

COHEN & STEERS REIT & PREFERRED INCOME FUND INC
Form CORRESP
October 08, 2004

[Letterhead of Simpson Thacher & Bartlett LLP]

212-455-3205

jgray@stblaw.com

October 8, 2004

Re: Cohen & Steers REIT and Preferred Income Fund, Inc.,
(File Nos. 333-113018 and 811-21326)

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington D.C. 20549
Attn: Filing Desk

Dear Sir/Madam:

Pursuant to the General Rules and Regulations under the Securities Act of 1933, as amended, (the "Act") Cohen & Steers REIT and Preferred Income Fund, Inc. (the "Fund"), has submitted for filing the Pre-Effective Amendment No. 2 to the Registration Statement of the Fund. Please note that the Fund and the underwriters have requested acceleration of the Registration Statement on Form N-2 so that it will become effective as soon as practicable on Tuesday, October 12, 2004.

The prospectus and the statement of additional information included therein omit certain information as permitted pursuant to Rule 430A which is dependent upon the offering price and the delivery date. The Fund has furnished the undertakings required by Item 512(i) of Regulations S-K and information omitted in reliance on Rule 430A will be contained in a form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 497(h) under the Act.

We have attached acceleration requests from the Fund and the underwriters.

Any questions or communications concerning the enclosed materials should be directed to Jon Gray at (212) 455-3205 of this firm.

Very truly yours,

/s/ Jon Gray

Jon Gray

Enclosures

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cc: Keith O'Connell (Securities and Exchange Commission)
Sarah E. Cogan, Esq.
Lawrence B. Stoller, Esq.
Leonard Mackey, Esq.
Lee Miller, Esq.

October 8, 2004

[Letterhead of Cohen & Steers REIT and Preferred Income Fund, Inc.]

October 8, 2004

OVERNIGHT DELIVERY AND EDGAR

Securities & Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Attention: Mr. Keith O'Connell

Re: Cohen & Steers REIT and Preferred Income Fund, Inc.
Registration Statement on Form N-2
Filed on October 6, 2004
File Nos.: 333-113018 and 811-21326

Dear Mr. O'Connell:

Pursuant to Rule 461 of the General Rules and Regulations under the Securities Act of 1933, as amended, Cohen & Steers REIT and Preferred Income Fund, Inc. (the "Fund") hereby requests that the effective date of the Registration Statement on Form N-2 (File Nos.: 333-113018 and 811-21326) (the "Registration Statement") be accelerated so that it will be declared effective as soon as practicable on Tuesday, October 12, 2004.

We have also been advised that the National Association of Securities Dealers, Inc. has no objection to the underwriting arrangements.

In addition, as you requested in a telephone conversation held on September 29, 2004 with Jon R. Gray of Simpson Thacher & Bartlett LLP, the Fund hereby acknowledges that:

- o in declaring the Registration Statement effective, neither the Securities and Exchange Commission (the "Commission") nor the staff of the Commission (the "Staff") forecloses itself from taking any action with respect to the Registration Statement;

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- o the action of the Commission or the Staff in declaring the filing effective does not relieve the Fund from its full responsibility for the adequacy and accuracy of the disclosure in the Registration Statement; and
- o the Fund may not assert Staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Very truly yours,

COHEN & STEERS REIT AND
PREFERRED INCOME FUND, INC.

By: /s/ Lawrence B. Stoller

Name: Lawrence B. Stoller

[LOGO OF MERRILL LYNCH]

Global Markets & Investment Banking
4 World Financial Center - 5th Floor
New York, New York 10080
212-449-6500

October 8, 2004

Mr. Keith O'Connell
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Cohen & Steers REIT and Preferred Income Fund, Inc. (the "Fund")
Form N-2 Registration Statement No. 333-113018
Investment Company Act File No. 811-21326

Dear Mr. O'Connell:

Pursuant to Rule 460 of the General Rules and Regulations under the Securities Act of 1933, as amended (the "Securities Act"), we on behalf of the several underwriters, wish to advise you that the amended Registration Statement, Form N-2 as filed on October 6, 2004, and Preliminary Prospectus dated October 6, 2004, will be electronically distributed during the period October 6, 2004 through pricing October 12, 2004 as follows: approximately 350 copies of the Preliminary Prospectus and a limited number of Registration Statements will be sent to underwriters, dealers and institutions.

In accordance with Rule 461 of the General Rules and Regulations under

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the Securities Act, the undersigned, on behalf of the underwriters of the offering of up to 2,200 preferred shares of beneficial interest of the Fund, Series TH28, hereby joins in the request of the Fund for acceleration of the effective date of the above-named Registration Statement so that it becomes effective on October 12, 2004, or as soon as possible thereafter.

Very truly yours,

MERRILL LYNCH & CO.
MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

On behalf of the several Underwriters

By: MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

/s/ Richard A. Diaz

Name: Richard A. Diaz
Authorized Signatory