COHEN & STEERS REIT & PREFERRED INCOME FUND INC

Form N-PX August 24, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21326

NAME OF REGISTRANT: Cohen & Steers REIT and Preferred

Income Fund, Inc

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 757 Third Avenue

New York, NY 10017

NAME AND ADDRESS OF AGENT FOR SERVICE: John E. McLean

757 Third Avenue New York, NY 10017

REGISTRANT'S TELEPHONE NUMBER: 212-832-3232

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2004 - 06/30/2005

Cohen & Steers REIT and Preferred Income Fund

AMIT DESTRENTIAL DESCRETES TRIST

AMLI RESIDENTIAL PROPERTIES TRUST Age

Security: 001735109 Meeting Type: Annual Meeting Date: 25-Apr-2005

Ticker: AML

ISIN:

| Prop. | # Proposal | Proposal Type | Proposal Vote |
|-------|---|------------------------------|-------------------|
| 01 | DIRECTOR BRUCE P. BICKNER LAURA D. GATES MARC S. HEILWEIL GREGORY T. MUTZ | Mgmt Mgmt Mgmt Mgmt | For For For |
| 02 | TO AMEND THE DECLARATION OF TRUST TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF TRUSTEES. | Mgmt | For |
| 03 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS AMLI | Mgmt | For |

S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005.

| ARCHS | | | |
|----------------------|--|--|----------------------------|
| | Security: 039583109 | | |
| Мє | eeting Type: Annual | | |
| Me | eeting Date: 04-May-2005 | | |
| | Ticker: ASN | | |
| | ISIN: | | |
| ron : | # Proposal | Proposal | Proposal Vote |
| TOP. | # Floposal | Type | ETOPOSAT VOCC |
| | | 1110 | |
| 1 | DIRECTOR | | |
| | JAMES A. CARDWELL | Mgmt | For |
| | ROBERT P. KOGOD | Mgmt | For |
| | JAMES H. POLK, III | Mgmt | For |
| 02 | AMENDMENT OF THE DECLARATION OF TRUST OF ARCHSTONE-SMITH TO ELIMINATE THE CLASSIFICATION OF TRUSTEES. | Mgmt | For |
|)3 | RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS FOR THE CURRENT FISCAL YEAR. | Mgmt | For |
| ARDEI | N REALTY, INC. | | A |
| Ме | Security: 039793104 eeting Type: Annual | | |
| Мє | Security: 039793104 | | |
| Мє | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI | | |
| Me | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI | | |
| Me Me | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI ISIN: | Proposal | |
| Me Me | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI ISIN: # Proposal | Proposal | |
| Me Me | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI ISIN: # Proposal DIRECTOR | Proposal Type | Proposal Vote |
| Me Prop.∮ | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI ISIN: # Proposal DIRECTOR RICHARD S. ZIMAN | Proposal Type | Proposal Vote |
| Me | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI ISIN: # Proposal DIRECTOR RICHARD S. ZIMAN VICTOR J. COLEMAN RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT | Proposal Type Mgmt Mgmt | Proposal Vote For For |
| Me Me | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI ISIN: # Proposal DIRECTOR RICHARD S. ZIMAN VICTOR J. COLEMAN RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP TO ACT AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2005. ADOPTION OF THE THIRD AMENDED AND RESTATED 1996 | Proposal Type Mgmt Mgmt | Proposal Vote For For |
| Me ?rop.∜ | Security: 039793104 eeting Type: Annual eeting Date: 25-May-2005 Ticker: ARI ISIN: # Proposal DIRECTOR RICHARD S. ZIMAN VICTOR J. COLEMAN RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP TO ACT AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2005. | Proposal Type Mgmt Mgmt Mgmt | Proposal Vote For For For |

| DVWINDIMIND VOV. | TY TRUST | | Ag |
|--|--|--|---------------------|
| Meeting Type | : 105368203 : Annual : 02-May-2005 : BDN | | |
| Prop.# Proposal | | Proposal Type | Proposal Vote |
| DIRECTOR WALTER D'A D. PIKE AN DONALD E. WYCHE FOWN MICHAEL J. ANTHONY A CHARLES P | LOIAN AXINN LER . JOYCE . NICHOLS SR. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| GERARD H. OZ RATIFICAT: OF PRICEWA | | Mgmt Mgmt | For |
| 03 APPROVAL (| OF THE AMENDMENT AND RESTATEMENT OF | Mgmt | For |
| | LONG-TERM INCENTIVE PLAN. | Š | |
| THE 1997 I | LONG-TERM INCENTIVE PLAN. | | Ag |
| THE 1997 I | LONG-TERM INCENTIVE PLAN. TRUST : 133131102 : Special : 28-Feb-2005 : CPT | | Ag |
| THE 1997 I | LONG-TERM INCENTIVE PLAN. TRUST : 133131102 : Special : 28-Feb-2005 : CPT | | Ag Proposal Vote |
| THE 1997 I | TRUST : 133131102 : Special : 28-Feb-2005 : CPT : OF THE ISSUANCE OF CAMDEN COMMON SHARES TO THE AGREEMENT AND PLAN OF MERGER, OF OCTOBER 4, 2004, BY AND AMONG CAMDEN TRUST, CAMDEN SUMMIT, INC. (FORMERLY CAMDEN SPARKS, INC.) AND SUMMIT PROPERTIES | Proposal Type | |

Security: 133131102 Meeting Type: Annual Meeting Date: 06-May-2005

Ticker: CPT

ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-------------------------|------------------|---------------|
| 01 | DIRECTOR | | |
| | RICHARD J. CAMPO | Mgmt | For |
| | WILLIAM R. COOPER | Mgmt | For |
| | GEORGE A. HRDLICKA | Mgmt | For |
| | SCOTT S. INGRAHAM | Mgmt | For |
| | LEWIS A. LEVEY | Mgmt | For |
| | WILLIAM B. MCGUIRE, JR. | Mgmt | For |
| | D. KEITH ODEN | Mgmt | For |
| | F. GARDNER PARKER | Mgmt | For |
| | WILLIAM F. PAULSEN | Mgmt | For |
| | STEVEN A. WEBSTER | Mgmt | For |

______ CAPITAL TRUST, INC. Agen ______

Security: 14052H506 Meeting Type: Annual Meeting Date: 14-Jun-2005

Ticker: CT

ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 01 | DIRECTOR | | |
| | SAMUEL ZELL | Mgmt | For |
| | THOMAS E. DOBROWSKI | Mgmt | For |
| | MARTIN L. EDELMAN | Mgmt | For |
| | CRAIG M. HATKOFF | Mgmt | For |
| | EDWARD S. HYMAN | Mgmt | For |
| | JOHN R. KLOPP | Mgmt | For |
| | HENRY N. NASSAU | Mgmt | For |
| | JOSHUA A. POLAN | Mgmt | For |
| | LYNNE B. SAGALYN | Mgmt | For |
| 02 | THE PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

CARRAMERICA REALTY CORPORATION Agen

Security: 144418100 Meeting Type: Annual
Meeting Date: 28-Apr-2005

Ticker: CRE ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 01 | DIRECTOR | | |
| | ANDREW F. BRIMMER | Mgmt | For |
| | BRYCE BLAIR | Mgmt | For |
| | JOAN CARTER | Mgmt | For |
| | PHILIP L. HAWKINS | Mgmt | For |
| | ROBERT E. TORRAY | Mgmt | For |
| | THOMAS A. CARR | Mgmt | For |
| | WESLEY S. WILLIAMS, JR. | Mgmt | For |
| 02 | RATIFY THE APPOINTMENT OF KPMG LLP AS CARRAMERICA S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, | Mgmt | For |

CEDAR SHOPPING CENTERS, INC. Agen ______

Security: 150602209 Meeting Type: Annual

2005.

Meeting Date: 20-May-2005

Ticker: CDR

ISIN:

| Prop. | # Proposal | Proposal Type | Proposal Vote |
|-------|---|------------------|---------------|
| 01 | DIRECTOR JAMES J. BURNS | Mgmt | For |
| | RICHARD HOMBURG | Mgmt | For |
| | J.A.M.H. DER KINDEREN | Mgmt | For |
| | EVERETT B. MILLER, III | Mgmt | For |
| | LEO S. ULLMAN | Mgmt | For |
| | BRENDA J. WALKER | Mgmt | For |
| | ROGER M. WIDMANN | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

COLONIAL PROPERTIES TRUST Agen

Security: 195872106 Meeting Type: Special
Meeting Date: 15-Apr-2005
Ticker: CLP

ISIN:

5

| | |
|------|------|

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 01 | TO APPROVE THE ISSUANCE OF COLONIAL COMMON SHARES CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 25, 2004, AS AMENDED, BY AND AMONG THE COMPANY, CLNL ACQUISITION SUB LLC, AND CORNERSTONE REALTY INCOME TRUST, INC. THE MERGER AGREEMENT IS DESCRIBED IN, AND ATTACHED AS ANNEX A TO, THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS. | Mgmt | For |
| 02 | TO APPROVE AN AMENDMENT TO THE COLONIAL DECLARATION OF TRUST TO INCREASE THE NUMBER OF AUTHORIZED COLONIAL COMMON SHARES FROM 65,000,000 TO 125,000,000 AND COLONIAL PREFERRED SHARES FROM 10,000,000 TO 20,000,000. | Mgmt | For |
| 03 | TO APPROVE THE ISSUANCE OF UP TO 15,000,000 COLONIAL PREFERRED SHARES. | Mgmt | For |
| 04 | TO APPROVE AN ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF SHAREHOLDERS, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSALS ABOVE. | Mgmt | For |

COLONIAL PROPERTIES TRUST Agen _____

Security: 195872106 Meeting Type: Annual
Meeting Date: 27-Apr-2005
Ticker: CLP

ISIN:

| Prop. | # Proposal | Proposal Type | Proposal Vote |
|-------|---|------------------|---------------|
| 01 | DIRECTOR | | _ |
| | CARL F. BAILEY | Mgmt | For |
| | M. MILLER GORRIE | Mgmt | For |
| | WILLIAM M. JOHNSON | Mgmt | For |
| | GLADE M. KNIGHT* | Mgmt | For |
| | JAMES K. LOWDER | Mgmt | For |
| | THOMAS H. LOWDER | Mgmt | For |
| | HERBERT A. MEISLER | Mgmt | For |
| | CLAUDE B. NIELSEN | Mgmt | For |
| | HAROLD W. RIPPS | Mgmt | For |
| | DONALD T. SENTERFITT | Mgmt | For |
| | JOHN W. SPIEGEL | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

.-----CRESCENT REAL ESTATE EQUITIES COMPAN ______ Security: 225756105 Meeting Type: Annual Meeting Date: 13-Jun-2005 Ticker: CEI ISIN: ______ Proposal Vote Prop.# Proposal Type 01 DIRECTOR JOHN C. GOFF Mgmt For PAUL E. ROWSEY, III Mgmt ROBERT W. STALLINGS Mgmt TO APPROVE THE APPOINTMENT OF ERNST & YOUNG 02 Mgmt For LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. ______ CRT PROPERTIES, INC. Agen ______ Security: 22876P109 Meeting Type: Annual Meeting Date: 18-May-2005 Ticker: CRO ISIN: ______ Proposal Vote Prop.# Proposal Type 01 DIRECTOR D. PIKE ALOIAN Mgmt For BENJAMIN C. BISHOP, JR. Mgmt For THOMAS J. CROCKER Mgmt For PETER J. FARRELL Mgmt For DAVID B. HILEY Mgmt For VICTOR A. HUGHES, JR. Mgmt For RANDALL F. PAULSON Mgmt For GEORGE F. STAUDTER Mgmt APPROVE OUR REINCORPORATION FROM FLORIDA TO Mgmt For MARYLAND 03 APPROVE THE 2005 EMPLOYEE STOCK INVESTMENT PLAN Mgmt For 0.4 RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP Mgmt For AS INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR

ENDING DECEMBER 31, 2005

| C | | |
|---|--|-------------------------------------|
| Security: 28140H104 Meeting Type: Annual | | |
| Meeting Date: 25-May-2005 | | |
| Ticker: EDR | | |
| ISIN: | | |
| " | Diamagal | Decreased Water |
| Prop.# Proposal | Proposal Type | Proposal Vote |
| 01 DIRECTOR | | _ |
| PAUL O. BOWER | Mgmt | For |
| MONTE J. BARROW | Mgmt Mgmt | For |
| WILLIAM J. CAHILL, III RANDALL L. CHURCHEY | Mgmt Mgmt | For For |
| JOHN L. FORD | Mgmt | For |
| RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| EQUITY OFFICE PROPERTIES TRUST | | |
| Security: 294741103 | | |
| - | | |
| Meeting Type: Annual | | |
| Meeting Type: Annual Meeting Date: 24-May-2005 | | |
| Meeting Type: Annual Meeting Date: 24-May-2005 Ticker: EOP | | |
| Meeting Date: 24-May-2005 | | |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: | Proposal | Proposal Vote |
| Meeting Date: 24-May-2005 Ticker: EOP | Proposal Type | Proposal Vote |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR | Туре | |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER | Type Mgmt | For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI | Type Mgmt Mgmt | For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR | Type Mgmt Mgmt Mgmt | For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. | Type Mgmt Mgmt Mgmt Mgmt | For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID | Type Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN | Type Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN SHELI Z. ROSENBERG | Type Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN SHELI Z. ROSENBERG STEPHEN I. SADOVE | Type Mgmt | For For For For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN SHELI Z. ROSENBERG | Type Mgmt Mgmt | For For For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN SHELI Z. ROSENBERG STEPHEN I. SADOVE SALLY SUSMAN | Type Mgmt | For For For For For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN SHELI Z. ROSENBERG STEPHEN I. SADOVE SALLY SUSMAN J.H.W.R. VAN DER VLIST SAMUEL ZELL | Type Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgm | For For For For For For For For |
| Meeting Date: 24-May-2005 Ticker: EOP ISIN: Prop.# Proposal DIRECTOR MARILYN A. ALEXANDER THOMAS E. DOBROWSKI WILLIAM M. GOODYEAR JAMES D. HARPER, JR. RICHARD D. KINCAID DAVID K. MCKOWN SHELI Z. ROSENBERG STEPHEN I. SADOVE SALLY SUSMAN J.H.W.R. VAN DER VLIST SAMUEL ZELL RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For |

Security: 32054K103 Meeting Type: Annual Meeting Date: 18-May-2005

Ticker: FR ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|---------------|
| 01 | DIRECTOR MICHAEL W. BRENNAN MICHAEL G. DAMONE KEVIN W. LYNCH | Mgmt Mgmt Mgmt | For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED | Mgmt | For |

GABLES RESIDENTIAL TRUST

GABLES RESIDENTIAL TRUST

Security: 362418105
Meeting Type: Annual
Meeting Date: 17-May-2005

PUBLIC ACCOUNTING FIRM.

Ticker: GBP ISIN:

CHRIS D. WHEELER

Prop.# Proposal Proposal Proposal Vote

Proposal Proposal Proposal Vot
Type

01 DIRECTOR
DAVID D. FITCH
JOHN W. MCINTYRE

Proposal Proposal Vot
Type

Mgmt
For

GLIMCHER REALTY TRUST Agen

Mgmt

For

Security: 379302102 Meeting Type: Annual Meeting Date: 06-May-2005

Ticker: GRT ISIN:

| Prop.# Proposal | | Proposal Type | Proposal Vote |
|-----------------|--|----------------------|---------------|
| 01 | DIRECTOR WAYNE S. DORAN MICHAEL P. GLIMCHER ALAN R. WEILER | Mgmt Mgmt Mgmt | For For |
| 02 | RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN, | Mgmt | For |

LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005.

TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED 03 ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF IN THE DISCRETION OF THE PROXY HOLDER.

Mgmt Against

GMH COMMUNITIES TRUST Agen

Security: 36188G102 Meeting Type: Annual
Meeting Date: 08-Jun-2005
Ticker: GCT

ISIN:

Prop.# Proposal Proposal Vote Type 01 DIRECTOR GARY M. HOLLOWAY, SR. Mgmt For BRUCE F. ROBINSON Mamt For FREDERICK F. BUCHHOLZ Mgmt For RADM J. EASTWOOD 'RET'. Mamt For STEVEN J. KESSLER Mgmt For DENIS J. NAYDEN Mgmt For DENNIS J. O'LEARY Mamt For RICHARD A. SILFEN Mgmt For

______ HEALTH CARE PROPERTY INVESTORS, INC. Agen

Security: 421915109 Meeting Type: Annual Meeting Date: 12-May-2005

Ticker: HCP

ISIN:

Prop.# Proposal Proposal Vote Type 01 DIRECTOR MARY A. CIRILLO Mamt For ROBERT R. FANNING, JR. Mgmt For For JAMES F. FLAHERTY III Mgmt DAVID B. HENRY Mgmt For For MICHAEL D. MCKEE Mgmt Withheld HAROLD M. MESSMER, JR. Mgmt For PETER L. RHEIN Mgmt For KENNETH B. ROATH Mgmt Mgmt Mgmt RICHARD M. ROSENBERG For JOSEPH P. SULLIVAN For

| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
|---------|---|------------------|---------------|
| 03 | APPROVAL OF PROPOSAL TO ISSUE REPORT ON GREENHOUS GAS EMISSIONS AND ENVIRONMENTAL EFFICIENCY. | E Shr | Against |
| HEA | | | Aqer |
| | Security: 42217K106 | | · |
| | Meeting Type: Annual | | |
| | Meeting Date: 05-May-2005 | | |
| | Ticker: HCN ISIN: | | |
| Prop | o.# Proposal | - | Proposal Vote |
| | | Type | |
| 01 | DIRECTOR | | |
| | WILLIAM C. BALLARD, JR. | | For |
| | PETER J. GRUA R. SCOTT TRUMBULL | Mgmt Mgmt | |
| | N. GOOTT INGIDOES | rigine | 101 |
| 02 | APPROVAL OF THE HEALTH CARE REIT, INC. 2005 LONG-TERM INCENTIVE PLAN. | Mgmt | For |
| 03 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2005. | Mgmt | For |
| HER | | | Age |
| | Compiler. 42725M107 | | |
| | Security: 42725M107 Meeting Type: Annual | | |
| | Meeting Date: 06-May-2005 | | |
| | Ticker: HTG ISIN: | | |
| Prop | o.# Proposal | Proposal Type | Proposal Vote |
| 01 | DIRECTOR | | |
| | BERNARD CAMMARATA | Mgmt | For |
| | MICHAEL J. JOYCE | Mgmt | For |
| | THOMAS C. PRENDERGAST | Mgmt | For |
| | | | |
| HOS. | SPITALITY PROPERTIES TRUST | | Ager |

Security: 44106M102 Meeting Type: Annual Meeting Date: 11-May-2005

Ticker: HPT

ISIN:

Prop.# Proposal Proposal Vote

Type

01 DIRECTOR

JOHN L. HARRINGTON Mgmt Withheld BARRY M. PORTNOY Withheld Mgmt

HRPT PROPERTIES TRUST Agen

Security: 40426W101 Meeting Type: Annual Meeting Date: 10-May-2005

Ticker: HRP ISIN:

Prop.# Proposal Proposal Vote

Type

01 DIRECTOR BARRY M. PORTNOY Mgmt For

F.N. ZEYTOONJIAN Mgmt For

INLAND REAL ESTATE CORPORATION Agen

Security: 457461200
Meeting Type: Annual
Meeting Date: 23-Jun-2005

Ticker: IRC

ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 01 | DIRECTOR | | |
| | ROLAND W. BURRIS | Mgmt | For |
| | THOMAS P. D'ARCY | Mgmt | For |
| | DANIEL L. GOODWIN | Mgmt | For |
| | JOEL G. HERTER | Mgmt | For |
| | HEIDI N. LAWTON | Mgmt | For |
| | THOMAS H. MCAULEY | Mgmt | For |
| | THOMAS R. MCWILLIAMS | Mgmt | For |
| | ROBERT D. PARKS | Mgmt | For |
| | JOEL D. SIMMONS | Mgmt | For |
| 02 | RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT | Mgmt | For |

REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005.

| 03 | APPROVE THE 2005 EQUITY AWARD PLAN. | Mgmt | For |
|----|---|------|-----|
| 04 | APPROVE AMENDMENTS TO ARTICLE VI OF OUR THIRD ARTICLES OF AMENDMENT AND RESTATEMENT TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE FROM 100.0 MILLION SHARES TO 500.0 MILLION SHARES. | Mgmt | For |
| 05 | APPROVE AMENDMENTS TO ARTICLE VIII OF OUR THIRD ARTICLES OF AMENDMENT AND RESTATEMENT TO CLARIFY THAT RESTRICTIONS ON OWNERSHIP DO NOT, AND CANNOT IN ANY WAY, IMPEDE SETTLEMENT OF TRADES | Mgmt | For |

ISTAR FINANCIAL INC. Agen

Security: 45031U101 Meeting Type: Annual

Meeting Date: 25-May-2005

IN OUR COMMON STOCK.

Ticker: SFI ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---------------------|
| 01 | DIRECTOR JAY SUGARMAN WILLIS ANDERSEN, JR. ROBERT W. HOLMAN, JR. ROBIN JOSEPHS JOHN G. MCDONALD GEORGE R. PUSKAR JEFFREY A. WEBER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| 02 | APPROVAL OF EXPANDING THE ISTAR FINANCIAL INC. EXECUTIVE AND DIRECTOR HIGH PERFORMANCE UNIT PROGRAM TO ADD A 2007 PLAN, 2008 PLAN AND 2009 PLAN. | Mgmt | Against |
| 03 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

KILROY REALTY CORPORATION Agen

Security: 49427F405 Meeting Type: Annual
Meeting Date: 17-May-2005
Ticker: KRCPRE

ISIN:

13

| Prop | .# Proposal | Proposal Type | Proposal Vote |
|------|---|------------------|---------------|
| 01 | DIRECTOR | | |
| | JOHN B. KILROY, SR. | Mgmt | Withheld |
| | EDWARD F. BRENNAN, PHD | Mgmt | For |
| | MATTHEW J. HART | Mgmt | For |
| | | | |
| LIBI | ERTY PROPERTY TRUST | | Ager |
| | Security: 531172104 | | |
| | Meeting Type: Annual | | |
| 1 | Meeting Date: 19-May-2005 | | |
| | Ticker: LRY ISIN: | | |
| | | | |
| Prop | .# Proposal | | Proposal Vote |
| | | Туре | |
| 01 | DIRECTOR | | |
| | FREDERICK F. BUCHHOLZ | Mgmt | For |
| | THOMAS C. DELOACH, JR. | Mgmt | |
| | DANIEL P. GARTON | Mgmt | |
| | STEPHEN B. SIEGEL | Mgmt | For |
| | | , | |
| 02 | APPROVAL OF THE PROPOSAL TO RATIFY THE SELECTION | Mgmt | For |
| | OF ERNST & YOUNG LLP AS THE TRUST S INDEPENDENT | | |
| | REGISTERED PUBLIC ACCOUNTING FIRM FOR 2005. | | |
| 0.0 | ADDDOUAL OF THE GUADEHOLDED DOODOGAL DELATING | Q1. | T |
| 03 | APPROVAL OF THE SHAREHOLDER PROPOSAL RELATING | Shr | For |
| | TO TRUSTEE ELECTION BY MAJORITY VOTE OF THE SHAREHOLDERS. | | |
| | SHAREHOLDERS. | | |
| 04 | APROVAL OF THE SHAREHOLDER PROPOSAL RELATING | Shr | Against |
| 04 | TO THE ESTABLISHMENT OF A SPECIAL COMMITTEE | SIII | Against |
| | TO REVIEW ENVIRONMENTAL ISSUES. | | |
| | 10 NEVIEW ENVIRONMENTAL 1000E0. | | |
| | | | |
| | | | |
| | | | |
| MACI | K-CALI REALTY CORPORATION | | Ager |
| | Security: 554489104 | | |
| 1 | Meeting Type: Annual | | |
| | Meeting Date: 23-Jun-2005 | | |
| | Ticker: CLI | | |
| | ISIN: | | |
| | | | |
| Prop | .# Proposal | Proposal | Proposal Vote |
| OP | • " | Type | 11000001 0000 |
| | | -150 | |
| 01 | DIRECTOR | | |
| | NATHAN GANTCHER | Mgmt | For |
| | | | |

| | DAVID S. MACK WILLIAM L. MACK ALAN G. PHILIBOSIAN | Mgmt Mgmt Mgmt | For For |
|----|--|----------------------|------------|
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |
| 03 | APPROVAL AND ADOPTION OF A SHAREHOLDER PROPOSAL, IF PRESENTED AT THE ANNUAL MEETING, REQUESTING THAT THE COMPANY ADOPT A MAJORITY VOTE STANDARD FOR ELECTIONS OF PERSONS TO THE BOARD OF DIRECTORS OF THE COMPANY. | Shr | For |

MAGUIRE PROPERTIES INC. Agen

Security: 559775101 Meeting Type: Annual

Meeting Date: 07-Jun-2005

Ticker: MPG ISIN:

______ on # Proposal

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 01 | DIRECTOR | | |
| | ROBERT F. MAGUIRE III | Mgmt | For |
| | RICHARD I. GILCHRIST | Mgmt | For |
| | LAWRENCE S. KAPLAN | Mgmt | For |
| | CAROLINE S. MCBRIDE | Mgmt | For |
| | ANDREA L. VAN DE KAMP | Mgmt | For |
| | WALTER L. WEISMAN | Mgmt | For |
| 02 | RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC | Mgmt | For |

MID-AMERICA APARTMENT COMMUNITIES, I

ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER

Security: 59522J103 Meeting Type: Annual

Meeting Date: 19-May-2005

Ticker: MAA

ISIN:

31, 2005.

Proposal Vote Prop.# Proposal

Type

01 DIRECTOR H. ERIC BOLTON, JR. Mgmt For

15

| | ALAN B. GRAF, JR. RALPH HORN | Mgmt Mgmt | For For |
|----|--|--------------|------------|
| 02 | RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2005. | Mgmt | For |

MISSION WEST PROPERTIES, INC.

Agen

Security: 605203108
Meeting Type: Annual
Meeting Date: 24-Nov-2004

Ticker: MSW

ISIN:

| Prop.# Proposal | | Proposal Type | Proposal Vote |
|-----------------|---|--------------------------------------|--------------------------|
| 01 | DIRECTOR CARL E. BERG JOHN C. BOLGER WILLIAM A. HASLER LAWRENCE B. HELZEL RAYMOND V. MARINO | Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For |
| 02 | APPROVE THE ADOPTION OF THE 2004 EQUITY INCENTIVE PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 03 | RATIFY THE APPOINTMENT OF BDO SEIDMAN, LLP AS INDEPENDENT ACCOUNTANTS. | Mgmt | For |

MISSION WEST PROPERTIES, INC.

Security: 605203108
Meeting Type: Annual
Meeting Date: 01-Jun-2005

Ticker: MSW

ISIN:

Prop.# Proposal Proposal Vote Type 01 DIRECTOR CARL E. BERG Mgmt For JOHN C. BOLGER Mgmt For WILLIAM A. HASLER Mgmt For LAWRENCE B. HELZEL For Mgmt RAYMOND V. MARINO Mgmt For 02 RATIFY THE SELECTION OF BDO SEIDMAN, LLP AS Mgmt For OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31,

2005.

| NATION | WIDE HEALTH | I PROPERTIES, INC. | | Ager |
|--------------|--|---|------------------|-------------------|
| | ting Type: | 638620104 Annual 27-Apr-2005 | | |
| Prop.# 3 | Proposal | | Proposal Type | Proposal Vote |
| | DIRECTOR R. BRUCE AN CHARLES D. | | Mgmt Mgmt | For For |
| | | THE NATIONWIDE HEALTH PROPERTIES, PERFORMANCE INCENTIVE PLAN. | Mgmt | For |
| Mee | Security: ting Type: ting Date: | CALTY TRUST, INC. 648053106 Annual 11-May-2005 | | Ager |
| Prop.# 1 | Ticker: ISIN: Proposal | NXL | Proposal Type | Proposal Vote |
| : 1 | DIRECTOR RAYMOND H. MATTHEW GOI GREGORY WHI | DSTEIN | Mgmt | For For For |
| NEWCAS | TLE INVESTM | | | Ager |
| | Security: ting Type: | 17-May-2005 | | |
| Prop.# 1 | Proposal | | Proposal Type | Proposal Vote |

01 DIRECTOR WESLEY R. EDENS Mgmt For DAVID K. MCKOWN Mgmt For 0.2 PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST Mgmt For & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2005.

PRENTISS PROPERTIES TRUST Agen

_____ Security: 740706106 Meeting Type: Annual
Meeting Date: 11-May-2005
Ticker: PP

ISIN:

Prop.# Proposal Proposal Vote Type 01 DIRECTOR MICHAEL V. PRENTISS Mgmt For THOMAS J. HYNES, JR. Mgmt For BARRY J.C. PARKER Mgmt For RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS Mamt For LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2005.

RAMCO-GERSHENSON PROPERTIES TRUST

APPROVAL OF THE 2005 SHARE INCENTIVE PLAN.

______ Agen

For

Mgmt

Security: 751452202 Meeting Type: Annual Meeting Date: 07-Jun-2005

> Ticker: RPT ISIN:

Prop.# Proposal Proposal Vote

Type

01 DIRECTOR

0.3

ARTHUR H. GOLDBERG Mamt For MARK K. ROSENFELD Mgmt For

RECKSON ASSOCIATES REALTY CORP. Agen ._____

Security: 75621K106

Meeting Type: Annual Meeting Date: 19-May-2005

Ticker: RA ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---|-----------------------------|
| 01 | DIRECTOR SCOTT H. RECHLER DOUGLAS CROCKER II ELIZABETH MCCAUL RONALD H. MENAKER PETER QUICK LEWIS S. RANIERI JOHN F. RUFFLE STANLEY STEINBERG | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For |
| 02 | TO AMEND THE CHARTER OF THE COMPANY TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 100,000,000 TO 200,000,000. | Mgmt | For |
| 03 | TO APPROVE THE COMPANY S 2005 STOCK OPTION PLAN. | Mgmt | For |
| 04 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. | Mgmt | For |

______ Agen SOUTHERN CALIFORNIA EDISON COMPANY ______

Security: 842400798 Meeting Type: Annual
Meeting Date: 19-May-2005
Ticker: SCEDM

ISIN:

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------------------|------------------|---------------|
| 01 | DIRECTOR | | |
| | J.E. BRYSON | Mgmt | For |
| | F.A. CORDOVA | Mgmt | For |
| | A.J. FOHRER | Mgmt | For |
| | B.M. FREEMAN | Mgmt | For |
| | B. KARATZ | Mgmt | For |
| | L.G. NOGALES | Mgmt | For |
| | R.L. OLSON | Mgmt | For |
| | J.M. ROSSER | Mgmt | For |
| | R.T. SCHLOSBERG, III | Mgmt | For |
| | R.H. SMITH | Mgmt | For |
| | T.C. SUTTON | Mgmt | For |
| | | | |

______ SOVRAN SELF STORAGE, INC. Agen ______ Security: 84610H108 Meeting Type: Annual Meeting Date: 18-May-2005 Ticker: SSS ISIN: ______ Proposal Vote Prop.# Proposal Type 01 DIRECTOR For ROBERT J. ATTEA Mgmt KENNETH F. MYSZKA Mgmt JOHN E. BURNS Mgmt MICHAEL A. ELIA Mgmt ANTHONY P. GAMMIE Mgmt For CHARLES E. LANNON Mgmt For APPROVAL OF ADOPTION OF THE 2005 AWARD AND OPTION Mgmt For PLAN. RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG 03 Mgmt For LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2005. -----STRATEGIC HOTEL CAPITAL, INC. Agen ______ Security: 86272T106 Meeting Type: Annual Meeting Date: 18-May-2005 Ticker: SLH ISIN: Proposal Vote Prop.# Proposal Type 01 DIRECTOR For ROBERT P. BOWEN Mgmt JOHN C. DETERDING Mgmt For ROBERT M. FALZON Mgmt For LAURENCE S. GELLER Mgmt For THOMAS A. HASSARD Mgmt For JONATHAN LANGER Mgmt For ROBERT J. WATSON Mgmt For AUDITORS. RATIFICATION OF THE APPOINTMENT OF Mgmt For DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005. 03 TO VOTE, IN ITS DISCRETION, UPON ANY OTHER BUSINESS Mgmt Against THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF. MANAGEMENT IS NOT AWARE OF ANY OTHER MATTERS THAT SHOULD COME BEFORE THE ANNUAL MEETING.

______ THE MACERICH COMPANY ______ Security: 554382101 Meeting Type: Annual Meeting Date: 19-May-2005 Ticker: MAC ISIN: Proposal Vote Prop.# Proposal Type 01 DIRECTOR DANA K. ANDERSON Mgmt For DIANA M. LAING Mamt For STANLEY A. MOORE Mgmt For 02 RATIFICATION OF THE APPOINTMENT OF DELOITTE Mgmt For & TOUCHE LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2005. ______ TOWN & COUNTRY TRUST Agen Security: 892081100 Meeting Type: Annual Meeting Date: 04-May-2005 Ticker: TCT ISIN: Proposal Prop. # Proposal Proposal Vote Type 01 DIRECTOR HARVEY SCHULWEIS Mgmt For NANCY F. LERNER Mgmt For JAMES H. BERICK Mgmt For H. GRANT HATHAWAY Mgmt For RATIFY THE SELECTION OF ERNST & YOUNG LLP AS 02 Mgmt For THE TRUST S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Security: 91274F104 Meeting Type: Annual
Meeting Date: 31-May-2005
Ticker: YSI

U-STORE-IT TRUST

ISIN:

| | 1S1N: | | |
|-----------|--|------------------|---------------|
| | | | |
| Prop. | .# Proposal | Proposal Type | Proposal Vote |
| 01 | DIRECTOR | | 1 |
| | ROBERT J. AMSDELL | Mgmt | For |
| | BARRY L. AMSDELL | | For |
| | THOMAS A. COMMES | Mgmt | _ |
| | J.C. 'JACK' DANNEMILLER | • | For |
| | W.M. DIEFENDERFER III | Mgmt Mgmt | |
| | | • | For |
| | HAROLD S. HALLER | Mgmt | For |
| | DAVID J. LARUE | Mgmt | For |
| | | | |
| VENT | TAS, INC. | | Agen |
| | Security: 92276F100 | | 1 |
| | Meeting Type: Annual | | , |
| N | Meeting Date: 24-May-2005 | | , |
| | Ticker: VTR | | , |
| | ISIN: | | |
| prop. | .# Proposal | Proposal | Proposal Vote |
| FIUP. | .# Proposal | Proposal Type | Proposar vocc |
| 01 | DIRECTOR | | 1 |
| 0 _ | DEBRA A. CAFARO | Mgmt | For |
| | RONALD G. GEARY | | |
| | | - | For |
| | DOUGLAS CROCKER II | Mgmt | For |
| | CHRISTOPHER T. HANNON | _ | For |
| | THOMAS C. THEOBALD | Mgmt | For |
| | JAY M. GELLERT | Mgmt | For |
| | SHELI Z. ROSENBERG | Mgmt | For |
| 02 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS FOR FISCAL YEAR 2005. | Mgmt | For |
| 03 | TO ADOPT THE VENTAS EMPLOYEE AND DIRECTOR STOCK PURCHASE PLAN. | Mgmt | For |
| | NADO REALTY TRUST Security: 929042109 Meeting Type: Annual Meeting Date: 18-May-2005 Ticker: VNO | | Ager |
| Prop. | ISIN: | Proposal Type | Proposal Vote |
| | | | |

01 DIRECTOR ANTHONY DEERING Mamt For MICHAEL LYNNE Mgmt For ROBERT H. SMITH Mamt For RONALD TARGAN Mgmt For 02 THE RATIFICATION OF THE SELECTION OF INDEPENDENT Mamt For AUDITORS

An * in the For/Against management field indicates management position unknown since information regarding non-U.S. issuers is not readily available.

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Cohen & Steers REIT and Preferred Income Fund, Inc

By (Signature) /s/ John E. McLean
Name John E. McLean
Title Assistant Secretary

Date 08/17/2005

>10 Investment Oversight Committee D 10 Investment Oversight Committee E* 3

Investment Oversight Coordinating Committee 13

Pricing Committee 10

Your fund does not have a policy with respect to Trustee attendance at shareholder meetings. While various Trustees may attend shareholder meetings from time to time, your fund s Trustees did not attend the last annual meeting of your fund. However, they were represented at the meeting by their independent staff and independent counsel.

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What are the Trustees paid for their services?

Each Independent Trustee of the funds receives an annual retainer fee and additional fees for each Trustees meeting attended and for certain related services. Independent Trustees also are reimbursed for costs incurred in connection with their services, including costs of travel, seminars and educational materials. All of the current Independent Trustees of the funds are Trustees of all the Putnam funds and receive fees for their services.

^{*} This committee was formed in May 2009.

The Trustees periodically review their fees to ensure that such fees continue to be appropriate in light of their responsibilities as well as in relation to fees paid to trustees of other mutual fund complexes. The Board Policy and Nominating Committee, which consists solely of Independent Trustees of the funds, estimates that committee and Trustee meeting time, together with the appropriate preparation, requires the equivalent of at least three business days per Trustee meeting. The tables on pages 24 and 25 includes the year each Trustee became a Trustee of the Putnam funds, the fees paid to each of those Trustees by your fund for its most recent fiscal year and the fees paid to each of those Trustees by all of the Putnam funds during calendar year 2008.

Under a Retirement Plan for Trustees of the Putnam funds (the Plan), each Trustee elected prior to 2004 who retires with at least five years of service as a Trustee of the Putnam funds is entitled to receive an annual retirement benefit equal to one-half of the average annual attendance and retainer fees paid to such Trustee for calendar years 2003, 2004 and 2005. This retirement benefit is payable during a Trustee slifetime, beginning the year following retirement, for the number of years of service through December 31, 2006. A death benefit, also available under the Plan, ensures that the Trustee or his or her beneficiaries will receive benefit payments for the lesser of an aggregate period of (i) ten years or (ii) such Trustee stotal years of service.

The Plan Administrator (currently the Board Policy and Nominating Committee) may terminate or amend the Plan at any time, but no termination or amendment will result in a reduction in the amount of benefits (i) currently being paid to a Trustee at the time of such termination or amendment, or (ii) to which a current Trustee would have been entitled had he or she retired immediately prior to such termination or amendment. The Trustees have terminated the Plan with respect to any Trustee first elected to the board after 2003.

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Putnam High Income Securities Fund

Fiscal year ended August 31, 2009

| | | Pension or | Estimated | |
|--|---------------|--------------|---------------------------|----------------------|
| | | retirement | annual | Total |
| | | benefits | benefits from | compensation |
| | Aggregate | accrued as | all Putnam | from all |
| | compensation | part of fund | funds upon | Putnam |
| Trustees/Year | from the fund | expenses | retirement ⁽¹⁾ | funds ⁽²⁾ |
| Ravi Akhoury/2009 ⁽⁵⁾ | \$858 | N/A | N/A | 0 |
| Jameson A. Baxter/1994 ⁽³⁾ | 1,702 | \$224 | \$110,500 | \$295,000 |
| Charles B. Curtis/2001 | 1,601 | 164 | 113,900 | 280,000 |
| Robert J. Darretta/2007 | 1,670 | N/A | N/A | 295,000 |
| Myra R. Drucker/2004 ⁽³⁾ | 1,702 | N/A | N/A | 295,500 |
| Charles E. Haldeman, Jr./2004 ⁽⁸⁾ | N/A | N/A | N/A | N/A |
| John A. Hill/1985 ⁽³⁾⁽⁴⁾ | 1,937 | 375 | 161,700 | 393,439 |

| Paul L. Joskow/1997 ⁽³⁾ | 1,667 | 147 | 113,400 | 290,000 |
|---|-------|-----|---------|---------|
| Elizabeth T. Kennan/1992 ⁽³⁾ | 1,702 | 311 | 108,000 | 295,000 |
| Kenneth R. Leibler/2006 | 1,702 | N/A | N/A | 295,000 |
| Robert E. Patterson/1984 | 1,702 | 205 | 106,500 | 295,000 |
| George Putnam, III/1984 | 1,702 | 177 | 130,300 | 295,000 |
| Robert L. Reynolds/2008 ⁽⁶⁾ | N/A | N/A | N/A | N/A |
| W. Thomas Stephens/1997 ⁽⁷⁾ | 188 | 268 | 107,100 | 72,500 |
| Richard B. Worley/2004 | 1,702 | N/A | N/A | 295,000 |

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Putnam Master Intermediate Income Trust

Fiscal year ended September 30, 2009

| | | Pension or | Estimated | |
|---------------------------------------|---------------|--------------|---------------------------|----------------------|
| | | retirement | annual | Total |
| | | benefits | benefits from | compensation |
| | Aggregate | accrued as | all Putnam | from all |
| | compensation | part of fund | funds upon | Putnam |
| Trustees/Year | from the fund | expenses | retirement ⁽¹⁾ | funds ⁽²⁾ |
| Ravi Akhoury/2009 ⁽⁵⁾ | \$1,273 | N/A | N/A | 0 |
| Jameson A. Baxter/1994 ⁽³⁾ | 2,331 | \$326 | \$110,500 | \$295,000 |
| Charles B. Curtis/2001 | 2,206 | 239 | 113,900 | 280,000 |
| Robert J. Darretta/2007 | 2,290 | N/A | N/A | 295,000 |
| Myra R. Drucker/2004 ⁽³⁾ | 2,331 | N/A | N/A | 295,500 |

| Charles E. Haldeman, Jr./2004 ⁽⁸⁾ | N/A | N/A | N/A | N/A |
|--|-------|-----|---------|---------|
| John A. Hill/1985 ⁽³⁾⁽⁴⁾ | 2,675 | 543 | 161,700 | 393,439 |
| Paul L. Joskow/1997 ⁽³⁾ | 2,288 | 214 | 113,400 | 290,000 |
| Elizabeth T. Kennan/1992 ⁽³⁾ | 2,331 | 453 | 108,000 | 295,000 |
| Kenneth R. Leibler/2006 | 2,331 | N/A | N/A | 295,000 |
| Robert E. Patterson/1984 | 2,331 | 298 | 106,500 | 295,000 |
| George Putnam, III/1984 | 2,331 | 257 | 130,300 | 295,000 |
| Robert L. Reynolds/2008 ⁽⁶⁾ | N/A | N/A | N/A | N/A |
| W. Thomas Stephens/1997 ⁽⁷⁾ | 353 | 391 | 107,100 | 72,500 |
| Richard B. Worley/2004 | 2,331 | N/A | N/A | 295,000 |

Putnam Premier Income Trust

Fiscal year ended July 31, 2009

| Trustees/Year | Aggregate compensation from the fund | Pension or retirement benefits accrued as part of fund | Estimated annual benefits from all Putnam funds upon retirement(1) | Total compensation from all Putnam funds ⁽²⁾ |
|---------------------------------------|--|--|--|---|
| Ravi Akhoury/2009 ⁽⁵⁾ | \$2,045 | N/A | N/A | 0 |
| Jameson A. Baxter/1994 ⁽³⁾ | 3,510 | \$461 | \$110,500 | \$295,000 |
| Charles B. Curtis/2001 | 3,339 | 338 | 113,900 | 280,000 |
| Robert J. Darretta/2007 | 3,451 | N/A | N/A | 295,000 |

| Myra R. Drucker/2004 ⁽³⁾ | 3,510 | N/A | N/A | 295,500 |
|--|-------|-----|---------|---------|
| Charles E. Haldeman, Jr./2004 ⁽⁸⁾ | N/A | N/A | N/A | N/A |
| John A. Hill/1985 ⁽³⁾⁽⁴⁾ | 4,059 | 769 | 161,700 | 393,439 |
| Paul L. Joskow/1997 ⁽³⁾ | 3,451 | 303 | 113,400 | 290,000 |
| Elizabeth T. Kennan/1992 ⁽³⁾ | 3,510 | 641 | 108,000 | 295,000 |
| Kenneth R. Leibler/2006 | 3,510 | N/A | N/A | 295,000 |
| Robert E. Patterson/1984 | 3,510 | 422 | 106,500 | 295,000 |
| George Putnam, III/1984 | 3,510 | 365 | 130,300 | 295,000 |
| Robert L. Reynolds/2008 ⁽⁶⁾ | N/A | N/A | N/A | N/A |
| W. Thomas Stephens/1997 ⁽⁷⁾ | 655 | 527 | 107,100 | 72,500 |
| Richard B. Worley/2004 | 3,510 | N/A | N/A | 295,000 |

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Putnam High Income Securities Fund (August 31, 2009)

Ms. Baxter $\$ \$2,751; Ms. Drucker $\$ \$708; Mr. Hill $\$ \$9,693; Dr. Joskow $\$ \$2,480; and Dr. Kennan $\$ \$317.

Putnam Master Intermediate Income Trust (September 30, 2009)

Ms. Baxter $\$ \$6,436; Ms. Drucker $\$ \$1,657; Mr. Hill $\$ \$22,697; Dr. Joskow $\$ \$5,706; and Dr. Kennan $\$ \$741.

Putnam Premier Income Trust (July 31, 2009)

⁽¹⁾ Estimated benefits for each Trustee are based on Trustee fee rates for calendar years 2003, 2004 and 2005.

⁽²⁾ As of December 31, 2008, there were 103 funds in the Putnam family. For Mr. Hill, amounts shown also include compensation for service through June 25, 2008 as Chairman of TH Lee, Putnam Emerging Opportunities Portfolio, a closed-end fund advised by an affiliate of Putnam Management.

⁽³⁾ Certain Trustees are also owed compensation deferred pursuant to a Trustee Compensation Deferral Plan. As of the dates identified below, the total amounts of deferred compensation payable by each fund, including income earned on such amounts, to these Trustees were:

Ms. Baxter $\$ \$8,880; Ms. Drucker $\$ \$2,286; Mr. Hill $\$ \$31,246; Dr. Joskow $\$ \$8,006; and Dr. Kennan $\$ \$1,022.

- (4) Includes additional compensation to Mr. Hill for service as Chairman of the Trustees of the Funds.
- (5) Mr. Akhoury was elected to the Board of Trustees of the Putnam funds on February 12, 2009.
- (6) Mr. Reynolds was elected to the Board of Trustees of the Putnam funds on September 12, 2008.
- (7) Mr. Stephens, who retired from the Board of Trustees of the Putnam funds on March 31, 2008, rejoined the Board of Trustees on May 14, 2009. Upon his retirement, Mr. Stephens became entitled to receive annual retirement benefit payments from the funds commencing on January 15, 2009. In connection with his rejoining the Board of Trustees, Mr. Stephens has agreed to suspend the balance of his retirement benefit payments for the duration of his service as a Trustee.
- (8) Mr. Haldeman retired from the Board of Trustees of the Putnam funds on June 30, 2009.

What is the voting requirement for electing Trustees?

If a quorum is present at the Annual Meeting, the fourteen nominees for election as Trustees who receive the greatest number of votes cast at the Annual Meeting will be elected Trustees of your fund.

Further Information About Voting and the Meeting

Quorum and Methods of Tabulation. The shareholders of each fund vote separately with respect to the proposal. A majority of the shares entitled to vote constitutes a quorum for the transaction of business with respect to any proposal at the meeting. Votes cast by proxy or in person at the meeting will be counted by persons appointed by your fund as tellers for the meeting. The tellers will count the total number of votes cast [for] approval of a proposal for purposes of determining whether sufficient affirmative votes have been cast. Shares represented by proxies that reflect abstentions and [for] broker

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non-votes (i.e., shares held by brokers or nominees as to which (i) instructions have not been received from the beneficial owners or the persons entitled to vote and (ii) the broker or nominee does not have the discretionary voting power on a particular matter) will be counted as shares that are present and entitled to vote on the matter for purposes of determining the presence of a quorum. Neither abstentions nor broker non-votes have an effect on the outcome of such proposals.

Shareholders who object to any proposal in this proxy statement will not be entitled under Massachusetts law or your fund agreement and declaration of trust to demand payment for, or an appraisal of, their shares.

Other business. The Trustees know of no matters other than those set forth herein to be brought before the meeting. If, however, any other matters properly come before the meeting, proxies will be voted on such matters in accordance with the judgment of the persons named on the enclosed proxy card(s).

Simultaneous meetings. The meeting of shareholders of your fund is called to be held at the same time as the meetings of shareholders of certain of the other Putnam funds. It is anticipated that all meetings will be held simultaneously. If any shareholder at the meeting objects to the holding of a simultaneous meeting and moves for an adjournment of the meeting to a time promptly after the simultaneous meetings, the persons named as proxies will vote in favor of such adjournment.

Solicitation of proxies. In addition to soliciting proxies by mail, Trustees of your fund and employees of Putnam Management, Putnam Fiduciary Trust Company and Putnam Retail Management may solicit proxies in person or by telephone. Your fund may arrange to have a proxy solicitation firm call you to record your voting instructions by

telephone. The procedures for voting proxies by telephone are designed to authenticate shareholders identities, to allow them to authorize the voting of their shares in accordance with their instructions and to confirm that their instructions have been properly recorded. Your fund has been advised by counsel that these procedures are consistent with the requirements of applicable law. If these procedures were subject to a successful legal challenge, such votes would not be counted at the meeting. Your fund is unaware of any such challenge at this time. Shareholders would be called at the phone number Putnam Management has in its records for their accounts and would be given an opportunity to authorize the proxies to vote their shares at the meeting in accordance with their instructions. To ensure that the shareholders instructions have been recorded correctly, they will also receive a confirmation of their instructions in the mail. A special toll-free number will be available in case the information contained in the confirmation is incorrect.

Shareholders have the opportunity to submit their voting instructions via the Internet by using a program provided by a third-party vendor hired by Putnam Management or by automated telephone service. The giving of a proxy will not affect your right to vote in person should you decide to attend the meeting. To use the Internet, please access the Internet address listed on the proxy card and follow the instructions on the Internet

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site. To record your voting instructions via automated telephone service, use the toll-free number listed on your proxy card. The Internet and telephone voting procedures are designed to authenticate shareholder identities, to allow shareholders to give their voting instructions, and to confirm that shareholders instructions have been recorded properly. Shareholders voting via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, that must be borne by the shareholders.

Your fund s Trustees have adopted a general policy of maintaining confidentiality in the voting of proxies. Consistent with this policy, your fund may solicit proxies from shareholders who have not voted their shares or who have abstained from voting, including brokers and nominees.

Persons holding shares as nominees will, upon request, be reimbursed for their reasonable expenses in soliciting instructions from their principals. The funds have retained at their own expense The Altman Group, 60 East 42nd Street, New York, NY 10165, to aid in the solicitation of instructions for registered and nominee accounts, for a fee not to exceed \$1,000.00 per fund, plus reasonable out-of-pocket expenses. The expenses of the preparation of proxy statements and related materials, including printing and delivery costs, are borne by the funds.

Revocation of proxies. Proxies, including proxies given by telephone or over the Internet, may be revoked at any time before they are voted either (i) by a written revocation received by the Clerk of your fund, (ii) by properly executing a later-dated proxy, (iii) by recording later-dated voting instructions by telephone or via the Internet, (iv) in the case of brokers and nominees, by submitting written instructions to your fund solicitation agent or the applicable record shareholder or (v) by attending the meeting and voting in person.

Date for receipt of shareholders proposals for the next annual meeting. It is currently anticipated that your fund snext annual meeting of shareholders will be held in January 2011. The Trustees of your fund reserve the right to set an earlier or later date for the annual meeting for the 2010 2011 fiscal year. Shareholder proposals to be included in the proxy statement for that meeting must be received by your fund on or before September 6, 2010. In order for a shareholder proposal to be included in the proxy statement, both the submitting shareholder and the proposal itself must satisfy the requirements set forth in Rule 14a-8 under the Exchange Act. Shareholders who wish to make a proposal at the annual meeting for the 2010 2011 fiscal year other than one that will be included in the fund proxy materials should notify the fund no later than November 20, 2010. Shareholders who wish to propose one or more nominees for election as Trustees, or to make a proposal fixing the number of Trustees, at the 2011 annual meeting must provide written notice to the fund (including all required information) so that such notice is received in good order by the fund no earlier than October 30, 2010 and no later than November 29, 2010.

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Adjournment. If the quorum required for the proposal has not been met, the persons named as proxies intend to propose adjournment of the meeting and to vote all shares that they are entitled to vote in favor of such adjournment. Adjournments proposed may be for a period or periods of not more than 60 days in the aggregate to permit further solicitation of proxies. Any adjournment will require the affirmative vote of a majority of the votes cast on the question in person or by proxy at the session of the meeting to be adjourned. Your fund pays the costs of any additional solicitation and of any adjourned session.

Duplicate mailings. As permitted by SEC rules, Putnam policy is to send a single copy of the proxy statement to shareholders who share the same last name and address, unless a shareholder previously has requested otherwise. Separate proxy cards will be included with the proxy statement for each account registered at that address. If you would prefer to receive your own copy of the proxy statement, please contact Putnam Investor Services by phone at 1-800-225-1581 or by mail at P.O. Box 8383, Boston, MA 02266-8383.

Financial information. Your fund S Clerk will furnish to you, upon request and without charge, a copy of the fund s annual report for its most recent fiscal year, and a copy of its semiannual report for any subsequent semiannual period. You may direct such requests to Putnam Investor Services, P.O. Box 8383, Boston, MA 02266-8383 or by phone at 1-800-225-1581. You may also access copies of these reports by visiting Putnam website at putnam.com/individual.

Fund Information

Putnam Investments. Putnam Management, your fund investment manager and administrator, is owned through a series of holding companies by Putnam Investments, LLC ([Putnam Investments]). Putnam Investments is a holding company that, except for a minority stake owned by employees, is owned (through a series of holding companies) by Great-West Lifeco Inc., which is a financial services holding company with interests in the life insurance, retirement, savings, and reinsurance businesses. Its businesses have operations in Canada, the United States and Europe. Great-West Lifeco Inc. is a majority-owned subsidiary of Power Financial Corporation. Power Financial Corporation is a diversified management and holding company that has interests, directly or indirectly, in companies that are active in the financial services sector in Canada, the United States and Europe. It also has substantial holdings in a group of energy, water, waste services, specialty minerals and cement and building materials companies in Europe. Power Corporation of Canada, a diversified international management and holding company, owns a majority of the voting securities of Power Financial Corporation. The Hon. Paul Desmarais, Sr., through a group of holding companies that he controls, has voting control of Power Corporation of Canada.

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The address of each of Putnam Investments and Putnam Management is One Post Office Square, Boston, Massachusetts 02109. The address of Great-West Lifeco Inc. is 100 Osborne Street North, Winnipeg, Manitoba R3C 3A5. The address of Mr. Desmarais, Power Corporation of Canada and Power Financial Corporation is 751 Victoria Square, Montreal, Quebec H2Y 2J3, Canada. Robert L. Reynolds is the President and Chief Executive Officer of Putnam Investments. His address is One Post Office Square, Boston, MA 02109.

Limitation of Trustee liability. Your fund declaration of trust provides that the fund will indemnify its Trustees and officers against liabilities and expenses incurred in connection with litigation in which they may be involved because of their offices with the fund, except if it is determined in the manner specified in the declaration of trust that they have not acted in good faith in the reasonable belief that their actions were in the best interests of the fund or that such indemnification would relieve any officer or Trustee of any liability to the fund or its shareholders arising by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of his or her duties. Your fund, at its expense, provides liability insurance for the benefit of its Trustees and officers.

Independent Registered Public Accounting Firm. As set forth in the table below, the Audit and Compliance Committee and the full Board of Trustees have selected KPMG LLP, 99 High Street, Boston, Massachusetts 02110, or PricewaterhouseCoopers LLP, 125 High Street, Boston, Massachusetts 02110, to serve as the independent registered public accounting firm for your fund[]s current fiscal year. Representatives of KPMG LLP and PricewaterhouseCoopers LLP are expected to be present at the meeting of shareholders of the funds to make statements and to respond to appropriate questions.

The following table presents fees billed in each of the last two fiscal years for services rendered to each fund by its independent registered public accounting firm:

| | Αι | ıdit-Related | | |
|--------------------------|---------------|--------------|----------|----------------|
| Fiscal year ended | Audit Fees | Fees | Tax Fees | All Other Fees |
| Putnam High Income Se | curities Fund | | | |
| (PricewaterhouseCoopers) | | | | |
| August 31, 2009 | \$96,438 | \$[] | \$9,306 | \$[|
| August 31, 2008 | \$130,218 | \$□ | \$10,593 | \$[|
| Putnam Master Intermed | diate Income | | | |
| (KPMG LLP) | | | | |
| September 30, 2009 | \$87,993 | \$[] | \$5,800 | \$[|
| September 30, 2008 | \$89,000 | \$[] | \$6,000 | \$[|
| Putnam Premier Income | Trust | | | |
| (KPMG LLP) | | | | |
| July 31, 2009 | \$98,744 | \$ [] | \$5,800 | \$ [|
| July 31, 2008 | \$95,699 | \$□ | \$6,000 | \$ [|

Audit Fees represents fees billed for the fund slast two fiscal years relating to the audit and review of the financial statements included in annual reports and registration statements, and other services that are normally provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees represents fees billed in the fund slast two fiscal years for services traditionally performed by the fund sauditor, including accounting consultation for proposed transactions or concerning financial accounting and reporting standards and other audit or attest services not required by statute or regulation.

Tax Fees represent fees for tax compliance, tax planning and tax advice services. Tax planning and tax advice services include assistance with tax audits, employee benefit plans and requests for rulings or technical advice from taxing authorities.

The following table presents the amounts KPMG LLP or PricewaterhouseCoopers LLP billed for aggregate non-audit fees in each of the last two fiscal years to each fund, Putnam Management and any entity controlling, controlled by or under common control with Putnam Management that provides ongoing services to the fund:

Fiscal year ended

| Putnam High Income Securities Fund (PricewaterhouseCoopers) | |
|---|-----------|
| August 31, 2009 | \$530,190 |
| August 31, 2008 | \$88,831 |
| Putnam Master Intermediate Income Trust (KPMG LLP) | |
| September 30, 2009 | \$5,800 |
| September 30, 2008 | \$74,733 |
| Putnam Premier Income Trust (KPMG LLP) | |
| July 31, 2009 | \$5,800 |
| July 31, 2008 | \$74,733 |

Pre-Approval Policies of the Audit and Compliance Committee. The Audit and Compliance Committee has determined that, as a matter of policy, all work performed for your fund by the fund independent auditor will be pre-approved by the Committee itself and thus will generally not be subject to pre-approval procedures.

The Audit and Compliance Committee also has adopted a policy to pre-approve the engagement by Putnam Management and certain of its affiliates of your fund independent auditor, even in circumstances where pre-approval is not required by applicable law. Any such requests by Putnam Management or certain of its affiliates are typically submitted in writing to the Committee and explain, among other things, the nature of the proposed engagement, the estimated fees, and why this work should be performed by that particular audit firm as opposed to another one. In reviewing such requests, the Committee considers, among other things, whether the provision of such services by the audit firm is compatible with the independence of the audit firm.

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Since the beginning of the two most recently completed fiscal years of your fund, all work performed by the independent auditor for the fund, Putnam Management and any entity controlling, controlled by or under common

control with Putnam Management that provides ongoing services to the fund was pre-approved by the Committee or a member of the Committee pursuant to the pre-approval policies discussed above.

No fees for Putnam Master Intermediate Income Trust and Putnam Premier Income Trust were billed for each of the last two fiscal years by your fund \Box s independent auditor for services required to be approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X.

For Putnam High Income Securities Fund, tax fees totaling \$485,847 and \$15,000 for the fiscal years ended 2009 and 2008, respectively, were billed by your fund independent auditor for services required to be approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X.

The Audit and Compliance Committee of your fund has submitted the following report:

The Audit and Compliance Committee has reviewed and discussed with management of your fund the audited financial statements for the last fiscal year. The Audit and Compliance Committee has discussed with your fund\(\sigma\) independent auditor the matters required to be discussed by Statements on Auditing Standard No. 61 (SAS 61). SAS 61 requires independent auditors to communicate to the Audit and Compliance Committee matters including, if applicable: (1) methods used to account for significant unusual transactions; (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus; (3) the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditor s conclusions regarding the reasonableness of those estimates and (4) disagreements with management over the application of accounting principles and certain other matters. The Audit and Compliance Committee has received the written disclosures and the letter from your fund independent auditor required by the SEC∏s Independence Standards Board Standard No. 1 (among other things, requiring auditors to make written disclosures to and discuss with the Audit and Compliance Committee various matters relating to the auditor \Box s independence), and has discussed with such accountants the independence of such accountants. Based on the foregoing review and discussions, the Audit and Compliance Committee recommended to the Trustees that the audited financial statements for the last fiscal year be included in your fund s annual report to shareholders for the last fiscal year.

Robert E. Patterson (Chairperson)
Robert J. Darretta
Myra R. Drucker
John A. Hill
Kenneth R. Leibler
W. Thomas Stephens

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Officers and other information. All of the officers of your fund are employees of Putnam Management or its affiliates or serve on the staff of the Office of the Trustees. Because of his positions with Putnam Management or its affiliates, Mr. Reynolds, as well as the other affiliated officers of your fund, will benefit from the management fees and investor servicing fees paid or allowed by your fund. In addition to Mr. Reynolds, the other officers of your fund are as follows:

| Name (year of birth), Office with the fund | Year first elected to office | Business experience during past 5 years |
|--|---------------------------------|---|
| Charles E. Porter (Born 1938)* | 1989 | Executive Vice President, Principal |
| Executive Vice President, Principal | | Executive Officer, Associate |

| Executive Officer, Associate Treasurer and Compliance Liaison | | Treasurer and Compliance Liaison, The Putnam Funds. |
|---|------|---|
| | | |
| Jonathan S. Horwitz (Born 1955)* | 2004 | Senior Vice President and Treasurer, |
| Senior Vice President and Treasurer | | The Putnam Funds. |
| Steven D. Krichmar (Born 1958) | 2002 | Senior Managing Director, |
| Vice President and Principal Financial | | Putnam Investments. |
| Officer | | |
| Janet C. Smith (Born 1965) | 2006 | Managing Director, |
| Vice President, Assistant Treasurer | | Putnam Investments. |
| and Principal Accounting Officer | | |
| Susan G. Malloy (Born 1957) | 2007 | Managing Director, |
| Vice President and Assistant Treasurer | | Putnam Investments. |
| Beth Mazor (Born 1958) | 2002 | Managing Director, |
| Vice President | | Putnam Investments. |
| Robert R. Leveille (Born 1969) | 2007 | Managing Director, |
| Vice President and Chief Compliance | | Putnam Investments. |
| Officer | | |
| Mark C. Trenchard (Born 1962) | 2002 | Managing Director, |
| Vice President and BSA Compliance | | Putnam Investments. |
| Officer | | |
| Francis J. McNamara, III (Born 1955) | 2004 | Senior Managing Director, Putnam |
| Vice President and Chief Legal Officer | | Investments, Putnam Management |
| | | and Putnam Retail Management. |
| James P. Pappas (Born 1953) | 2004 | Managing Director, Putnam |
| Vice President | | Investments and Putnam |
| | | Management. |
| Judith Cohen (Born 1945)* | 1993 | Vice President, Clerk and Assistant |
| Vice President, Clerk and Assistant | | Treasurer, The Putnam Funds. |
| Treasurer | | |
| Wanda M. McManus (Born 1947)* | 1993 | Vice President, Senior Associate |
| | | |

| Vice President, Senior Associate | | Treasurer and Assistant Clerk, The | | |
|----------------------------------|------|------------------------------------|--|--|
| Treasurer and Assistant Clerk | | Putnam Funds. | | |
| - | | | | |
| Nancy E. Florek (Born 1957)* | 2000 | Vice President, Assistant Clerk, | | |
| Vice President, Assistant Clerk, | | Assistant Treasurer and Proxy | | |
| Assistant Treasurer and Proxy | | Manager, The Putnam Funds. | | |
| Manager | | | | |
| | | | | |

^{*} Officers of each fund who are members of the Trustees[] independent administrative staff. Compensation for these individuals is fixed by the Trustees and reimbursed to Putnam Management.

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Net assets of your fund as of November 30, 2009

| Putnam High Income Securities Fund | \$129,922,805 |
|---|---------------|
| Putnam Master Intermediate Income Trust | \$394,174,007 |
| Putnam Premier Income Trust | \$883,635,576 |

Shares of your fund outstanding as of November 16, 2009

| Putnam High Income Securities Fund | |
|---|-----------------|
| Common shares | 17,275,326.452 |
| Putnam Master Intermediate Income Trust | |
| Common shares | 64,637,783.314 |
| Putnam Premier Income Trust | |
| Common shares | 140,174,621.853 |

5% Beneficial Ownership. As of November 30, 2009, to the knowledge of the fund, no person owned beneficially or of record 5% or more of any class of shares of the fund, except as follows:

| Cede & Company* | |
|--|---------------------------------------|
| 20 Bowling Green | 16,129,575 common shares |
| New York, NY 10004-1408 | (94.09% of outstanding common shares) |
| Putnam Master Intermediate Income Trust | |
| Cede & Company* | |
| 20 Bowling Green | 61,095,271 common shares |
| New York, NY 10004-1408 | (94.52% of outstanding common shares) |
| Putnam Premier Income Trust | |
| Cede & Company* | |
| 20 Bowling Green | 130,796,674 common shares |
| New York, NY 10004-1408 | (93.31% of outstanding common shares) |
| | |
| | |
| * Believed to hold shares only as nominee. | |
| | |

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The Putnam Funds
One Post Office Square
Boston, Massachusetts 02109
Toll-free 1-800-225-1581

259439 12/09

VOTING CONTROL #: 123456789123 CHECK DIGIT ID: 12345

Internet: Log on to **www.proxyonline.com**. Make sure to have this proxy card available when you plan to vote your shares. You will need the control number found in the box to the left at the time you execute your vote.

Touchtone Phone: Simply dial toll-free **1-866-437-4714** and follow the automated instructions. Please have this proxy card available at the time of the call.

Mail: Simply sign, date, and complete the reverse side of this proxy card and return it in the postage paid envelope provided.

PUTNAM HIGH INCOME SECURITIES FUND

By signing below, you, as a holder of common shares of Putnam High Income Securities Fund, appoint Trustees John A. Hill and Robert E. Patterson, and each of them separately, with power of substitution to each, to be your proxies. You are empowering them to vote your Putnam fund shares on your behalf at the meeting of the shareholders of Putnam High Income Securities Fund. The meeting will take place on January 28, 2010 at 11:00 a.m., Boston time, and may be adjourned to later times or dates. Your vote is being solicited on behalf of the Trustees. When you complete and sign the proxy card, the Trustees will vote exactly as you have indicated on the other side of this card. If you simply sign the proxy card, or do not vote on a specific proposal, your shares will be automatically voted as the Trustees recommend. The Trustees are also authorized to vote at their discretion on any other matter that arises at the meeting or any adjournment of the meeting.

Sign your name exactly as it appears on this card. If you own shares jointly, each owner should sign. When signing as executor, administrator, attorney, trustee, guardian, or as custodian for a minor, please give your full title as such. If you are signing for a corporation, please sign the full corporate name and indicate the signer soffice. If you are a partner, sign in the partnership name.

Proposal

Please vote by filling in the appropriate box below.

To vote on the proposal as the Trustees recommend, mark this box. (No other vote is necessary.)

THE TRUSTEES RECOMMEND A VOTE FOR ALL NOMINEES.

1. Fixing the number of Trustees at 14 and electing nominees for your fund s Trustees.

1)

Ravi

FOR ALL WITHHOLD ALL FOR ALL Akhoury6) John A. Hill 11) George Putnam, III

Jameson

Baxter 7) Paul L. Joskow 12) Robert L. Reynolds **EXCEPT**

Charles

В.

Curtis 8) Elizabeth T. Kennan 13) W. Thomas Stephens

4)

Robert

J.Darret (1) Kenneth R. Leibler 14) Richard B. Worley

Myra R.

Drucker10) Robert E. Patterson

To withhold authority to vote for one or more of the nominees, check the □FOR ALL EXCEPT□ box and write the name(s) or number(s) of the nominee(s) below:

Important notice regarding the availability of proxy materials for the shareholder meeting to be held on January 28, 2010.

The proxy statement for this meeting is available at: www.proxyonline.com

If you have any questions on this

proposal, please call 1-800-225-1581. Please sign and date the other side of this card.

Cusip: 123456789 Barcode TAG ID: 12345678

VOTING CONTROL #: 123456789123 CHECK DIGIT ID: 12345

Internet: Log on to www.proxyonline.com. Make sure to have this proxy card available when you plan to vote your shares. You will need the control number found in the box to the left at the time you execute your vote.

Touchtone Phone: Simply dial toll-free 1-866-437-4714 and follow the automated instructions. Please have this proxy card available at the time of the call.

Mail: Simply sign, date, and complete the reverse side of this proxy card and return it in the postage paid envelope provided.

PUTNAM MASTER INTERMEDIATE INCOME TRUST

By signing below, you, as a holder of common shares of Putnam Master Intermediate Income Trust, appoint Trustees John A. Hill and Robert E. Patterson, and each of them separately, with power of substitution to each, to be your proxies. You are empowering them to vote your Putnam fund shares on your behalf at the meeting of the shareholders of Putnam Master Intermediate Income Trust. The meeting will take place on January 28, 2010 at 11:00 a.m., Boston time, and may be adjourned to later times or dates. Your vote is being solicited on behalf of the Trustees. When you complete and sign the proxy card, the Trustees will vote exactly as you have indicated on the other side of this card. If you simply sign the proxy card, or do not vote on a specific proposal, your shares will be automatically voted as the Trustees recommend. The Trustees are also authorized to vote at their discretion on any other matter that arises at the meeting or any adjournment of the meeting.

Sign your name exactly as it appears on this card. If you own shares jointly, each owner should sign. When signing as executor, administrator, attorney, trustee, guardian, or as custodian for a minor, please give your full title as such. If you are signing for a corporation, please sign the full corporate name and indicate the signer soffice. If you are a partner, sign in the partnership name.

Proposal

Please vote by filling in the appropriate box below.

To vote on the proposal as the Trustees recommend, mark this box. (No other vote is necessary.)

THE TRUSTEES RECOMMEND A VOTE FOR ALL NOMINEES.

1. Fixing the number of Trustees at 14 and electing nominees for your fund s Trustees.

1) Ravi Akhoury 6) John A. Hill 11) George Putnam, III FOR ALL WITHHOLD ALL FOR ALL 2) Jameson A. Baxter 7) Paul L. Joskow 12) Robert L. Reynolds EXCEPT

Charles B. Curtis
 Elizabeth T. Kennan
 W. Thomas Stephens
 Robert J.Darretta
 Kenneth R. Leibler
 Richard B. Worley

5) Myra R. Drucker 10) Robert E. Patterson

To withhold authority to vote for one or more of the nominees, check the <code>[FOR ALL EXCEPT]</code> box and write the name(s) or number(s) of the nominee(s) below:

Important notice regarding the availability of proxy materials for the shareholder meeting to be held on January 28, 2010.

The proxy statement for this meeting is available at: www.proxyonline.com

If you have any questions on this proposal, please call 1-800-225-1581.

Please sign and date the other side of this card.

Cusip: 123456789 Barcode TAG ID: 12345678

VOTING CONTROL #: 123456789123 CHECK DIGIT ID: 12345

Internet: Log on to **www.proxyonline.com**. Make sure to have this proxy card available when you plan to vote your shares. You will need the control number found in the box to the left at the time you execute your vote.

Touchtone Phone: Simply dial toll-free **1-866-437-4714** and follow the automated instructions. Please have this proxy card available at the time of the call.

Mail: Simply sign, date, and complete the reverse side of this proxy card and return it in the postage paid envelope provided.

PUTNAM PREMIER INCOME TRUST

By signing below, you, as a holder of common shares of Putnam Premier Income Trust, appoint Trustees John A. Hill and Robert E. Patterson, and each of them separately, with power of substitution to each, to be your proxies. You are empowering them to vote your Putnam fund shares on your behalf at the meeting of the shareholders of Putnam Premier Income Trust. The meeting will take place on January 28, 2010 at 11:00 a.m., Boston time, and may be adjourned to later times or dates. **Your vote is being solicited on behalf of the Trustees**. When you complete and sign the proxy card, the Trustees will vote exactly as you have indicated on the other side of this card. **If you simply sign the proxy card, or do not vote on a specific proposal, your shares will be automatically voted as the Trustees recommend.** The Trustees are also authorized to vote at their discretion on any other matter that arises at the meeting or any adjournment of the meeting.

Sign your name exactly as it appears on this card. If you own shares jointly, each owner should sign. When signing as executor, administrator, attorney, trustee, guardian, or as custodian for a minor, please give your full title as such. If you are signing for a corporation, please sign the full corporate name and indicate the signer soffice. If you are a partner, sign in the partnership name.

Proposal

Please vote by filling in the appropriate box below.

To vote on the proposal as the Trustees recommend, mark this box. (No other vote is necessary.)

THE TRUSTEES RECOMMEND A VOTE FOR ALL NOMINEES.

| 1) Ravi Akhoury | 6) John A. Hill | 11) George Putnam, III | FOR ALL | WITHHOLD ALL | FOR ALL |
|----------------------|-------------------------|------------------------|---------|--------------|---------|
| 2) Jameson A. Baxter | 7) Paul L. Joskow | 12) Robert L. Reynolds | | | EXCEPT |
| 3) Charles B. Curtis | 8) Elizabeth T. Kennan | 13) W. Thomas Stephens | | | |
| 4) Robert J.Darretta | 9) Kenneth R. Leibler | 14) Richard B. Worley | | | |
| 5) Myra R. Drucker | 10) Robert E. Patterson | | | | |

To withhold authority to vote for one or more of the nominees, check the <code>[FOR ALL EXCEPT]</code> box and write the name(s) or number(s) of the nominee(s) below:

Important notice regarding the availability of proxy materials for the shareholder meeting to be held on January 28, 2010.

The proxy statement for this meeting is available at: www.proxyonline.com

If you have any questions on this proposal, please call 1-800-225-1581.

Please sign and date the other side of this card.

Cusip: 123456789 Barcode TAG ID: 12345678