation. The Investment Manager reviews a company's potential for success in light of the company's industry and sector position, and economic and market conditions. The Investment Manager evaluates a number of company-specific factors, including quality of management, financial condition, corporate governance, business plan and cash flow and dividend growth potential. The Investment Manager evaluates a security's valuation on one or more of the following criteria: price/cash flow multiple, discounted cash flow, price/net asset value and dividend yield.

In making investment decisions with respect to preferred securities and other fixed income securities in which each Fund invests, the Investment Manager seeks to select securities it views as undervalued on the basis of risk and return profiles. In making these determinations, the Investment Manager evaluates the fundamental characteristics of an issuer, including an issuer's creditworthiness, and also takes into account prevailing market factors. In analyzing credit quality, the Investment Manager considers not only fundamental analysis, but also an issuer's corporate and capital structure and the placement of the preferred or debt securities within that structure. The Investment Manager takes into account other factors, such as call and other structural features, event risk, the likely directions of interest rates and relative value versus other income security classes, among others. Each Fund generally will not invest more than 10% of its managed assets in the securities of one issuer.

The combined Fund will continue to employ the same principal investment strategies as RQI.

Each Fund may invest in, among other things, the types of securities and instruments described below:

*Real Estate Companies*

For purposes of each Fund's investment policies, a real estate company is one that:

derives at least 50% of its revenues from the ownership, construction, financing, management or sale of commercial, industrial, or residential real estate; or

has at least 50% of its assets in such real estate.

Under normal market conditions, each Fund invests at least 80% of its managed assets in the equity securities of real estate companies. These equity securities consist of:

common stocks (including REIT shares);

preferred stocks;

rights or warrants to purchase common and preferred stocks; and

securities convertible into common and preferred stocks where the conversion feature represents, in the Investment Manager's view, a significant element of the securities' value.

---

*Real Estate Investment Trusts*

A REIT is a company dedicated to owning, and usually operating, income producing real estate, or to financing real estate. REITs pool investors funds for investment primarily in income producing real estate or real estate-related loans or interests. A REIT is not taxed on income distributed to stockholders if, among other things, it distributes to its stockholders substantially all of its taxable income (other than net capital gains) for each taxable year. As a result, REITs tend to pay relatively higher dividends than other types of companies and the Funds intend to use these REIT dividends in an effort to meet the current income goal of their investment objectives.

REITs can generally be classified as equity REITs, mortgage REITs and hybrid REITs. Equity REITs, which invest the majority of their assets directly in real property, derive their income primarily from rents. Equity REITs can also realize capital gains by selling properties that have appreciated in value. Mortgage REITs, which invest the majority of their assets in real estate mortgages, derive their income primarily from interest payments. Hybrid REITs combine the characteristics of both equity REITs and mortgage REITs. RWF does not currently intend to invest more than 10% of its managed assets in mortgage REITs or hybrid REITs. RQI is not limited in the amount of its assets it may invest in these types of REITs.

*Foreign (Non-U.S.) Real Estate Companies*

Each Fund is permitted to invest in global real estate companies, including those located outside the United States. RWF may invest up to 100% of its managed assets in securities of non-U.S. issuers or in securities that are denominated in various foreign currencies or multinational currency units, and expects to have investments in at least three countries, including the United States. RWF, under normal market conditions, invests primarily in developed countries, but may invest up to 15% of its managed assets in emerging market countries. RQI may invest up to 25% of its managed assets in foreign securities, including up to 15% of its assets in companies located in emerging market countries.

These companies include, but are not limited to, companies with similar characteristics to the REIT structure, in which revenue primarily consists of rent derived from owned, income-producing real estate properties, dividend distributions as a percentage of taxable net income are high (generally greater than 80%).

*Preferred Securities*

The Funds may invest, to varying degrees, in preferred securities issued by real estate companies, including REITs, and other types of issuers. There are two basic types of preferred securities. The first, sometimes referred to in this Proxy/Prospectus as traditional preferred securities, consists of preferred stock issued by an entity taxable as a corporation. Preferred stocks are considered equity securities. The second basic type is referred to in this Proxy/Prospectus as hybrid-preferred securities. Hybrid-preferred securities are usually issued by a trust or limited partnership and often represent preferred interests in subordinated debt instruments issued by a corporation for whose benefit the trust or partnership was established. Hybrid-preferred securities are considered debt securities. Preferred securities pay fixed or floating dividends to investors and have preference over common stock in the payment of dividends and in the liquidation of a company's assets. This means that a company must pay dividends on preferred stock before paying dividends on its common stock. Preferred stockholders usually have no right to vote for corporate directors or on other matters. The hybrid and REIT preferred securities in which the Funds invest do not qualify for the dividends received deduction (the DRD) and are not expected to provide significant benefits under the rules relating to qualified dividend income. As a result, any corporate stockholder who otherwise would qualify for the DRD, and any individual stockholder who otherwise would qualify to be taxed at long-term capital gain rates on qualified dividend income, should assume that none of the distributions the stockholder receives from a Fund attributable to hybrid or REIT preferred securities will qualify for the DRD or provide significant benefits under the rules relating to qualified dividend income. Distributions received from a Fund attributable to traditional preferred securities, other than those issued

by REITs, generally would qualify for the DRD as to any corporate stockholder and generally would qualify to be taxed at long-term capital gains rates as to any individual stockholder.

#### *Debt Securities*

Each Fund may invest in debt securities issued by real estate companies, including REITs, and other types of issuers. The Fund's investments in debt securities may include investments in convertible debt securities, convertible preferred securities, corporate debt securities issued by domestic and non-U.S. corporations and government debt securities issued or guaranteed by the U.S. Government or its agencies or instrumentalities or a non-U.S. Government or its agencies or instrumentalities, such as mortgage debt securities. RQI limits investment in debt securities issued or guaranteed by real estate companies to less than 10% of its total assets.

#### *Lower-Rated Securities*

Each Fund is permitted to invest in preferred stock and debt securities rated below investment grade and equivalent unrated securities of comparable quality as determined by the Investment Manager. RQI may not purchase preferred stock and debt securities rated below investment grade and unrated securities of comparable quality, if, as a result, more than 20% of the Fund's managed assets would then be invested in such securities. RWF may not purchase securities rated below investment grade and unrated securities of comparable quality, if, as a result, more than 30% of the Fund's managed assets would then be invested in such securities.

Securities rated non-investment grade (lower than BBB- by Standard & Poor's Ratings Group ( S&P )) or lower than Baa3 by Moody's Investors Service, Inc. ( Moody's )) are sometimes referred to as high yield or junk bonds. RQI may only invest in high yield securities that are rated CCC higher by S&P, or rated Caa or higher by Moody's, or unrated securities determined by the Investment Manager to be of comparable quality. The issuers of these securities have a currently identifiable vulnerability to default and such issues may be in default or there may be present elements of danger with respect to principal or interest. The Funds will not invest in securities that are in default at the time of purchase. For a description of S&P and Moody's ratings, see Appendix D to this Proxy/Prospectus.

#### **Additional Investment Activities**

##### *Derivatives Transactions*

The Funds may, but are not required to, use, without limit, various strategic transactions described below to seek to generate total return, facilitate portfolio management and mitigate risks. Although the Investment Manager may seek to use these kinds of transactions to further a Fund's investment objectives, no assurance can be given that they will achieve this result.

The Funds may enter into exchange-listed and over-the-counter put and call options on securities (including securities of investment companies and baskets of securities), indexes, and other financial instruments; purchase and sell financial futures contracts and options thereon; enter into various interest rate transactions, such as swaps, caps, floors or collars or credit transactions; equity index, total return and credit default swaps; forward contracts; and structured investments. In addition, the Funds may enter into various currency transactions, such as forward currency contracts, currency futures contracts, currency swaps or options on currency or currency futures. The Funds also may purchase and sell derivative instruments that combine features of these instruments. The Funds may invest in other types of derivatives, structured and similar instruments which are not currently available but which may be developed in the future. Collectively, all of the above are referred to as Derivatives Transactions.



*Other Investments*

Each Fund's cash reserves, held to provide sufficient flexibility to take advantage of new opportunities for investments and for other cash needs, are invested in money market instruments. Money market instruments in which each Fund may invest its cash reserves will generally consist of obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities and such obligations that are subject to repurchase agreements and commercial paper.

*Portfolio Turnover*

The Funds may engage in portfolio trading when considered appropriate, but short-term trading will not be used as the primary means of achieving a Fund's investment objectives. However, there are no limits on the rate of portfolio turnover, and investments may be sold without regard to length of time held when, in the opinion of the Investment Manager, investment considerations warrant such action. A higher turnover rate results in correspondingly greater brokerage commissions and other transactional expenses which are borne by a Fund. High portfolio turnover may result in the realization of net short-term capital gains by a Fund which, when distributed to stockholders, will be taxable as ordinary income.

*Temporary Defensive Position*

Upon the Investment Manager's recommendation, during periods of unusual adverse market condition and in order to keep a Fund's cash fully invested, the Fund may deviate from its investment objectives and invest all or any portion of its assets in, for RWF, investment grade debt securities, and for RQI, short-term debt instruments, government securities, cash or cash equivalents, without regard to whether the issuer is a real estate company. In such a case, the Fund may not pursue or achieve its investment objectives.

**Risk Factors**

Because of their substantially similar investment objectives and similar investment policies, the Funds are subject to similar investment risks. There is no guarantee that each Fund's common stock will not lose value. This means the stockholders of each Fund including the combined Fund could lose money. The following discussion describes the principal and certain other risks that may affect the Funds.

*Market Risk*

An investment in a Fund represents an indirect investment in the common stock, preferred securities and other securities owned by the Fund, substantially all of which are traded on a domestic or foreign securities exchange or in the over-the-counter markets. The value of these securities, like other investments, may move up or down, sometimes rapidly and unpredictably. A Fund's common stock, at any point in time, may be worth less than what was initially invested, even after taking into account the reinvestment of dividends and distributions. Each Fund utilizes leverage, which magnifies market risk.

*Risks of Securities Linked to the Real Estate Market*

Because each Fund concentrates its assets in the real estate industry, an investment in a Fund will be significantly impacted by the performance of the real estate market. The Funds do not invest in real estate directly, but because of each Fund's policy of concentration in the securities of companies in the real estate industry, the Funds also are subject to the risks associated with the direct ownership of real estate. These risks include:

declines in the value of real estate;

risks related to general and local economic conditions;

possible lack of availability of mortgage funds;

overbuilding;

extended vacancies of properties;

increased competition;

increases in property taxes and operating expenses;

changes in zoning laws;

losses due to costs resulting from the clean-up of environmental problems;

liability to third parties for damages resulting from environmental problems;

casualty or condemnation losses;

limitations on rents;

changes in neighborhood values and the appeal of properties to tenants;

changes in interest rates;

financial condition of tenants, buyers and sellers of real estate; and

quality of maintenance, insurance and management services.

Thus, the value of a Fund's common stock may change at different rates compared to the value of shares of a registered investment company with investments in a mix of different industries and will depend on the general condition of the economy. An economic downturn could have a material adverse effect on the real estate markets and on real estate companies in which the Fund invests, which in turn could result in the Fund not achieving its investment objectives.

Real property investments are subject to varying degrees of risk. The yields available from investments in real estate depend on the amount of income and capital appreciation generated by the related properties. Income and real estate values may also be adversely affected by such factors as applicable laws (*e.g.*, Americans with Disabilities Act and tax laws), interest rate levels and the availability of financing. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of the real estate company to make payments of any interest and principal on its debt securities will be adversely affected. In addition, real property may be subject to the quality of credit extended and defaults by borrowers and tenants. The performance of the economy in each of the regions in which the real estate owned by a portfolio company is located affects occupancy, market rental rates and expenses and, consequently, has an impact on the income from such properties and their underlying values. The financial results of major local employers also may have an impact on the cash flow and value of certain properties. In addition, real estate investments are relatively illiquid and, therefore, the ability of real estate companies to vary their

portfolios promptly in response to changes in economic or other conditions is limited. A real estate company may also have joint venture investments in certain of its properties and, consequently, its ability to control decisions relating to such properties may be limited.

Real property investments are also subject to risks which are specific to the investment sector or type of property in which the real estate companies are investing. These risks include the following:

Retail Properties. Retail properties are affected by the overall health of the applicable economy. A retail property may be adversely affected by the growth of alternative forms of retailing, bankruptcy, decline in drawing power, departure or cessation of operations of an anchor tenant, a shift in consumer demand due to demographic changes, and/or changes in consumer preference (for example, to discount retailers) and spending

patterns. A retail property may also be adversely affected if a significant tenant ceases operation at such location, voluntarily or otherwise. Certain tenants at retail properties may be entitled to terminate their leases if an anchor tenant ceases operations at such property.

**Office Properties.** Office properties generally require their owners to expend significant amounts for general capital improvements, tenant improvements and costs of reletting space. In addition, office properties that are not equipped to accommodate the needs of modern businesses may become functionally obsolete and thus noncompetitive. Office properties are affected by the overall health of the economy and other factors such as a down turn in the businesses operated by their tenants, obsolescence and non-competitiveness. The risks of such an adverse effect is increased if the property revenue is dependent on a single tenant or if there is a significant concentration of tenants in a particular business or industry.

**Hotel Properties.** The risks of hotel properties include, among other things, the necessity of a high level of continuing capital expenditures to keep necessary furniture, fixtures and equipment updated, competition from other hotels, increases in operating costs (which increases may not necessarily be offset in the future by increased room rates), dependence on business and commercial travelers and tourism, increases in fuel costs and other expenses of travel, changes to regulation of operating liquor and other licenses, and adverse effects of general and local economic conditions. Due to the fact that hotel rooms are generally rented for short periods of time, hotel properties tend to be more sensitive to adverse economic conditions and competition than many other commercial properties.

Also, hotels may be operated pursuant to franchise, management and operating agreements that may be terminable by the franchiser, the manager or the operator. Contrarily, it may be difficult to terminate an ineffective operator of a hotel property subsequent to a foreclosure of such property.

**Healthcare Properties.** Healthcare properties and healthcare providers are affected by several significant factors, including federal, state and local laws governing licenses, certification, adequacy of care, pharmaceutical distribution, rates, equipment, personnel and other factors regarding operations; continued availability of revenue from government reimbursement programs (primarily Medicaid and Medicare) and competition in terms of appearance, reputation, quality and cost of care with similar properties on a local and regional basis.

These governmental laws and regulations are subject to frequent and substantial changes resulting from legislation, adoption of rules and regulations, and administrative and judicial interpretations of existing law. Changes may also be applied retroactively and the timing of such changes cannot be predicted. The failure of any healthcare operator to comply with governmental laws and regulations may affect its ability to operate its facility or receive government reimbursement. In addition, in the event that a tenant is in default on its lease, a new operator or purchaser at a foreclosure sale will have to apply in its own right for all relevant licenses if such new operator does not already hold such licenses. There can be no assurance that such new licenses could be obtained, and consequently, there can be no assurance that any healthcare property subject to foreclosure will be disposed of in a timely manner.

**Multifamily Properties.** The value and successful operation of a multifamily property may be affected by a number of factors such as the location of the property, the ability of management to provide adequate maintenance and insurance, types of services provided by the property, the level of mortgage rates, presence of competing properties, the relocation of tenants to new projects with better amenities, adverse economic conditions in the locale, the amount of rent charged and oversupply of units due to new construction. In addition, multifamily properties may be subject to rent control laws or other laws affecting such properties, which could impact the future cash flows of such properties.

**Insurance Issues.** Certain of the portfolio companies may, in connection with the issuance of securities, have disclosed that they carry comprehensive liability, fire, flood, earthquake, extended coverage and rental loss insurance with policy specifications, limits and deductibles customarily carried for similar properties. However such insurance is not uniform among the portfolio companies. Moreover, there are certain types of extraordinary

losses that may be uninsurable, or not economically insurable. Certain of the properties may be located in areas that are subject to earthquake activity for which insurance may not be maintained. Should a property sustain damage as a result of an earthquake, even if the portfolio company maintains earthquake insurance, the portfolio company may incur substantial losses due to insurance deductibles, co-payments on insured losses or uninsured losses. Should any type of uninsured loss occur, the portfolio company could lose its investment in, and anticipated profits and cash flows from, a number of properties and, as a result, would impact a Fund's investment performance.

**Credit Risk.** Real estate companies may be highly leveraged and financial covenants may affect the ability of such companies to operate effectively. The portfolio companies are subject to risks normally associated with debt financing. If the principal payments of a real estate company's debt cannot be refinanced, extended or paid with proceeds from other capital transactions, such as new equity capital, the real estate company's cash flow may not be sufficient to repay all maturing debt outstanding. In addition, a portfolio company's obligation to comply with financial covenants, such as debt-to-asset ratios and secured debt-to-total asset ratios, and other contractual obligations may restrict a real estate company's range of operating activity. A portfolio company, therefore, may be limited from incurring additional indebtedness, selling its assets and engaging in mergers or making acquisitions which may be beneficial to the operation of the real estate company.

**Environmental Issues.** In connection with the ownership (direct or indirect), operation, management and development of real properties that may contain hazardous or toxic substances, a portfolio company may be considered an owner or operator of such properties or as having arranged for the disposal or treatment of hazardous or toxic substances and, therefore, may be potentially liable for removal or remediation costs, as well as certain other costs, including governmental fines and liabilities for injuries to persons and property. The existence of any such material environmental liability could have a material adverse effect on the results of operations and cash flow of any such portfolio company and, as a result, the amount available to make distributions on the shares could be reduced.

#### *Smaller Companies Risk*

Even the larger global real estate companies tend to be small to medium-sized companies in comparison to many industrial and service companies. There may be less trading in a smaller company's stock, which means that buy and sell transactions in that stock could have a larger impact on the stock's price than is the case with larger company stocks. Smaller companies also may have fewer lines of business so that changes in any one line of business may have a greater impact on a smaller company's stock price than is the case for a larger company. Further, smaller company stocks may perform in different cycles than larger company stocks. Accordingly, global real estate company shares can be more volatile than and at times will perform differently from large company stocks such as those found in the Dow Jones Industrial Average.

#### *REIT Tax Risk*

REITs are subject to a highly technical and complex set of provisions in the Internal Revenue Code of 1986, as amended (the Code). It is possible that a Fund may invest in a real estate company which purports to be a REIT and that the company could fail to qualify as a REIT. In the event of any such unexpected failure to qualify as a REIT, the company would be subject to corporate-level taxation, significantly reducing the return to the Fund on its investment in such company. REITs could possibly fail to qualify for tax free pass-through of income under the Code, or to maintain their exemptions from registration under the 1940 Act. The general risks described above relating to the real estate markets may adversely affect a borrower's or a lessee's ability to meet its obligations to the REIT. In the event of a default by a borrower or lessee, the REIT may experience delays in enforcing its rights as a mortgagee or lessor and may incur substantial costs associated with protecting its investments. In addition, REITs may also be affected by changes to the tax laws.

*Common Stock Risk*

Each Fund may invest in equity securities, including common stock. While common stock has historically generated higher average returns than fixed income securities, common stock has also experienced significantly more volatility in those returns. An adverse event, such as an unfavorable earnings report, may depress the value of an issuer's common stock held by a Fund. Also, the price of common stock is sensitive to general movements in the stock market. A drop in the stock market may depress the price of common stock held by a Fund.

*Convertible Securities Risk*

Each Fund may invest in convertible securities. Although to a lesser extent than with non-convertible fixed-income securities, the market value of convertible securities tends to decline as interest rates increase and, conversely, tends to increase as interest rates decline. In addition, because of the conversion feature, the market value of convertible securities tends to vary with fluctuations in the market value of the underlying common stock. A unique feature of convertible securities is that as the market price of the underlying common stock declines, convertible securities tend to trade increasingly on a yield basis, and so may not experience market value declines to the same extent as the underlying common stock. When the market price of the underlying common stock increases, the prices of the convertible securities tend to rise as a reflection of the value of the underlying common stock.

*Foreign Securities Risk*

RQI may invest up to 25% of its managed assets in foreign securities, while RWF is not limited in the amount of its assets that may be invested in foreign securities. In addition, each Fund may invest in foreign securities of issuers in so-called emerging markets (or lesser developed countries). Investments in such securities are particularly speculative. Investing in foreign securities involves certain risks not involved in domestic investments, including, but not limited to:

fluctuations in foreign exchange rates;

future foreign economic, financial, political and social developments;

different legal systems;

the possible imposition of exchange controls or other foreign governmental laws or restrictions;

lower trading volume;

much greater volatility and illiquidity of certain foreign securities markets;

different trading and settlement practices;

less governmental supervision;

regulation changes;

changes in currency exchange rates;

less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices;

high and volatile rates of inflation;

fluctuating interest rates; and

different accounting, auditing and financial record-keeping standards and requirements.

Investments in foreign securities, especially in emerging market countries, will expose a Fund to the direct or indirect consequences of political, social or economic changes in the countries that issue the securities or in which the issuers are located. Certain countries in which the Funds may invest, especially emerging market countries, have historically experienced, and may continue to experience, high rates of inflation, high interest rates, exchange rate fluctuations, large amounts of external debt, balance of payments and trade difficulties and extreme poverty and unemployment. Many of these countries are also characterized by political uncertainty and

instability. The cost of servicing external debt will generally be adversely affected by rising international interest rates because many external debt obligations bear interest at rates which are adjusted based upon international interest rates. In addition, with respect to certain foreign countries, there is a risk of:

the possibility of expropriation of assets;

confiscatory taxation;

difficulty in obtaining or enforcing a court judgment;

economic, political or social instability;

the possibility that an issuer may not be able to make payments to investors outside of the issuer's country; and

diplomatic developments that could affect investments in those countries.

In addition, individual foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as:

growth of gross domestic product;

rates of inflation;

capital reinvestment;

resources;

self-sufficiency; and

balance of payments position.

Furthermore, certain investments in foreign securities also may be subject to foreign withholding taxes and dividend income a Fund receives from foreign securities may not be eligible for the reduced rates of taxation applicable to qualified dividend income.

Each Fund may invest in real estate equity securities of issuers located or doing substantial business in emerging markets. Investing in securities of companies in emerging markets may entail special risks relating to potential political and economic instability and the risks of expropriation, nationalization, confiscation or the imposition of restrictions on foreign investment, the lack of hedging instruments, and on repatriation of capital invested. Emerging securities markets are substantially smaller, less developed, less liquid and more volatile than the major securities markets. The limited size of emerging securities markets and limited trading value compared to the volume of trading in U.S. securities could cause prices to be erratic for reasons apart from factors that affect the quality of the securities. For example, limited market size may cause prices to be unduly influenced by traders who control large positions. Adverse publicity and investors' perceptions, whether or not based on fundamental analysis, may decrease the value and liquidity of portfolio securities, especially in these markets. Many emerging market countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates and corresponding currency devaluations have had and may continue to have negative effects on the economies and securities markets of

certain emerging market countries. Emerging market countries also may have less reliable custodial services and settlement practices.

As a result of these potential risks, the Investment Manager may determine that, notwithstanding otherwise favorable investment criteria, it may not be practicable or appropriate to invest in a particular country. The Funds may invest in countries in which foreign investors, including the Investment Manager, have had no or limited prior experience.

*Foreign Currency Risk*

Although each Fund reports its net asset value ( NAV ) and pays dividends in U.S. dollars, foreign securities often are purchased with, and make interest payments in, foreign currencies. Therefore, when a Fund





Derivatives Transactions also is subject to the ability of the Investment Manager to predict correctly movements in the direction of the relevant market and, to the extent the transaction is entered into for hedging purposes, to ascertain the appropriate correlation between the transaction being hedged and the price movements of the derivatives. Derivatives Transactions entered into to seek to manage the risks of a Fund's portfolio of securities may have the effect of limiting gains from otherwise favorable market movements. The use of Derivatives Transactions may result in losses greater than if they had not been used (and a loss on a Derivatives Transaction position may be larger than the gain in a portfolio position being hedged), may require a Fund to sell or purchase portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation the Fund can realize on an investment, or may cause the Fund to hold a security that it might otherwise sell. Amounts paid by a Fund as premiums and cash or other assets held as collateral with respect to Derivatives Transactions may not otherwise be available to the Fund for investment purposes.

The use of currency transactions can result in a Fund incurring losses as a result of the imposition of exchange controls, political developments, government intervention or failure to intervene, suspension of settlements or the inability of the Fund to deliver or receive a specified currency.

Structured notes and other related instruments carry risks similar to those of more traditional derivatives such as futures, forward and option contracts. However, structured instruments may entail a greater degree of market risk and volatility than other types of debt obligations.

A Fund will be subject to credit risk with respect to the counterparties to certain Derivatives Transactions entered into by the Fund. Derivatives may be purchased on established exchanges or through privately negotiated transactions referred to as over-the-counter (OTC) derivatives. Exchange-traded derivatives generally are guaranteed by the clearing agency which is the issuer or counterparty to such derivatives. However, many futures exchanges and boards of trade limit the amount of fluctuation permitted in futures contract prices during a single trading day and once the daily limit has been reached in a particular contract no trades may be made that day at a price beyond that limit or trading may be suspended. There also is no assurance that sufficient trading interest to create a liquid secondary market on an exchange will exist at any particular time and no such secondary market may exist or may cease to exist. Each party to an OTC derivative bears the risk that the counterparty will default. OTC derivatives are less liquid than exchange-traded derivatives because the other party to the transaction may be the only investor with sufficient understanding of the derivative to be interested in bidding for it. If a counterparty becomes bankrupt or otherwise fails to perform its obligations under a derivative contract due to financial difficulties, a Fund may experience significant delays in obtaining any recovery under the derivative contract in bankruptcy or other reorganization proceeding. The Fund may obtain only a limited recovery or may obtain no recovery in such circumstances.

Each Fund will not be a commodity pool (*i.e.*, a pooled investment vehicle which trades in commodity futures contracts and options thereon and the operator of which is registered with the Commodity Futures Trading Commission). In addition, each Fund has claimed an exclusion from the definition of commodity pool operator and, therefore, is not subject to registration or regulation as a pool operator under the Commodity Exchange Act.

#### *Restricted and Illiquid Securities Risk*

Illiquid securities are securities that are not readily marketable and may include some restricted securities, which are securities that may not be resold to the public without an effective registration statement under the Securities Act or, if they are unregistered, may be sold only in a privately negotiated transaction or pursuant to an exemption from registration. Illiquid investments involve the risk that the securities will not be able to be sold at the time desired by a Fund or at prices approximating the value at which the Fund is carrying the securities on its books.

Restricted securities may be sold only in privately negotiated transactions or in a public offering with respect to which a registration statement is in effect under the Securities Act. Where registration is required, a Fund may be obligated to pay all or part of the registration expenses and a considerable period may elapse between the time of the

decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If during such a period adverse market conditions were to develop, the Fund might obtain a less favorable price than that which prevailed when it decided to sell. For purposes of determining a Fund's NAV, illiquid securities will be priced at fair value as determined in good faith by the Board or its delegate.

#### *Leverage Risk*

Each Fund is authorized to use financial leverage as part of its investment strategy. Historically, the Funds engaged in leverage through the issuance of AMPs. Each Fund currently engages in leverage through borrowings. Leverage risk is the risk associated with the borrowing of funds and other investment techniques that increase investment exposure above the amount available from its common stock. Leverage is a speculative technique which will expose a Fund to greater risk and increase its costs. Increases and decreases in the value of a Fund's portfolio will be magnified when the Fund uses leverage. For example, leverage will cause greater swings in the Fund's NAV or cause the Fund to lose more than it invested. A Fund also will generally have to pay interest on its borrowings, reducing the Fund's return. These interest expenses may be greater than the Fund's return on the underlying investment. There is no assurance that a Fund's leveraging strategy will be successful.

When leverage is employed, the NAV and market value of a Fund's common stock will be more volatile, and the yield to common stockholders will tend to fluctuate with changes in the shorter-term interest rates on the leverage. If the interest rate on a Fund's borrowings approaches the net rate of return on the Fund's investment portfolio, the benefit of leverage to common stockholders would be reduced. If the interest rate on a Fund's borrowings exceeds the net rate of return on the Fund's portfolio, the leverage will result in a lower rate of return to common stockholders than if the Fund were not leveraged. The Funds will pay (and common stockholders will bear) any costs and expenses relating to any leverage. Accordingly, the Funds cannot assure you that the use of leverage would result in a higher yield or return to common stockholders.

Any decline in the NAV of a Fund's investments will be borne entirely by common stockholders. Therefore, if the market value of a Fund's portfolio declines, the leverage will result in a greater decrease in NAV to common stockholders than if the Fund were not leveraged. This greater NAV decrease will also tend to cause a greater decline in the market price for the Fund's common stock. A material decline in a Fund's NAV may impair the Fund's ability to maintain required levels of asset coverage pursuant to the requirements of the 1940 Act or the Fund's contractual arrangements with its lender. In such cases, the Fund's current investment income might not be sufficient to meet the interest payments on indebtedness. In order to counteract such an event, a Fund might need to reduce its leverage and to liquidate investments in order to repay its borrowings. Liquidation at times of low security prices may result in capital losses and may reduce returns to common stockholders.

The Funds' borrowings constitute an effective lien on the Funds' common stock by reason of their prior claim against the income of a Fund and against the net assets of the Fund in liquidation. A Fund may not be permitted to declare dividends or other distributions with respect to its common stock, or repurchase its common stock, unless (i) at the time of such declaration or repurchase the Fund meets certain asset coverage requirements and (ii) there is no event of default under any borrowings, that is continuing. In the event of a default under any borrowings, the lenders may have the right to cause a liquidation of the collateral (*i.e.*, sale of portfolio securities) and if any such default is not cured, the lenders may be able to control the liquidation as well.

Each Fund reserves the right at any time, if it believes that market conditions are appropriate, to increase its level of borrowings or other senior securities to maintain or increase the level of leverage to the extent permitted by the 1940 Act and existing agreements between the Fund and third parties. While a Fund may from time to time consider reducing or raising leverage in response to actual or anticipated changes in interest rates in an effort to mitigate the increased volatility of current income and net asset value associated with leverage, there can be no assurance that the Fund will actually reduce or increase leverage in the future or that any reduction or increase, if undertaken, will benefit common stockholders. Changes in the future direction of interest rates are very difficult to predict accurately. If a Fund were to reduce or raise leverage based on a prediction about future

changes to interest rates, and that prediction turned out to be incorrect, the reduction or increase in leverage would likely reduce the income and/or total returns to common stockholders relative to the circumstance where the Fund had not reduced or increased leverage. A Fund may decide that this risk outweighs the likelihood of achieving the desired reduction to volatility in income and share price if the prediction were to turn out to be correct, and determine not to reduce or increase leverage as described above.

Because each Fund's management fee paid to the Investment Manager is calculated on the basis of managed assets, the fee will be higher when leverage is utilized, which may provide the Investment Manager an incentive to utilize leverage.

#### *Non-Diversified Status*

Each Fund is classified as a non-diversified investment company under the 1940 Act, which means the Fund is not limited by the 1940 Act in the proportion of its assets that may be invested in the securities of a single issuer. However, each Fund intends to conduct its operations so as to qualify as a regulated investment company for purposes of the Code, which generally will relieve the Fund of any liability for federal income tax to the extent its earnings are distributed to stockholders. To so qualify, among other requirements, each Fund limits its investments so that, at the close of each quarter of the taxable year, (i) not more than 25% of the value of its managed assets are invested in the securities (other than U.S. Government securities or the securities of other regulated investment companies) of a single issuer, two or more issuers which the Fund controls and are engaged in the same, similar or related trades or businesses, or the securities of certain publicly traded partnerships, and (ii) at least 50% of the value of its managed assets are invested in cash and cash items, U.S. Government securities, securities of other regulated investment companies and other securities; provided, however, that with respect to such other securities, not more than 5% of the value of its managed assets are invested in the securities of a single issuer and the Fund will not own more than 10% of the outstanding voting securities of a single issuer. Because a Fund, as a non-diversified investment company, may invest in a smaller number of individual issuers than a diversified investment company, an investment in the Fund presents greater risk to you than an investment in a diversified company.

#### *Anti-Takeover Provisions*

Certain provisions of each Fund's charter and By-Laws could have the effect of limiting the ability of other entities or persons to acquire control of the Fund or to modify its structure. The provisions may have the effect of depriving common stockholders of an opportunity to sell their shares at a premium over prevailing market prices and may have the effect of inhibiting conversion of the Fund to an open-end investment company. These include provisions for staggered terms of office for Directors, super-majority voting requirements for merger, consolidation, liquidation, termination and asset sale transactions, amendments to the charter and conversion to open-end status. For additional information about these provisions, see *Description of the Funds' Capital Stock Special Voting Provisions* below.

#### **Investment Restrictions**

The following restrictions, along with each Fund's investment objectives, are each Fund's only fundamental policies that is, policies that cannot be changed without the approval of the holders of a majority of the Fund's outstanding voting securities. As used in this Proxy/Prospectus, a majority of the Fund's outstanding voting securities means the lesser of (i) 67% of the shares represented at a meeting at which more than 50% of the outstanding shares are represented or (ii) more than 50% of the outstanding shares. Non-fundamental policies may be changed by a Fund's Board without stockholder approval. If a percentage restriction set forth below is adhered to at the time a transaction is effected, later changes in percentage resulting from any cause other than actions by the Fund will not be considered a violation.

*Fundamental Investment Restrictions*

Neither Fund may, without the approval of the holders of a majority of the Fund's outstanding voting securities:

1. Issue senior securities (including borrowing money for other than temporary purposes) except in conformity with the limits set forth in the 1940 Act (or, for RWF, pursuant to exemptive relief therefrom); or pledge its assets other than to secure such issuances or borrowings or in connection with permitted investment strategies; notwithstanding the foregoing, the Fund may borrow up to an additional 5% of its managed assets for temporary purposes;
2. Act as an underwriter of securities issued by other persons, except insofar as the Fund may be deemed an underwriter in connection with the disposition of securities;
3. Purchase or sell real estate, mortgages on real estate or commodities, except that the Fund may invest in securities of companies that deal in real estate or are engaged in the real estate business, including REITs, and securities secured by real estate or interests therein and the Fund may hold and sell real estate or mortgages on real estate acquired through default, liquidation, or other distributions of an interest in real estate as a result of the Fund's ownership of such securities;
4. Purchase or sell commodities or commodity futures contracts, except that the Fund may invest in financial futures contracts (and, for RWF, forward contracts), options thereon (for RWF, currency options) and such similar instruments;
5. Make loans to other persons except through the lending of securities held by it (but not to exceed a value of one-third of managed assets), through the use of repurchase agreements, and by the purchase of debt securities, all in accordance with its investment policies; and
6. Invest more than 25% of its managed assets in securities of issuers in any one industry other than the U.S. real estate industry (for RWF, real estate industry), in which at least 25% of the Fund's managed assets will be invested; provided, however, that such limitation shall not apply to obligations issued or guaranteed by the United States Government or by its agencies or instrumentalities.

Under the 1940 Act, each Fund is not permitted to issue preferred stock unless immediately after the issuance the value of the Fund's assets is at least 200% of the liquidation preference of the outstanding preferred stock (*i.e.*, such liquidation preference may not exceed 50% of the Fund's assets less liabilities other than borrowings). In addition, a Fund is not permitted to declare any cash dividend or other distribution on its shares of common stock unless, at the time of such declaration, the value of the Fund's assets less liabilities other than borrowings is at least 200% of such liquidation preference.

Under the 1940 Act, each Fund generally is not permitted to borrow unless immediately after the borrowing the value of the Fund's assets less liabilities other than the borrowings is at least 300% of the principal amount of such borrowing (*i.e.*, such principal amount may not exceed 33-1/3% of the Fund's assets less liabilities other than borrowings). In addition, a Fund is not permitted to declare any cash dividend or other distribution on its shares of common stock unless, at the time of such declaration, the value of the Fund's assets, less liabilities other than the borrowings, is at least 300% of such principal amount. As noted above, the Funds have received temporary relief from the SEC from certain provisions of the 1940 Act that permitted the Funds to redeem all of their AMPS outstanding at the time the relief was granted at an asset coverage ratio of 200% instead of 300%. This relief currently is set to expire on October 31, 2010.

*Non-Fundamental Investment Restrictions*

RQI has a non-fundamental investment restriction that limits its ability to investment in debt securities or securities issued or guaranteed by real estate companies to less than 10% of its managed assets. RQI also has a

non-fundamental investment restriction that it may not purchase preferred stock and debt securities rated below investment grade and unrated securities of comparable quality, if, as a result, more than 20% of its managed assets would then be invested in such securities. RWF has a similar non-fundamental investment restriction, as RWF may not purchase securities rated below investment grade and unrated securities of comparable quality, if, as a result, more than 30% of its managed assets would then be invested in such securities.

Each Fund may not, without the approval of the holders of a majority of the Fund's outstanding voting securities, acquire or retain securities of any investment company, except that the Fund may (a) acquire securities of investment companies up to the limits permitted by Section 12(d)(1) of the 1940 Act, or any exemption granted under the 1940 Act and (b) acquire securities of any investment company as part of a merger, consolidation or similar transaction.

Neither Fund may pledge, mortgage or hypothecate its assets except in connection with permitted borrowings. In addition, RQI may not invest in oil, gas or other mineral exploration programs, development programs or leases, except that the Fund may purchase securities of companies engaging in whole or in part in such activities.

Each Fund's non-fundamental investment restrictions may be changed by the Fund's Board of Directors without stockholder approval.

*Portfolio Turnover*

For the fiscal years ended December 31, 2008 and 2009, the Funds' portfolio turnover rates were as follows:

	2008	2009
RWF	140%	168%
RQI	23%	77%

**INFORMATION ABOUT THE PROPOSED MERGER**

**The Agreement and Plan of Merger**

The following is a summary of the material terms and conditions of the Agreement and Plan of Merger entered into between the Funds. This summary is qualified in its entirety by reference to the Agreement and Plan of Merger attached as Appendix A to this Proxy/Prospectus. Under the Agreement and Plan of Merger, RWF will merge with and into RQI on the Closing Date. As a result of the Merger and on the Closing Date:

- RWF will no longer exist, and

- RQI will be the surviving corporation.

RWF will then:

- deregister as investment company under the 1940 Act,

- cease its separate existence under Maryland law,

- remove its RWF Common Shares from listing on the NYSE, and

- withdraw from registration under the Securities Exchange Act of 1934, as amended (the 1934 Act).

Each full (and fractional) outstanding RWF Common Share will be converted into an equivalent dollar amount (to the nearest one tenth of one cent) of full (and fractional) RQI Common Shares, based on the net asset



value per share of each of the Funds at 4:00 p.m., Eastern time on the Closing Date. No sales charge or fee of any kind will be charged to holders of RWF Common Shares in connection with their receipt of RQI Common Shares in the Merger.

From and after the Closing Date, RQI will possess all of the properties, assets, rights, privileges and powers, and shall be subject to all of the restrictions, liabilities, obligations, disabilities and duties, of RWF, all as provided under Maryland law.

Under Maryland law, stockholders of a corporation whose shares are traded publicly on a national securities exchange, such as the RWF Common Shares and RQI Common Shares, are not entitled to demand the fair value of their shares upon a merger; therefore, the holders of the RWF Common Shares and RQI Common Shares will be bound by the terms of the Merger if approved. However, any holder of RWF Common Shares and RQI Common Shares may sell such shares on the NYSE at any time prior to the Merger.

The Agreement and Plan of Merger may be terminated, and the Merger abandoned, whether before or after approval by the Funds' stockholders, at any time prior to the Closing Date by resolution of either of the Funds' Boards, if circumstances should develop that, in the opinion of that Board, make proceeding with the Merger inadvisable with respect to the Fund it oversees.

Prior to the Merger, RWF shall have, and RQI may have, declared and paid a dividend or dividends which, together with all such previous dividends, shall have the effect of distributing to its stockholders substantially all of its net investment income that has accrued through the Closing Date, if any, and substantially all of its net capital gain (after reduction for capital loss carryforwards) realized through the Closing Date, if any.

The Agreement and Plan of Merger provides that either Fund may waive compliance with any of the terms or conditions therein for the benefit of that Fund, other than the requirements that: (a) the Agreement and Plan of Merger be approved by stockholders of the Fund and the Agreement and Plan of Merger between either RLF or RPF with and into RQI shall have been approved by the requisite vote of the stockholders of RLF and RQI or RPF and RQI, and been consummated; and (b) the Fund receives the opinion of Stroock & Stroock & Lavan LLP substantially to the effect that the transactions contemplated by the Agreement and Plan of Merger will constitute a reorganization for federal income tax purposes if, in the judgment of the Fund's Board, after consultation with Fund counsel, such waiver will not have a material adverse effect on the benefits intended to be provided by the Merger to the stockholders of the Fund. The mergers of RLF and RPF with and into RQI were approved by stockholders and consummated on December 18, 2009.

Under the Agreement and Plan of Merger, each Fund, out of its assets and property, will indemnify and hold harmless the other Fund and the Directors and officers of the other Fund from and against any and all losses, claims, damages, liabilities or expenses (including, without limitation, the payment of reasonable legal fees and reasonable costs of investigation) to which the other Fund and those Directors and officers may become subject, insofar as such loss, claim, damage, liability or expense (or actions with respect thereto) arises out of or is based on (a) any breach by the Fund of any of its representations, warranties, covenants or agreements set forth in the Agreement and Plan of Merger or (b) any act, error, omission, neglect, misstatement, materially misleading statement, breach of duty or other act wrongfully done or attempted to be committed by the Fund or the Directors or officers of the Fund prior to the Closing Date, provided that such indemnification by the Fund is not (i) in violation of any applicable law or (ii) otherwise prohibited as a result of any applicable order or decree issued by any governing regulatory authority or court of competent jurisdiction.

The Board of each Fund, including the Independent Directors, has determined, with respect to its Fund, that the interests of that Fund's stockholders will not be diluted as a result of the Merger and that participation in the Merger is in the best interests of that Fund. All expenses incurred in connection with the Merger will be borne by the Funds in proportion to their respective net assets. Such expenses shall include, but not be limited to, all costs related to the preparation and distribution of this Proxy/Prospectus, proxy solicitation expenses, SEC registration fees and NYSE listing fees.

Approval of the Agreement and Plan of Merger will require the affirmative vote of a majority of the outstanding RWF Common Shares. See Voting Information below. RQI's stockholders have already approved the Merger.

### Reasons for the Merger and Board Considerations

#### *Board Considerations*

At various meetings held in June 2009 and at a meeting held on December 10, 2009, RWF's Board, including the Independent Directors, considered, and on June 29, 2009 and December 10, 2009 approved, the Agreement and Plan of Merger. The Agreement and Plan of Merger approved on December 10, 2009 is identical to the form of Agreement and Plan of Merger approved on June 29, 2009. In considering the Agreement and Plan of Merger, the Board did not identify any single factor or information item as all-important or controlling. Following discussions, and based on its evaluation of all material factors, including those described below, the Board of RWF, including the Independent Directors, determined that: (1) the Merger would be in the best interests of RWF; and (2) the Merger would not result in the dilution of the interests of RWF or its stockholders.

In recommending the Merger, RWF's Board, with the advice of counsel to RWF's Independent Directors, considered a number of factors, including the following:

- the combined Fund is expected to have a lower total annual operating expense ratio than RWF's current total annual operating expense ratio;

- the Funds have substantially similar investment objectives and similar investment policies and that each Fund focuses its investments in real estate companies and is managed by the Investment Manager;

- RWF's expense ratio and information as to specific fees and expenses of RWF, including management fees, costs of RWF's leverage strategy and other operating expenses;

- the benefits to RWF and its stockholders that are expected to be derived from the Merger, including the potential for portfolio management efficiencies;

- the Merger will not dilute the interests of RWF's current stockholders;

- the federal tax consequences of the Merger to RWF and the holders of RWF Common Shares, including that the Merger has been structured to qualify as a reorganization for federal income tax purposes;

- RWF's significant unused capital loss carryforwards and factors affecting RWF's and stockholders' ability to utilize available capital loss carryforwards (even in the absence of the Merger);

- the combined Fund may have a substantially larger trading market for its common stock than RWF has currently, which may:

  - increase liquidity for stockholders;

  - to the extent that trading discounts may be influenced by demand, reduce the extent of trading discounts that would be experienced in a smaller trading market; and

create a larger trading market and offer the potential for greater investor and analyst interest as well as reduce trading costs below those incurred if RWF were managed individually;

no portfolio transaction costs are expected to be incurred in the Merger; and

the benefits that may be derived by the Investment Manager and its affiliates as a result of the Merger, including the elimination of duplicative operations and that profitability of the Investment Manager may increase as a result of the expected decline in the Investment Manager's operational expenses for administrative, compliance and portfolio management services.

The Investment Manager's management fee paid by RWF is higher than the Investment Manager's management fee paid by RQI. Following the Merger, the management fee paid by RQI, as the combined Fund, will be the same as that currently paid by RQI. The Investment Manager may be deemed to have a financial

interest in the Merger because of the benefits that may be derived by the Investment Manager and its affiliates as a result of the Merger, including the elimination of duplicative operations and that profitability of the Investment Manager may increase as a result of the expected decline in the Investment Manager's operational expenses for administrative, compliance and portfolio management services.

**Material U.S. Federal Income Tax Consequences**

The following is a summary of the material U.S. federal income tax consequences of the Merger applicable to a holder of RWF Common Shares that receives RQI Common Shares in the Merger. This discussion is based upon the Code, Treasury regulations, judicial authorities, published positions of the Internal Revenue Service (the "IRS") and other applicable authorities, all as currently in effect and all of which are subject to change or differing interpretations (possibly with retroactive effect). This discussion is limited to U.S. holders (as defined below) that hold their RWF Common Shares as capital assets for U.S. federal income tax purposes (generally, assets held for investment). This discussion does not address all of the tax consequences that may be relevant to a particular holder of RWF Common Shares that are subject to special treatment under federal income tax laws, such as:

stockholders that are not U.S. holders;

financial institutions;

insurance companies;

tax-exempt organizations;

dealers in securities or currencies;

persons whose functional currency is not the U.S. dollar;

traders in securities or other persons that use a mark to market method of accounting;

persons that hold RWF Common Shares as part of a straddle, hedge, constructive sale or conversion transaction; and

persons who acquired their RWF Common Shares through the exercise of an employee stock option or otherwise as compensation. If a partnership or other entity taxed as a partnership holds RWF Common Shares, the tax treatment of a partner in the partnership generally will depend upon the status and activities of both the partner and the partnership. Partnerships and partners in such a partnership should consult their tax advisors about the tax consequences of the Merger to them.

This discussion does not address the tax consequences of the Merger under state, local or foreign tax laws. No ruling has been or will be obtained from the IRS regarding any matter related to the Merger. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences set forth below.

**Holders of RWF Common Shares are urged to consult with their own tax advisors as to the tax consequences of the Merger in their particular circumstances, including the applicability and effect of the U.S. federal alternative minimum tax and any state, local or foreign and other tax laws and of changes in those laws.**

For purposes of this section, the term "U.S. holder" means a beneficial owner of RWF Common Shares who, for federal income tax purposes, is:

a citizen or resident of the United States;

a corporation, or other entity properly treated as a corporation for federal income tax purposes, created or organized in or under the laws of the United States or any State or the District of Columbia;

an estate that is subject to federal income tax on its income regardless of its source; or

---

a trust, the substantial decisions of which are controlled by one or more U.S. persons and which is subject to the primary supervision of a U.S. court, or a trust that validly has elected under applicable Treasury regulations to be treated as a U.S. person for federal income tax purposes.

*Tax Consequences of the Merger Generally*

Assuming that the Merger is completed according to the terms of the Agreement and Plan of Merger and based upon facts, factual representations and assumptions contained in the representation letters provided by the Funds, all of which must continue to be true and accurate in all material respects as of the effective time of the Merger, Stroock & Stroock & Lavan LLP, counsel to the Funds, will render its opinion substantially to the effect that for federal income tax purposes:

- (i) the Merger as provided in the Agreement and Plan of Merger will constitute a reorganization within the meaning of Section 368(a)(1) of the Code and that each Fund will be a party to a reorganization within the meaning of Section 368(b) of the Code;
- (ii) no gain or loss will be recognized to RWF as a result of the Merger and the conversion of RWF Common Shares to RQI Common Shares;
- (iii) no gain or loss will be recognized to RQI as a result of the Merger and the conversion of RWF Common Shares to RQI Common Shares;
- (iv) no gain or loss will be recognized to the stockholders of RWF upon the conversion of their RWF Common Shares to RQI Common Shares;
- (v) the tax basis of RWF's assets in the hands of RQI will be the same as the tax basis of such assets in the hands of RWF immediately prior to the consummation of the Merger;
- (vi) immediately after the Merger, the aggregate tax basis of the RQI Common Shares received by each holder of RWF Common Shares in the Merger will be equal to the aggregate tax basis of the RWF Common Shares owned by such stockholder immediately prior to the Merger;
- (vii) a stockholder's holding period for RQI Common Shares will be determined by including the period for which he or she held RWF Common Shares that are converted pursuant to the Merger, provided that such shares of RWF Common Shares were held as capital assets; and
- (viii) RQI's holding period with respect to RWF's assets transferred will include the period for which such assets were held by RWF.

Such opinion will not address the effect of the Merger on (i) either Fund with respect to any asset as to which any unrealized gain or loss is required to be recognized for federal income tax purposes at the end of a taxable year (or on the termination or transfer thereof) under a mark-to-market system of accounting and (ii) any stockholder of RWF that is required to recognize unrealized gains and losses for federal income tax purposes under a mark-to-market system of accounting.

*Reporting Requirements*

A holder of RWF Common Shares who receives RQI Common Shares as a result of the Merger will be required to retain records pertaining to the Merger. Each holder of RWF Common Shares who is required to file a U.S. federal income tax return and who is a significant holder that receives RQI Common Shares in the Merger will be required to file a statement with the holder's U.S. federal income tax return for the year of the Merger setting forth, among other things, such holder's basis in, and the fair market value of, RWF Common Shares surrendered in the Merger. A significant holder is a holder of RWF Common Shares who, immediately before the Merger, owned at least 5% (by vote or value) of the outstanding stock of RWF.

---

*Other Tax Considerations*

While the Funds are not aware of any adverse state or local tax consequences of the proposed Merger, they have not requested any ruling or opinion with respect to such consequences, and stockholders should consult their own tax advisor with respect to such matters.

Immediately prior to the Closing Date, RWF, to the extent necessary, will pay, and RQI may pay, a dividend or dividends which, together with all previous dividends, are intended to have the effect of distributing to its stockholders substantially all of its net investment income that has accrued through the Closing Date, if any, and substantially all of its net capital gain (after reduction for capital loss carryforwards), if any, realized through the Closing Date. Such dividends, if any, will be included in the taxable income of the stockholders of RWF and, if applicable, RQI. Each Fund may, as necessary, terminate or suspend its DRIP in connection with the payment of such dividends.

*Information Regarding Tax Capital Loss Carryforwards*

RQI will inherit the capital loss carryforwards (and any unrealized built-in losses) of RWF which will be subject to the limitations described below. RWF has capital loss carryforwards (and may have unrealized built-in losses) that, in the absence of the Merger, would generally be available to offset its capital gains. If, however, the Merger occurs, then RWF will undergo an ownership change for U.S. federal income tax purposes and, accordingly, RQI's use of RWF's capital loss carryforwards (and certain unrealized built-in losses, if any) will be significantly limited by the operation of the tax loss limitation rules of the Code. The Code generally limits the amount of RWF's pre-ownership-change losses that may be used to offset post-ownership-change gains to a specific annual loss limitation amount (generally the product of (i) the fair market value, with certain adjustments, of the stock of RWF immediately prior to the Merger and (ii) a rate established by the IRS (for example, the rate is 4.16% for December 2009)). Subject to certain limitations, any unused portion of these losses may be available in subsequent years.

Due to the operation of these tax loss limitation rules if the Merger occurs, it is possible that stockholders of RQI and RWF will receive taxable distributions earlier than they would have in the absence of the Merger. The actual effect on a stockholder of each of the Funds of the loss limitations imposed as a result of the Merger will, however, depend upon many variables, including (a) whether, in the absence of the Merger, RWF would generate sufficient capital gains against which to utilize its capital loss carryforwards prior to their expiration (and certain realized built-in losses, if any), and whether such capital gains are in excess of what would be the annual loss limitation amount if the Merger occurs, (b) the timing and amount of future capital gains recognized by RQI if the Merger occurs, and (c) the timing of a historic RWF stockholder's disposition of his or her shares (the tax basis of which might, depending on the facts, reflect that stockholder's share of RWF capital losses). The combination of these factors on the use of loss carryforwards may result in some portion of the loss carryforwards of RWF expiring unused, even in the absence of the Merger. Stockholders of the Funds are urged to consult their own tax advisors in this regard.

It should be noted that RQI's use of its capital loss carryforwards (and certain unrealized built-in losses, if any), including those that RQI inherited from RPF and RLF in connection with the mergers of RPF and RLF with and into RQI, are subject to the loss limitation rules of the Code as a result of the ownership changes that occurred in respect of RQI, RPF and RLF upon the mergers of RPF and RLF with and into RQI.

## **PORTFOLIO SECURITIES**

Because the Funds have substantially similar investment objectives and focus their investments in real estate companies, the Investment Manager does not expect to dispose of a material amount of portfolio securities of RWF in connection with the Merger. RQI, as the combined Fund, will not have to sell securities in order to comply with its investment restrictions or policies. The Funds may buy and sell securities in the normal course of their operations.

**INFORMATION ABOUT MANAGEMENT OF THE FUNDS****Information About Directors and Officers***Boards of Directors*

The business and affairs of each Fund are managed under the direction of its Board. The Directors approve all significant agreements between the Fund and persons or companies furnishing services to it, including the Fund's agreements with the Investment Manager (and, for RWF, the Subadvisers) and the Fund's sub-administrator, custodian and transfer agent. The management of each Fund's day-to-day operations is delegated to its officers and the Investment Manager, subject always to the investment objectives and policies of the Fund and to the general supervision of the Directors.

The Directors of the Funds, their addresses, their ages, the length of time served, their principal occupations for at least the past five years, the number of portfolios they oversee within the Cohen & Steers Fund Complex, and other directorships held by the Director are set forth below. The same individuals serve as the Directors of each Fund.

Name, Address* and Age	Position Held with Fund	Principal Occupation(s) During At Least The Past Five Years (Including Other Directorships Currently Held)		Length of Time Served**	Term of Office	Number of Funds Within Fund Complex Overseen by Director (Including the Funds)
<i>Independent Directors</i>						
Bonnie Cohen*** Age: 67	Director	Consultant. Board Member United States Department of Defense Business Board; Vice-chair Global Heritage Fund; Chair of the Advisory Committee, The Posse Foundation, DC; Finance Chair, District of Columbia Public Libraries. Government service: former Undersecretary of State for Management, US Department of State; previously Assistant Secretary of Interior for Policy Management and Budget, US Department of Interior. Private employment includes Senior Vice President National Trust for Historic Preservation, Treasurer UMWA Health and Retirement Funds.		Since 2001	2011	18
George Grossman Age: 56	Director	Attorney-at-Law.		Since 1993	2012	18
Richard E. Kroon Age: 67	Director	Member of Investment Committee, Monmouth University. Retired Chairman and Managing Partner of Sprout Group venture capital funds, then an affiliate of Donaldson, Lufkin and Jenrette Securities Corporation; and former chairman of the National Venture Capital Association.		Since 2004	2011	18
Richard J. Norman Age: 66	Director	Private Investor. Advisory Board Member of The Salvation Army. Member: DC Department of Corrections Chaplains Corps. Prior thereto, Investment Representative of Morgan Stanley Dean Witter.		Since 2001	2010	18

Name, Address* and Age	Position Held with Fund	Principal Occupation(s) During At Least The Past Five Years (Including Other Directorships Currently Held)			Length of Time Served**	Term of Office	Number of Funds Within Fund Complex Overseen by Director (Including the Funds)			
		Frank K. Ross	Director	Professor of Accounting, Howard University. Board member of Pepco Holdings, Inc. (electric utility). Formerly, Midatlantic Area Managing Partner for Audit and Risk Advisory Services at KPMG LLP and Managing Partner of its Washington, DC office.				Since 2004	2010	18
		Age: 66								
Willard H. Smith Jr.	Director	Board member of Essex Property Trust, Inc., Managing Director at Merrill Lynch & Co., Equity Capital Markets Division, from 1983 to 1995.	Since 1996	2011	18					
Age: 73										
C. Edward Ward, Jr.	Director	Member of The Board of Trustees of Manhattan College, Riverdale, New York. Formerly head of closed-end fund listing for the New York Stock Exchange.	Since 2004	2012	18					
Age: 63										
<i>Interested Directors****</i>										
Martin Cohen	Director and Co-Chairman	Co-Chairman and Co-Chief Executive Officer of the Investment Manager and CNS. Prior thereto, President of the Investment Manager.	Since 1991	2010	18					
Age: 61										
Robert H. Steers	Director and Co-Chairman	Co-Chairman and Co-Chief Executive Officer of the Investment Manager and CNS. Prior thereto, President of the Investment Manager.	Since 1991	2012	18					
Age: 56										

\* The address of each Director is 280 Park Avenue, New York, New York 10017.

\*\* 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.

\*\*\* Martin Cohen and Bonnie Cohen are unrelated.

\*\*\*\* Interested person, as defined in the 1940 Act, of each Fund ( Interested Director ) because of the affiliation with the Investment Manager and its parent company, Cohen & Steers Inc. ( CNS ).

The Board of each Fund is divided into three classes, having terms of three years each. At each annual meeting of stockholders, the term of one class will expire and Directors will be elected to serve in that class for terms of three years.







## Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

Cohen & Steers Fund Complex during 2009. The Directors do not receive any pension or retirement benefits from the Cohen & Steers Fund Complex.

Name of Person, Position	Aggregate Compensation From RWF	Aggregate Compensation From RQI	Total Compensation Paid to Directors by Fund Complex*
Bonnie Cohen, Director	\$ 6,535	\$ 6,535	\$ 136,125
Martin Cohen**, Director and Co-Chairman	\$ 0	\$ 0	\$ 0
George Grossman, Director and Contract Review Committee Chairman	\$ 7,011	\$ 7,011	\$ 146,005
Richard E. Kroon, Director and Lead Independent Director	\$ 8,916	\$ 8,916	\$ 185,529
Richard J. Norman, Director and Governance Committee Chairman	\$ 7,053	\$ 7,053	\$ 146,005
Frank K. Ross, Director and Audit Committee Chairman	\$ 7,291	\$ 7,291	\$ 150,946
Willard H. Smith Jr., Director	\$ 6,576	\$ 6,576	\$ 136,125
Robert H. Steers**, Director and Co-Chairman	\$ 0	\$ 0	\$ 0
C. Edward Ward, Jr., Director	\$ 6,576	\$ 6,576	\$ 136,125

\* As of April 30, 2008, one of the Cohen & Steers open-end funds was liquidated. On December 18, 2009, RLF and RPF were merged into RQI. These actions resulted in 18 funds remaining in the Cohen & Steers Fund Complex as of December 31, 2008.

\*\* Interested Director.

### Investment Manager and Subadvisers

#### *Investment Manager*

Cohen & Steers Capital Management, Inc., with principal offices located at 280 Park Avenue, New York, New York 10017, has been retained to provide investment advice, and, in general, to conduct the management and investment program of each Fund under the overall supervision and control of the Board. The Investment Manager, a registered investment adviser, was formed in 1986, and as of September 30, 2009 had \$22.5 billion of assets under management. Its clients include pension plans, endowment funds and registered investment companies, including open-end and closed-end real estate funds. The Cohen & Steers funds invest in U.S. and non-U.S. real estate investment trusts and other real estate securities, infrastructure securities, preferred and other fixed income securities and dividend paying large-cap value securities. The Investment Manager is a wholly-owned subsidiary of Cohen & Steers, Inc., a publicly traded company whose common stock is listed on the NYSE under the symbol CNS.

Under its Investment Management Agreement with each Fund (each, an Investment Management Agreement ), the Investment Manager furnishes a continuous investment program for the Fund s portfolio, makes the day-to-day investment decisions for the Fund, and generally manages the Fund s investments in accordance with the stated policies of the Fund, subject to the general supervision of the Board of Directors of the Fund. The Investment Manager also performs certain administrative services for the Fund and provides persons satisfactory to the Directors of the Fund to serve as officers of the Fund. Such officers, as well as certain other employees and Directors of the Fund, may be directors, officers or employees of the Investment Manager.

The Funds Investment Management Agreements provide for management fees to the Investment Manager to be paid by RQI and RWF at the rate of 0.85% and 0.95%, respectively, of the Fund s average daily managed assets. During the fiscal year ended December 31, 2009, RQI and RWF paid management fees to the Investment Manager at the effective rate of 0.71% and 0.91%, respectively, of the Fund s average daily managed assets. In addition to its monthly management fee, each Fund pays all other costs and expenses of its operations, including compensation of its Directors, custodian, transfer agency and dividend disbursing expenses, legal fees, expenses of independent accountants, listing expenses, expenses of preparing, printing and distributing stockholder reports, notices, proxy statements and reports to governmental agencies, and taxes, if any.

The Investment Manager contractually agreed to waive a portion of its management fee for each of the Funds, as follows:

RWF: 0.30% and 0.15% of average daily managed asset value for the twelve-month periods ended March 31, 2008 and 2009, respectively. During the year ended December 31, 2009, the Investment Manager waived its fee at the annual rate of .04%.

RQI: 0.20% of average daily managed asset value in 2008, 0.14% of average daily managed asset value in 2009, 0.08% of average daily managed asset value in 2010 and 0.02% of average daily managed asset value in 2011.

The management fees paid by the Funds for the fiscal years ended December 31, 2007, 2008 and 2009, including waivers, were as follows:

	Gross Fee	Amount Waived	Net Fee Paid
<u>2007</u>			
RWF	\$ 4,969,948	\$ 1,770,572	\$ 3,199,376
RQI	\$ 11,248,272	\$ 3,440,648	\$ 7,807,624
<u>2008</u>			
RWF	\$ 3,168,836	\$ 649,431	\$ 2,519,405
RQI	\$ 7,494,147	\$ 1,763,329	\$ 5,730,818
<u>2009</u>			
RWF	\$ 1,318,593	\$ 38,971	\$ 1,279,622
RQI	\$ 2,954,515	\$ 486,626	\$ 2,467,889

Additional information about the factors considered by the Board of each Fund in approving its Investment Management Agreement is contained in each Fund's Semi-Annual Report to Stockholders for the fiscal period ended June 30, 2009.

Each Fund also has entered into an administration agreement with the Investment Manager (each, an Administration Agreement), 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 0.02% (for RQI) or 0.06% (for RWF) of the Fund's average daily net assets. For the following fiscal years ended December 31, the Funds paid the Investment Manager fees under the Administration Agreement in the amounts set forth below. Additionally, each Fund pays State Street Bank and Trust Company as sub-administrator under a fund accounting and administration agreement.

	RWF	RQI
2009	\$ 83,280	\$ 69,518
2008	\$ 200,137	\$ 176,333
2007	\$ 313,891	\$ 264,665

*Subadvisers*

With respect to RWF, the Investment Manager has entered into sub-investment advisory agreements (each a Subadvisory Agreement and collectively, the Subadvisory Agreements), with three of its affiliated registered investment advisers, CNS Europe, CNS Asia and CNS UK, all of which also are direct or indirect wholly-owned subsidiaries of CNS. Each of the Subadvisers provides investment advisory and research services to the Investment Manager in connection with managing the Fund's investments. CNS Europe is located at 166 Chaussee de la Hulpe, 1170 Brussels, Belgium, CNS Asia is located at 1202, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong and CNS UK is located at 21 Sackville Street, 4th floor, London, U.K. References in this Proxy/Prospectus to activities and responsibilities of the Investment Manager may be performed by one or more of the Subadvisers.

For their services under the Subadvisory Agreements, the Investment Manager (not RWF) pays each Subadviser. The Investment Manager allocates 50% of the management fee received from RWF among itself and the Subadvisers, based on the portion of RWF's average assets managed by each Subadviser and the Investment Manager. The Investment Manager retains the remaining 50% of the management fee received from RWF. Prior to October 1, 2009, the Investment Manager paid CNS Europe, CNS UK and CNS Asia a fee of 6.3%, 6.3% and 16.3%, respectively, of the management fees received by the Investment Manager from the Fund. For the following fiscal years ended December 31, the Investment Manager paid CNS Europe, CNS UK and CNS Asia the amounts set forth below.

	<b>CNS Europe</b>	<b>CNS UK</b>	<b>CNS Asia</b>
2009	\$ 66,052	\$ 66,052	\$ 215,101
2008	\$ 158,723	\$ 158,723	\$ 410,663
2007	\$ 218,581	\$ 193,734	\$ 501,248

Additional information about the factors considered by RWF's Board in approving the Subadvisory Agreements is contained in RWF's Semi-Annual Report to Stockholders for the fiscal period ended June 30, 2009.

**Codes of Ethics**

Each Fund, the Investment Manager and the Subadvisers have adopted codes of ethics under Rule 17j-1 under the 1940 Act. The code of ethics of each Fund, the Investment Manager and the Subadvisers, among other things, prohibits management personnel from investing in REITs and real estate securities, preferred securities and initial public offerings and requires pre-approval for investments in Cohen & Steers closed-end funds and private placements. In addition, the Funds' Independent Directors are prohibited from purchasing or selling any security if they knew or reasonably should have known at the time of the transaction that the security is being considered for purchase or sale by a Fund, or is being purchased or sold by a Fund. These codes of ethics can be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. (information on the Public Reference Room can be obtained by calling the SEC at (202) 551-5850), are available on the EDGAR Database on the SEC's website at [www.sec.gov](http://www.sec.gov), and copies may be obtained, after paying a duplicating fee, by electronic request at [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or writing the SEC at Public Reference Section, Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

**Proxy Voting Policies**

Each Fund's Board has delegated the responsibility for voting proxies on behalf of the Fund to the Investment Manager. The Investment Manager's Proxy Voting Policy is attached to the Proxy/Prospectus as Appendix B. In addition, each Fund's proxy voting record for the most recent 12-month period ended June 30 is available (i) without charge, upon request, by calling (800) 330-7348 or (ii) on the SEC's website at [www.sec.gov](http://www.sec.gov).

**Portfolio Managers of the Funds**

Below is summary information for the Funds' portfolio managers. Messrs. Cohen, Steers, Harvey, Scapell and Bohjalian are the primary portfolio managers for each Fund (except Mr. Bohjalian is not a portfolio manager of RWF). Messrs. Rovers, Crowe and McKinley also serve as primary portfolio managers for RWF.

*Martin Cohen and Robert H. Steers*, portfolio managers since inception (see above, Officers of the Funds for biographical information).

*Joseph Harvey*, portfolio manager since 2004 (inception, for RWF) (see above, Officers of the Funds for biographical information).

*William F. Scapell*, portfolio manager since 2005 (see above, Officers of the Funds for biographical information).

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

*Thomas N. Bohjalian*, portfolio manager since 2006 (see above, Officers of the Funds for biographical information).

*Gerios J.M. Rovers*, portfolio manager since inception. Mr. Rovers has been a managing director and chief investment officer of CNS Europe since 2000.

*Scott Crowe*, portfolio manager since 2007 (see above, Officers of the Funds for biographical information).

*Charles McKinley*, portfolio manager since 2007 (see above, Officers of the Funds for biographical information).

*Other Accounts Managed by Portfolio Managers*

Each portfolio manager manages other investment companies and/or investment vehicles and accounts in addition to the Funds. The following tables show, as of December 31, 2009, the number of accounts (including the Funds) each portfolio manager managed in each of the listed categories and the total assets in the accounts managed within each category. The portfolio managers do not receive performance-based fees with respect to any of the registered investment companies, other pooled investment vehicles or other accounts that they manage.

Martin Cohen (both Funds)

	Number of Accounts	Total Assets
Registered investment companies	15	\$ 11,284,365,000
Other pooled investment vehicles	37	\$ 7,385,259,000
Other accounts	15	\$ 3,057,923,000

Robert Steers (both Funds)

	Number of Accounts	Total Assets
Registered investment companies	15	\$ 11,284,365,000
Other pooled investment vehicles	37	\$ 7,385,259,000
Other accounts	15	\$ 3,057,923,000

Joseph Harvey (both Funds)

	Number of Accounts	Total Assets
Registered investment companies	15	\$ 11,284,365,000
Other pooled investment vehicles	37	\$ 7,385,259,000
Other accounts	15	\$ 3,057,923,000

William F. Scapell (both Funds)

	Number of Accounts	Total Assets
Registered investment companies	7	\$ 5,027,409,000
Other pooled investment vehicles	2	\$ 41,187,000
Other accounts	10	\$ 499,097,000

Thomas N. Bohjalian (ROI only)

	<b>Number of Accounts</b>	<b>Total Assets</b>
Registered investment companies	5	\$ 3,722,694,000
Other pooled investment vehicles	2	\$ 41,187,000
Other accounts	6	\$ 234,909,000

Gerios J.M. Rovers (RWF only)

	<b>Number of Accounts</b>	<b>Total Assets</b>
Registered investment companies	4	\$ 2,132,918,000
Other pooled investment vehicles	32	\$ 6,866,033,000
Other accounts	22	\$ 1,479,339,000

Scott Crowe (RWF only)

	<b>Number of Accounts</b>	<b>Total Assets</b>
Registered investment companies	6	\$ 2,551,833,000
Other pooled investment vehicles	28	\$ 6,794,284,000
Other accounts	15	\$ 1,086,804,000

Charles McKinley (RWF only)

	<b>Number of Accounts</b>	<b>Total Assets</b>
Registered investment companies	3	\$ 771,301,000
Other pooled investment vehicles	26	\$ 6,007,219,000
Other accounts	9	\$ 968,632,000

It is possible that conflicts of interest may arise in connection with the portfolio managers' management of a Fund's investments on the one hand and the investments of other accounts or vehicles for which the portfolio managers are responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and the other accounts or vehicles he advises. In addition, due to differences in the investment strategies or restrictions among the Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may provide more revenue to the Investment Manager or a Subadviser. While this may appear to create additional conflicts of interest for the portfolio manager in the allocation of management time, resources and investment opportunities, the Investment Manager strives to ensure that portfolio managers endeavor to exercise their discretion in a manner that is equitable to all interested persons. In this regard, in the absence of specific account-related impediments (such as client-imposed restrictions or lack of available cash), it is the policy of the Investment Manager and the Subadvisers to allocate investment ideas pro rata to all accounts with the same primary investment objective.

In addition, certain of the portfolio managers may from time to time manage one or more accounts on behalf of the Investment Manager and its affiliated companies, including the Subadvisers (the CNS Accounts). Certain securities held and traded in the CNS Accounts also may be held and traded in one or more client accounts. It is the policy of the Investment Manager and the Subadvisers however not to put the interests of the CNS Accounts ahead of the interests of client accounts. The Investment Manager and the Subadvisers may aggregate orders of client accounts with those of the CNS Accounts; however, under no circumstances will preferential treatment be given to the CNS Accounts. For all orders involving the CNS Accounts, purchases or sales will be allocated prior to trade placement, and orders that are only partially filled will be allocated across all accounts in proportion to the shares each account, including the CNS Accounts, was designated to receive prior



*Portfolio Manager Securities Ownership*

The table below identifies the dollar range of securities beneficially owned by the portfolio managers of each Fund as of December 31, 2009.

Name of Portfolio Manager	Dollar Range of Equity Securities Owned*	
	RWF	RQI
Martin Cohen	A	E
Robert H. Steers	A	E
Joseph Harvey	A	D
William F. Scapell	A	A
Thomas N. Bohjalian	N/A	A
Gerios J.M. Rovers	A	N/A
Scott Crowe	A	N/A
Charles McKinley	A	N/A

\* The dollar ranges are as follows: A = None; B = \$1-\$10,000; C = \$10,001-\$50,000; D = \$50,001-\$100,000; E = \$100,001-\$500,000; \$500,001-\$1,000,000; and G = Over \$1,000,000.

**ADDITIONAL INFORMATION ABOUT THE FUNDS**

Further information about each Fund is included in its Annual Report to Stockholders for the fiscal year ended December 31, 2008 and Semi-Annual Report to Stockholders for the six month period ended June 30, 2009. Copies of these documents and the SAI related to this Proxy/Prospectus are available upon request and without charge by visiting the Funds website at [www.cohenandsteers.com](http://www.cohenandsteers.com), by calling 800-330-7348 or by writing to a Fund at 280 Park Avenue, New York, New York 10017.

The Funds are subject to the informational requirements of the 1934 Act and, in accordance therewith, file reports and other information including proxy material, reports and charter documents with the SEC. These reports and other information can be inspected and copied at the public reference facilities at the SEC’s Public Reference Room in Washington, D.C. You may obtain information about the operation of the Public Reference Room by calling the SEC at (202) 551-8090. Reports and other information about each Fund are available on the EDGAR Database on the SEC’s website at [www.sec.gov](http://www.sec.gov). You may also obtain copies of this information, after paying a duplicating fee, by electronic request at [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC at Public Reference Section, Securities and Exchange Commission, 100 F Street, N.E. Washington, D.C. 20549 at prescribed rates.

**Financial Highlights**

The financial highlights tables are intended to help you understand the performance of each Fund for the last five years or since its inception, which ever is less. Certain information reflects financial results for a single share. Total return represents the rate that a stockholder would have earned (or lost) on a Fund share assuming reinvestment of all dividends and distributions. The information in the following tables has been derived from the Funds’ financial statements, which have been audited by PricewaterhouseCoopers LLP, independent registered public accounting firm for each of the years or periods ended December 31, whose reports, along with the Funds’ financial statements, are included in the Funds’ annual reports (available upon request).

The following tables include selected data for a share outstanding throughout each year and other performance information derived from the financial statements for each Fund. Each table should be read in conjunction with the relevant Fund’s financial statements and the notes thereto.



Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

Net asset value total return <sup>d</sup>	1.23% <sup>f</sup>	-67.00%	-14.51% <sup>e</sup>	46.41% <sup>e</sup>	6.90% <sup>f</sup>
Market value return <sup>d</sup>	28.22% <sup>f</sup>	-74.07%	-33.04%	94.64%	-11.07% <sup>f</sup>

	For the Year Ended December 31,			For the Period	
	For the Six Months Ended June 30, 2009 (unaudited)	2008	2007	2006	March 31, 2005 <sup>a</sup> through December 31, 2005
<b>Ratios/Supplemental Data:</b>					
Net assets applicable to common shares, end of period (in millions)	\$ 74.3	\$ 77.7	\$ 274.4	\$ 382.9	\$ 287.1
Ratio of expenses to average daily net assets applicable to common shares (before expense reduction) <sup>g</sup>	3.52% <sup>h</sup>	2.51%	1.77%	1.83%	1.77% <sup>h</sup>
Ratio of expenses to average daily net assets applicable to common shares (net of expense reduction) <sup>g</sup>	3.39% <sup>h</sup>	2.18%	1.29%	1.17%	1.14% <sup>h</sup>
Ratio of expenses to average daily net assets applicable to common shares (net of expense reduction and excluding interest expense) <sup>g</sup>	3.18% <sup>h</sup>	1.99%			
Ratio of net investment income to average daily net assets applicable to common shares (before expense reduction) <sup>g</sup>	6.88% <sup>h</sup>	5.88%	4.60%	5.55%	6.60% <sup>h</sup>
Ratio of net investment income to average daily net assets applicable to common shares (net of expense reduction) <sup>g</sup>	7.01% <sup>h</sup>	6.21%	5.08%	6.21%	7.24% <sup>h</sup>
Ratio of expenses to average daily managed assets (before expense reduction) <sup>g,i</sup>	1.96% <sup>h</sup>	1.50%	1.25%	1.25%	1.25% <sup>h</sup>
Ratio of expenses to average daily managed assets (net of expense reduction) <sup>g,i</sup>	1.89% <sup>h</sup>	1.30%	0.92%	0.80%	0.80% <sup>h</sup>
Portfolio turnover rate	104% <sup>f</sup>	140%	47%	29%	74% <sup>f</sup>
<b>Preferred Shares/Revolving Credit Agreement:</b>					
Liquidation value, end of period (in 000 s)	\$ 30,000	\$ 45,000	\$ 153,000	\$ 153,000	\$ 153,000
Total shares outstanding (in 000 s)	1	2	6	6	6
Asset coverage ratio for revolving credit agreement	517%	3,169%			
Asset coverage per \$1,000 for revolving credit agreement	\$ 5,171	\$ 31,686			
Asset coverage ratio for auction market preferred shares <sup>j</sup>	235%	259%	279%	350%	288%
Asset coverage per share for auction market preferred shares <sup>j</sup>	\$ 58,750	\$ 64,750	\$ 69,829	\$ 87,563	\$ 71,910
Liquidation preference per share	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Average market value per share <sup>k</sup>	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000

a Commencement of operations.

b Calculation based on average shares outstanding.

c Amount is less than \$0.005.

d 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.

e Reflects adjustments for reinvestment of distributions in accordance with accounting principles generally accepted in the United States of America and as such, the net asset value for financial reporting purposes and the returns based upon those net asset values differ from the net asset value and returns reported on December 29, 2006 (last business day of reporting period). Additionally, the beginning net asset value used to calculate the return for the year ended December 31, 2007, reflects the same aforementioned adjustments, resulting in a return for the period that differs from the return that was reported as of the

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

close of business on December 31, 2007.

f Not annualized.

g Ratios do not reflect dividend payments to preferred shareholders.

h Annualized.

i Average daily managed assets represent net assets applicable to common shares plus liquidation preference of preferred shares and the outstanding balance of the revolving credit agreement.

j Includes the effect of the outstanding borrowings from the revolving credit agreement.

k Based on weekly prices.





Ratios/Supplemental Data:	For the Six		Years Ended December 31,			
	Months Ended June 30, 2009 (unaudited)	2008	2007	2006	2005	2004
Net assets applicable to common shares, end of year (in millions)	\$ 167.7	\$ 210.9	\$ 609.1	\$ 995.3	\$ 830.9	\$ 874.2
Ratio of expenses to average daily net assets applicable to common shares (before expense reduction) <sup>d</sup>	4.48% <sup>f</sup>	2.11%	1.52%	1.47%	1.54%	1.51%
Ratio of expenses to average daily net assets applicable to common shares (net of expense reduction) <sup>d</sup>	4.22% <sup>f</sup>	1.76%	1.14%	1.00%	1.06%	1.04%
Ratio of expenses to average daily net assets applicable to common shares (net of expense reduction and excluding interest expense) <sup>d</sup>	3.96% <sup>f</sup>	1.72%				
Ratio of net investment income to average daily net assets applicable to common shares (before expense reduction) <sup>d</sup>	4.91% <sup>f</sup>	6.36%	3.73%	4.06%	3.71%	4.74%
Ratio of net investment income to average daily net assets applicable to common shares (net of expense reduction) <sup>d</sup>	5.16% <sup>f</sup>	6.71%	4.12%	4.53%	4.19%	5.20%
Ratio of expenses to average daily managed assets (before expense reduction) <sup>d,e</sup>	2.47% <sup>f</sup>	1.20%	1.02%	1.01%	1.02%	1.03%
Ratio of expenses to average daily managed assets (net of expense reduction) <sup>d,e</sup>	2.33% <sup>f</sup>	1.00%	0.76%	0.69%	0.70%	0.71%
Portfolio turnover rate	48% <sup>c</sup>	23%	26%	18%	11%	3%
Preferred Shares and Revolving Credit Agreement:						
Liquidation value, end of period (in 000 s)	\$ 71,825	\$ 120,825	\$ 434,000	\$ 434,000	\$ 434,000	\$ 434,000
Total shares outstanding (in 000 s)	3	5	17	17	17	17
Asset coverage ratio for revolving credit agreement	517%	3,786%				
Asset coverage per \$1,000 for revolving credit agreement	\$ 5,166	\$ 37,859				
Asset coverage ratio for auction market preferred shares <sup>f</sup>	230%	262%	240%	329%	291%	301%
Asset coverage per share for auction market preferred shares <sup>f</sup>	\$ 57,500	\$ 65,500	\$ 60,088	\$ 82,333	\$ 72,863	\$ 75,359
Liquidation preference per share	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Average market value per share <sup>g</sup>	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

- a. Amount is less than \$0.005.
- b. 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.
- c. Not annualized.
- d. Reflects adjustments in accordance with accounting principles generally accepted in the United States of America and as such, the net asset value for financial reporting purposes and the returns based upon those net asset values differ from the net asset value and returns reported on December 31, 2008.
- e. Ratios do not reflect dividend payments to preferred shareholders.
- f. Annualized.
- g. Average daily managed assets represent net assets applicable to common shares plus liquidation preference of preferred shares and the outstanding balance of the revolving credit agreement.
- h. Includes the effect of the outstanding borrowings from the revolving credit agreement.
- i. Based on weekly prices.



## RQI

Quarter Ended	Quarterly High Price		Quarterly Low Price		Quarter End Premium/Discount
	NAV Per Share	NYSE Price	NAV Per Share	NYSE Price	
03/31/08	\$ 16.59	\$ 18.09	\$ 13.67	\$ 13.39	2.00%
06/30/08	\$ 17.46	\$ 18.67	\$ 13.91	\$ 15.30	9.99%
09/30/08	\$ 15.46	\$ 16.26	\$ 11.97	\$ 11.46	-8.40%
12/31/08	\$ 13.39	\$ 13.11	\$ 3.06	\$ 2.24	-29.24%
03/31/09	\$ 5.54	\$ 4.34	\$ 2.14	\$ 1.59	-25.56%
06/30/09	\$ 4.75	\$ 4.54	\$ 2.68	\$ 2.08	-5.39%
09/30/09	\$ 7.01	\$ 6.27	\$ 3.81	\$ 3.62	-10.50%
12/31/09	\$ 7.69	\$ 6.19	\$ 5.99	\$ 5.06	-15.53%

On February 19, 2010, each Fund's net asset value per share, closing price on the NYSE and resulting market price premium/discount to net asset value was as follows.

	Net Asset Value Per Share	NYSE Price	Premium/Discount
RWF	\$ 6.87	\$ 6.13	-10.77%
RQI	\$ 7.34	\$ 6.02	-17.98%

For most of 2009, RQI Common Shares traded at a narrower discount than RWF Common Shares. However, the trading discount for RQI Common Shares may change after the issuance of additional RQI Common Shares in the Merger and the resulting increase in supply of RQI Common Shares in the market.

## CAPITALIZATION

The following table sets forth the unaudited capitalization of RLF, RPF, RWF and RQI as of June 30, 2009, and on a pro forma basis for the combined Fund as of that date as if the Merger, and the mergers of RLF and RPF with and into RQI, had occurred on that date. The pro forma capitalization information is for informational purposes only. It is expected that the capitalization would be highest if all funds approved and implemented the mergers. The mergers of RLF and RPF with and into RQI were approved by stockholders and consummated on December 18, 2009. No assurance can be given as to how many RQI Common Shares will be received by stockholders of RWF on the Closing Date, and the information should not be relied upon to reflect the number of RQI Common Shares that actually will be received.

The following table sets out the effect of the proposed acquisition of assets at net asset value on a pro forma basis:

## Pro Forma Combined Capitalization Table

As of June 30, 2009 (Unaudited)

	RLF	RPF	RWF	RQI	Pro Forma Adjustments	Pro Forma Combined Fund (RQI)
Total Net Assets	\$ 115,871,626	\$ 128,194,088	\$ 74,287,377	\$ 167,729,159	\$ (1,135,000) <sup>1</sup>	\$ 484,947,250
Shares of Common Stock Outstanding	26,601,508	32,011,316	15,740,708	39,237,634	202,227 <sup>2</sup>	113,793,393
Net Asset Value	\$ 4.36	\$ 4.00	\$ 4.72	\$ 4.27		\$ 4.26





































**SERVICE PROVIDERS**

State Street Bank and Trust Company, 225 Franklin Street, Boston, Massachusetts 02110, serves as the custodian of each Fund. The Bank of New York Mellon, whose principal business address is 101 Barclay Street, Floor 11 East, New York, New York 10286, serves as each Fund's transfer and dividend disbursing agent and registrar.

PricewaterhouseCoopers LLP, 300 Madison Avenue, New York, New York 10017, has been appointed as independent registered public accounting firm to audit each Fund's financial statements and financial highlights for the current fiscal year.

Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, serves as counsel to the Funds, and Venable LLP, 750 E. Pratt Street, Suite 900, Baltimore, Maryland 21202, serves as special Maryland counsel for the Funds.

**The Board of RWF, including the Independent Directors, recommends approval of the Proposal. Any signed and dated proxies without instructions to the contrary will be voted in approval of the Proposal.**

By order of the Board of Directors,

Francis C. Poli  
Secretary of RWF

January 6, 2010













(q) The books and records of the Fund made available to the Acquiring Fund are substantially true and correct and contain no material misstatements or omissions with respect to the operations of the Fund.

### 3. CONVERSION TO THE ACQUIRING FUND COMMON STOCK

3.1 Subject to the requisite approval of the shareholders of the Fund and the Acquiring Fund, and the other terms and conditions contained herein, at the Effective Date, each full (and fractional) share of Fund Common Stock will be converted into an equivalent dollar amount (to the nearest one tenth of one cent) of full (and fractional) shares of Acquiring Fund Common Stock, computed based on the net asset value per share of each of the parties at the Valuation Time, as set forth in paragraph 1.1 above.

3.2 The net asset value per share of the Fund Common Stock and the Acquiring Fund Common Stock shall be determined as of the Valuation Time, and no formula will be used to adjust the net asset value per share so determined of either of the parties' common stock to take into account differences in realized and unrealized gains and losses. The value of the assets of the Fund to be transferred to the Acquiring Fund shall be determined by the Acquiring Fund pursuant to the principles and procedures consistently utilized by the Acquiring Fund in valuing its own assets and determining its own liabilities for purposes of the Merger, which principles and procedures are substantially similar to those employed by the Fund when valuing its own assets and determining its own liabilities. Such valuation and determination shall be made by the Acquiring Fund in cooperation with the Fund and shall be confirmed in writing by the Acquiring Fund to the Fund. The net asset value per share of Acquiring Fund Common Stock shall be determined in accordance with such procedures, and the Acquiring Fund shall certify the computations involved.

3.3 In lieu of delivering certificates for Acquiring Fund Common Stock, the Acquiring Fund shall credit the Acquiring Fund Common Stock to the Fund's account on the books of the Acquiring Fund. The Fund's transfer agent shall deliver at the Closing a certificate of an authorized officer stating that its records contain the names and addresses of the holders of the Fund Common Stock and the number and percentage ownership of outstanding shares owned by each such shareholder immediately prior to the Closing. The Acquiring Fund's transfer agent shall issue and deliver to the Fund's Secretary a confirmation evidencing the Acquiring Fund Stock to be credited on the Closing Date, or provide evidence satisfactory to the Fund that such Acquiring Fund Stock has been credited to the Fund's account on the books of the Acquiring Fund.

3.4 With respect to any holder of Fund Common Stock holding certificates representing shares of Fund Common Stock as of the Effective Date, and subject to the Acquiring Fund being informed thereof in writing by the Fund, the Acquiring Fund will not permit such shareholder to receive shares of Acquiring Fund Common Stock pursuant to Section 3.3 herein (or to vote as a shareholder of the Acquiring Fund) until such shareholder has surrendered his or her outstanding certificates evidencing ownership of Fund Common Stock or, in the event of lost certificates, posted adequate bond. The Fund will request its shareholders to surrender their outstanding certificates representing shares of Fund Common Stock or post adequate bond therefor. Dividends or other distributions payable to holders of record of shares of Acquiring Fund Common Stock as of any date after the Effective Date and prior to the exchange of certificates by any holder of Fund Common Stock shall be paid to such shareholder, without interest; however, such dividends or other distributions shall not be paid unless and until such shareholder surrenders his or her certificates representing shares of Fund Common Stock for exchange.

### 4. COVENANTS

4.1 The Fund and the Acquiring Fund each covenant to operate its business in the ordinary course between the date hereof and the Effective Date, it being understood that such ordinary course of business will include (i) the declaration and payment of customary dividends and other distributions and (ii) in the case of the Fund, preparing for its deregistration, except that the distribution of dividends pursuant to paragraph 6.6 of this Agreement shall not be deemed to constitute a breach of the provisions of this paragraph 4.1.

4.2 (a) The Acquiring Fund and the Fund shall hold a joint meeting of its respective shareholders for the purpose of considering and voting upon the Merger as described herein, and additionally in the case of the Acquiring Fund the authorization for issuance of additional shares of Acquiring Fund Common Stock pursuant to this Agreement, which meeting has been called by each party for October 22, 2009, and any adjournments or postponements thereof (the Joint Meeting ).

(b) The Acquiring Fund and the Fund agree to mail to each of its respective shareholders of record entitled to vote at the Joint Meeting, in sufficient time to comply with requirements as to notice thereof, a combined Proxy Statement and Prospectus which complies in all material respects with the applicable provisions of Section 14(a) of the 1934 Act and Section 20(a) of the 1940 Act, and the rules and regulations, respectively, thereunder.

4.3 The Acquiring Fund and the Fund agree that, as soon as practicable after satisfaction of all conditions to the Merger, they will jointly file executed Articles of Merger with the SDAT and make all other filings or recordings required by Maryland law in connection with the Merger, including the filing by the Acquiring Fund and the Fund of Articles Supplementary in order to reclassify the Acquiring Fund Preferred Stock as Acquiring Fund Common Stock and the Fund Preferred Stock as Fund Common Stock, respectively.

4.4 (a) The Fund undertakes that, if the Merger is consummated, it will file, or cause its agents to file, an application pursuant to Section 8(f) of the 1940 Act for an order declaring that the Fund has ceased to be a registered investment company.

(b) The Acquiring Fund will file the Registration Statement with the SEC and will use its best efforts to ensure that the Registration Statement becomes effective as promptly as practicable. The Fund agrees to cooperate fully with the Acquiring Fund, and will furnish to the Acquiring Fund the information relating to itself to be set forth in the Registration Statement as required by the 1933 Act, the 1934 Act, the 1940 Act, and the rules and regulations thereunder and the state securities or blue sky laws.

4.5 Each of the Acquiring Fund and the Fund agree to dispose of certain assets prior to the Effective Date, but only to the extent necessary, so that at the Effective Date, when the Fund's assets are added to the Acquiring Fund's portfolio, the resulting portfolio will meet the Acquiring Fund's investment objectives, policies and restrictions as set forth in the Acquiring Fund's Prospectus, a copy of which has been delivered to the Fund. Notwithstanding the foregoing, nothing herein will require the Fund to dispose of any portion of its assets if, in the reasonable judgment of the Fund's directors or investment manager, such disposition would create more than an insignificant risk that the Merger would not be treated as a reorganization described in Section 368(a) of the Code.

4.6 Each of the Acquiring Fund and the Fund agrees that by the Effective Date all of its federal and other tax returns and reports required to be filed on or before such date shall have been filed and all taxes shown as due on said returns either have been paid or adequate liability reserves have been provided for the payment of such taxes. In connection with this covenant, the parties agree to cooperate with each other in filing any tax return, amended return or claim for refund, determining a liability for taxes or a right to a refund of taxes or participating in or conducting any audit or other proceeding in respect of taxes. The Acquiring Fund agrees to retain for a period of ten (10) years following the Effective Date all returns, schedules and work papers and all material records or other documents relating to tax matters of the Fund for its final taxable year and for all prior taxable periods. Any information obtained under this paragraph 4.6 shall be kept confidential except as otherwise may be necessary in connection with the filing of returns or claims for refund or in conducting an audit or other proceeding. After the Effective Date, the Acquiring Fund shall prepare, or cause its agents to prepare, any federal, state or local tax returns, including any Forms 1099, required to be filed and provided to required persons by the Fund with respect to its final taxable year ending with the Effective Date and for any prior periods or taxable years for which the due date for such return has not passed as of the Effective Date and further shall cause such tax returns and Forms 1099 to be duly filed with the appropriate taxing authorities and provided to

required persons. Notwithstanding the aforementioned provisions of this paragraph 4.6, any expenses incurred by the Acquiring Fund (other than for payment of taxes) in excess of any accrual for such expenses by the Fund in connection with the preparation and filing of said tax returns and Forms 1099 after the Effective Date shall be borne by the Acquiring Fund.

4.7 Prior to the Effective Date, the Fund shall have made arrangements with its transfer agent to deliver to the Acquiring Fund a list of the names and addresses of all of the holders of record of Fund Common Stock on the Effective Date and the respective number of shares of Fund Common Stock owned by each such shareholder, certified by the Fund's transfer agent or President to the best of their knowledge and belief.

4.8 The Fund agrees that the (i) delisting of the Fund Common Stock with the NYSE and (ii) termination of its registration as a RIC will be effected in accordance with applicable law as soon as practicable following the Effective Date.

## 5. CONDITIONS PRECEDENT TO THE OBLIGATIONS OF THE FUND

The obligations of the Fund to consummate the transactions provided for herein shall be subject, at the Fund's election, to the following conditions:

5.1 (a) The Acquiring Fund shall have furnished to the Fund a statement of assets, liabilities and capital, together with a schedule of investments with their respective dates of acquisition and tax costs, certified on its behalf by its President or any Vice President and its Treasurer, and a certificate executed by both such officers, dated the Effective Date, certifying that there has been no material adverse change in its financial position since December 31, 2008, other than changes in its portfolio securities since that date or changes in the market value of its portfolio securities.

(b) The Acquiring Fund shall have furnished to the Fund a certificate signed by its President, Treasurer or any Vice President, dated the Effective Date, certifying that as of the Effective Date, all representations and warranties made in this Agreement are true and correct in all material respects as if made at and as of such date and each has complied with all of the agreements and satisfied all of the conditions on its part to be performed or satisfied at or prior to such dates.

5.2 There shall be no material litigation pending with respect to the matters contemplated by this Agreement.

5.3 The Acquiring Fund shall have received from any relevant state securities administrator such order or orders as are reasonably necessary or desirable under the 1933 Act, the 1934 Act, the 1940 Act, and any applicable state securities or blue sky laws in connection with the transactions contemplated hereby, and that all such orders shall be in full force and effect.

5.4 All proceedings taken by the Acquiring Fund and its counsel in connection with the Merger and all documents incidental thereto shall be satisfactory in form and substance to the Fund.

## 6. CONDITIONS PRECEDENT TO OBLIGATIONS OF THE ACQUIRING FUND

The obligations of the Acquiring Fund to consummate the transactions provided for herein shall be subject, at the Acquiring Fund's election, to the following conditions:

6.1 (a) The Fund shall have furnished to the Acquiring Fund a statement of assets, liabilities and capital, together with a schedule of investments with their respective dates of acquisition and tax costs, certified on its behalf by its President or any Vice President and its Treasurer, and a certificate executed by both such officers, dated the Effective Date, certifying that there has been no material adverse change in its financial position since December 31, 2008, other than changes in its portfolio securities since that date or changes in the market value of its portfolio securities.

(b) The Fund shall have furnished to the Acquiring Fund a certificate signed by its President, Treasurer or any Vice President, dated the Effective Date, certifying that as of the Effective Date, all representations and warranties made in this Agreement are true and correct in all material respects as if made at and as of such date and each has complied with all of the agreements and satisfied all of the conditions on its part to be performed or satisfied at or prior to such dates.

6.2 There shall be no material litigation pending with respect to the matters contemplated by this Agreement.

6.3 All proceedings taken by the Fund and its counsel in connection with the Merger and all documents incidental thereto shall be satisfactory in form and substance to the Acquiring Fund.

6.4 Prior to the Effective Date, the Fund shall have declared and paid a dividend or dividends which, together with all such previous dividends, shall have the effect of distributing to its shareholders substantially all of its net investment income that has accrued through the Effective Date, if any, and substantially all of its net capital gain, if any, realized through the Effective Date (after reduction for capital loss carryforwards).

6.5 The Fund's custodian shall have delivered to the Acquiring Fund a certificate identifying all of the assets of the Fund held or maintained by such custodian as of the Valuation Time.

6.6 The Fund's transfer agent shall have provided to the Acquiring Fund (i) the originals or true copies of all of the records of the Fund in the possession of such transfer agent as of the Effective Date, (ii) a certificate setting forth the number of shares of Fund Common Stock outstanding as of the Valuation Time, and (iii) the name and address of each holder of record of any shares and the number of shares held of record by each such shareholder.

#### 7. FURTHER CONDITIONS PRECEDENT TO OBLIGATIONS OF ACQUIRING FUND AND FUND

If any of the conditions set forth below have not been satisfied on or before the Closing Date with respect to the Fund or the Acquiring Fund, the other party to this Agreement shall be entitled, at its option, to refuse to consummate the transactions contemplated by this Agreement:

7.1 The Merger shall have been approved by the affirmative vote of (a) the holders of a majority of the issued and outstanding shares of the Fund Common Stock entitled to vote thereon and (b) the holders of a majority of the issued and outstanding shares of the Acquiring Fund Common Stock entitled to vote thereon; the Acquiring Fund shall have delivered to the Fund a copy of the resolutions approving this Agreement and the issuance of Acquiring Fund Common Stock pursuant to this Agreement adopted by the Acquiring Fund's Board and the Acquiring Fund's shareholders, certified by its Secretary or any Assistant Secretary; the Fund shall have delivered to the Acquiring Fund a copy of the resolutions approving this Agreement adopted by the Fund's Board and the Acquiring Fund's shareholders, certified by its Secretary or any Assistant Secretary.

7.2 (a) Any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to the transactions contemplated hereby shall have expired or been terminated.

(b) The SEC shall not have issued an unfavorable advisory report under Section 25(b) of the 1940 Act, nor instituted or threatened to institute any proceeding seeking to enjoin consummation of the Merger under Section 25(c) of the 1940 Act; no other legal, administrative or other proceeding shall be instituted or threatened which would materially affect the financial condition of the Fund or would prohibit the Merger.

(c) On the Closing Date, no court or governmental agency of competent jurisdiction shall have issued any order that remains in effect and that restrains or enjoins the Fund or the Acquiring Fund from completing the transactions contemplated by this Agreement.

7.3 All consents of other parties and all other consents, orders and permits of federal, state and local regulatory authorities deemed necessary by the Acquiring Fund or the Fund to permit consummation, in all material respects, of the transactions contemplated hereby shall have been obtained, except where failure to obtain any such consent, order or permit would not involve a risk of a material adverse effect on the assets or properties of the Acquiring Fund or the Fund, provided that either party hereto may for itself waive any of such conditions.

7.4 The Registration Statement shall have become effective under the 1933 Act and no stop orders suspending the effectiveness thereof shall have been issued and, to the best knowledge of the parties hereto, no investigation or proceeding for that purpose shall have been instituted or be pending.

7.5 The Fund and the Acquiring Fund shall have received the opinion of Stroock & Stroock & Lavan LLP, dated the Closing Date, substantially to the effect that, based upon certain facts, factual representations and assumptions made by the Fund, the Acquiring Fund and their respective authorized officers, for United States federal income tax purposes:

(a) the Merger as provided in this Agreement will constitute a reorganization within the meaning of Section 368(a)(1) of the Code and that the Acquiring Fund and the Fund will each be a party to a reorganization within the meaning of Section 368(b) of the Code;

(b) no gain or loss will be recognized to the Fund as a result of the Merger and the conversion of shares of Fund Common Stock to shares of Acquiring Fund Common Stock;

(c) no gain or loss will be recognized to the Acquiring Fund as a result of the Merger and the conversion of shares of Fund Common Stock to shares of Acquiring Fund Common Stock;

(d) no gain or loss will be recognized to the shareholders of the Fund upon the conversion of their shares of Fund Common Stock to shares of Acquiring Fund Common Stock;

(e) the tax basis of Fund assets in the hands of the Acquiring Fund will be the same as the tax basis of such assets in the hands of the Fund immediately prior to the consummation of the Merger;

(f) immediately after the Merger, the aggregate tax basis of the Acquiring Fund Common Stock received by each holder of Fund Common Stock in the Merger will be equal to the aggregate tax basis of the shares of Fund Common Stock owned by such shareholder immediately prior to the Merger;

(h) a shareholder's holding period for Acquiring Fund Common Stock will be determined by including the period for which he or she held shares of Fund Common Stock that are converted pursuant to the Merger, provided that such shares of Fund Common Stock were held as capital assets; and

(i) the Acquiring Fund's holding period with respect to the Fund's assets transferred will include the period for which such assets were held by the Fund.

Such opinion will not address the effect of the Merger on (i) the Fund or the Acquiring Fund with respect to any asset as to which any unrealized gain or loss is required to be recognized for federal income tax purposes at the end of a taxable year (or on the termination or transfer thereof) under a mark-to-market system of accounting, and (ii) any shareholder of the Fund that is required to recognize unrealized gains and losses for federal income tax purposes under a mark-to-market system of accounting.

The delivery of such opinion is conditioned upon the receipt by Stroock & Stroock & Lavan LLP of representations it shall request of the Acquiring Fund and the Fund. Notwithstanding anything herein to the contrary, neither the Acquiring Fund nor the Fund may waive the condition set forth in this paragraph 7.5.

7.6 The assets and liabilities of the Fund to be transferred to the Acquiring Fund shall not include any assets or liabilities which the Acquiring Fund, by reason of limitations in its Registration Statement or the Acquiring Fund Charter, may not properly acquire or assume. The Acquiring Fund does not anticipate that there will be any such assets or liabilities but the Acquiring Fund will notify the Fund if any do exist and will reimburse the Fund for any reasonable transaction costs incurred by the Fund for the liquidation of such assets and liabilities.

7.7 The transactions contemplated by this Agreement shall not be consummated unless (a) the transactions contemplated in that certain Agreement and Plan of Merger of even date herewith between Cohen & Steers Advantage Income Realty Fund, Inc. (the Advantage Fund ) and the Acquiring Fund shall have been approved by the requisite vote of the holders of the outstanding shares of each of the Advantage Fund and the Acquiring Fund and been consummated or (b) the transactions contemplated in that certain Agreement and Plan of Merger of even date herewith between Cohen & Steers Premium Income Realty Fund, Inc. (the Premium Fund ) and the Acquiring Fund shall have been approved by the requisite vote of the holders of the outstanding shares of each of the Premium Fund and the Acquiring Fund and been consummated. Notwithstanding anything in this Agreement to the contrary, neither the Fund nor the Acquiring Fund may waive the condition set forth in this paragraph 7.7.

## 8. INDEMNIFICATION

8.1 The Acquiring Fund, out of its assets and property, agrees to indemnify and hold harmless the Fund and the members of the Fund's Board and its officers from and against any and all losses, claims, damages, liabilities or expenses (including, without limitation, the payment of reasonable legal fees and reasonable costs of investigation) to which the Fund and those board members and officers may become subject, insofar as such loss, claim, damage, liability or expense (or actions with respect thereto) arises out of or is based on (a) any breach by the Acquiring Fund of any of its representations, warranties, covenants or agreements set forth in this Agreement or (b) any act, error, omission, neglect, misstatement, materially misleading statement, breach of duty or other act wrongfully done or attempted to be committed by the Acquiring Fund or the members of the Acquiring Fund's Board or its officers prior to the Closing Date, provided that such indemnification by the Acquiring Fund is not (i) in violation of any applicable law or (ii) otherwise prohibited as a result of any applicable order or decree issued by any governing regulatory authority or court of competent jurisdiction.

8.2 The Fund, out of its assets and property, agrees to indemnify and hold harmless the Acquiring Fund and the members of the Acquiring Fund's Board and its officers from and against any and all losses, claims, damages, liabilities or expenses (including, without limitation, the payment of reasonable legal fees and reasonable costs of investigation) to which the Acquiring Fund and those board members and officers may become subject, insofar as such loss, claim, damage, liability or expense (or actions with respect thereto) arises out of or is based on (a) any breach by the Fund of any of its representations, warranties, covenants or agreements set forth in this Agreement or (b) any act, error, omission, neglect, misstatement, materially misleading statement, breach of duty or other act wrongfully done or attempted to be committed by the Fund or the members of the Fund's Board or its officers prior to the Closing Date, provided that such indemnification by the Fund is not (i) in violation of any applicable law or (ii) otherwise prohibited as a result of any applicable order or decree issued by any governing regulatory authority or court of competent jurisdiction.

## 9. BROKER FEES AND EXPENSES

9.1 The Acquiring Fund and the Fund represent and warrant to each other that there are no brokers or finders entitled to receive any payments in connection with the transactions provided for herein.

9.2 All expenses incurred in connection with the Merger will be borne by the Acquiring Fund and the Fund in proportion to their respective net assets. Such expenses shall include, but not be limited to, all costs related to the preparation and distribution of the Registration Statement, proxy solicitation expenses, SEC registration fees, and NYSE listing fees.

#### 10. COOPERATION FOLLOWING EFFECTIVE DATE

In case at any time after the Effective Date any further action is necessary to carry out the purposes of this Agreement, each of the parties will take such further action (including the execution and delivery of such further instruments and documents) as the other party may reasonably request, all at the sole cost and expense of the requesting party (unless the requesting party is entitled to indemnification as described below). The Fund acknowledges and agrees that from and after the Effective Date, the Acquiring Fund shall be entitled to possession of all documents, books, records, agreements and financial data of any sort pertaining to the Fund.

#### 11. ENTIRE AGREEMENT; SURVIVAL OF WARRANTIES

11.1 The Acquiring Fund and the Fund agree that neither party has made any representation, warranty or covenant not set forth herein and that this Agreement constitutes the entire agreement between the parties.

11.2 The covenants to be performed after the Closing by both the Acquiring Fund and the Fund, and the obligations of the Acquiring Fund in Article 8, shall survive the Closing. All other representations, warranties and covenants contained in this Agreement or in any document delivered pursuant hereto or in connection herewith shall not survive the consummation of the transactions contemplated hereunder and shall terminate on the Closing.

#### 12. TERMINATION AND WAIVERS

12.1 This Agreement may be terminated and the transactions contemplated hereby may be abandoned at any time prior to the Closing Date by resolution of either the Acquiring Fund's Board or the Fund's Board, if circumstances should develop that, in the opinion of that Board, make proceeding with the Agreement inadvisable with respect to the Acquiring Fund or the Fund, respectively, including, without limitation, the failure of the Acquiring Fund's stockholders to approve an increase to the number of shares of Acquiring Fund Common Stock at the Joint Meeting. Any such termination resolution to be effective shall be promptly communicated to the other party and, in any event, prior to the Closing Date. In the event of termination of this Agreement pursuant to the provisions hereof, the Agreement shall become void and have no further effect, and there shall not be any liability hereunder on the part of either of the parties or their respective board members or officers, except for any such material breach or intentional misrepresentation, as to each of which all remedies at law or in equity of the party adversely affected shall survive.

12.2 At any time prior to the Effective Date, any of the terms or conditions of this Agreement may be waived by either the Acquiring Fund's Board or the Fund's Board (whichever is entitled to the benefit thereof), if, in the judgment of such Board after consultation with its counsel, such action or waiver will not have a material adverse effect on the benefits intended in this Agreement to the shareholders of their respective fund, on behalf of which such action is taken.

#### 13. TRANSFER RESTRICTION

Pursuant to Rule 145 under the 1933 Act, and in connection with the issuance of any shares to any person who at the time of the Merger is, to its knowledge, an affiliate of a party to the Merger pursuant to Rule 145(c), the Acquiring Fund will cause to be affixed upon the certificate(s) issued to such person (if any) a legend as follows:

THESE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFER UNDER THE SECURITIES ACT OF 1933 AND MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT TO [ACQUIRING FUND] (OR ITS STATUTORY SUCCESSOR) UNLESS (I) A REGISTRATION STATEMENT WITH RESPECT THERETO IS EFFECTIVE UNDER THE SECURITIES ACT OF 1933 OR (II) IN THE OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE FUND, SUCH REGISTRATION IS NOT REQUIRED.

and, further, that stop transfer instructions will be issued to the Acquiring Fund's transfer agent with respect to such shares. The Fund will provide the Acquiring Fund on the Effective Date with the name of any holder of Fund Common Stock who is to the knowledge of the Fund an affiliate of it on such date.

#### 14. MATERIAL PROVISIONS

All covenants, agreements, representations and warranties made under this Agreement and any certificates delivered pursuant to this Agreement shall be deemed to have been material and relied upon by each of the parties, notwithstanding any investigation made by them or on their behalf.

#### 15. AMENDMENTS

This Agreement may be amended, modified or supplemented in such manner as may be deemed necessary or advisable by the authorized officers of the Fund and the Acquiring Fund; provided, however, that following the Joint Meeting, no such amendment may have the effect of changing the provisions for determining the number of shares of Acquiring Fund Common Stock to be issued to the holders of Fund Common Stock under this Agreement to the detriment of such shareholders without their further approval.

#### 16. NOTICES

Any notice, report, statement or demand required or permitted by any provisions of this Agreement shall be in writing and shall be given by facsimile, electronic delivery (i.e., e-mail), personal service or prepaid or certified mail addressed to the Acquiring Fund or the Fund, at its address set forth in the preamble to this Agreement, in each case to the attention of its President.

#### 17. ENFORCEABILITY; HEADINGS; COUNTERPARTS; GOVERNING LAW; SEVERABILITY; ASSIGNMENT; LIMITATION OF LIABILITY

17.1 Any term or provision of this Agreement that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

17.2 The Article headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

17.3 This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

17.4 This Agreement shall be governed by and construed and interpreted in accordance with the internal laws of the State of New York.

17.5 This Agreement shall bind and inure to the benefit of the parties hereto and their respective successors and assigns, but no assignment or transfer hereof or of any rights or obligations hereunder shall be made by any party without the written consent of the other party. Nothing herein expressed or implied is intended or shall be construed to confer upon or give any person, firm or corporation, other than the parties hereto and their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

IN WITNESS WHEREOF, the Fund and the Acquiring Fund have caused this Agreement and Plan of Merger to be executed and attested on its behalf by its duly authorized representatives as of the date first above written.

COHEN & STEERS WORLDWIDE REALTY  
INCOME FUND, INC.

By:

ATTEST:

COHEN & STEERS QUALITY INCOME REALTY  
FUND, INC.

By:

ATTEST:

**PROXY VOTING POLICY**  
**COHEN & STEERS**  
**GLOBAL PROXY VOTING**  
**PROCEDURES AND GUIDELINES**  
**TABLE OF CONTENTS**

Part I: Cohen & Steers Global Proxy Voting Procedures

Part II: Cohen & Steers Proxy Voting Guidelines

A. General Guidelines

B. Supplemental Europe Guidelines

C. Supplemental Asia/Pacific Guidelines

**Part I: Proxy Voting Procedures**

Cohen & Steers Capital Management, Inc. and its affiliated investment advisors (collectively, C&S ) may be granted by its clients the authority to vote the proxies of securities held in client portfolios. In such cases, C&S' objective is to vote proxies in the best interests of its clients. To further this objective, C&S has adopted these proxy voting procedures (the Procedures ).

These procedures also contain detailed guidelines for voting proxies on specific types of issues (the Guidelines ). The Guidelines, which are contained in Part II of this Proxy Voting Procedures and Guidelines, have been developed and approved by the Proxy Committee (as defined below) with the objective of encouraging corporate action that enhances shareholder value. Because proxy proposals and individual company facts and circumstances may vary, C&S may not always vote proxies in accordance with the Guidelines.

**A. Proxy Committee**

C&S' internal proxy voting committee (the Proxy Committee ) is responsible for overseeing the proxy voting process and ensuring that C&S meets its regulatory and corporate governance obligations for voting proxies.

The Proxy Committee is comprised of portfolio managers and research analysts from the various investment teams and members of the Legal and Compliance Department. A member or members of the Proxy Administration Group (as defined below) may also attend Proxy Committee meetings. In the event that any member is unable to participate in a meeting of the Proxy Committee, the member shall designate an appropriate individual to serve in his/her absence. The Proxy Committee shall meet at least semi-annually or more frequently as circumstances dictate. Any member has the right to call a meeting if he or she believes such a meeting is warranted.

The specific responsibilities of the Proxy Committee include, but are not limited to:

- (i) reviewing the Procedures to ensure consistency with internal policies and regulatory agency policies;
- (ii) reviewing the Guidelines and developing additional voting guidelines to assist in the review of proxy proposals;



(iii) overseeing the vote on proposals according to the predetermined policies in the Guidelines; and

(iv) directing the vote on proposals where there is a reason not to vote according to pre-determined policies in the Guidelines or where proposals require specific consideration and ensuring the reason for such a vote is properly documented.

#### **B. Proxy Administration Group**

The Proxy Administration Group in the Investment Administration Department is responsible for communicating proxies to the respective portfolio manager and/or research analyst (herein, Investment Personnel ) for consideration pursuant to the Guidelines. Investment Personnel who vote their proxies inconsistently with the Guidelines are required to document their rationale for the vote. The Proxy Administration Group is responsible for maintaining this documentation. The Proxy Administration Group is also responsible for maintaining documentation supporting any votes cast against management.

#### **C. Proxy Voting Service**

C&S has retained an independent Proxy Voting Service to assist in the voting of proxies. The Proxy Voting Service is responsible for coordinating with clients' custodians to ensure that all proxy materials received by the custodians relating to the clients' portfolio securities are processed in a timely fashion. In addition, the Proxy Voting Service is responsible for maintaining copies of all proxy statements received by issuers and to promptly provide such materials to C&S upon request.

The Proxy Administration Group works with the Proxy Voting Service and is responsible for ensuring that proxy votes are properly recorded and that the requisite information regarding each proxy voting opportunity is maintained. The General Counsel of C&S shall have overall responsibility for ensuring that C&S complies with all proxy voting requirements and procedures.

#### **D. Conflicts of Interest**

The U.S. Investment Advisers Act of 1940 requires that the proxy-voting procedures adopted and implemented by a U.S. investment advisor include procedures that address material conflicts of interest that may arise between the investment advisor's interests and those of its clients. Examples of such material conflicts of interest that could arise include circumstances in which:

(i) management of a client is soliciting proxies and failure to vote in favor of management may harm C&S' relationship with the client and materially impact C&S' business; or

(ii) a personal or familial relationship between an employee at C&S and management of an issuer could impact C&S' voting decision.

When a potential material conflict is identified, the Proxy Committee will evaluate the situation and determine whether an actual material conflict of interest exists. In the event the Proxy Committee determines that a material conflict does exist, the Proxy Committee shall make a recommendation on how C&S shall vote the proxy.

Depending on the nature of the material conflict of interest, the Proxy Committee, in the course of addressing the material conflict, may elect to take one or more of the following measures, or other appropriate action:

removing certain C&S personnel from the proxy voting process;

walling off personnel with knowledge of the material conflict to ensure that such personnel do not influence the relevant proxy vote;

voting in accordance with the applicable Guidelines, if any, if the application of the Guidelines would objectively result in the casting of a proxy vote in a predetermined manner; or

deferring the vote to the Proxy Voting Service which will vote in accordance with its own recommendation.

#### **E. Foreign Securities**

Proxies relating to foreign securities are subject to these Procedures. In certain foreign jurisdictions, however, the voting of proxies can result in additional restrictions that have an economic impact or cost to the security. For example, certain countries restrict a shareholder's ability to sell shares for a certain period of time if the shareholder votes proxies at a meeting (a practice known as share-blocking). In other instances, the costs of voting a proxy (i.e. being required to vote the meeting in person) may outweigh any benefit to the client if the proxy is voted.

In determining whether to vote proxies subject to such restrictions, the Investment Personnel responsible for the security shall consider a cost-benefit analysis and where the expected cost involved in voting exceeds the expected benefits of the vote, C&S will generally abstain from voting the proxy.

#### **F. Shares of Registered Investment Companies**

Certain funds advised by C&S may be structured as funds of funds and invest their assets primarily in other investment companies (the Funds of Funds). The Fund of Funds hold shares in the underlying funds and may be solicited to vote on matters pertaining to these underlying funds. With respect to any such matter, to comply with Section 12(d)(1)(F) of the 1940 Act, the Funds of Funds will vote their shares in any underlying fund in the same proportion as the vote of all other shareholders in that underlying fund (sometimes called echo or proportionate voting); provided, however, that in situations where proportionate voting is administratively impractical (i.e. proxy contests) the Fund of Funds will cast a vote or, in certain cases, not cast a vote, so long as the action taken does not have an effect on the outcome of the matter being voted upon different than if the Funds of Funds had proportionately voted.

#### **G. Cohen & Steers Funds**

The Board of Directors of the open- and closed-end funds managed by C&S (Cohen & Steers Funds) has delegated to C&S the responsibility for voting proxies on behalf of the Cohen & Steers Funds. As such, proxies relating to portfolio securities held by any Cohen & Steers Fund shall be voted in accordance with these Procedures and Guidelines. The Chief Compliance Officer, or her designee, shall make an annual presentation to the Board regarding these Procedures and Guidelines, including whether any revisions are recommended, and shall report to the Board at each regular, quarterly meeting with respect to any conflict of interest situation that arose regarding the proxy voting process.

#### **H. Securities Lending**

Certain C&S Funds may participate in securities lending programs with various counterparties. Under most securities lending arrangements, proxy voting rights during the lending period generally are transferred to the borrower, and thus proxies received in connection with the securities on loan may not be voted by the lender unless the loan is recalled.

If a Fund participates in a securities lending program, C&S will use its best efforts to recall certain securities on loan so that C&S can vote proxies relating to such securities if C&S determines that the votes involve matters that would have a material effect on the Fund's investment in such loaned securities.

### **I. Recordkeeping**

C&S is required to maintain and preserve in an easily accessible place for a period of not less than five years, the first two years in an appropriate office of C&S, the following records:

- (i) Copies of all proxy voting policies and procedures
- (ii) A copy of each proxy statement that C&S receives regarding client securities.
- (iii) A record of each vote cast by the C&S on behalf of a client.
- (iv) A copy of any document created by C&S that was material to making a decision on how to vote proxies on behalf of a client or that memorializes the basis for that decision.
- (v) A copy of each written client request for information on how C&S voted proxies on behalf of the client, and a copy of any written response by C&S (written or oral) to any client request for information on how C&S voted proxies on behalf of the requesting client.

It shall be noted that C&S reserves the right to use the services of the Independent Proxy Voting Service to maintain certain required records in accordance with all applicable regulations.

### **J. Pre-Solicitation Contact**

From time to time, companies will seek to contact analysts, portfolio managers and others in advance of the formal proxy solicitation to solicit support for certain contemplated proposals. Such contact can potentially result in the recipient receiving material non-public information and result in the imposition of trading restrictions. Accordingly, pre-solicitation contact should occur only under very limited circumstances and only in accordance with the terms set forth herein.

What is material non-public information? The definition of material non-public information is highly subjective. The general test, however, is whether or not such information would reasonably affect an investor's decision to buy, sell or hold securities, or whether it would be likely to have a significant market impact. Examples of such information include, but are not limited to:

a pending acquisition or sale of a substantial business;

financial results that are better or worse than recent trends would lead one to expect;

major management changes;

an increase or decrease in dividends;

calls or redemptions or other purchases of its securities by the company;

a stock split, dividend or other recapitalization; or

financial projections prepared by the company or the company's representatives.

What is pre-solicitation contact? Pre-solicitation contact is any communication, whether oral or written, formal or informal, with the company or a representative of the company regarding proxy proposals prior to publication of the official proxy solicitation materials. This contact can range from simply polling investors as to their reaction to a broad topic, e.g., "How do you feel about dual classes of stock?", to very specific inquiries,

e.g., Here's a term sheet for our restructuring. Will you vote to approve this?

What should be done upon contact? Determining the appropriateness of the contact is a factual inquiry which must be determined on a case-by-case basis. For instance, it might be acceptable for us to provide companies with our general approach to certain issues. Promising our vote, however, is prohibited under all circumstances. In the event a C&S employee is contacted in advance of the publication of proxy solicitation materials, that employee should notify the Legal and Compliance Group immediately.

B-4

It is also critical to keep in mind that as a fiduciary, we exercise our proxies solely in the best interests of our clients. Outside influences, including those from within C&S, should not interfere in any way in our decision making process.

## **Part II: Proxy Voting Guidelines**

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

C&S is a global asset management organization with the capabilities to invest in securities of issuers located around the globe. Because the regulatory framework and the business cultures and practices vary from region to region, the General Guidelines contained in Part IIA are supplemented by the Europe and Asia/Pacific Guidelines contained in Parts IIB and Part IIC, which will, in addition to the General Guidelines, apply to the issuers of securities in Europe and Asia. To the extent that there may be inconsistencies between the General Guidelines contained in Part IIA and the supplemental Europe and Asia/Pacific Guidelines contained in Parts IIB and IIC, the supplemental Europe and Asia/Pacific Guidelines will control.

### **Part II.A: General Proxy Voting Guidelines**

#### **1. Objectives**

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

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

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

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

#### **2. General Principles**

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

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

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

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

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

To the extent reasonably possible, C&S shall participate in each shareholder voting opportunity.

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

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

### 3. General Guidelines

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

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

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

Shareholder Value. Just as the decision whether to purchase or sell a security is a matter of judgment, determining whether a specific proxy resolution will increase the market value of a security is a matter of judgment as to which informed parties may differ. In determining how a proxy vote may affect the economic value of a security, C&S shall consider both short-term and long-term views about a company's business and prospects, especially in light of our projected holding period on the stock (e.g., C&S may discount long-term views on a short-term holding).

### 4. Specific Guidelines

#### Uncontested Director Elections

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

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

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

Whether the nominee ignored a significant shareholder proposal that was approved by a (i) majority of the shares outstanding or (ii) majority of the votes cast for two consecutive years;

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

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

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

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

B-6

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

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

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

Whether the nominee is believed by us to have a material conflict of interest with the portfolio company; and

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

We vote on a case-by-case basis for shareholder proposals requesting companies to amend their bylaws in order to create access to the proxy so as to nominate candidates for directors. We recognize the importance of shareholder access to the ballot process as a means to ensure that boards do not become self-perpetuating and self-serving. However, we are also aware that some proposals may promote certain interest groups and could be disruptive to the nomination process.

Special attention will be paid to companies that display a chronic lack of shareholder accountability.

#### **Proxy Contests**

Director Nominees in a Contested Election. By definition, this type of board candidate or slate runs for the purpose of seeking a significant change in corporate policy or control. Therefore, the economic impact of the vote in favor of or in opposition to that director or slate must be analyzed using a higher standard such as is normally applied to changes in control. Criteria for evaluating director nominees as a group or individually should also include: the underlying reason why the new slate (or individual director) is being proposed; performance; compensation; corporate governance provisions and takeover activity; criminal activity; attendance at meetings; investment in the company; interlocking directorships; inside, outside and independent directors; number of other board seats; and other experience. It is impossible to have a general policy regarding director nominees in a contested election.

Reimbursement of Proxy Solicitation Expenses. Decisions to provide full reimbursement for dissidents waging a proxy contest should be made on a case-by-case basis.

#### **Ratification of Auditors**

We vote for proposals to ratify auditors, unless an auditor has a financial interest in or association with the company, and is therefore not independent; or there is reason to believe that the independent auditor has rendered an opinion that is neither accurate nor indicative of the company's financial position.

Generally, we vote against auditor ratification and withhold votes from audit committee members if non-audit fees exceed audit fees.

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

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

### **Takeover Defenses**

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

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

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

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

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

Classified Boards. We generally vote in favor of shareholder proposals to declassify a board of directors, although we acknowledge that a classified board may be in the long-term best interests of a company in certain situations, such as continuity of a strong board and management team. In voting on shareholder proposals to declassify a board of directors, we evaluate all facts and circumstances surrounding such proposal, including whether the shareholder proposing the de-classification has an agenda in making such proposal that may be at odds with the long-term best interests of the company or whether it would be in the best interests of the company to thwart a shareholder's attempt to control the board of directors.

Cumulative Voting. Having the ability to cumulate our votes for the election of directors—that is, cast more than one vote for a director about whom they feel strongly—generally increases shareholders' rights to effect change in the management of a corporation. We generally support, therefore, proposals to adopt cumulative voting.

Shareholder Ability to Call Special Meeting. C&S votes on a case-by-case basis for shareholder proposals requesting companies to amend their governance documents (bylaws and/or charter) in order to allow shareholders to call special meetings. We recognize the importance on shareholder ability to call a special meeting, however, we are also aware that some proposals are put forth in order to promote the agenda(s) of certain special interest groups and could be disruptive to the management of the company.

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

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

### **Miscellaneous Board Provisions**

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

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

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

**Lead Directors and Executive Sessions.** In cases where the CEO and Chairman roles are combined, we will vote for the appointment of a lead (non-insider) director and for regular executive sessions (board meetings taking place without the CEO/Chairman present).

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

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

**Stock Ownership Requirements.** We support measures requiring senior executives to hold a minimum amount of stock in a company (often expressed as a percentage of annual compensation), requiring stock acquired through option exercise to be held for a certain minimum amount of time and issuing restricted stock awards instead of options.

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

**Director and Officer Indemnification and Liability Protection.** Proposals concerning director and officer indemnification and liability protection should be evaluated on a case-by-case basis.

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

**Majority Vote Standard.** We generally vote for proposals asking for the board to initiate the appropriate process to amend the company's governance documents (charter or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders. We would generally review on a case-by-case basis proposals that address alternative approaches to a majority vote requirement.

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

We also vote for management proposals to adopt confidential voting.

**Bundled Proposals.** We review on a case-by-case basis bundled or conditioned proxy proposals. In the case of items that are conditioned upon each other, we examine the benefits and costs of the packaged items. In instances where the joint effect of the conditioned items is not in shareholders' best interests, we vote against the proposals. If the combined effect is positive, we support such proposals.

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

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

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

## **Capital Structure**

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

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

creates a blank check preferred stock; or

establishes classes of stock with superior voting rights.

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

**Preemptive Rights.** Votes regarding shareholder proposals seeking preemptive rights are determined on a case-by-case basis after evaluating:

The size of the company;

The shareholder base; and

The liquidity of the stock.

For example, it would be difficult to support a shareholder proposal that would require an S&P 500 company with over \$1 billion in equity held by thousands of shareholders (with no single shareholder owning a significant percentage of outstanding shares) to implement preemptive rights each time it conducted a new offering. Such a requirement would be impractical and extremely costly. Moreover, at companies with that large of a shareholder base and the ease with which shareholders could preserve their relative interest through purchases of shares on the open market, the cost of implementing preemptive rights does not seem justifiable in relation to the benefits.

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

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

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

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

bankruptcy generally, approve proposals that facilitate debt restructurings unless there are clear signs of self-dealing or other abuses.  
Share Repurchase Programs. Boards may institute share repurchase or stock buy-back programs for a number of reasons. C&S will generally vote in favor of such programs where the repurchase would be in the long-term best interests of shareholders, and where the company is not thought to be able to use the cash in a more useful way.

We will vote against such programs when shareholders' interests could be better served by deployment of the cash for alternative uses, or where the repurchase is a defensive maneuver or an attempt to entrench management.

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

### **Executive and Director Compensation**

Stock-based Incentive Plans. Votes with respect to compensation plans should be determined on a case-by-case basis. The analysis of compensation plans focuses primarily on the transfer of shareholder wealth (the dollar cost of pay plans to shareholders). Other matters included in our analysis are the amount of the company's outstanding stock to be reserved for the award of stock options or restricted stock, whether the exercise price of an option is less than the stock's fair market value at the date of the grant of the options, and whether the plan provides for the exchange of outstanding options for new ones at lower exercise prices. Every award type is valued. An estimated dollar cost for the proposed plan and all continuing plans is derived. This cost, dilution to shareholders' equity, will also be expressed as a percentage figure for the transfer of shareholder wealth and will be considered along with dilution to voting power. Once the cost of the plan is estimated, it is compared to an allowable industry-specific and market cap-based dilution cap.

If the proposed plan cost is above the allowable cap, an against vote is indicated. If the proposed cost is below the allowable cap, a vote for the plan is indicated unless the plan violates the repricing guidelines. If the company has a history of repricing options or has the express ability to reprice underwater stock options without first securing shareholder approval under the proposed plan, the plan receives an against vote even in cases where the plan cost is considered acceptable based on the quantitative analysis.

We vote against equity plans that have high average three year burn rates, unless the company has publicly committed to reduce the burn rate to a rate that is comparable to its peer group (as determined by C&S).

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

Executive Compensation. Executive compensation should be tied to the performance of the executive and the company as well as relevant market conditions. We feel that the performance criteria and specific amounts and types of executive compensation are best decided by a company's board of directors and/or its compensation committee and fully disclosed to shareholders. We will, however, typically monitor the compensation practices of those companies that compensate their executives in the top 10% tier to determine whether compensation to these executives is commensurate to the company's performance (i.e., we expect companies that pay their executives in the top 10% pay range to also be performing commensurately well).

Further, we will vote for shareholder proposals that call for shareholders to vote, in a non-binding manner, on executive pay since such vote is non-binding and is merely informative for the board of directors and/or compensation committee. Further, we generally vote for shareholder proposals that seek additional disclosure of executive and director pay information.

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

Golden Parachutes. We oppose the use of accelerated employment contracts that result in cash grants of greater than three times annual compensation (salary and bonus) in the event of termination of employment following a change in control of a company. In general, the guidelines call for voting against golden parachute plans because they impede potential takeovers that shareholders should be free to consider. We generally withhold our votes at the next shareholder meeting for directors who to our knowledge approved golden parachutes.

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

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

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

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

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

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

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

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

## **Incorporation**

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

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

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

## **Mergers and Corporate Restructurings**

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

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

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

Corporate Restructuring. Votes on corporate restructuring proposals, including minority squeezeouts, leveraged buyouts, going private proposals, spin-offs, liquidations, and asset sales, should be considered on a case-by-case basis.

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

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

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

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

Changing Corporate Name. We vote for changing the corporate name.

### **Shareholder Rights**

Our position on the rights of shareholders is as follows:

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

Shareholders are entitled to submit questions to company management.

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

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

### **Social Issues**

We believe that it is the responsibility of the board and management to run a company on a daily basis. With this in mind, in the absence of unusual circumstances, we do not believe that shareholders should be involved in determining how a company should address broad social and policy issues. As a result, we generally vote against these types of proposals, which are generally initiated by shareholders, unless we believe the proposal has significant economic implications.

### **Part II.B: Supplemental Europe Proxy Voting**

#### **Reports & Accounts**

Annual Report. Reports and accounts should be both detailed and transparent, and should be submitted to shareholders for approval in a timely manner prescribed by law. They should meet accepted reporting standards, such as those prescribed by the International Accounting Standards Board (IASB) and should meet with the spirit as well as the letter of those reporting standards.

We generally approve proposals relating to the adoption of annual accounts provided that:

the report has been examined by an independent external accountant and the accuracy of material items in the report is not in doubt;

the report complies with legal and regulatory requirements and best practice provisions in local markets;

the company discloses which portion of the remuneration paid to the external accountant relates to auditing activities and which portion relates to non-auditing advisory assignments;

a report on the implementation of risk management and internal control measures is incorporated, including an in-control statement from company management;

a report should include a statement of compliance with relevant codes of best practice, in markets where they exist (for UK companies, a statement of compliance with the Combined Code of Corporate Governance should be made, together with detailed

explanations regarding any area of non-compliance); and

a conclusive response is given to all queries from shareholders.

Legal disclosure varies from market to market. If, in our opinion, a company's standards of disclosure (whilst meeting minimum legal requirements) are insufficient in any particular area, we will inform company

B-14

management of our concerns. Depending on the circumstances, we will either abstain or vote against the resolution concerned. Similar consideration would relate to the use of inappropriate accounting methods.

**Remuneration Report.** The remuneration policy as it relates to senior management should ideally be presented to shareholders as a separate voting item. We would expect the report to contain full details of all aspects of individual director's emoluments. We will endeavor to engage with the company or seek an explanation regarding any areas of remuneration which fall outside our guidelines and we will abstain or vote against the remuneration report if we feel that explanation is insufficient.

### **Dividends**

Proposals for the payment of dividends should be presented to shareholders for approval, and should be fully disclosed in advance of the meeting. We typically vote against dividend proposals if we deem the payout ratio to be too low, or if the earnings and cash cover are inadequate and payment of the proposed dividend would prejudice the solvency or future prospects of the company.

### **Board of Directors**

**Board Structure.** Companies should be controlled by an effective board, with an appropriate balance of executive and independent directors, such that no single stakeholder, or group of stakeholders, has a disproportionate or undue level of influence. C&S is generally in favour of unitary boards of the type found in the UK, as opposed to tiered board structures. We find that unitary boards offer flexibility while, with a tiered structure, there is a risk of upper tier directors becoming remote from the business, while lower tier directors become deprived of contact with outsiders of wider experience. No director should be excluded from the requirement to submit him/herself for re-election on a regular basis.

**Director's Liability.** In certain markets, this proposal asks shareholders to give blanket discharge from responsibility for all decisions made during the previous financial year. Depending on the market, this resolution may or may not be legally binding, and may not release the board from its legal responsibility.

C&S will usually vote against discharging the board from responsibility in cases of pending litigation, or if there is evidence of wrongdoing for which the board must be held accountable.

Companies may arrange Directors and Officers ( D&O ) liability insurance, to indemnify executives in certain circumstances, such as class action lawsuits and other litigation. C&S generally supports such proposals, although we do not approve of arrangements where directors are given 100% indemnification, as this could absolve them of responsibility for their actions and encourage them to act recklessly.

**Multiple Directorships.** Generally, we believe that no single individual should chair more than one major listed company especially where conflicts of interest may arise between or among these listed companies.

### **Compensation**

**Directors' Contracts.** Market practice regarding the length of director's service contracts varies enormously country by country. To this end, C&S takes into account local market practice when making judgments in this area.

**Executive Director's Remuneration.** Executive remuneration is and will remain a contentious issue, particularly the overall quantum of remuneration. However, company policy in this area cannot be prescribed by any code or formula to cater for all circumstances and must depend on responsible and well-informed judgment on the part of remuneration committees. Any remuneration policy should be transparent and fully disclosed to shareholders in a separate Remuneration Report within the Annual Report. Compensation should contain both a short-term and long-term element, which fully aligns the executive with shareholders.

C&S will generally vote against shareholder proposals to restrict arbitrarily the compensation of executives or other employees. We feel that the specific amounts and types of employee compensation are within the ordinary business responsibilities of the board and the company management. However, the remuneration of executive directors should be determined by independent remuneration committees and fully disclosed to shareholders. Any stock option plans or long-term incentive plans should meet our guidelines for such plans set forth herein.

Transaction bonuses, or other retrospective ex-gratia payments, should not be made.

Independent Director s Remuneration. C&S believes that independent directors should be paid, at least in part, in shares of the company wherever possible, in order to align their interests with the interests of shareholders. Performance criteria, however, should never be attached. We believe that independent directors should not be awarded share options.

Share Option Schemes. Share option schemes should be clearly explained and fully disclosed to both shareholders and participants, and put to shareholders for approval. Each director s share options should be detailed, including exercise prices, expiry dates and the market price of the shares at the date of exercise. They should take into account appropriate levels of dilution, such as those set out in ABI, NAPF and similar guidelines. Options should vest in reference to challenging performance criteria, which are disclosed in advance. Share options should never be issued at a discount, and there should be no award for below-median performance.

Best practice requires that share options be fully expensed, so that shareholders can assess their true cost to the company. The assumptions and methodology behind the expensing calculation should also be explained to shareholders.

We will generally vote against the cancellation and re-issue, re-testing or re-pricing, of underwater options.

Share Plans/Stock Based Compensation. The dilution effect of company shares authorized under a new stock based compensation plan, or shares authorized under an existing stock based compensation plan, should not exceed 10%.

Long-Term Incentive Plans (L-TIPs). C&S will vote in favour of well-structured schemes with keen incentives and challenging performance criteria, which are fully disclosed to shareholders in advance, and vote against payments which are excessive or performance criteria which are undemanding, or where there is excessive discretion exercised by remuneration committees. We would expect remuneration committees to explain why criteria are considered to be challenging and how they align the interests of shareholders with the interests of the recipients.

Pensions. Pension arrangements should be transparent and cost-neutral to shareholders. C&S believes it is inappropriate for executives to participate in pension arrangements which are materially different to those of employees (such as continuing to participate in a final salary arrangement, when employees have been transferred to a money purchase scheme). One-off payments into individual director s pension schemes, changes to pension entitlements and waivers concerning early retirement provisions must be fully disclosed and justified to shareholders.

## **Issue of Capital**

Issue of Equity. In most countries, company law requires that shareholder approval be obtained in order to increase the authorized share capital of the company. Any new issue of equity should take into account appropriate levels of dilution.

Issuances can be carried out with or without preemptive rights. Although we recognize that preemptive rights are valuable to shareholders, we also acknowledge that in some cases, companies may need the ability to

raise funds for routine business contingencies without the expense of carrying out a preemptive rights issue (such as the servicing of option plans, small acquisitions, or payment for services). Therefore, while conventions regarding this type of authority vary widely among countries, after taking into account first and foremost appropriate levels of dilution for an offering, we routinely approve issuance requests without preemptive rights for up to 20 percent of a company's outstanding capital.

Issue of Debt. Reasons for increased bank borrowing powers are many and varied, including allowing normal growth of the company, the financing of acquisitions, and allowing increased financial leverage. Management may also attempt to borrow as part of a takeover defense. C&S will generally vote in favour of proposals which will enhance a company's long-term prospects. We will vote against any uncapped or poorly-defined increase in bank borrowing powers or borrowing limits, as well as issuances which would result in the company reaching an unacceptable level of financial leverage, where there is a material reduction in shareholder value, or where such borrowing is expressly intended as part of a takeover defense.

## **Part II.C: Supplemental Asia/Pacific Proxy Voting Guidelines**

### **Annual Report**

Reports and accounts should be both detailed and transparent, and should be submitted to shareholders for approval in a timely manner prescribed by law. They should meet accepted reporting standards. Reports should meet with the spirit as well as the letter of reporting standards, including the most recent recommendations of the International Accounting Standards Board (IASB).

The annual report should include a statement of compliance with relevant codes of best practice, in markets where they exist.

Legal disclosure varies from market to market. If, in our opinion, a company's standards of disclosure (whilst meeting minimum legal requirements) are insufficient in any particular area, we will inform company management of our concerns. Depending on the circumstances, we may either abstain or vote against the resolution concerned. Similar consideration would relate to the use of inappropriate accounting methods.

### **Dividends**

Proposals for the payment of dividends should be presented to shareholders for approval, and should be fully disclosed in advance of the meeting. We generally vote against dividend proposals if we feel that payment of the proposed dividend would prejudice the solvency or future prospects of the company.

### **Boards**

Board Structure. C&S is in favour of unitary boards of the type commonly found in Hong Kong, as opposed to tiered board structures.

Board Independence. C&S believes that a strong independent element to a board is essential to the effective running of a company. The calibre and number of independent directors on a board should be such that their views will carry significant weight in the board's decisions.

We believe that as a minimum, all boards should have at least three independent directors, unless the company is of such a size that sustaining such a number would be an excessive burden.

C&S will use its voting powers to encourage appropriate levels of board independence, taking into account local market practice.

Board Committees. Where appropriate, boards should delegate key oversight functions to independent committees. The chairman and members of any committee should be clearly identified in the annual report.

## **Directors**

Executive Director s Remuneration. Executive remuneration is and will remain a contentious issue, particularly the overall quantum of remuneration. C&S will generally vote against shareholder proposals to arbitrarily limit the compensation of executives or other employees.

Director s Liability. In certain markets, this proposal asks shareholders to give blanket discharge from responsibility for all decisions made during the previous financial year. Depending on the market, this resolution may or may not be legally binding, and may not release the board from its legal responsibility.

C&S will generally vote against discharging the board from responsibility in cases of pending litigation, or if there is evidence of wrongdoing for which the board must be held accountable.

## **Non Executive Directors**

Role of Independent Directors. C&S believes that a strong independent element to a board is important to the effective running of a company. In determining our vote, we will always consider independence issues on a case-by-case basis, taking into account any exceptional individual circumstances, together with local markets differing attitudes to director independence.

In order to help assess their contribution to the company, the time spent by each independent director should be disclosed to shareholders, as well as their attendance at board and committee meetings.

Audit and Remuneration Committees should be composed exclusively of independent directors.

We recognize that independent directors in Japanese companies are still relatively rare, and therefore, a director s independence is not the determinative factor in our decision to vote for or against such director. In determining our vote on directors of Japanese companies, we will however, apply such other factors as are described in Part IIA of this policy voting for directors of Japanese companies.

Director Independence. We consider that a director will generally be deemed to be independent if he or she has no significant financial, familial or other ties with the company which might pose a conflict, and has not been employed in an executive capacity by the company for at least the previous ten years.

## **Issue of Capital**

Issue of Equity. In most countries, company law requires that shareholder approval be obtained in order to increase the authorized share capital of the company. Any new issue of equity should take into account appropriate levels of dilution and C&S will vote in favour of increases in capital which enhance a company s long-term prospects.

Proposals for equity issues will also specify whether pre-emptive rights are to be retained or suppressed or partially suppressed for the issue. Although we recognize that preemptive rights are valuable to shareholders, we also acknowledge that in some cases, companies may need the ability to raise funds for routine business contingencies without the expense of carrying out a preemptive rights issue (such as the servicing of option plans, small acquisitions, or payment for services). Therefore, while conventions regarding this type of authority vary widely among countries, after taking into account first and foremost appropriate levels of dilution for an offering, we routinely approve issuance requests without preemptive rights for up to 10 percent of a company s outstanding capital.

Issue of Debt. Reasons for increased bank borrowing powers are many and varied, including allowing normal growth of the company, the financing of acquisitions, and allowing increased financial leverage. Management may also attempt to borrow as part of a takeover defense.

C&S will vote in favour of proposals which will enhance a company's long-term prospects. We will generally vote against an increase in bank borrowing powers which would result in the company reaching an unacceptable level of financial leverage, where such borrowing is expressly intended as part of a takeover defense, or where there is a material reduction in shareholder value.

#### **Share Options/Long-Term Incentive Plans (L-Tips)**

Share Options. Best practice requires that share options be fully expensed, so that shareholders can assess their true cost to the company. The assumptions and methodology behind the expensing calculation should also be explained to shareholders.

Share Plans/Stock Based Compensation. The dilution effect of company shares authorized under a new stock based compensation plan, or shares authorized under an existing stock based compensation plan, should not exceed 10%.

Long-Term Incentive Plans (L-TIPs). An L-TIP can be defined as any arrangement, other than deferred bonuses and retirement benefit plans, which require one or more conditions in respect of service and/or performance to be satisfied over more than one financial year.

C&S normally will vote in favour of schemes with keen incentives and challenging performance criteria, which are fully disclosed to shareholders in advance, and vote against payments which are excessive or performance criteria which are undemanding.

#### **Issues Dealing with Japanese Portfolio Companies**

Appointment of Internal Statutory Auditor. We generally look at the work history of each nominee. If the nominee is designated as independent but has worked the majority of his career for one of the company's major shareholders, lenders or business partners, we consider the nominee affiliated and will withhold support.

Approval of Annual Bonuses for Directors or Statutory Auditors. We generally support the payment of annual bonuses except in cases of scandals or extreme underperformance; but we recognize that few companies pay bonuses in such situations.

Shareholder Rights Plans. As set forth in the general guidelines, we evaluate all poison pill proposals on a case-by-case basis. With respect to Japanese companies, however, we note that the primary problem is not the terms of the poison pills themselves – these are often superior to those of US companies due to features such as relatively high trigger thresholds, clear sunset provisions and an absence of “dead hand” provisions. Rather, the main problem is with Japanese companies’ insider-dominated boards and insufficient disclosure. Therefore, we examine not only the features of the pill itself, but also the circumstances surrounding the company, including share price movements, shareholder composition, board composition, and the company's announced plans to improve shareholder value.

## COMPARISON OF THE FUNDS INVESTMENT OBJECTIVES AND PRINCIPAL INVESTMENT

## POLICIES AND RESTRICTIONS

A summary comparison of the investment objectives and principal investment policies and restrictions of the Funds is set forth in the table below. After the Merger, the investment strategies, policies and restrictions of the combined Fund will be those of RQI.

	<b>RWF</b>	<b>RQI</b>
<b>Investment Objectives*</b>	<u>Primary</u> : high current income  <u>Secondary</u> : capital appreciation	<u>Primary</u> : high current income through investment in real estate securities  <u>Secondary</u> : capital appreciation
<b>Principal Investment Strategies</b>	Up to 70% in common stocks (including REIT shares) (approximately 75% of which will be companies located in Asia, Europe and Canada and approximately 25% of which will be U.S. companies).  Under normal market conditions, the Fund will invest at least 80% of its managed assets in a portfolio of income-producing global real estate equity securities, which include common stocks, preferred stocks and other equity securities issued by global real estate companies, such as REITs and REIT-like structures.	None.  Under normal market conditions, the Fund will invest at least 80% of total assets will be invested in income producing equity securities issued by high quality REITs.
<b>Types of REITs</b>	The Fund does not currently intend to invest more than 10% of its managed assets in mortgage REITs or hybrid REITs.	No limit.
<b>Foreign Securities</b>	The Fund may invest up to 100% of its managed assets in securities of non-U.S. issuers or that are denominated in various foreign currencies or multinational currency units.  The Fund primarily invests in developed countries but may invest up to 15% of managed assets in emerging market countries and expects to have investments in at least three countries, including the U.S.	The Fund may invest up to 25% of total assets in foreign securities, and up to 15% in emerging market countries.
<b>Fixed-Income and Preferred Securities</b>	The Fund may invest up to 30% of its managed assets in preferred and other fixed income securities of U.S. and non-U.S. companies	The Fund may invest up to 20% of its total assets in preferred securities and other fixed income securities of companies not associated with real estate.

	<b>RWF</b>	<b>RQI</b>
<b>Derivatives</b>	<p>The Fund may purchase and sell derivative instruments such as exchange-listed and over-the-counter put and call options on securities, and equity, fixed-income and interest rate indices, and other financial instruments; purchase and sell financial futures contracts and options thereon; and enter into various interest rate transactions such as swaps, caps, floors or collars or credit transactions; credit default swaps; forward contracts; and structured investments. In addition, the Fund may enter into various currency transactions, such as forward currency contracts, currency futures contracts, currency swaps or options on currency or currency futures.</p> <p>The Fund also may purchase and sell derivative instruments that combine features of these instruments.</p>	<p>The Fund may purchase and sell derivative instruments such as exchange-listed and over-the-counter put and call options on securities, and equity, fixed-income and interest rate indices, and other financial instruments; purchase and sell financial futures contracts and options thereon; and enter into various interest rate transactions such as swaps, caps, floors or collars or credit transactions; credit default swaps; forward contracts; and structured investments. In addition, the Fund may enter into various currency transactions, such as forward currency contracts, currency futures contracts, currency swaps or options on currency or currency futures.</p> <p>The Fund also may purchase and sell derivative instruments that combine features of these instruments.</p>
<b>Restricted and Illiquid Securities</b>	<p>The Fund will not invest more than 10% of its managed assets in illiquid real estate securities.</p>	<p>No limitations on Fund's ability to invest in illiquid securities.</p>
<b>Leverage</b>	<p>The Fund may use financial leverage for investment purposes.</p>	<p>The Fund may use financial leverage for investment purposes.</p>
<b>Defensive Investing</b>	<p>When overall market or general economic conditions justify a temporary defensive position, the Fund may deviate from its investment objectives and invest all or any portion of its assets in investment grade debt securities, without regard to whether the issuer is a real estate company.</p>	<p>When overall market or general economic conditions justify a temporary defensive position, the Fund may deviate from its investment objectives and invest all or any portion of its assets in short-term debt instruments, government securities, cash or cash equivalents, without regard to whether the issuer is a real estate company.</p>
<b>Cash Reserves</b>	<p>The Fund's cash reserves, held to provide sufficient flexibility to take advantage of new opportunities for investments and for other cash needs, will be invested in money market instruments. Money market instruments in which the Fund may invest its cash reserves will generally consist of obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities and such obligations which are subject to repurchase agreements and commercial paper.</p>	<p>The Fund's cash reserves, held to provide sufficient flexibility to take advantage of new opportunities for investments and for other cash needs, will be invested in money market instruments. Money market instruments in which the Fund may invest its cash reserves will generally consist of obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities and such obligations which are subject to repurchase agreements and commercial paper.</p>

	RWF	RQI
<b>Fundamental Investment Restrictions*</b>		
<i>Concentration of Investments</i>	The Fund will not invest more than 25% of its managed assets in any one industry, except the real estate industry in which at least 25% of the Fund's managed assets will be invested.	The Fund will concentrate its investments in the U.S. real estate industry and not in any other industry.
<i>Issuance of Senior Securities</i>	The Fund may not issue senior securities except in conformity with 1940 Act or pursuant to exemptive relief therefrom; or pledge its assets other than to secure borrowings or for permitted investment strategies; provided that the Fund may borrow up to an additional 5% of its total assets for temporary purposes.	The Fund may not issue senior securities except in conformity with 1940 Act; or pledge its assets other than to secure borrowings or for permitted investment strategies; provided that the Fund may borrow up to an additional 5% of its total assets for temporary purposes.
<i>Underwriting</i>	The Fund may not act as an underwriter of securities issued by other persons.	The Fund may not act as an underwriter of securities issued by other persons.
<i>Real Estate</i>	The Fund may not purchase or sell real estate, mortgages on real estate or commodities, except in accordance with its investment objectives.	The Fund may not purchase or sell real estate, mortgages on real estate or commodities, except in accordance with its investment objectives.
<i>Derivatives</i>	The Fund may not purchase or sell commodities or commodity futures contracts, except that the Fund may invest in financial futures contracts, forward contracts, and options thereon and currency options and such similar instruments.	The Fund may not purchase or sell commodities or commodity futures contracts, except that the Fund may invest in financial futures contracts, options thereon and such similar instruments.
<i>Lending</i>	The Fund may not make loans to other persons except through the lending of securities held by it (but not to exceed 1/3 of total assets), through repurchase agreements and purchase of debt securities.	The Fund may not make loans to other persons except through the lending of securities held by it (but not to exceed 1/3 of total assets), through repurchase agreements and purchase of debt securities.
<i>Restricted and Illiquid Securities</i>	The Fund may not purchase restricted or illiquid securities issued by real estate companies, including repurchase agreements maturing in more than seven days, if as a result, more than 10% of the Fund's assets would then be invested in such securities (excluding securities which are eligible for resale pursuant to Rule 144A under the Securities Act).	None.

	RWF	RQI
<b>Non-Fundamental Investment Restrictions</b>		
<i>Debt Securities of Real Estate Companies</i>	None.	May invest up to 10% of total assets in investment grade and non-investment grade debt securities issued or guaranteed by real estate companies.
<i>Below Investment Grade Securities</i>	The Fund may not invest more than 30% of its managed assets in securities rated below investment grade or unrated securities of comparable quality.	The Fund may not invest more than 20% of its total assets in preferred stock or debt securities rated below investment grade or unrated securities of comparable quality.
<i>Investment Companies</i>	The Fund may not acquire or retain securities of any investment company, except up to the limits permitted by Section 12(d)(1) of the 1940 Act or any exemption or acquired as part of a merger.	The Fund may not acquire or retain securities of any investment company, except up to the limits permitted by Section 12(d)(1) of the 1940 Act or any exemption or acquired as part of a merger.
<i>Oil, Gas or Other Mineral Exploration or Development Programs</i>	None.	The Fund may not invest in oil, gas or other mineral exploration programs, development programs or leases, except that the Fund may purchase securities of companies engaging in whole or in part in such activities.
<i>Pledging Assets</i>	The Fund may not pledge, mortgage or hypothecate its assets except in connection with permitted borrowings.	The Fund may not pledge, mortgage or hypothecate its assets except in connection with permitted borrowings.

\* May not be changed without the approval of the holders of a majority of the outstanding voting securities (as defined in the 1940 Act) of the Fund.

**S&P AND MOODY S RATINGS**

Description of certain ratings assigned by Standard & Poor's Ratings Services and Moody's Investors Service, Inc.:

**S&P**

**Long-term**

**AAA**

An obligation rated AAA has the highest rating assigned by S&P. The obligor's capacity to meet its financial commitment on the obligation is extremely strong.

**AA**

An obligation rated AA differs from the highest rated obligations only in small degree. The obligor's capacity to meet its financial commitment on the obligation is very strong.

**A**

An obligation rated A is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong.

**BBB**

An obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

**BB, B, CCC, CC, and C**

Obligations rated BB, B, CCC, CC, and C are regarded as having significant speculative characteristics. BB indicates the least degree of speculation and C the highest. While such obligations will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposures to adverse conditions.

**BB**

An obligation rated BB is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.

**B**

An obligation rated B is more vulnerable to nonpayment than obligations rated BB, but the obligor currently has the capacity to meet its financial commitment on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitment on the obligation.

**CCC**

An obligation rated CCC is currently vulnerable to nonpayment, and is dependent upon favorable business, financial, and economic conditions for the obligor to meet its financial commitment on the obligation. In the event of adverse business, financial, or economic conditions, the obligor is not likely to have the capacity to meet its financial commitment on the obligation.

**CC**

An obligation rated CC is currently highly vulnerable to nonpayment.

**C**

A subordinated debt or preferred stock obligation rated C is currently highly vulnerable to nonpayment. The C rating may be used to cover a situation where a bankruptcy petition has been filed or similar action taken, but payments on this obligation are being continued. A C also will be assigned to a preferred stock issue in arrears on dividends or sinking fund payments, but that is currently paying.

**D**

An obligation rated D is in payment default. The D rating category is used when payments on an obligation are not made on the date due even if the applicable grace period has not expired, unless S&P believes that such payments will be made during such grace period. The D rating also will be used upon the filing of a bankruptcy petition or the taking of a similar action if payments on an obligation are jeopardized.

**r**

The symbol r is attached to the ratings of instruments with significant noncredit risks. It highlights risks to principal or volatility of expected returns which are not addressed in the credit rating. Examples include: obligations linked or indexed to equities, currencies, or commodities; obligations exposed to severe prepayment risk such as interest-only or principal-only mortgage securities; and obligations with unusually risky interest terms, such as inverse floaters.

**N.R.**

The designation N.R. indicates that no rating has been requested, that there is insufficient information on which to base a rating, or that S&P does not rate a particular obligation as a matter of policy.

Note: The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign designation to show relative standing within the major rating categories.

Short-term

**SP-1**

Strong capacity to pay principal and interest. An issue determined to possess a very strong capacity to pay debt service is given a plus sign (+) designation.

**SP-2**

Satisfactory capacity to pay principal and interest, with some vulnerability to adverse financial and economic changes over the term of the notes.

**SP-3**

Speculative capacity to pay principal and interest.

Commercial paper

**A-1**

This designation indicates that the degree of safety regarding timely payment is strong. Those issues determined to possess extremely strong safety characteristics are denoted with a plus sign (+) designation.

**A-2**

Capacity for timely payment on issues with this designation is satisfactory. However, the relative degree of safety is not as high as for issues designated A-1.

**A-3**

Issues carrying this designation have an adequate capacity for timely payment. They are, however, more vulnerable to the adverse effects of changes in circumstances than obligations carrying the higher designations.

**B**

Issues rated B are regarded as having only speculative capacity for timely payment.

**C**

This rating is assigned to short-term debt obligations with a doubtful capacity for payment.

**D**

Debt rated D is payment default. The D rating category is used when interest payments or principal payments are not made on the due date, even if the applicable grace period has not expired, unless S&P believes such payments will be made during such grace period.

Moody's

Long-term

**Aaa**

Bonds rated Aaa are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as gilt edged. Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

**Aa**

Bonds rated Aa are judged to be of high quality by all standards. Together with the Aaa group they comprise what are generally known as high-grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in Aaa securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risk appear somewhat larger than the Aaa securities.

**A**

Bonds rated A possess many favorable investment attributes and are to be considered as upper-medium-grade obligations. Factors giving security to principal and interest are considered adequate, but elements may be present which suggest a susceptibility to impairment some time in the future.

**Baa**

Bonds rated Baa are considered as medium-grade obligations (*i.e.*, they are neither highly protected nor poorly secured). Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

**Ba**

Bonds rated Ba are judged to have speculative elements; their future cannot be considered as well-assured. Often the protection of interest and principal payments may be very moderate, and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

**B**

Bonds rated B generally lack characteristics of the desirable investment. Assurance of interest and principal payments or of maintenance of other terms of the contract over any long period of time may be small.

**Caa**

Bonds rated Caa are of poor standing. Such issues may be in default or there may be present elements of danger with respect to principal or interest.

**Ca**

Bonds rated Ca represent obligations which are speculative in a high degree. Such issues are often in default or have other marked shortcomings.

**C**

Bonds rated C are the lowest rated class of bonds, and issues so rated can be regarded as having extremely poor prospects of ever attaining any real investment standing.

Note: Moody's applies numerical modifiers 1, 2, and 3 in each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Prime rating system (short-term)

Issuers rated **Prime-1** (or supporting institutions) have a superior ability for repayment of senior short-term debt obligations. Prime-1 repayment ability will often be evidenced by many of the following characteristics:

Leading market positions in well-established industries.

High rates of return on funds employed.

Conservative capitalization structure with moderate reliance on debt and ample asset protection.

Broad margins in earnings coverage of fixed financial charges and high internal cash generation.

Well-established access to a range of financial markets and assured sources of alternate liquidity.

Issuers rated **Prime-2** (or supporting institutions) have a strong ability for repayment of senior short-term debt obligations. This will normally be evidenced by many of the characteristics cited above but to a lesser degree. Earnings trends and coverage ratios, while sound, may be more subject to variation. Capitalization characteristics, while still appropriate, may be more affected by external conditions. Ample alternate liquidity is maintained.

Issuers rated **Prime-3** (or supporting institutions) have an acceptable ability for repayment of senior short-term obligations. The effect of industry characteristics and market compositions may be more pronounced. Variability in earnings and profitability may result in changes in the level of debt protection measurements and may require relatively high financial leverage. Adequate alternate liquidity is maintained.

Issuers rated **Not Prime** do not fall within any of the Prime rating categories.

#### MIG/VMIG U.S. short-term

Municipal debt issuance ratings are designated as Moody's Investment Grade (MIG) and are divided into three levels: MIG 1 through MIG 3.

The short-term rating assigned to the demand feature of variable rate demand obligations (VRDOs) is designated as VMIG. When either the long- or short-term aspect of a VRDO is not rated, that piece is designated NR, *e.g.*, Aaa/NR or NR/VMIG 1.

#### **MIG 1/VMIG1**

This designation denotes superior credit quality. Excellent protection is afforded by established cash flows, highly reliable liquidity support, or demonstrated broad-based access to the market for refinancing.

#### **MIG 2/VMIG 2**

This designation denotes strong credit quality. Margins of protection are ample, although not as large as in the preceding group.

#### **MIG 3/VMIG 3**

This designation denotes acceptable credit quality. Liquidity and cash-flow protection may be narrow, and market access for refinancing is likely to be less well-established.

#### **SG**

This designation denotes speculative-grade credit quality. Debt instruments in this category may lack sufficient margins of protection.

**COHEN & STEERS QUALITY INCOME REALTY FUND, INC.**

**COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.**

**STATEMENT OF ADDITIONAL INFORMATION**

**January 6, 2010**

This Statement of Additional Information, which is not a prospectus, supplements and should be read in conjunction with the Proxy Statement/Prospectus dated January 6, 2010, relating specifically to the proposed merger of Cohen & Steers Worldwide Realty Income Fund, Inc. ( RWF ) with and into Cohen & Steers Quality Income Realty Fund, Inc. ( RQI ) and, together with RWF, the Funds and each a Fund ), in accordance with the Maryland General Corporation Law (the Merger ). To obtain a copy of the Proxy Statement/Prospectus, please write to RWF at 280 Park Avenue, New York, New York 10017 or call 800-330-7348. The Merger is to occur pursuant to an Agreement and Plan of Merger. Unless otherwise indicated, capitalized terms used herein and not otherwise defined have the same meanings as are given to them in the Proxy Statement/Prospectus.

**TABLE OF CONTENTS**

<u>1. General Information</u>	1
<u>2. Financial Statements</u>	1
<u>3. Pro Forma Financial Statements</u>	2

**GENERAL INFORMATION**

A Reconvened Special Meeting of Stockholders of RWF to consider the Merger will be held on February 26, 2010, at the offices of Cohen & Steers, 280 Park Avenue, New York, New York 10017 at 10:00 a.m., Eastern time. For further information about the Merger, see the Proxy Statement/Prospectus.

**FINANCIAL STATEMENTS**

The Statement of Additional Information related to the Proxy Statement/Prospectus dated January 6, 2010, and consists of this cover page, the accompanying pro forma financial statements and the following documents, each of which was filed electronically with the SEC and is incorporated by reference herein:

**The financial statements of each Fund as included in the Funds Annual Reports filed for the last-completed fiscal year for each Fund for which audited financial statements are available:**

1. Cohen & Steers Worldwide Realty Income Fund, Inc., Annual Report to Stockholders for the Fiscal Year Ended December 31, 2008, filed on March 6, 2009 (accession no. 0001104659-09-014904).
2. Cohen & Steers Quality Income Realty Fund, Inc., Annual Report to Stockholders for the Fiscal Year Ended December 31, 2008, filed on March 6, 2009 (accession no. 0001104659-09-014896).

**The financial statements for each Fund as included in the Funds Semi-Annual Reports filed for the six-month fiscal period ended June 30, 2009:**

1. Cohen & Steers Worldwide Realty Income Fund, Inc., Semi-Annual Report to Stockholders for the Fiscal Period Ended June 30, 2009, filed on August 28, 2009 (accession no. 0001104659-09-052254).
2. Cohen & Steers Quality Income Realty Fund, Inc., Semi-Annual Report to Stockholders for the Fiscal Period Ended June 30, 2009, filed on August 28, 2009 (accession no. 0001104659-09-052244).

### PRO FORMA FINANCIAL STATEMENTS

The following presents the pro forma financial statements for the combination of Cohen & Steers Premium Income Realty Fund, Inc. ( RPF ), Cohen & Steers Advantage Income Realty Fund, Inc. ( RLF ) and Cohen & Steers Worldwide Realty Income Fund, Inc. ( RWF ) (collectively the Acquired Funds ), and Cohen & Steers Quality Income Realty Fund, Inc. ( RQI or the Acquiring Fund ). The statements are presented as of June 30, 2009, the most recent fiscal period for which financial information is currently available. **Please note that stockholders of RLF, RPF and RQI previously approved the combination of RLF and RPF with and into RQI. Those mergers were consummated on December 18, 2009. Stockholders of RQI also have approved the combination of RWF with and into RQI.**

The unaudited Pro Forma Combined Schedule of Investments and Pro Forma Combined Statements of Assets and Liabilities reflect the financial position as if the transactions occurred on June 30, 2009. The Pro Forma Combined Statement of Operations reflects the operations for the 12 months ended June 30, 2009 as if the merger of each of RPF, RLF and RWF into RQI had taken place on July 1, 2008. The pro forma statements give effect to the proposed exchange of shares of RQI s common stock shares for shares of common stock of RPF, RLF and RWF, with RQI being the surviving entity. The proposed transactions will be accounted for as tax-free reorganizations in accordance with accounting principles generally accepted in the United States. The historical cost basis of the investments is carried over to the surviving entity. It is not anticipated that RQI will be required to sell any securities of RPF, RLF and RWF acquired in the mergers other than in the ordinary course of business.

#### *Schedule of Investments*

#### **Pro Forma Combined Schedule of Investments For**

**Cohen & Steers Premium Income Realty Fund, Inc., Cohen & Steers Advantage Income Realty Fund, Inc.,**

**Cohen & Steers Worldwide Realty Income Fund, Inc. and Cohen & Steers Quality Income Realty Fund, Inc.**

**as of June 30, 2009 (Unaudited)**

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
COMMON STOCK	124.2%										
DIVERSIFIED	16.6%										
Agile Property Holdings Ltd. (Hong Kong)	e			75,800		75,800	\$	\$	\$ 108,575	\$	\$ 108,575
British Land Co., PLC (United Kingdom)	a,e			255,722		255,722			1,610,244		1,610,244
Brookfield Properties Corp.		137,212	124,459		180,900	442,571	1,093,580	991,938		1,441,773	3,527,291
Brookfield Properties Corp. (Canada)				127,172		127,172			1,013,561		1,013,561
Canadian Real Estate Investment Trust (Canada)				107,085		107,085			2,264,790		2,264,790
CapitaLand Ltd. (Singapore)	e			26,000		26,000			66,106		66,106
Castellum AB (Sweden)	e			155,929		155,929			995,696		995,696
Cominar Real Estate Investment Trust (Canada)				27,000		27,000			359,335		359,335
Dexus Property Group (Australia)	a,e			2,958,016		2,958,016			1,779,701		1,779,701
Fonciere des Regions (France)	e			4,422		4,422			333,408		333,408
Gecina SA (France)	a,e			13,500		13,500			837,564		837,564
GPT Group (Australia)	e			2,838,372		2,838,372			1,110,711		1,110,711
Hammerson PLC (United Kingdom)	a,e			196,094		196,094			994,346		994,346
Henderson Land Development Company Ltd. (Hong Kong)	e			167,000		167,000			946,507		946,507
Hysan Development Company Ltd. (Hong Kong)	e			699,994		699,994			1,783,410		1,783,410
Kenedix Realty Investment Corp. (Japan)	e			156		156			537,950		537,950
Keppel Land Ltd. (Singapore)	e			955,100		955,100			1,448,027		1,448,027

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

Kerry Properties Ltd. (Hong Kong)	e	226,500	226,500	992,441	992,441
Kiwi Income Property Trust (New Zealand)	e	2,270,794	2,270,794	1,317,912	1,317,912
Mapletree Logistics Trust (Singapore)	e	1,611,000	1,611,000	615,421	615,421
Mirvac Group (Australia)	e	894,399	894,399	775,024	775,024
Mitsubishi Estate Co., Ltd. (Japan)	e	118,000	118,000	1,958,997	1,958,997
Mitsui Fudosan Co., Ltd. (Japan)	e	58,700	58,700	1,018,102	1,018,102
New World Development Ltd. (Hong Kong)	e	897,000	897,000	1,605,410	1,605,410
Shimao Property Holdings Ltd. (Hong Kong)	e	191,000	191,000	366,781	366,781
Sino Land Co., Ltd. (Hong Kong)	e	224,000	224,000	368,761	368,761
Sponda Oyj (Finland)	e,g	102,193	102,193	291,165	291,165
Stockland (Australia)	e	657,827	657,827	1,696,879	1,696,879
Sun Hung Kai Properties Ltd. (Hong Kong)	e	220,746	220,746	2,749,675	2,749,675
Suntec Real Estate Investment Trust (Singapore)	e	1,455,000	1,455,000	861,701	861,701

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
Tokyo Tatemono Co., Ltd. (Japan)	e			58,000		58,000	\$	\$	\$ 322,994	\$	\$ 322,994
Unibail-Rodamco (France)	a,e			21,176		21,176			3,166,092		3,166,092
Vornado Realty Trust	a,b	242,901	220,018	65,730	319,185	847,834	10,937,832	9,907,411	2,959,822	14,372,900	38,177,965
Washington REIT	a	52,400	47,500		68,900	168,800	1,172,188	1,062,575		1,541,293	3,776,056
Wereldhave Belgium (Belgium)	a,e			16,078		16,078			1,112,561		1,112,561
							13,203,600	11,961,924	38,369,669	17,355,966	80,891,159
<b>HEALTH CARE</b>	<b>16.1%</b>										
Brookdale Senior Living		134,200	123,900	30,579	177,500	466,179	1,307,108	1,206,786	297,839	1,728,850	4,540,583
Cogdell Spencer	a	162,840	147,941		214,830	525,611	698,584	634,667		921,621	2,254,872
HCP	a	377,808	349,806	56,327	501,901	1,285,842	8,005,752	7,412,389	1,193,569	10,635,282	27,246,992
Health Care REIT	a	105,451	97,409		139,287	342,147	3,595,879	3,321,647		4,749,686	11,667,212
LTC Properties Nationwide	a	51,541	47,350		68,619	167,510	1,054,013	968,308		1,403,258	3,425,579
Health Properties	a	78,510	71,113	37,036	103,124	289,783	2,020,847	1,830,449	953,307	2,654,412	7,459,015
Omega Healthcare Investors	a	140,162	130,170	46,385	187,313	504,030	2,175,314	2,020,238	719,895	2,907,098	7,822,545
Ventas	a	139,175	126,061	22,118	182,794	470,148	4,155,766	3,764,181	660,444	5,458,229	14,038,620
							23,013,263	21,158,665	3,825,054	30,458,436	78,455,418
<b>HOTEL</b>	<b>5.2%</b>										
CDL Hospitality Trusts (Singapore)	e			1,236,000		1,236,000			705,953		705,953
Host Hotels & Resorts	a	818,560	761,025	196,389	1,092,617	2,868,591	6,867,718	6,385,000	1,647,704	9,167,057	24,067,479
Shangri-La Asia Ltd. (Hong Kong)	e			192,000		192,000			281,112		281,112
							6,867,718	6,385,000	2,634,769	9,167,057	25,054,544
<b>INDUSTRIAL</b>	<b>7.9%</b>										
	a	191,817	177,625	85,123	255,229	709,794	3,608,078	3,341,126	1,601,164	4,800,858	13,351,226

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

AMB Property Corp.											
EastGroup Properties	a	17,116	15,442		22,392	54,950	565,170	509,895		739,384	1,814,449
Goodman Group (Australia)											
	e			2,102,074		2,102,074			622,165		622,165
ProLogis	a	750,976	680,254	293,468	986,774	2,711,472	6,052,866	5,482,847	2,365,352	7,953,398	21,854,463
ProLogis European Properties (Netherlands)											
	e			152,728		152,728			579,932		579,932
Segro PLC (United Kingdom)											
	e			819,013		819,013			327,514		327,514
							10,226,114	9,333,868	5,496,127	13,493,640	38,549,749

MORTGAGE 1.6%											
Chimera Investment Corp.											
	a	300,200	277,100	101,939	396,400	1,075,639	1,047,698	967,079	355,767	1,383,436	3,753,980
MFA Financial	a	173,700	160,900		230,700	565,300	1,202,004	1,113,428		1,596,444	3,911,876
							2,249,702	2,080,507	355,767	2,979,880	7,665,856

OFFICE 24.5%											
BioMed Realty Trust											
	a	230,146	215,663	94,559	308,151	848,519	2,354,394	2,206,233	967,339	3,152,385	8,680,351
Boston Properties	a,b	198,352	177,462	37,569	259,500	672,883	9,461,390	8,464,937	1,792,041	12,378,150	32,096,518
Brandywine Realty Trust											
	a	226,360	209,348	152,057	299,462	887,227	1,686,382	1,559,643	1,132,825	2,230,992	6,609,842
CapitaCommercial Trust (Singapore)											
	e			1,098,000		1,098,000			618,590		618,590

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
Commonwealth Property Office Fund (Australia)	e			1,448,180		1,448,180	\$	\$	\$ 967,160	\$	\$ 967,160
Derwent London PLC (United Kingdom)	e			63,776		63,776			982,322		982,322
Great Portland Estates PLC (United Kingdom)	a,e			364,635		364,635			1,321,402		1,321,402
Highwoods Properties Hongkong Land Holdings Ltd. (USD) (Singapore)	a	114,116	103,362		149,962	367,440	2,552,775	2,312,208		3,354,650	8,219,633
ING Office Fund (Australia)	e			435,200		435,200			1,532,761		1,532,761
Japan Prime Realty Investment Corp. (Japan)	e			887		887			1,913,458		1,913,458
Kilroy Realty Corp.	a	139,954	128,885	16,213	185,087	470,139	2,874,655	2,647,298	333,015	3,801,687	9,656,655
Liberty Property Trust	a	209,793	193,185	149,279	278,427	830,684	4,833,631	4,450,982	3,439,388	6,414,958	19,138,959
Mack-Cali Realty Corp.	a	222,420	205,873	83,895	268,595	780,783	5,071,176	4,693,904	1,912,806	6,123,966	17,801,852
Macquarie Office Trust (Australia)	e			5,185,656		5,185,656			871,489		871,489
Nippon Building Fund (Japan)	e			33		33			282,083		282,083
Nomura Real Estate Office Fund (Japan)	e			102		102			648,464		648,464
Parkway Properties	a			21,630		21,630			281,190		281,190
SL Green Realty Corp. VastNed Offices/Industrial NV (Netherlands)	a	72,500	67,734	34,943	96,912	272,089	1,663,150	1,553,818	801,592	2,223,161	6,241,721
	e			47,895		47,895			706,934		706,934
							30,497,553	27,889,023	21,114,005	39,679,949	119,180,530
OFFICE/INDUSTRIAL 1.0%											
PS Business Parks	a	24,000	21,800	13,499	31,600	90,899	1,162,560	1,055,992	653,892	1,530,704	4,403,148
Realex Properties Corp., 144A (Canada)	d			1,288,500		1,288,500			357,255		357,255
							1,162,560	1,055,992	1,011,147	1,530,704	4,760,403
RESIDENTIAL 16.6%											

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

APARTMENT	15.5%										
American Campus Communities	a	105,205	95,462	25,767	138,409	364,843	2,333,447	2,117,347	571,512	3,069,912	8,092,218
Apartment Investment & Management Co.	a	246,566	219,964	151,459	322,140	940,129	2,182,109	1,946,681	1,340,412	2,850,939	8,320,141
AvalonBay Communities	a	47,737	44,834		64,055	156,626	2,670,408	2,508,014		3,583,237	8,761,659
Boardwalk REIT (Canada)				11,873		11,873			333,789		333,789
Camden Property Trust	a	60,200	54,500		79,100	193,800	1,661,520	1,504,200		2,183,160	5,348,880
China Overseas Land & Investment Ltd. (Hong Kong)	e			304,000		304,000			696,951		696,951
Country Garden Holdings Co. (Hong Kong)	e			703,000		703,000			326,297		326,297
Education Realty Trust	a	276,405	251,619		366,555	894,579	1,185,778	1,079,446		1,572,521	3,837,745
Equity Residential	a,b	273,654	255,755	101,235	365,907	996,551	6,083,328	5,685,434	2,250,454	8,134,112	22,153,328
Home Properties	a	68,254	63,644		91,185	223,083	2,327,461	2,170,260		3,109,408	7,607,129

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
MRV Engenharia e Participacoes SA (Brazil)				13,455		13,455	\$	\$	\$ 186,427	\$	\$ 186,427
UDR	a	280,824	262,746		375,409	918,979	2,900,912	2,714,166		3,877,975	9,493,053
							21,344,963	19,725,548	5,705,842	28,381,264	75,157,617
MANUFACTURED HOME Equity Lifestyle Properties	1.1%	45,100	40,800		59,200	145,100	1,676,818	1,516,944		2,201,056	5,394,818
TOTAL RESIDENTIAL							23,021,781	21,242,492	5,705,842	30,582,320	80,552,435
SELF STORAGE	7.4%										
Extra Space Storage	a	70,500	63,826		92,616	226,942	588,675	532,947		773,344	1,894,966
Public Storage	a	100,472	89,600	10,051	131,273	331,396	6,578,907	5,867,008	658,139	8,595,756	21,699,810
Public Storage-Series A	a		66,479			66,479		1,655,327			1,655,327
Sovran Self Storage	a	88,432	81,906		117,795	288,133	2,175,427	2,014,888		2,897,757	7,088,072
U-Store-It Trust	a	210,700	235,000		321,700	767,400	1,032,430	1,151,500		1,576,330	3,760,260
							10,375,439	11,221,670	658,139	13,843,187	36,098,435
SHOPPING CENTER	27.2%										
COMMUNITY CENTER	10.4%										
Federal Realty Investment Trust	a	55,272	50,053		72,683	178,008	2,847,613	2,578,731		3,744,628	9,170,972
Inland Real Estate Corp.	a	151,800	141,900		202,900	496,600	1,062,600	993,300		1,420,300	3,476,200
Kimco Realty Corp.	a	333,144	311,329		445,501	1,089,974	3,348,097	3,128,856		4,477,285	10,954,238
Regency Centers Corp.	a	101,805	94,207	19,910	135,355	351,277	3,554,013	3,288,766	695,058	4,725,243	12,263,080
Urstadt Biddle Properties Class A	a				88,063	88,063				1,239,927	1,239,927
Weingarten Realty Investors	a	251,319	227,714	103,542	330,235	912,810	3,646,639	3,304,130	1,502,394	4,791,710	13,244,873

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

14,458,962 13,293,783 2,197,452 20,399,093 50,349,290

FREE STANDING		0.4%									
National Retail											
Properties	a	37,756	33,194		48,503	119,453	655,067	575,916		841,527	2,072,510
REGIONAL MALL		14.4%									
CBL & Associates											
Properties		108,940	98,855	273,448	143,289	624,532	587,186	532,829	1,473,885	772,328	3,366,228
Macerich Co.	a	99,939	90,969	82,861	131,231	405,000	1,759,926	1,601,964	1,459,182	2,310,978	7,132,050
Simon Property Group	a,b	328,330	301,731	92,063	435,582	1,157,706	16,886,012	15,518,025	4,734,800	22,401,982	59,540,819
							19,233,124	17,652,818	7,667,867	25,485,288	70,039,097
RETAIL		2.0%									
Corio NV											
(Netherlands)	a,e			49,899		49,899			2,433,555		2,433,555
First Capital Realty (Canada)				21,655		21,655			310,168		310,168
Japan Retail Fund Investment Corp. (Japan)	e			74		74			341,384		341,384
Macquarie CountryWide Trust (Australia)	e			586,979		586,979			255,544		255,544
Mercialys Promesse (France)	e			8,213		8,213			253,749		253,749
Primaris Retail REIT (Canada)				192,941		192,941			1,963,996		1,963,996

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

	RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
Westfield Group (Australia)	a,e		429,238		429,238	\$	\$	\$ 3,928,508	\$	\$ 3,928,508
								9,486,904		9,486,904
<b>TOTAL SHOPPING CENTER</b>						34,347,153	31,522,517	19,352,223	46,725,908	131,947,801
<b>SPECIALTY</b>	0.1%									
Plum Creek Timber Co.			9,343		9,343			278,235		278,235
<b>TOTAL COMMON STOCK</b> (Identified Cost \$179,695,738, \$167,538,280, \$110,356,195, \$244,496,514 and \$702,086,727 respectively)						154,964,883	143,851,658	98,800,977	205,817,047	603,434,565
<b>PREFERRED SECURITIES \$25 PAR VALUE</b>	43.4%									
<b>INSURANCE REINSURANCE</b>	0.1%									
Aspen Insurance Holdings Ltd., 7.401%, Series A (Bermuda)			28,200		28,200			451,482		451,482
<b>INTEGRATED TELECOMMUNICATIONS SERVICES</b>	0.1%									
Telephone & Data Systems, 7.60%, due 12/1/41, Series A			24,950		24,950			512,723		512,723
<b>REAL ESTATE</b>	43.2%									
<b>DIVERSIFIED</b>	3.9%									
Duke Realty Corp., 6.625%, Series J			80,000		80,000			1,069,600		1,069,600
Duke Realty Corp., 6.95%, Series M	a			100,000	100,000				1,372,000	1,372,000
Duke Realty Corp., 7.25%, Series N	a		78,000	91,000	169,000			1,129,440	1,317,680	2,447,120
Duke Realty Corp., 8.375%, Series O	a	36,000	48,300	43,300	127,600	632,160	848,148		760,348	2,240,656
Entertainment Properties Trust, 7.75%, Series B	a	27,300		70,000	97,300	404,040			1,036,000	1,440,040

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

Lexington Realty Trust, 7.55%, Series D	a	176,500	131,025	207,500	515,025	2,100,350	1,559,197	2,469,250	6,128,797
Vornado Realty Trust, 6.625%, Series G	a			110,000	110,000			2,018,500	2,018,500
Vornado Realty Trust, 6.625%, Series I	a	60,000		65,000	125,000	1,108,200		1,200,550	2,308,750
						4,244,750	4,606,385	10,174,328	19,025,463
HEALTH CARE									
HCP, 7.250%, Series E			20,000		20,000		380,000		380,000
HCP, 7.10%, Series F	a			67,700	67,700			1,269,375	1,269,375

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
Health Care REIT, 7.875%, Series D	a,b	110,009		88,600		198,609	\$ 2,477,403		\$ 1,995,272	\$	\$ 4,472,675
Health Care REIT, 7.625%, Series F	a	159,975	112,900		197,600	470,475	3,447,461	2,432,995		4,258,280	10,138,736
Omega Healthcare Investors, 8.375%, Series D	a	60,000			40,000	100,000	1,290,000			860,000	2,150,000
							7,214,864	2,812,995	1,995,272	6,387,655	18,410,786
<b>HOTEL</b>	<b>4.5%</b>										
Hospitality Properties Trust, 8.875%, Series B	a	94,825				94,825	1,807,364				1,807,364
Hospitality Properties Trust, 7.00%, Series C	a	99,600	137,000		230,000	466,600	1,543,800	2,123,500		3,565,000	7,232,300
Host Hotels & Resorts, 8.875%, Series E	a	40,000		81,600		121,600	825,000		1,683,000		2,508,000
LaSalle Hotel Properties, 7.50%, Series D				29,575		29,575			465,806		465,806
LaSalle Hotel Properties, 8.00%, Series E	a	40,600		40,000		80,600	748,258		737,200		1,485,458
LaSalle Hotel Properties, 7.25%, Series G	a	150,000	90,300		170,000	410,300	2,347,500	1,413,195		2,660,500	6,421,195
Sunstone Hotel Investors, 8.00%, Series A	a	41,900	39,400		56,150	137,450	630,595	592,970		845,057	2,068,622
							7,902,517	4,129,665	2,886,006	7,070,557	21,988,745
<b>OFFICE</b>	<b>6.7%</b>										
BioMed Realty Trust, 7.375%, Series A	a	186,950	158,550		266,500	612,000	3,256,669	2,761,941		4,642,430	10,661,040
Brandywine Realty Trust,	a	20,000				20,000	323,600				323,600

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

7.50%, Series C Brandywine Realty Trust,									
7.375%, Series D	a	60,000	30,000	90,000		966,000		483,000	1,449,000
Corporate Office Properties Trust,									
7.625%, Series J	a	120,000	182,600	302,600		2,418,000		3,679,390	6,097,390
Cousins Properties, 7.50%, Series B	a	110,700	86,575	98,500	295,775	1,630,611	1,275,250	1,450,905	4,356,766
HRPT Properties Trust,									
8.75%, Series B	a	102,040		49,991	152,031	1,828,557		895,839	2,724,396
HRPT Properties Trust,									
7.125%, Series C		68,500		68,500		1,031,610			1,031,610
Kilroy Realty Corp., 7.50%, Series F	a	78,300		55,500	133,800	1,436,805		1,018,425	2,455,230
SL Green Realty Corp., 7.625%, Series C	a	125,034	40,000		165,034	2,063,061	660,000		2,723,061
SL Green Realty Corp., 7.875%, Series D		50,000		50,000		848,500			848,500
						10,539,303	9,961,301	12,169,989	32,670,593

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
OFFICE/INDUSTRIAL	1.7%										
PS Business Parks, 7.00%, Series H	a	122,000	70,000			192,000	\$ 2,250,900	\$ 1,291,500	\$	\$	\$ 3,542,400
PS Business Parks, 7.375%, Series O	a	50,000	100,000			150,000	955,500	1,911,000			2,866,500
PS Business Parks, 6.70%, Series P	a				100,401	100,401				1,762,038	1,762,038
							3,206,400	3,202,500		1,762,038	8,170,938
RESIDENTIAL APARTMENT	6.8%										
Apartment Investment & Management Co., 9.375%, Series G	a			45,100		45,100			922,746		922,746
Apartment Investment & Management Co., 8.00%, Series T	a		83,861	65,000		148,861		1,467,567	1,137,500		2,605,067
Apartment Investment & Management Co., 7.75%, Series U	a	207,700	182,700	100,000	319,750	810,150	3,470,667	3,052,917	1,671,000	5,343,022	13,537,606
Apartment Investment & Management Co., 8.00%, Series V	a	82,900		68,300	50,000	201,200	1,450,750		1,195,250	875,000	3,521,000
Apartment Investment & Management Co., 7.875%, Series Y	a	100,000				100,000	1,701,000				1,701,000
Associated Estates Realty Corp., 8.70%, Series B			24,500			24,500		443,450			443,450
Mid-America Apartment Communities, 8.30%, Series H	a		93,655		135,275	228,930		2,135,334		3,084,270	5,219,604
UDR, 6.75%, Series G <sup>a</sup>	a	79,400	107,250		84,600	271,250	1,429,200	1,930,500		1,522,800	4,882,500
							8,051,617	9,029,768	4,926,496	10,825,092	32,832,973
SELF STORAGE	4.0%										
Public Storage, 6.75%, Series E			45,500			45,500		911,820			911,820
Public Storage, 6.95%, Series H	a				200,000	200,000				4,144,000	4,144,000
Public Storage, 7.25%, Series I	a	5,567	72,184		8,457	86,208	120,359	1,560,618		182,840	1,863,817
	a	50,000				50,000	1,105,000				1,105,000

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

Public Storage, 7.25%, Series K												
Public Storage, 6.75%, Series L	a			140,000	140,000					2,814,000	2,814,000	
Public Storage, 6.625%, Series M	a	120,000		200,000	320,000	2,396,400				3,994,000	6,390,400	
Public Storage, 6.50%, Series W			105,300		105,300		2,089,152				2,089,152	
						3,621,759	4,561,590			11,134,840	19,318,189	
SHOPPING CENTER	9.1%											
COMMUNITY CENTER	4.1%											
Kimco Realty Corp., 7.75%, Series G	a	38,211	110,038	49,950	124,200	322,399	789,057	2,272,285	1,031,467	2,564,730	6,657,539	
Regency Centers Corp., 7.25%, Series D	a		22,000	50,000		72,000		419,320	953,000		1,372,320	
Saul Centers, 8.00%, Series A				30,000		30,000			603,000		603,000	
Taubman Centers, 7.625%, Series H				50,000		50,000			925,000		925,000	
Urstadt Biddle Properties, 8.50%, Series C (\$100 par value)	a,c	16,000	13,000		24,000	53,000	1,392,080	1,131,065		2,088,120	4,611,265	
Weingarten Realty Investors, 6.50%, Series F	a	82,000	69,875	70,571	160,049	382,495	1,281,660	1,092,146	1,103,025	2,501,566	5,978,397	
						3,462,797	4,914,816	4,615,492	7,154,416	20,147,521		

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
FREE STANDING	1.9%										
National Retail Properties, 7.375%, Series C	a	80,000	26,200		85,600	191,800	\$ 1,600,000	\$ 524,000		\$ 1,712,000	\$ 3,836,000
Realty Income Corp., 6.75%, Series E	a		80,000		166,350	246,350		1,686,400		3,506,658	5,193,058
							1,600,000	2,210,400		5,218,658	9,029,058
REGIONAL MALL	3.1%										
CBL & Associates Properties, 7.75%, Series C	a	105,000	50,000			155,000	1,496,250	712,500			2,208,750
CBL & Associates Properties, 7.375%, Series D	a	150,000	161,998		190,000	501,998	2,047,500	2,211,273		2,593,500	6,852,273
Simon Property Group, 8.375%, Series J (\$50 par value)	a	70,800	33,800		14,000	118,600	3,697,176	1,765,036		731,080	6,193,292
							7,240,926	4,688,809		3,324,580	15,254,315
TOTAL SHOPPING CENTER							12,303,723	11,814,025	4,615,492	15,697,654	44,430,894
SPECIALTY	2.7%										
Digital Realty Trust, 8.50%, Series A	a	130,600	65,900	146,375	122,000	464,875	2,873,200	1,449,800	3,220,250	2,684,000	10,227,250
Digital Realty Trust, 7.875%, Series B	a	42,000	13,650	82,575		138,225	875,700	284,603	1,721,689		2,881,992
							3,748,900	1,734,403	4,941,939	2,684,000	13,109,242
TOTAL REAL ESTATE							60,833,833	51,852,632	19,365,205	77,906,153	209,957,823
TOTAL PREFERRED SECURITIES \$25 PAR VALUE (Identified Cost \$84,495,309, \$70,987,018, \$25,882,409, \$106,490,216, and							60,833,833	51,852,632	20,329,410	77,906,153	210,922,028

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

\$287,854,952,  
respectively)

PREFERRED SECURITIES		CAPITAL SECURITIES		BANK		PROPERTY CASUALTY	
		2.9%		0.8%		1.5%	
CoBank ACB, 11.00%, Series C, 144A	d	25,000	25,000				
JPMorgan Chase & Co., 7.90%, due 4/29/49		1,000,000	1,000,000	877,530			
PNC Preferred Funding Trust I, 8.70%, due 12/31/49, 144A	d	1,400,000	1,400,000		1,150,726		
Natixis, 10.00%, due 4/29/49, 144A (France)	d	1,000,000	1,000,000	600,781			
				877,530	1,797,993	1,150,726	3,826,249
ACE Capital Trust II, 9.70%, due 4/1/30		1,500,000	1,500,000	1,368,803			
Liberty Mutual Group, 7.80%, due 3/15/37, 144A	d	1,500,000	2,000,000	3,500,000	841,524	1,122,032	1,963,556

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

		RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
Liberty Mutual Group, 10.75%, due 6/15/58, 144A	d	1,500,000	1,500,000		2,000,000	5,000,000	\$ 1,081,807	\$ 1,081,807		\$ 1,442,410	\$ 3,606,024
Liberty Mutual Insurance, 7.697%, due 10/15/97, 144A	d			1,000,000		1,000,000			599,399		599,399
							1,081,807	1,081,807	2,809,726	2,564,442	7,537,782
MULTI UTILITIES	0.2%										
Dominion Resources Capital Trust I, 7.83%, due 12/1/27				1,000,000		1,000,000			980,071		980,071
REAL ESTATE DIVERSIFIED	0.4%										
IVG Immobilien AG, 8.00%, due 5/29/49 (Germany)	c			4,000,000		4,000,000			1,908,436		1,908,436
TOTAL PREFERRED SECURITIES CAPITAL SECURITIES (Identified Cost \$1,474,675, \$2,254,992, \$12,378,600, \$5,325,771 and \$21,434,038, respectively)							1,081,807	1,959,337	7,496,226	3,715,168	14,252,538
CORPORATE BONDS	1.9%										
REAL ESTATE DIVERSIFIED	0.2%										
Liberty Property LP, 5.50%, due 12/15/16			1,000,000			\$ 1,000,000		813,975			813,975
HOTEL	0.2%										
Hospitality Properties Trust, 6.3%, due 6/15/16			1,220,000			1,220,000		978,400			978,400
INDUSTRIAL	1.5%										

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

ProLogis, 5.625%, due 11/15/15	a		750,000		1,500,000	2,250,000		595,430		1,190,859	1,786,289	
ProLogis International, 5.875%, due 10/23/14 (Luxembourg)	EUR	e	1,600,000	EUR1,190,000	EUR1,505,000	2,000,000	EUR6,295,000	1,481,409	1,101,798	1,393,450	1,851,762	5,828,419
								1,481,409	1,697,228	1,393,450	3,042,621	7,614,708
<b>TOTAL CORPORATE BONDS (Identified Cost \$1,382,762, \$3,317,766, \$1,299,142, \$2,800,385, \$8,800,055 and respectively)</b>								1,481,409	3,489,603	1,393,450	3,042,621	9,407,083

## Pro Forma Combining Schedule of Investments for:

COHEN &amp; STEERS PREMIUM INCOME REALTY FUND, INC. ( RPF )

COHEN &amp; STEERS ADVANTAGE INCOME REALTY FUND, INC. ( RLF )

COHEN &amp; STEERS WORLDWIDE REALTY INCOME FUND, INC. ( RWF )

COHEN &amp; STEERS QUALITY INCOME REALTY FUND, INC. ( RQI )

As of June 30, 2009 (Unaudited)

	RPF Shares Principal	RLF Shares Principal	RWF Shares Principal	RQI Shares Principal	Proforma Combined Fund (RLF, RWF and RPF into RQI) Shares/ Principal	RPF Value	RLF Value	RWF Value	RQI Value	Proforma Combined Fund (RLF, RWF and RPF into RQI) Value
SHORT-TERM INVESTMENTS	4.3%									
MONEY MARKET FUNDS										
Dreyfus Treasury Cash Management Fund, 0.001%	f 4,459,161	1,903,666	400,000	5,204,341	11,967,168	\$ 4,459,161	\$ 1,903,666	\$ 400,000	\$ 5,204,341	\$ 11,967,168
Federated U.S. Treasury Cash Reserves Fund, 0.00%	f 2,800,000		400,000	1,500,000	4,700,000	2,800,000		400,000	1,500,000	4,700,000
Fidelity Institutional Money Market Treasury Only Fund, 0.13%	f 1,100,000	1,800,000		1,300,000	4,200,000	1,100,000	1,800,000		1,300,000	4,200,000
TOTAL SHORT-TERM INVESTMENTS (Identified Cost \$8,359,161, \$3,703,666, \$800,000, \$8,004,341 and \$20,867,168, respectively)						8,359,161	3,703,666	800,000	8,004,341	20,867,168
TOTAL INVESTMENTS (Identified Cost \$275,407,645, \$247,801,722, \$150,716,346, \$367,117,227, and \$1,041,042,940 respectively)	176.7%					226,721,093	204,856,896	128,820,063	298,485,330	858,883,382
LIABILITIES IN EXCESS OF OTHER ASSETS	-34.2%					(43,727,005)	(39,035,270)	(24,532,686)	(58,931,171)	(166,226,132)h
	-42.5%					(54,800,000)	(49,950,000)	(30,000,000)	(71,825,000)	(206,575,000)h

LIQUIDATION  
VALUE OF  
PREFERRED  
SHARES

NET ASSETS  
APPLICABLE TO  
COMMON  
SHARES

100.0%

\$ 128,194,088 \$ 115,871,626 \$ 74,287,377 \$ 167,729,159 \$ 486,082,250i

Glossary of Portfolio Abbreviations

Euro	EUR
Floating Rate Note	FRN
Real Estate Investment Trust	REIT
United States Dollar	USD

Note: Percentages indicated are based on the net assets applicable to common shares of the Fund.

- <sup>a</sup> A portion or all of the security is pledged in connection with the revolving credit agreement: \$108,295,286, \$80,924,176, \$51,523,897, \$143,302,844, and \$384,046,203, respectively, has been pledged as collateral.
- <sup>b</sup> A portion of the security is segregated as collateral for interest rate swap transactions: \$9,378,000, \$9,297,000, \$3,177,260, \$15,016,500, and \$36,868,760, respectively, has been segregated as collateral.
- <sup>c</sup> Illiquid security. Aggregate holdings equal 1.1% , 1.0%, 2.5% , 1.2%, and 1.3%, respectively, of net assets applicable to common shares of the Fund.

- <sup>d</sup> Resale is restricted to qualified institutional investors. Aggregate holdings equal 0.8%, 0.9%, 4.8%, 2.2%, and 1.9%, respectively, of net assets applicable to common shares of the Fund.
- <sup>e</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 1.2%, 1.0%, 73.2%, 1.1%, and 12.1%, respectively, of net assets applicable to common shares of the Fund, including 0%, 0%, 71.3%, 0% and 10.9%, respectively, which have been fair valued pursuant to foreign security fair value pricing procedures approved by the Board of Directors.
- <sup>f</sup> Rate quoted represents the seven day yield of the fund.
- <sup>g</sup> Non-income producing security.
- <sup>h</sup> Does not reflect adjustment for required redemption of \$15,000,000 AMPS Series M7 for RWF and the simultaneous increase in the line of credit for the same amount.
- <sup>i</sup> Does not reflect \$1,135,000 in estimated reorganization expenses of which approximately \$302,000, \$274,000, \$161,000 and \$398,000 is attributable to RPF, RLF, RWF and RQI, respectively.

	RPF Notional Amount	RLF Notional Amount	RWF Notional Amount	RQI Notional Amount	ProForma Combined Fund (RLF, RWF and RPF into RQI) Notional Amount	Fixed Rate Payable	Floating Rate <sup>a</sup> (reset monthly) Receivable	Termination Date	RPF Unrealized Depreciation	RLF Unrealized Depreciation	RWF Unrealized Depreciation	RQI Unrealized Depreciation	Con Fund RW RP F Unr Depr
AG	55,000,000	33,000,000			88,000,000	3.60%	0.31%	January 29, 2014	(2,214,051)	(1,328,430)			(3)
k		20,000,000			20,000,000	3.62%	0.32%	January 16, 2013		(949,020)			(0)
AG			15,000,000		15,000,000	2.93%	0.31%	July 25, 2012			(412,176)		(0)
			5,000,000		5,000,000	3.60%	0.32%	January 17, 2013			(234,111)		(0)
AG				35,000,000	35,000,000	3.43%	0.32%	November 22, 2012				(1,442,047)	(1)
				13,000,000	13,000,000	3.64%	0.32%	April 17, 2013				(616,960)	(0)
				30,000,000	30,000,000	3.62%	0.31%	February 28, 2014				(1,211,854)	(1)
									(2,214,051)	(2,277,450)	(646,287)	(3,270,861)	(8)

<sup>a</sup> Based on LIBOR (London Interbank Offered Rate). Represents rates in effect at June 30, 2009.

## Pro Forma Combining Statement of Assets and Liabilities for:

Cohen &amp; Steers Premium Income Realty Fund ( RPF ), Cohen &amp; Steers Advantage Income Realty Fund ( RLF )

Cohen &amp; Steers Worldwide Realty Income Fund ( RWF ) and Cohen &amp; Steers Quality Income Realty Fund ( RQI )

As of June 30, 2009 (Unaudited)

	RPF	RLF	RWF	RQI	Pro Forma Adjustments	Pro Forma Combined RQI
<b>ASSETS:</b>						
Investments in securities, at value (Identified cost \$275,407,645, \$247,801,722, \$150,716,346, \$367,117,227 and \$1,041,042,940, respectively)	\$ 226,721,093	\$ 204,856,896	\$ 128,820,063	\$ 298,485,330		\$ 858,883,382
Cash (includes \$0, \$1,420,000, \$0, \$390,000 and \$1,810,000, respectively, segregated as collateral for open swap positions)	40,937	1,462,319	488,806	44,969		2,037,031
Dividends and interest receivable	1,445,183	1,210,001	1,138,060	1,853,177		5,646,421
Receivable for investment securities sold	892,846	533,823	1,176,087	1,049,043		3,651,799
Other assets	46,784	35,746	25,616	70,794		178,940
<b>Total Assets</b>	<b>229,146,843</b>	<b>208,098,785</b>	<b>131,648,632</b>	<b>301,503,313</b>		<b>870,397,573</b>
<b>LIABILITIES:</b>						
Payable for revolving credit agreement	43,000,000	39,000,000	25,000,000	57,500,000	15,000,000(2)	179,500,000
Unrealized depreciation on interest rate swap transactions	2,214,051	2,277,450	646,287	3,270,861		8,408,649
Payable for investment securities purchased	386,170	347,853	1,098,067	507,041		2,339,131
Payable for dividends declared on common shares	266,545	314,409	257,020	317,420		1,155,394
Foreign currency overdraft, at value (Cost \$0, \$0, \$41,654, \$0 and \$41,654, respectively)			41,205			41,205
Payable for investment management fees	121,650	120,860	101,178	174,768		518,456
Payable for dividends declared on preferred shares	11,341	6,156	22,734	11,414		51,645
Payable for administration fees	3,743	3,405	6,390	4,923		18,461
Payable for directors fees	1,889	1,930	1,869	1,894		7,582
Payable for interest expense	3,246	10,131	6,494	4,340		24,211
Other liabilities	144,120	194,965	180,011	156,493	1,135,000(1)	1,810,589
<b>Total Liabilities</b>	<b>46,152,755</b>	<b>42,277,159</b>	<b>27,361,255</b>	<b>61,949,154</b>	<b>1,135,000</b>	<b>193,875,323</b>
<b>Liquidation Value of Preferred Shares</b>	<b>54,800,000</b>	<b>49,950,000</b>	<b>30,000,000</b>	<b>71,825,000</b>	<b>(15,000,000)(2)</b>	<b>191,575,000</b>
<b>Total Net Assets Applicable to Common Shares</b>	<b>\$ 128,194,088</b>	<b>\$ 115,871,626</b>	<b>\$ 74,287,377</b>	<b>\$ 167,729,159</b>	<b>(1,135,000)</b>	<b>\$ 484,947,250</b>
<b>Net Assets consist of:</b>						
Paid-in-capital	\$ 310,707,777	\$ 261,186,556	\$ 254,907,231	\$ 402,000,659		\$ 1,228,802,223
Accumulated undistributed (Dividends in excess of) net investment income	(4,688,479)	(2,349,089)	(1,625,064)	(4,516,789)	(1,135,000)(1)	(14,314,421)
Accumulated net realized loss	(126,923,913)	(97,742,834)	(156,448,186)	(157,851,111)		(538,966,044)
Net unrealized depreciation	(50,901,297)	(45,223,007)	(22,546,604)	(71,903,600)		(190,574,508)
	\$ 128,194,088	\$ 115,871,626	\$ 74,287,377	\$ 167,729,159	(1,135,000)	\$ 484,947,250

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

SHARES OUTSTANDING	32,011,316	26,601,508	15,740,708	39,237,634	202,227(3)	113,793,393
NET ASSET VALUE PER COMMON SHARE	\$ 4.00	\$ 4.36	\$ 4.72	\$ 4.27		\$ 4.26
MARKET PRICE PER COMMON SHARE	\$ 3.55	\$ 3.64	\$ 4.26	\$ 4.04		
MARKET PRICE DISCOUNT TO NET ASSET VALUE PER COMMON SHARE	-11.25%	-16.51%	-9.75%	-5.39%		

- (1) Estimated reorganization expenses of \$1,135,000 of which approximately \$302,000, \$274,000, \$161,000 and \$398,000 is attributable to RPF, RLF, RWF and RQI, respectively.
- (2) Reflects adjustment for required redemption of \$15,000,000 AMPS Series M7 for RWF and the simultaneous increase in the line of credit.
- (3) Reflects capitalization adjustments giving effect of the transfer of shares of RQI which RPF, RLF and RWF shareholders will receive as if the Reorganization had taken place on June 30, 2009. The foregoing should not be relied upon to reflect the number of shares of RQI that actually will be received on or after such date.

See accompanying notes to pro forma financial statements

## Pro Forma Combining Statement of Operations for:

Cohen &amp; Steers Premium Income Realty Fund ( RPF ), Cohen &amp; Steers Advantage Income Realty Fund ( RLF )

Cohen &amp; Steers Worldwide Realty Income Fund ( RWF ) and Cohen &amp; Steers Quality Income Realty Fund ( RQI )

For the 12 Months Period Ended June 30, 2009 (Unaudited)

	RPF	RLF	RWF	RQI	Pro Forma Adjustments	Pro Forma Combined RQI <sup>(1)(2)</sup>
<b>Investment Income:</b>						
Dividend income (Net of \$15,324, \$13,331, \$394,747, \$18,262, and \$441,664, respectively of foreign withholding tax)	\$ 22,455,721	\$ 19,991,509	\$ 9,581,275	\$ 29,286,366		\$ 81,314,871
Interest income	929,532	981,131	1,545,354	1,430,922		4,886,939
<b>Total Income</b>	<b>23,385,253</b>	<b>20,972,640</b>	<b>11,126,629</b>	<b>30,717,288</b>		<b>86,201,810</b>
<b>Expenses:</b>						
Investment management fees	3,195,055	2,878,865	1,775,600	4,216,643	36,926(3)	12,103,089
Preferred remarketing fee	396,606	286,608	153,726	491,731	(76,863)(4)	1,251,808
Administration fees	176,339	149,746	157,609	219,830	(74,907)(3)	628,617
Line of credit fees	1,903,263	397,114	197,000	2,233,524	972,643(5)	5,703,544
Custodian fees and expenses	113,638	107,850	208,517	125,976	(150,000)(6)	405,981
Interest expense	255,984	1,327,005	440,021	381,626	428,362(5)	2,832,998
Transfer agent fees and expenses	24,191	24,037	23,732	24,345	(60,000)(6)	36,305
Professional fees	230,403	293,825	273,372	394,903	(598,200)(6)	594,303
Directors' fees and expenses	51,830	51,830	51,830	51,830	(147,000)(6)	60,320
Shareholder reporting expenses	100,426	78,664	74,417	139,770	(90,000)(6)	303,277
Registration and filing fees	31,063	30,823	13,372	44,297	(39,000)(6)	80,555
Miscellaneous	150,842	131,187	81,591	154,003	(45,000)(6)	472,623
<b>Total Expenses</b>	<b>6,629,640</b>	<b>5,757,554</b>	<b>3,450,787</b>	<b>8,478,478</b>	<b>156,961(7)</b>	<b>24,473,420</b>
Reduction of Expenses	(667,865)	(646,206)	(237,276)	(911,166)	41,895(3)	(2,420,618)
<b>Net Expenses</b>	<b>5,961,775</b>	<b>5,111,348</b>	<b>3,213,511</b>	<b>7,567,312</b>	<b>198,856</b>	<b>22,052,802</b>
<b>Net Investment Income (Loss)</b>	<b>17,423,478</b>	<b>15,861,292</b>	<b>7,913,118</b>	<b>23,149,976</b>	<b>(198,856)</b>	<b>64,149,008</b>
<b>Net Realized and Unrealized Gain (Loss)</b>						
<b>Net realized gain (loss) on:</b>						
Investments	(126,214,904)	(99,545,535)	(132,008,717)	(165,335,812)		(523,104,968)
Foreign currency transactions	(20,745)	(17,694)	(283,606)	(21,023)		(343,068)
Options	342,856	315,128		455,797		1,113,781
Interest rate swap transactions	(7,472,039)	(8,796,953)	(3,942,958)	(8,276,446)		(28,488,396)
<b>Net realized loss</b>	<b>(133,364,832)</b>	<b>(108,045,054)</b>	<b>(136,235,281)</b>	<b>(173,177,484)</b>		<b>(550,822,651)</b>
<b>Net change in unrealized appreciation (depreciation) on:</b>						
Investments	(162,007,078)	(125,502,002)	(4,400,820)	(175,948,684)		(467,858,584)
Interest rate swap transactions	(3,518,571)	(824,043)	(559,847)	(3,339,977)		(8,242,438)
Foreign currency related translations	(4,400)	(3,676)	(2,548)	(5,150)		(15,774)
<b>Net Change in unrealized appreciation (depreciation)</b>	<b>(165,530,049)</b>	<b>(126,329,721)</b>	<b>(4,963,215)</b>	<b>(179,293,811)</b>		<b>(476,116,796)</b>
<b>Net realized and unrealized loss</b>	<b>(298,894,881)</b>	<b>(234,374,775)</b>	<b>(141,198,496)</b>	<b>(352,471,295)</b>		<b>(1,026,939,447)</b>

Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form N-14MEF

Net Decrease in Net Assets Resulting from Operations	(281,471,403)	(218,513,483)	(133,285,378)	(329,321,319)	(198,856)	(962,790,439)
Less Dividends to Preferred Shareholders	(4,036,349)	(2,102,778)	(1,924,544)	(4,602,535)	(961,303)(4)	(13,627,509)
Net Decrease in Net Assets Resulting from Operations applicable to Common Shares	\$ (285,507,752)	\$ (220,616,261)	\$ (135,209,922)	\$ (333,923,854)	\$ (1,160,159)	\$ (976,417,948)

- (1) Income, expenses, realized losses, unrealized depreciation, and dividends and distributions to preferred shares for the combined fund represent such items as if the combination was consummated on July 1, 2008. After the restructuring, the combined fund will not have any preferred shares outstanding.

- (2) The information for RPF, RLF, RWF and RQI presented in the Fees and Expenses Table in the Proxy Statement/Prospectus is presented based upon information as of November 30, 2009 to reflect the significant reduction of each Funds net assets as a result of market events, to reflect the utilization of a single credit facility provider for all funds and to omit the effects of any AMPS costs. As a result, information presented above for the Pro Forma Combined RQI (which includes the impact of having AMPS outstanding throughout the period) does not correspond to the Fees and Expenses Table in the Proxy Statement/Prospectus.
- (3) Pro forma adjustment to reflect fees based upon the Surviving Fund's fee schedule.
- (4) Pro forma adjustment for required redemption of AMPS Series M7 by RWF to avoid potential application of a preferential dividend.
- (5) Adjustment to reflect change from the existing line of credit for RLF and RWF to the terms in existence for RQI's line of credit.
- (6) Reflects elimination of duplicate fees or services.
- (7) Does not reflect non-recurring estimated Reorganization expenses of \$1,135,000 of which approximately \$302,000, \$274,000, \$161,000 and \$398,000 is attributable to RPF, RLF, RWF and RQI, respectively.

See accompanying notes to pro forma financial statements

**Cohen & Steers Premium Income Realty Fund, Inc.,**

**Cohen & Steers Advantage Income Realty Fund, Inc. and**

**Cohen & Steers Worldwide Realty Income Fund, Inc.**

**Merger With and Into**

**Cohen & Steers Quality Income Realty Fund, Inc.**

**Notes to Pro Forma Combined Financial Statements**

**Cohen & Steers Quality Income Realty Fund, Inc.**

**(Unaudited)**

**NOTE 1 Basis of Combination:**

The Board of Directors of each of Cohen & Steers Premium Income Realty Fund, Inc. ( RPF ), Cohen & Steers Advantage Income Realty Fund, Inc. ( RLF ) and Cohen & Steers Worldwide Realty Income Fund, Inc. ( RWF ) (collectively the Acquired Funds ), and Cohen & Steers Quality Income Realty Fund, Inc. ( RQI or the Acquiring Fund ), and together with RPF, RLF and RWF, each, a Fund and collectively, the Funds ) at meetings held on June 29, 2009 and, for RWF and RQI, on December 10, 2009, each approved a proposed tax-free reorganization in which RPF, RLF and RWF will merge with RQI and stockholders of RPF, RLF and RWF will receive newly issued shares of common stock of RQI (each, a Merger ). As a result of each Merger, each full (and fractional) share of common stock of an Acquired Fund will convert into an equivalent dollar amount of full (and fractional) shares of common stock of RQI, based on the net asset value per share of each Fund calculated at 4:00 p.m. on the closing date, and each Acquired Fund stockholder will become an Acquiring Fund stockholder and will receive, on the closing date, that number of full (and fractional) shares of common stock of RQI having an aggregate net asset value equal to the aggregate net asset value of such stockholder s shares of common stock of the Acquired Fund as of the closing date (each, an Exchange ). On November 24, 2009, stockholders of RLF and RPF approved merging with and into RQI and the stockholders of RQI also approved those Mergers as well as the Merger with RWF. Each such merger occurred on December 18, 2009. If RWF stockholders do not approve the Merger, RWF will continue as a separate investment company.

The Exchange will be accounted for as a tax-free reorganization of investment companies. The unaudited Pro Forma Combined Schedule of Investments and Combined Statement of Assets and Liabilities reflect the financial position of the Funds as if the Mergers occurred on June 30, 2009. The unaudited Pro Forma Combined Statement of Operations reflects the results of operations of the Funds for the twelve months ended June 30, 2009 as if the Mergers occurred on July 1, 2008. These statements have been derived from the books and records of the Funds utilized in calculating daily net asset value at the date indicated above in conformity with accounting principles generally accepted in the United States of America. As of June 30, 2009, all securities held by RPF, RLF and RWF comply with the compliance guidelines and/or investment restrictions of RQI. The historical cost of investment securities will be carried forward to the surviving entity. The fiscal year end for the Funds is December 31. Following the Exchange, RQI will be the accounting survivor.

The accompanying pro forma financial statements and notes to financial statements should be read in conjunction with the historical financial statements of the Funds included in this document. Such pro forma combined financial statements are presented for informational purposes only and may not necessarily be representative of what the actual combined financial statements would have been had the Exchange occurred on the respective dates.

The costs associated with the Mergers, including costs associated with the stockholder meeting, will be borne directly by the Funds and allocated among the Funds based upon their net assets. The estimated expenses of the Mergers are \$1,135,000 in the aggregate of which, on a preliminary basis, approximately \$302,000, \$274,000, \$161,000 and \$398,000 is attributable to RPF, RLF, RWF and RQI, respectively.

**NOTE 2 RPF, RLF, RWF & RQI Fund Valuation:**

*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 for the day or, if no asked price is available, at the bid price.

Securities not listed on the New York Stock Exchange but listed on other domestic or foreign securities exchanges or admitted to trading on the National Association of Securities Dealers Automated Quotations, Inc. (Nasdaq) national market system 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 Cohen & Steers Capital Management, Inc. (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 for the 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 Board of Directors to reflect the fair market value of such securities.

Securities for which market prices are unavailable, or securities for which the investment manager determines that bid and/or asked price does not reflect market value, will be valued at fair value pursuant to procedures approved by the Funds' 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 Funds determine 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 recent transactions in comparable securities, information relating to the specific security and developments in the markets.

The Funds' use of fair value pricing may cause the net asset value of the Funds 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, which have a maturity date of 60 days or less, are valued at amortized cost, which approximates value.

**NOTE 3 Capital Shares:**

The pro forma net asset value per share assumes the issuance of shares of common stock of RQI that would have been issued at June 30, 2009 in connection with the proposed Mergers. The number of shares assumed to be issued is equal to the net asset value of shares of RPF, RLF and RWF, as of June 30, 2009, divided by the net

asset value per share of the shares of RQI as of June 30, 2009. The pro forma number of shares outstanding for the combined fund consists of the following at June 30, 2009:

Total Outstanding					Total Outstanding
RQI Shares	Additional Shares	Additional Shares	Additional Shares	Additional Shares	RQI Shares
Pre-Combination	Assumed Issued In RPF Merger	Assumed Issued In RLF Merger	Assumed Issued In RWF Merger	Assumed Issued In RWF Merger	Post-Combination
39,237,634	30,022,035	27,136,212	17,397,512	17,397,512	113,793,393

**NOTE 4 Pro Forma Operating Expenses:**

The pro forma combined statements of operations for the twelve-month period ending June 30, 2009, as adjusted, giving effect to the Exchange reflects changes in expenses of the pro forma combined fund (RQI) as if the Exchange was consummated on July 1, 2008. Although it is anticipated that there will be an elimination of certain duplicative expenses because of the Exchange, the actual amount of such expenses cannot be determined because it is not possible to predict the cost of future operations.

**NOTE 5 Federal Income Taxes:**

Each of the Funds has elected to be taxed as a regulated investment company under the Internal Revenue Code of 1986, as amended (the Code). If any or all of the Mergers are consummated, RQI would seek to continue to qualify as a regulated investment company, if such qualification is in the best interests of its stockholders, by complying with the provisions available to certain investment companies, as defined in applicable sections of the Code, and to make distributions of taxable income sufficient to relieve it from all, or substantially all, U.S. federal income taxes. In addition, each Acquired Fund will make any required income or capital gain distributions prior to consummation of the relevant Merger, in accordance with provisions of the Code relating to tax-free mergers of investment companies.

RQI will inherit the capital loss carryforwards (and unrealized built-in losses) of each Acquired Fund which will be subject to the limitations described below. The Acquiring Fund and each of the Acquired Funds have capital loss carryforwards (and unrealized built-in losses) that, in the absence of the Merger, would generally be available to offset their capital gains. If, however, the Merger occurs, then the Acquiring Fund and each Acquired Fund will undergo an ownership change for U.S. federal income tax purposes and, accordingly, RQI's use of RQI's and each Acquired Fund's capital loss carryforwards (and certain unrealized built-in losses) will be significantly limited by the operation of the tax loss limitation rules of the Code. The Code generally limits the amount of each of the Funds' pre-ownership-change losses that may be used to offset post-ownership-change gains to a specific annual loss limitation amount (generally the product of (i) the fair market value, with certain adjustments, of the stock of RQI and each of the Acquired Funds immediately prior to the Mergers and (ii) a rate established by the IRS (for example, the rate is 4.48% for August 2009)). Subject to certain limitations, any unused portion of these losses may be available in subsequent years.

Due to the operation of these tax loss limitation rules if a Merger occurs, it is possible that stockholders of RQI and each Acquired Fund will receive taxable distributions earlier than they would have in the absence of the Merger. The actual effect of the loss limitation rules on a stockholder of each of the Funds will, however, depend upon many variables, including (a) whether, in the absence of the Mergers, each of the Funds would generate sufficient capital gains against which to utilize its capital loss carryforwards prior to their expiration (and certain realized built-in losses), and whether such capital gains are in excess of what would have been the annual loss limitation amount if the Mergers occur, (b) the timing and amount of future capital gains recognized by RQI if the Mergers occur, and (c) the timing of a historic RPF, RLF, RWF or RQI stockholder's disposition of his or her shares (the tax basis of which might, depending on the facts, reflect that stockholder's share of either RPF, RLF, RWF or RQI capital losses). Stockholders of the Funds are urged to consult their own tax advisors in this regard. The combination of these factors on the use of capital loss carryforwards may result in some portion of the loss carryforwards of any of the Funds expiring unused, even in the absence of a Merger.

The identified cost of investments for the Acquiring Fund and the Acquired Funds are substantially the same for both financial accounting and federal income tax purposes. The tax cost of investments will remain unchanged for the combined entity.

**COHEN & STEERS QUALITY INCOME REALTY FUND, INC.**

**PART C**

**OTHER INFORMATION**

**Item 15**      **Indemnification.**

It is the Registrant's policy to indemnify its directors, officers, employees and other agents to the maximum extent permitted by Section 2-418 of the General Corporation Law of the State of Maryland as set forth in Article NINTH of Registrant's Articles of Incorporation, and Article VIII, Section 1, of the Registrant's By-Laws. The liability of the Registrant's directors and officers is dealt with in Article NINTH of Registrant's Articles of Incorporation and Article VIII, Section 1 through Section 6, of the Registrant's By-Laws. The liability of Cohen & Steers Capital Management, Inc., the Registrant's investment manager (the "Investment Manager"), for any loss suffered by the Registrant or its shareholders is set forth in Section 4 of the Investment Management Agreement. The liability of Cohen & Steers Capital Management, Inc., the Registrant's administrator, for any loss suffered by the Registrant or its shareholders is set forth in Section 6 of the Administration Agreement.

Insofar as indemnification for liabilities under the Securities Act of 1933 may be permitted to the directors and officers, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in such Act and is therefore unenforceable. If a claim for indemnification against such liabilities under the Securities Act of 1933 (other than for expenses incurred in a successful defense) is asserted against the Registrant by the directors or officers in connection with the shares, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in such Act and will be governed by the final adjudication of such issue.

**Item 16**      **Exhibits.**

- (1) (a) Registrant's Articles of Incorporation are incorporated by reference to Exhibit (1)(a) of the Registrant's Registration Statement on Form N-14 (File No. 333-160355) filed on June 30, 2009.
- (1) (b)(i) Form of Articles Amendment are incorporated by reference to Exhibit 2(a)(ii) of Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-2 (the "Registration Statement"), filed January 23, 2002.
- (1) (b)(ii) Form of Articles Supplementary are incorporated by reference to Exhibit 2(d)(i) of Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-82436), filed March 29, 2002.
- (1) (b)(iii) Form of Articles Supplementary are incorporated by reference to Exhibit 2(d)(i) of Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-107120), filed September 9, 2003.
- (1) (b)(iv) Form of Articles Supplementary are incorporated by reference to Exhibit 2(d)(i) of Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-2 (File No. 333-119361), filed November 12, 2004.
- (1) (b)(v) Articles Supplementary are incorporated by reference to Exhibit (1)(b)(v) of the Registrant's Registration Statement on Form N-14 (File No. 333-160355) filed on June 30, 2009.
- (2) Registrant's By-Laws are incorporated by reference to Exhibit (2) of the Registrant's Registration Statement on Form N-14 (File No. 333-160355) filed on June 30, 2009.
- (3) Not Applicable.

- (4) Form of Agreement and Plan of Merger.\*
- (5) (a) Reference is made to Exhibits (1) and (2) hereof.
- (5) (b) Specimen Stock Certificate is incorporated by reference to Exhibit 2(d)(i) of Pre-Effective Amendment No. 1 to the Registration Statement, filed January 23, 2002.
- (6) Form of Investment Management Agreement is incorporated by reference to Exhibit 2(g)(i) of Pre-Effective Amendment No. 1 to the Registration Statement, filed January 23, 2002.
- (7) Not Applicable.
- (8) Not Applicable.
- (9) Form of Custodian Agreement is incorporated by reference to Exhibit 2(j) of Pre-Effective Amendment No. 1 to the Registration Statement, filed January 23, 2002.
- (10) Not Applicable.
- (11) (a) Opinion and Consent of Stroock & Stroock & Lavan LLP are incorporated by reference to Exhibit (11)(a) of Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-14 (File No. 333-160355) filed on August 18, 2009.
- (11) (b) Opinion and Consent of Venable LLP are incorporated by reference to Exhibit (11)(b) of Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-14 (File No. 333-160355) filed on August 18, 2009.
- (12) Opinion and Consent of counsel regarding tax matters.\*\*
- (13) (a) Form of Transfer Agency, Registrar and Dividend Disbursing Agency Agreement is incorporated by reference to Exhibit 2(k)(i) of Pre-Effective Amendment No. 1 to the Registration Statement, filed January 23, 2002.
- (13) (b)(i) Form of Administration Agreement between the Fund and the Investment Manager is incorporated by reference to Exhibit 2(k)(ii) of Pre-Effective Amendment No. 1 to the Registration Statement, filed January 23, 2002.
- (13) (b)(ii) Form of Administration Agreement between the Fund and State Street Bank and Trust Company is incorporated by reference to Exhibit 2(k)(iii) of Pre-Effective Amendment No. 1 to the Registration Statement, filed January 23, 2002.
- (14) Consent of Independent Registered Public Accounting Firm.\*
- (15) Not Applicable.
- (16) Power of Attorney is incorporated by reference to Exhibit (16) of the Registrant's Registration Statement on Form N-14 (File No. 333-160355) filed on June 30, 2009.
- (17) (a) Proxy Cards are incorporated by reference to (i) Exhibit 17(a) of Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-14 (File No. 333-160355), filed August 18, 2009 and (ii) Exhibit 17(a) of Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-14 (File No. 333-160355), filed December 14, 2009.
- (17) (b) Dividend Reinvestment Plan is incorporated by reference to Exhibit (17)(b) of the Registrant's Registration Statement on Form N-14 (File No. 333-160355) filed on June 30, 2009.

\* Filed herein or herewith.

\*\* To be filed by Post-Effective Amendment.

#### Item 17 Undertakings.

- (1) The undersigned Registrant agrees that prior to any public reoffering of the securities registered through the use of a prospectus which is a part of this registration statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) under the Securities Act of 1933, the reoffering prospectus will contain the information called for by the applicable registration form for reofferings by persons who may be deemed underwriters, in addition to the

information called for by the other items of the applicable form.

- (2) The undersigned Registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as a part of an amendment to the registration statement and will not be used until the amendment is effective, and that, in determining any liability under the Securities Act of 1933 each post-effective amendment shall be deemed to be a new registration statement for the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering of them.
- (3) The undersigned Registrant agrees to file by post-effective amendment the final opinions of counsel regarding tax matters within a reasonable period of time after receiving such opinion.

**SIGNATURES**

As required by the Securities Act of 1933, this Amendment to the Registration Statement has been signed on behalf of the Registrant, in the City of New York, and State of New York on the 25th day of February, 2010.

COHEN & STEERS QUALITY INCOME  
REALTY FUND, INC.

By: /s/ Adam M. Derechin  
Adam M. Derechin, President

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities and on the dates indicated have signed this Amendment to the Registration Statement below.

Signatures	Title	Date
/s/ Adam M. Derechin (Adam M. Derechin)	President and Chief Executive Officer (Principal Executive Officer)	February 25, 2010
/s/ James Giallanza (James Giallanza)	Treasurer (Principal Financial and Accounting Officer)	February 25, 2010
* (Martin Cohen)	Co-Chairman and Director	February 25, 2010
* (Robert H. Steers)	Co-Chairman and Director	February 25, 2010
* (Bonnie Cohen)	Director	February 25, 2010
* (George Grossman)	Director	February 25, 2010
* (Richard E. Kroon)	Director	February 25, 2010
* (Richard J. Norman)	Director	February 25, 2010
* (Frank K. Ross)	Director	February 25, 2010

\* Director February 25, 2010  
(Willard H. Smith Jr.)

\* Director February 25, 2010  
(C. Edward Ward, Jr.)

\* By: /s/ Tina M. Payne  
Tina M. Payne  
Attorney-In-Fact

Exhibit Index

- (14) Consent of Independent Registered Public Accounting Firm