

Salient Midstream & MLP Fund  
Form N-CSR  
February 09, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANY**  
**Investment Company Act file number 811-22626**

**Salient Midstream & MLP Fund**  
**(Exact name of registrant as specified in charter)**

**4265 SAN FELIPE, 8<sup>TH</sup> FLOOR, HOUSTON, TX 77027**  
**(Address of principal executive offices) (Zip code)**

*With a copy to:*

**Gregory A. Reid**  
**Salient Midstream & MLP Fund**  
**4265 San Felipe, 8<sup>th</sup> Floor**  
**Houston, TX 77027**  
(Name and address of agent for service)

**George J. Zornada**  
**K & L Gates LLP**  
**State Street Financial Center**  
**One Lincoln St.**  
**Boston, MA 02111-2950**  
**(617) 261-3231**

**Registrant's telephone number, including area code: 713-993-4675**

**Date of fiscal year end: November 30, 2014**

**Date of reporting period: November 30, 2014**

**Item 1. Reports to Stockholders.**

**Annual Report to Shareholders**

**November 30, 2014**

**TABLE OF CONTENTS**

<b>Salient Midstream &amp; MLP Fund</b>	
<u>Management Discussion of Fund Performance (Unaudited)</u>	1
<u>Report of Independent Registered Public Accounting Firm</u>	6
<u>Consolidated Schedule of Investments</u>	7
<u>Consolidated Statement of Assets, Liabilities and Shareholders' Equity</u>	11
<u>Consolidated Statement of Operations</u>	12
<u>Consolidated Statements of Changes in Net Assets</u>	13
<u>Consolidated Statement of Cash Flows</u>	14
<u>Consolidated Financial Highlights</u>	15
<u>Notes to Consolidated Financial Statements</u>	16
<u>Supplemental Information (Unaudited)</u>	35
<u>Privacy Policy (Unaudited)</u>	41

**Management Discussion of Fund Performance (Unaudited)**

**Letter to Shareholders**

Dear Fellow Shareholders:<sup>1</sup>

We are pleased to provide the annual report of the Salient Midstream & MLP Fund (the Fund) (NYSE: SMM) which contains updated data as of November 30, 2014.

As of November 30, 2014, the Fund had total consolidated assets of \$757.5 million, net assets applicable to our common shares of \$492.7 million (net asset value of \$27.80 per share) and 17.7 million common shares outstanding. The Fund's price per share was \$26.20, which represents a 5.8% discount to its net asset value (NAV<sup>2</sup>).

On November 17, 2014, the Fund announced its successful completion of the approved reorganization (Reorganization) involving SMM and Salient MLP & Energy Infrastructure Fund (NYSE: SMF). The Reorganization was completed as of the close of business November 14, 2014, in which 8,222,798 additional shares of SMM were issued to SMF shareholders at the conversion ratio of 1.14 shares of SMM for every share of SMF. We believe the anticipated benefits of the Reorganization include portfolio management efficiencies, economies of scale on other expenses, enhanced common shares liquidity and a larger market capitalization for the Fund.

The Fund's investments allocation is shown in the pie chart below:

<sup>1</sup> **Certain statements in this letter are forward-looking statements.** The forward-looking statements and other views expressed herein are those of the portfolio managers and the Fund as of the date of this letter. Actual future results or occurrences may differ significantly from those anticipated in any forward-looking statements, and there is no guarantee that any predictions will come to pass. The views expressed herein are subject to change at any time, due to numerous market and other factors. The Fund disclaims any obligation to update publicly or revise any forward-looking statements or views expressed herein. There can be no assurance that the Fund will achieve its investment objectives. The value of the Fund will fluctuate with the value of the underlying securities. Historically, closed-end funds often trade at a discount to their net asset value.

<sup>2</sup> Past performance is not predictive of future results. Current performance may be higher or lower than the data shown. The data shown are unaudited. Returns do not reflect the deduction of taxes that shareholders may have to pay on Fund distributions or upon the sale of Fund shares.

## Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

The Fund's Top 10 consolidated holdings are shown below, as of November 30, 2014<sup>3</sup>:

Company Name	Sector	% of Gross Assets
Enterprise Products Partners, L.P.*	MLP	8.7%
Kinder Morgan, Inc.	Midstream Company	8.2%
The Williams Companies, Inc.	Midstream Company	6.6%
Energy Transfer Equity, L.P.*	MLP	6.2%
Plains All American Pipeline, L.P.*	MLP	4.8%
Magellan Midstream Partners, L.P.*	MLP	3.6%
NGL Energy Partners LP**	MLP	3.5%
Macquarie Infrastructure Company LLC	Other	3.2%
Targa Resources Corp.	Midstream Company	3.2%
Enbridge Energy Management L.L.C.	MLP Affiliate	3.0%
Total		51.0%

For illustrative purposes only.

\* Held indirectly through the wholly owned C-Corporation, Salient Midstream & MLP Fund, Inc.

\*\* Includes both restricted and unrestricted units

Current and future holdings are subject to change and risk.

Source: Salient Capital Advisors, LLC, November 2014.

During fiscal 2014 (December 2013 – November 2014), the Fund's NAV and market price total return were +20.7% and +21.3%, respectively, compared to +12.87% for the Alerian MLP Index (AMZ), during the same period.<sup>4</sup> Some of the top contributing investments held by the Fund in 2014, include Energy Transfer Equity, L.P. (ETE), Enterprise Products Partners, L.P. (EPD), Targa Resources Corp. (TRGP), Magellan Midstream Partners, L.P. (MMP), and Rose Rock Midstream Partners, L.P. (RRMS). Some of the bottom detractors from performance include Seadrill Partners LLC (SDLP), Memorial Production Partners L.P. (MEMP), Navios Maritime Partners L.P. (NMM), HollyFrontier Corporation (HFC), and Transocean Partners LLC (RIGP).

The Fund recognized losses of \$11,921,442 from its hedging strategy, which utilizes total return swaps and futures contracts and losses of \$566,135 on its covered call option strategy.

### **Market Review**

The recent rout in crude oil prices continued through November culminating in OPEC's Thanksgiving Day announcement that it would maintain its production quota at 30 mmbbl/d.<sup>5,6</sup> Crude oil plummeted 10% the following day, ending the month at a five-year low of \$66.15/bbl down nearly 40% from its June high. Investors, fearing sizable cuts to Exploration & Production (E&P) capital expenditure budgets due to low commodity prices, indiscriminately dumped Master Limited Partnerships (MLP) and the AMZ fell 5.3% on the final day of November and an additional 4.4% the following Monday, December 1<sup>st</sup>, to mark a third consecutive negative month for MLPs.

<sup>3</sup> Fund shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency. Data are based on total market value of Fund investments unless otherwise indicated. The data provided are for informational purposes only and are not intended for trading purposes.

<sup>4</sup> Alerian Capital Management, November 2014.

## Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

<sup>5</sup> Organization of the Petroleum Exporting Countries. OPEC 166<sup>th</sup> Meeting Concludes [Press Release]. Retrieved from:

[http://www.opec.org/opec\\_web/en/press\\_room/2938.htm](http://www.opec.org/opec_web/en/press_room/2938.htm)

<sup>6</sup> mmbbl/d = millions of barrels per day



Ironically, we believe that at least some of the MLP underperformance of the last few months can be attributed to the increased maturity of the asset class. The Salient MLP investable universe had grown to an aggregate of \$850 billion by the end of August up from just over \$100 billion in 2009.<sup>7</sup> As the space has matured, we believe that many investment firms now manage MLPs as a component of their overall energy portfolios rather than as an alternative investment vehicle. As such, with commodity prices continuing to decline, we believe many energy portfolio managers were given orders to reduce overall energy exposure and several MLPs were sold despite having little to zero exposure to crude oil or even natural gas liquids (NGL) prices for that matter.

In retrospect, what began as a “sell your winners” scenario in October when crude oil prices first dipped under \$90/bbl and many individual MLPs were up >40% YTD on the heels of 2013’s 27.6% gains for the AMZ, morphed into semi-panic selling by the end of November and early December as the slide in crude oil prices showed no signs of abating.

**Performance Snapshot**

as of November 30, 2014 (unaudited)

<b>Price Per Share</b>	<b>1-Year Total Return*</b>	<b>Since Inception* (Annualized)</b>
\$27.80 (NAV)	20.7%	20.8%
\$26.20 (Market Price)	21.3%	18.0%

Source: Salient Capital Advisors, LLC, November 2014.

For illustrative purposes only. All figures represent past performance and are not a guarantee of future results.

\* Total returns are based on changes in NAV or market price, respectively. Returns reflect the deduction of all Fund expenses, including management fees, operating expenses, and other Fund expenses. Returns do not reflect the deduction of brokerage commissions or taxes that investors may pay on distributions or the sale of shares. Total return assumes the reinvestment of all distributions. Inception date of the Fund was May 25, 2012.

**Summary**

Our long-term investment philosophy remains focused on MLPs and MLP-related companies that have the potential to achieve above average distribution growth which, we believe, leads to potentially higher long-term returns for investors. However, we believe that we are entering a period of heightened volatility where investors will likely place a premium on safety and predictability rather than focusing mainly on dividend growth potential. Fortunately, we do not believe that the two characteristics are mutually exclusive. It is our opinion that successful MLPs achieve above average distribution growth in no small part because their operations allow them to outperform in both rising and falling macro commodity price environments. Being disciplined and sticking to our focus on choosing quality names using our bottom up stock selection approach will be more important than ever as the recent broad-based sell-off in MLPs has potentially created an opportunity to build positions in names that are well positioned to weather the current volatility and emerge even stronger going forward.

Please visit our website at [www.salientfunds.com](http://www.salientfunds.com) for the latest updates and sign up to receive email alerts on future press releases by the Fund.

<sup>7</sup> Bloomberg, Salient Capital Advisors, LLC, August 2014. The investable universe incorporates energy MLPs, midstream companies (including general partners), marine midstream companies, yield co. s and MLP affiliates.

## Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

---

Please note that this letter, including the financial information herein, is made available to shareholders of the Fund for their information. It is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Fund or of any securities mentioned in this letter.

Sincerely,

Gregory A. Reid

President and Chief Executive Officer

MLP Business, Salient Capital Advisors, LLC

**Key Financial Data (unaudited)**

We supplement the reporting of our financial information determined under United States generally accepted accounting principles ( GAAP ) with certain non-GAAP financial measures: distributable cash flow and distributable cash flow coverage ratio. We believe these non-GAAP measures provide meaningful information to assist shareholders in understanding our financial results and assessing our performance. We pay distributions to our shareholders, funded in part by distributable cash flow generated from our portfolio investments. Distributable cash flow is the amount of income received by us from our portfolio investments less operating expenses, subject to certain adjustments as described below. Other companies with similar measures may calculate these measures differently, and as a result, it may not be possible to compare these financial measures with other companies non-GAAP financial measures having the same or similar names. These adjusted financial measures should not be considered in isolation or as a substitute for reported net investment income. These non-GAAP financial measures reflect an additional way of viewing an aspect of our operations that, when viewed with our GAAP results and the below reconciliation to the corresponding GAAP financial measures, provide a more complete understanding of our Fund. We strongly encourage shareholders to review our financial statements in their entirety and not rely on any single financial measure.

The table below reconciles the non-GAAP financial measures, distributable cash flow and distributable cash flow coverage ratio, by starting with the most directly comparable GAAP financial measure, net investment income (loss).

	<b>Year Ended November 30, 2014</b>
Net investment loss, before income taxes	\$ (1,995,791)
Reconciling items:	
Return of capital of distributions (a)	12,781,929
Dividends paid in stock (b)	2,964,423
Option premium earnings (c)	(566,135)
Distributable cash flow (non-GAAP)	\$ 13,184,426
Distributions paid on common stock	\$ 13,537,003
Distributable cash flow coverage ratio (non-GAAP)	0.97
Distributable cash flow coverage ratio since inception (non-GAAP)	0.97

**Reconciliation of distributable cash flow to GAAP**

(a) GAAP recognizes that a significant portion of the cash distributions received from MLPs is characterized as a return of capital and therefore excluded from net investment income (loss), whereas the distributable cash flow calculation includes the return of capital portion of such distributions.

(b) Distributable cash flow includes the value of dividends paid-in-kind (i.e., stock dividends), whereas such amounts are not included in net investment income for GAAP purposes during the period received, but rather are recorded as unrealized gains upon receipt.

(c) We may sell covered call option contracts to generate income or to reduce our ownership of certain securities that we hold. In some cases, we are able to repurchase these call option contracts at a price less than the fee that we received, thereby generating a profit. The amount we receive from selling call option contracts, less the amount that we pay to repurchase such call option contracts is included in distributable cash flow. For GAAP purposes, income from call option contracts sold is not included in net investment income (loss). See Note 2 Summary of Significant Accounting Policies and Practices for a full discussion of the GAAP treatment of call option contracts.

**SALIENT MIDSTREAM & MLP FUND**

**Report of Independent Registered Public Accounting Firm**

The Shareholders and Board of Trustees of

Salient Midstream & MLP Fund:

We have audited the accompanying consolidated statement of assets, liabilities and shareholders' equity of Salient Midstream & MLP Fund and Subsidiary (the Fund), including the consolidated schedule of investments, as of November 30, 2014, and the related consolidated statements of operations and cash flows for the year then ended, the consolidated statements of changes in net assets for each of the years in the two-year period then ended, and the consolidated financial highlights for each of the years in the two-year period then ended and the period from May 24, 2012 (commencement of operations) through November 30, 2012. These consolidated financial statements and consolidated financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these consolidated financial statements and consolidated financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements and consolidated financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of November 30, 2014, by correspondence with the custodian and brokers or by other appropriate auditing procedures. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements and consolidated financial highlights referred to above present fairly, in all material respects, the financial position of Salient Midstream & MLP Fund and Subsidiary as of November 30, 2014, the results of their operations and cash flows for the year then ended, the changes in their net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years in the two-year period then ended and the period from May 24, 2012 through November 30, 2012 in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Columbus, Ohio

February 5, 2015

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Schedule of Investments

November 30, 2014

	Shares/Units	Fair Value
<b>Master Limited Partnerships and Related Companies 147.1%</b>		
<b>Coal 2.8%</b>		
<b>United States 2.8%</b>		
Alliance Holdings GP, L.P. <sup>(1)(2)(3)</sup>	202,907	\$ 13,600,856
		13,600,856
<b>Crude/Natural Gas Production 3.5%</b>		
<b>United States 3.5%</b>		
Legacy Reserves LP <sup>(3)</sup>	74,092	1,321,060
Memorial Production Partners L.P. <sup>(1)(2)(3)</sup>	456,938	6,287,467
Western Gas Equity Partners, L.P. <sup>(2)(3)</sup>	150,106	9,426,657
		17,035,184
<b>Crude/Refined Products Pipelines 44.4%</b>		
<b>United States 44.4%</b>		
American Midstream Partners, LP <sup>(3)</sup>	575,126	12,836,812
Arc Logistics Partners LP <sup>(2)(3)</sup>	275,479	6,060,538
Calumet Specialty Products Partners, L.P. <sup>(2)(3)</sup>	65,000	1,703,000
Enbridge Energy Management, L.L.C. <sup>(2)(3)(4)</sup>	619,643	22,555,020
Kinder Morgan, Inc. <sup>(2)</sup>	1,485,366	61,419,871
Magellan Midstream Partners, L.P. <sup>(1)(2)(3)</sup>	326,350	27,051,152
Plains All American Pipeline, L.P. <sup>(1)(2)(3)</sup>	697,720	35,897,694
Plains GP Holdings L.P., Class A <sup>(2)(3)</sup>	759,876	19,741,578
Rose Rock Midstream, L.P. <sup>(2)(3)</sup>	319,423	17,146,627
Summit Midstream Partners, LP <sup>(2)(3)</sup>	312,114	14,169,976
		218,582,268
<b>Electric Utilities 2.9%</b>		
<b>United States 2.9%</b>		
NRG Yield, Inc., Class A <sup>(2)</sup>	305,345	14,470,300
		14,470,300
<b>Natural Gas Gathering/Processing 38.9%</b>		
<b>United States 38.9%</b>		
CONE Midstream Partners LP <sup>(2)(3)</sup>	51,385	1,411,032
CorEnergy Infrastructure Trust, Inc.	2,000,000	13,340,000
DCP Midstream Partners, LP <sup>(2)(3)</sup>	95,444	4,572,722
EMG Utica I Offshore Co Investment, LP <sup>(5)(6)(7)(8)</sup>	16,000,000	20,120,000
EnLink Midstream LLC <sup>(2)</sup>	480,026	17,362,540
EnLink Midstream Partners, LP <sup>(2)(3)</sup>	210,700	5,876,423
MarkWest Energy Partners, L.P. <sup>(2)(3)</sup>	137,805	9,792,423
NGL Energy Partners LP <sup>(2)(3)(5)(6)</sup>	54,500	1,841,555
NGL Energy Partners LP <sup>(1)(3)</sup>	699,628	24,417,018
Targa Resources Corp. <sup>(2)</sup>	207,594	23,694,779
Targa Resources Partners LP <sup>(2)(3)</sup>	362,616	19,882,235

Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

The Williams Companies, Inc.<sup>(2)</sup>

955,880

49,466,791

191,777,518

See accompanying Notes to Consolidated Financial Statements.

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Schedule of Investments, continued

November 30, 2014

	Shares/Units	Fair Value
<b>Natural Gas/Natural Gas Liquids Pipelines 33.9%</b>		
<b>United Kingdom 1.8%</b>		
VTTI Energy Partners LP <sup>(2)(3)</sup>	360,007	\$ 8,802,171
<b>United States 32.1%</b>		
Buckeye Partners, L.P. <sup>(2)(3)</sup>	94,640	7,274,977
Energy Transfer Equity, L.P. <sup>(1)(2)(3)</sup>	778,420	46,230,364
Enterprise Products Partners L.P. <sup>(1)(2)(3)</sup>	1,728,894	64,556,901
EQT Midstream Partners, L.P. <sup>(2)(3)</sup>	102,488	8,572,096
Exterran Partners, LP <sup>(2)(3)</sup>	183,715	4,541,435
ONEOK, Inc. <sup>(2)</sup>	379,230	20,539,097
Spectra Energy Corp. <sup>(2)</sup>	175,476	6,647,031
		167,164,072
<b>Oil &amp; Gas Drilling 0.1%</b>		
<b>United Kingdom 0.1%</b>		
Transocean Partners LLC <sup>(2)(3)</sup>	45,435	712,421
		712,421
<b>Oil, Gas &amp; Consumable Fuels 2.2%</b>		
<b>United States 2.2%</b>		
Antero Midstream Partners LP <sup>(1)(3)</sup>	54,133	1,498,943
HollyFrontier Corporation <sup>(2)</sup>	165,680	6,763,057
Shell Midstream Partners, L.P. <sup>(3)</sup>	70,513	2,575,135
		10,837,135
<b>Shipping 10.5%</b>		
<b>Bermuda 4.0%</b>		
Golar LNG Partners L.P. <sup>(2)(3)</sup>	597,059	19,643,241
<b>Republic of the Marshall Islands 4.2%</b>		
Dynagas LNG Partners LP <sup>(2)(3)</sup>	383,000	6,859,530
Navios Maritime Partners L.P. <sup>(2)(3)</sup>	530,836	6,879,635
Seadrill Partners LLC <sup>(2)(3)</sup>	410,852	6,951,615
<b>United States 2.3%</b>		
Capital Product Partners L.P. <sup>(2)(3)</sup>	1,425,033	11,143,758
		51,477,779
<b>Transportation Infrastructure 7.9%</b>		
<b>Bermuda 3.1%</b>		
Teekay Offshore Partners L.P. <sup>(5)(6)</sup>	584,461	15,254,432
		15,254,432

Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

**United States 4.8%**

Macquarie Infrastructure Company LLC <sup>(2)</sup>	337,486	23,725,266
		23,725,266
		38,979,698
<b>Total Master Limited Partnerships and Related Companies (Cost \$498,240,935)</b>		<b>\$ 724,637,231</b>

See accompanying Notes to Consolidated Financial Statements.



## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Schedule of Investments, continued

November 30, 2014

	Shares/Units	Fair Value
<b>Convertible Bond 0.4%</b>		
<b>Natural Gas Gathering/Processing 0.4%</b>		
<b>United States 0.4%</b>		
American Energy Utica, 3.50%, 03/01/2029 <sup>(1)</sup>	2,000,000	\$ 1,835,000
		1,835,000
Total Convertible Bond (Cost \$2,000,000)		1,835,000
<b>Total Investments 147.5% (Cost \$500,240,935)</b>		<b>726,472,231</b>
<b>Credit Facility (42.5)%<sup>(2)</sup></b>		<b>(209,300,000)</b>
<b>Other Assets and Liabilities (5.0)%</b>		<b>(24,502,217)</b>
<b>Total Net Assets Applicable to Common Shareholders 100.0%</b>		<b>\$ 492,670,014</b>

All percentages disclosed are calculated by dividing the indicated amounts by net assets applicable to common shareholders.

- (1) All or a portion of these securities are held by Salient Midstream & MLP Fund, Inc. (the "Subsidiary").
- (2) All or a portion of these securities are held as collateral for the line of credit agreements. As of November 30, 2014 the total fair value of securities held as collateral for the line of credit agreements is \$562,627,154.
- (3) Non-income producing security.
- (4) Distributions are paid-in-kind.
- (5) Restricted securities are exempt from registration under the Securities Act of 1933. The security may be resold in transactions exempt from registration, normally to qualified institutional buyers. See footnote 2(g) in the notes to consolidated financial statements for further information.
- (6) Securities have been fair valued in good faith using fair value procedures approved by the Board of Trustees and represent 7.6% of net assets applicable to common shareholders. See notes to consolidated financial statements for further information.
- (7) Security has been deemed illiquid by the Adviser based on procedures approved by the Board of Trustees and represents 4.1% of net assets applicable to common shareholders. See footnote 2(g) in the notes to consolidated financial statements for further information.
- (8) Affiliated investment for which ownership exceeds 25% of underlying fund's partners' capital. See footnote 2(h) in the notes to consolidated financial statements for further information.
- (9) Security exempt from registration under Rule 144A of the Securities Act of 1933. This security may be sold in transactions exempt from registration, normally to qualified institutional buyers. At November 30, 2014, the value of this security was \$1,835,000, representing 0.4% of net assets. This security has been deemed liquid based on procedures approved by the Board of Trustees.
- (10) A portion of this credit facility is maintained in the Subsidiary. See footnote 4 in the notes to consolidated financial statements for further information.

See accompanying Notes to Consolidated Financial Statements.

**SALIENT MIDSTREAM & MLP FUND**

**Consolidated Schedule of Investments, continued**

**November 30, 2014**

Salient Midstream & MLP Fund invested in the following industries as of November 30, 2014:

	<b>Value</b>	<b>% of Total Investments</b>
Coal	\$ 13,600,856	1.9%
Crude/Natural Gas Production	17,035,184	2.3%
Crude/Refined Products Pipelines	218,582,268	30.1%
Electric Utilities	14,470,300	2.0%
Natural Gas Gathering/Processing	193,612,518	26.7%
Natural Gas/Natural Gas Liquids Pipelines	167,164,072	23.0%
Oil & Gas Drilling	712,421	0.1%
Oil, Gas & Consumable Fuels	10,837,135	1.5%
Shipping	51,477,779	7.0%
Transportation Infrastructure	38,979,698	5.4%
<b>Total</b>	<b>\$ 726,472,231</b>	<b>100.0%</b>

Salient Midstream & MLP Fund invested in securities with exposure to the following countries as of November 30, 2014:

	<b>Value</b>	<b>% of Total Investments</b>
Bermuda	\$ 34,897,673	4.8%
Republic of the Marshall Islands	20,690,780	2.8%
United Kingdom	9,514,592	1.3%
United States	661,369,186	91.1%
<b>Total</b>	<b>\$ 726,472,231</b>	<b>100.0%</b>

See accompanying Notes to Consolidated Financial Statements.

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Statement of Assets, Liabilities and Shareholders Equity

November 30, 2014

<b>Assets:</b>	
Investments at fair value (cost \$500,240,935)	\$ 726,472,231
Cash and cash equivalents	15,275,209
Dividends and interest receivable	281,769
Deferred tax asset	12,315,829
Receivable from investments sold	2,956,095
Variation margin on futures contracts	113,120
Prepays and other assets	42,531
<b>Total assets</b>	<b>757,456,784</b>
<b>Liabilities:</b>	
Credit facility	209,300,000
Payable for investments purchased	16,530,717
Payable to Adviser	699,920
Interest payable	68,969
Trustee fees payable	4,629
Line of credit fees payable	1,316
Accounts payable and accrued expenses	598,190
Deferred tax liability	37,583,029
<b>Total liabilities</b>	<b>264,786,770</b>
Net assets applicable to common shareholders	\$ 492,670,014
<b>Net Assets Applicable to Common Shareholders:</b>	
Capital Stock, \$0.01 par value; 17,722,449 shares issued and outstanding (unlimited shares authorized)	\$ 177,224
Paid-in capital	307,945,535
Accumulated net investment loss	(2,317,996)
Accumulated net realized loss	(1,783,016)
Net unrealized appreciation on investments	188,648,267
<b>Net assets applicable to common shareholders</b>	<b>\$ 492,670,014</b>
<b>Net Asset Value:</b>	
Net assets applicable to common shareholders	\$ 492,670,014
Common shares outstanding	17,722,449
<b>Net asset value per common share outstanding</b>	<b>\$ 27.80</b>

See accompanying Notes to Consolidated Financial Statements.

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Statement of Operations

Year Ended November 30, 2014

<b>Investment Income:</b>	
Distributions from master limited partnerships	\$ 13,409,585
Less return of capital on distributions	(12,781,929)
Net distributions from master limited partnerships	627,656
Dividends from master limited partnership related companies	4,215,485
Interest income	15,364
<b>Total Investment Income</b>	<b>4,858,505</b>
<b>Operating Expenses:</b>	
Investment management fees	5,009,459
Administration fees	162,343
Custodian fees	25,716
Interest expense	1,118,203
Line of credit commitment fees	12,947
Professional fees	325,450
Trustees fees	120,409
Other expenses	453,482
<b>Total Expenses</b>	<b>7,228,009</b>
Less expenses reimbursed by the Adviser	(373,713)
<b>Net Expenses</b>	<b>6,854,296</b>
<b>Net Investment Loss, before Income Taxes</b>	<b>(1,995,791)</b>
Deferred tax benefit	(140,385)
<b>Net Investment Loss</b>	<b>(1,855,406)</b>
<b>Realized and Unrealized Gain (Loss):</b>	
Net realized gain on investments	9,369,820
Net realized loss on written options contracts	(566,135)
Net realized loss on futures contracts	(2,411,496)
Net realized loss on swap agreements	(9,509,946)
Net realized loss, before income taxes	(3,117,757)
Deferred tax benefit	(4,846,492)
Net realized gain, net of income taxes	1,728,735
Change in unrealized appreciation/depreciation from investments, written options contracts, futures contracts and swap agreements, before income taxes	50,245,719
Deferred tax expense	7,149,507
Change in unrealized appreciation/depreciation from investments, written options contracts, futures contracts and swap agreements, net of income taxes	43,096,212

Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

<b>Net Realized and Unrealized Gain from Investments, Written Options Contracts, Futures Contracts and Swap Agreements</b>	44,824,947
<b>Net Increase in Net Assets Applicable to Common Shareholders Resulting from Operations</b>	<b>\$ 42,969,541</b>

See accompanying Notes to Consolidated Financial Statements.

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Statements of Changes in Net Assets

	Year Ended November 30, 2014	Year Ended November 30, 2013
<b>Operations:</b>		
Net investment loss, net of income taxes	\$ (1,855,406)	\$ (1,005,904)
Net realized gain, net of income taxes	1,728,735	8,880,958
Change in unrealized appreciation/depreciation, net of income taxes	43,096,212	51,549,869
Net increase in net assets applicable to common shareholders resulting from operations	42,969,541	59,424,923
<b>Distributions:</b>		
In excess of net investment income	(13,327,520) <sup>(1)</sup>	(8,150,649)
Return of capital	(3,620,853)	(4,825,706)
Total distributions to common shareholders	(16,948,373)	(12,976,355)
<b>Capital Shares Transactions:</b>		
Issuance of 8,222,798 and 0 common shares from merger (Note 11), respectively	235,891,358	
Issuance of 0 and 29,119 common shares from reinvestment of distributions to common shareholders, respectively		624,121
Net increase in net assets applicable to common shareholders from capital transactions	235,891,358	624,121
Total increase in net assets applicable to common shareholders	261,912,526	47,072,689
<b>Net Assets:</b>		
Beginning of period	230,757,488	183,684,799
End of period	\$ 492,670,014	\$ 230,757,488
Accumulated net investment loss	\$ (2,317,996)	\$ (194,149)

- (1) Distributions include \$3.4 million in distributions to Salient MLP & Energy Infrastructure Fund shareholders of record as of November 13, 2014.

See accompanying Notes to Consolidated Financial Statements.

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Statement of Cash Flows

Year Ended November 30, 2014

<b>Cash flows from operating activities:</b>	
Net increase in net assets resulting from operations	\$ 42,969,541
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by operating activities:	
Purchases of investments	(194,378,870)
Proceeds from disposition of investments	199,404,546
Return of capital on distributions from master limited partnerships	12,781,929
Cash proceeds from merger	2,916,958
Premiums from written call options	1,812,926
Proceeds paid to cover written call options	(2,251,949)
Premiums paid on exercised written call options	(127,112)
Net realized gain on investments	(9,369,820)
Net realized loss on written options contracts	566,135
Change in unrealized appreciation/depreciation from investments	(50,245,719)
Change in operating assets and liabilities:	
Dividends and interest receivable	266,895
Deferred tax asset	(11,307,415)
Receivable from investments sold	5,176,505
Variation margin on futures contracts	(113,120)
Prepays and other assets	26,350
Payable for investments purchased	13,267,552
Line of credit fees payable	73
Payable to Adviser	423,554
Trustee fees payable	4,629
Interest payable	(16,220)
Accounts payable and accrued expenses	(286,979)
Deferred tax liability	13,470,046
Net cash provided by operating activities	24,990,435
<b>Cash flows from financing activities:</b>	
Advances from credit facility	362,600,000
Repayments on credit facility	(357,700,000)
Distributions paid to common shareholders, net of reinvestments	(16,948,373)
Net cash used in financing activities	(12,048,373)
Net increase in cash and cash equivalents	12,942,062
Cash and cash equivalents at beginning of year	2,333,147
Cash and cash equivalents at end of year	\$ 15,275,209
<b>Supplemental schedule of cash activity:</b>	
Cash paid for interest during the year	\$ 1,134,423
Cash paid for non-use fees during the year	12,874
<b>Supplemental schedule of non-cash activity:</b>	
Non-cash proceeds from common shares issued in merger (Note 11)	\$ 232,974,400
Distributions received in-kind	2,964,423

Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

See accompanying Notes to Consolidated Financial Statements.



## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Financial Highlights

	Year Ended November 30, 2014	Year Ended November 30, 2013	Period from May 24, 2012 <sup>(1)</sup> through November 30, 2012
<b>Per Common Share Data:<sup>(2)</sup></b>			
Net Asset Value, beginning of period	\$ 24.29	\$ 19.40	\$ 20.00
<b>Income from Investment Operations:</b>			
Net investment income (loss) <sup>(3)</sup>	(0.19)	(0.11)	0.01
Net realized and unrealized gain from investments	5.15	6.37	1.00
Net increase resulting from operations	4.96	6.26	1.01
<b>Distributions paid from:</b>			
In excess of net investment income	(1.14)	(0.86)	
Return of capital	(0.31)	(0.51)	(0.66)
Underwriting discounts and offering costs on issuance of common shares <sup>(4)</sup>			(0.95)
Net Asset Value, end of period	\$ 27.80	\$ 24.29	\$ 19.40
Per common share market value, end of period	\$ 26.20	\$ 22.78	\$ 19.54
Total Investment Return Based on Market Value <sup>(5)(6)</sup>	21.30%	23.79%	1.13%
<b>Ratios to Average Net Assets:<sup>(7)</sup></b>			
Net investment income (loss)	(0.66)%	(0.47)%	0.11%
Gross operating expenses	3.34%	5.44%	4.94%
Net operating expenses <sup>(8)</sup>	3.21%	5.14%	4.69%
Net operating expenses (excluding deferred income tax benefit/expense) <sup>(8)</sup>	2.44%	2.25%	2.22%
<b>Supplemental Data:</b>			
Net assets applicable to common shareholders, end of period (000s)	\$ 492,670	\$ 230,757	\$ 183,685
Average net assets (000s)	\$ 280,809	\$ 214,892	\$ 184,441
Portfolio turnover <sup>(5)</sup>	46.39% <sup>(9)</sup>	74.87%	47.73%
Asset coverage per \$1,000 unit of senior indebtedness <sup>(10)</sup>	3,354	3,187	3,443
Short-term borrowings, end of period (000s)	\$ 209,300	\$ 105,500	\$ 75,200

(1) Commencement of operations.

(2) Information presented relates to a common share outstanding for periods indicated.

(3) Per share net investment income (loss) has been calculated using the average daily shares method.

(4) Represents the dilution per common share from underwriting and other offering costs for the period.

(5) Not annualized for periods less than one year.

(6) Total investment return is calculated assuming a purchase of common shares at the current market price on the first day of the period and a sale at the closing market price on the last day of the period reported (excluding brokerage commissions). Dividends and distributions are assumed for the purpose of this calculation to be reinvested at prices obtained under the DRIP.

(7) Annualized for periods less than one year.

(8) The amount includes an investment adviser waiver representing 0.13%, 0.30% and 0.25% for the periods ended November 30, 2014, November 30, 2013 and November 30, 2012, respectively, to the expense ratios. Without this waiver, the expense ratios would be

## Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

higher.

- (9) In connection with the reorganization of the Salient MLP & Energy Infrastructure Fund into the Salient Midstream & MLP Fund, no purchases or sales occurred in an effort to realign the combined fund's portfolio after the merger, and therefore none have been excluded from the portfolio turnover calculation. The value of investments acquired in the reorganization, which have been excluded from purchases in the portfolio turnover calculation, is \$337,519,725.
- (10) Calculated by subtracting the Fund's total liabilities (not including borrowings) from the Fund's total assets and dividing by the total number of senior indebtedness units, where one unit equals \$1,000 of senior indebtedness.

See accompanying Notes to Consolidated Financial Statements.

---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements**

**November 30, 2014**

**(1) ORGANIZATION**

Salient Midstream & MLP Fund (the Fund), a Delaware statutory trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), commenced operations on May 24, 2012 as a non-diversified, closed-end management investment company. The Fund is authorized to issue an unlimited number of common shares of beneficial interest (Common Shares), which may be issued in more than one class or series. The Fund's Common Shares are listed on the New York Stock Exchange (NYSE) under the symbol SMM.

The Fund's objective is to provide a high level of total return with an emphasis on making quarterly cash distributions to its common shareholders. The Fund seeks to achieve its investment objective by investing at least 80% of its total assets in securities of midstream companies and master limited partnerships (MLPs).

The board of trustees (each member thereof a Trustee and, collectively the Board) is authorized to engage an investment adviser, and pursuant to an investment management agreement (the Investment Management Agreement), it has selected Salient Capital Advisors, LLC (the Adviser) to manage the Fund's portfolio and operations. The Adviser is a Texas limited liability company that is registered as an investment adviser under the Investment Advisers Act of 1940, as amended. Under the Investment Management Agreement, the Adviser is responsible for the establishment of an investment committee (the Investment Committee), which is responsible for developing, implementing, and supervising the Fund's investment program subject to the ultimate supervision of the Board.

Under the Fund's organizational documents, the Fund's Trustees and officers are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In the normal course of business, the Fund enters into contracts with service providers, which also provide for indemnifications by the Fund. The Fund's maximum exposure under these arrangements is unknown as this would involve any future potential claims that may be made against the Fund. However, based on experience, management expects that risk of loss to be remote.

The Fund may invest up to 25% of its total assets in Salient Midstream & MLP Fund, Inc., a wholly owned subsidiary (the Subsidiary). The Subsidiary, which is organized under the laws of the state of Delaware, is controlled by the Fund, and is therefore consolidated in the Fund's consolidated financial statements. The Fund invests in the Subsidiary in order to gain additional exposure to the investment returns of the MLP markets, within the limitations of the federal tax law requirements applicable to regulated investment companies (RIC). Where the context requires, the Fund includes both the Fund and the Subsidiary.

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES**

**(a) BASIS OF ACCOUNTING**

The consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP). The accompanying consolidated financial statements reflect the financial position of the Fund and its Subsidiary and the results of their operations on a consolidated basis. All intercompany accounts and transactions have been eliminated in consolidation. The Fund is an investment company and follows the investment company accounting and reporting guidance under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 946, Financial Services-Investment Companies.

---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

***(b) CASH EQUIVALENTS***

The Fund considers all unpledged temporary cash investments with a maturity date at the time of purchase of three months or less to be cash equivalents.

***(c) PORTFOLIO SECURITIES TRANSACTIONS***

Security transactions are accounted for on a trade date basis. Realized gains and losses are reported using the specific identification cost basis.

***(d) INVESTMENT VALUATION***

The valuation of the Fund's investments is determined each day based on the most recent close of regular session trading on the NYSE and reported by Citi Fund Services Ohio, Inc., the Fund's independent administrator ( Administrator ).

The Board has formed a valuation committee (the Board Valuation Committee ) that is responsible for overseeing the Fund's valuation policies, making recommendations to the Board on valuation-related matters, and overseeing implementation by the Adviser of the Fund's valuation policies.

The Board has authorized the Adviser to establish a valuation committee of the Adviser ( Adviser Valuation Committee ). The Adviser Valuation Committee's function, subject to oversight of the Board Valuation Committee and the Board, is generally to review the Fund's valuation methodologies, valuation determinations, and any information provided to the Adviser Valuation Committee by the Adviser or the Administrator.

To the extent that the price of a security cannot be determined applying the methods described below, the Adviser Valuation Committee in conjunction with the Administrator will determine the price of the security pursuant to the fair value procedures approved by the Board.

Investments held by the Fund are valued as follows:

**SECURITIES LISTED ON A SECURITIES EXCHANGE OR OVER-THE-COUNTER EXCHANGES** In general, the Fund values those securities at their last sales price on the exchange or over-the-counter market on the valuation date. If the security is listed on more than one exchange, the Fund uses the price from the exchange that it considers to be the principal exchange on which the security is traded. If there have been no sales for that day on the exchange where the security is principally traded, then the price of the security will be valued at the mean between the closing bid and ask prices on the valuation date. Securities listed on the NASDAQ National Market System ( NASDAQ ) will be valued at the NASDAQ Official Closing Price on the valuation date, which may not necessarily represent the last sale price.

**PUBLICLY-TRADED EQUITY SECURITIES ACQUIRED IN A DIRECT PLACEMENT TRANSACTION** Such securities may be subject to restrictions on resale that can affect the security's liquidity and fair value. Such securities that are convertible or otherwise will become freely tradable will be valued based on the market value of the freely tradable security less an applicable restriction discount. Generally, the discount will initially be equal to the discount at which the Fund purchased the securities and thereafter will be periodically reassessed and likely reduced over the anticipated restricted period. Equity securities are typically categorized as Level 1 or Level 2 in the fair value hierarchy, based upon inputs utilized in determining the value of such securities.

---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

**DERIVATIVES** Exchange traded futures contracts are valued using quoted final settlement prices from the national exchange on which they are principally traded and are typically categorized as Level 1 in the fair value hierarchy. If no such price is reported by such exchange on the valuation date, the Adviser Valuation Committee will determine the fair value in good faith using information that is available at such time. Such fair valued investments are typically categorized as Level 2 or Level 3 in the fair value hierarchy, based upon the inputs used to value the investments.

Options that are listed on a securities exchange are generally valued at the midpoint of closing bid and ask prices for options held long and short, respectively on the valuation date and are typically categorized as Level 1 in the fair value hierarchy. If no such bid or ask price is reported, the positions are valued at the last sales price on the valuation date. If no such sales price is reported by such exchange on the valuation date, the Adviser Valuation Committee in conjunction with the Administrator will determine the fair value in good faith using information that is available at such time. Such fair valued investments are typically categorized as Level 2 or Level 3 in the fair value hierarchy, based upon the inputs used to value the investments.

Options traded on an over-the-counter market are generally valued using the midpoint of the closing bid and ask prices provided by an independent pricing service. If a quotation is not available from the independent pricing service, the price is obtained from a broker (typically the counterparty to the option) on the valuation date. If no such price is available on the valuation date, the Adviser Valuation Committee in conjunction with the Administrator will determine the fair value of such options in good faith using information that is available at such time. Such fair valued options are typically categorized as Level 2 or Level 3 in the fair value hierarchy, based upon the inputs used to value the investments.

Non exchange-traded derivatives, such as swap agreements, are valued based on procedures approved by the Board and are typically categorized as Level 2 in the fair value hierarchy. Credit default swaps and total return swaps are generally fair valued using evaluated quotes provided by an independent pricing service. If a quotation is not available from the independent pricing service, the price is obtained from a broker (typically the counterparty to the swap agreement) on the valuation date.

**SECURITIES NOT ACTIVELY TRADED** The value of securities, derivatives or synthetic securities that are not actively traded on an exchange are determined by obtaining quotes from brokers that normally deal in such securities or by an unaffiliated pricing service that may use actual trade data or procedures using market indices, matrices, yield curves, specific trading characteristics of certain groups of securities, pricing models or a combination of these procedures. In each of these situations, valuations are typically categorized as Level 2 in the fair value hierarchy. Securities for which independent pricing services are not available are valued pursuant to the valuation procedures approved by the Board and are typically categorized as Level 2 or Level 3 in the fair value hierarchy, based upon the inputs used to value the investments.

**INVESTMENT FUNDS** Investments in investment limited partnerships and shares in unregistered investment funds ( Investment Funds ) for which a market value is not available will generally be valued using the partners' capital or net asset value (the NAV ) as a practical expedient, as reported by the Investment Fund managers or the administrators of such Investment Funds. These Investment Funds value their underlying investments in accordance with policies established by such Investment Funds. Prior to investing in any Investment Fund, the Adviser Valuation Committee, as part of the due diligence process, conducts a review of the valuation

---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

methodologies employed by the Investment Fund to determine whether such methods are appropriate for the asset types. The Adviser Valuation Committee will consider whether it is appropriate, in light of the relevant circumstances, to value shares at NAV as reported by an Investment Fund for valuation purposes, or whether to adjust such reported value to reflect an adjusted fair value. Because of the inherent uncertainty of valuation, fair value may differ significantly from the value that would have been used had readily available markets for the investments in Investment Funds existed. The Fund's investments in Investment Funds are subject to the terms and conditions of the respective operating agreements and offering memoranda of such Investment Funds. Investment Funds are typically categorized as Level 2 or Level 3 in the fair value hierarchy based upon liquidity.

**OTHER** Investments in private placement securities and other securities for which market quotations are not readily available will be valued in good faith by using fair value procedures approved by the Board. Such fair value procedures may consider among other factors discounts to publicly traded issues, time until conversion date, securities with similar yields, quality, type of issue, coupon, duration and rating, and an analysis of the issuer's financial statements and reports. If events occur that affect the value of the Fund's securities before the net asset value has been calculated, the securities so affected will generally be priced using fair value procedures. Such investments are typically categorized as Level 2 or Level 3 in the fair value hierarchy, based upon the inputs used to value the investments.

***(e) FOREIGN CURRENCY***

The accounting records of the Fund are maintained in U.S. dollars. Foreign currency amounts and investments denominated in a foreign currency, if any, are translated into U.S. dollar amounts at current exchange rates on the valuation date. Purchases and sales of investments denominated in foreign currencies are translated into U.S. dollar amounts at the exchange rate on the respective dates of such transactions. The Fund does not isolate the portion of the results of operations resulting from changes in foreign exchange rates on investments from fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized gain on investments.

***(f) MASTER LIMITED PARTNERSHIPS***

Entities commonly referred to as MLPs are generally organized under state law as limited partnerships or limited liability companies. The Fund and Subsidiary invest in MLPs receiving partnership taxation treatment under the Internal Revenue Code of 1986, as amended (the "Code"), and whose interests or units are traded on securities exchanges like shares of corporate stock. To be treated as a partnership for U.S. federal income tax purposes, an MLP whose units are traded on a securities exchange must receive at least 90% of its income from qualifying sources such as interest, dividends, real property rents, gains on dispositions of real property, income and gains from mineral or natural resources activities, income and gains from the transportation or storage of certain fuels, and, in certain circumstances, income and gains from commodities or futures, forwards and options on commodities. Mineral or natural resources activities include exploration, development, production, processing, mining, refining, marketing and transportation (including pipelines) of oil and gas, minerals, geothermal energy, fertilizer, timber or industrial source carbon dioxide. An MLP consists of a general partner and limited partners (or in the case of MLPs organized as limited liability companies, a managing member and members).

The general partner or managing member typically controls the operations and management of the MLP and has an ownership stake in the partnership or limited liability company. The limited partners or members, through

## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Financial Statements, continued

November 30, 2014

their ownership of limited partner or member interests, provide capital to the entity, are intended to have no role in the operation and management of the entity and receive cash distributions. The Fund's investments in MLPs consist only of limited partner or member interests ownership. The MLPs themselves generally do not pay U.S. federal income taxes. Thus, unlike investors in corporate securities, direct MLP investors are generally not subject to double taxation (i.e., corporate level tax and tax on corporate dividends). Currently, most MLPs operate in the energy and/or natural resources sector.

**(g) RESTRICTED AND ILLIQUID SECURITIES**

The Fund may invest up to 30% of its total assets in unregistered or otherwise restricted securities of which up to 10% may be in securities of privately held companies. A restricted security is a security which has been purchased through a private offering and cannot be resold to the general public without prior registration under the Securities Act of 1933 (the "1933 Act") or pursuant to the resale limitations provided by Rule 144 under the 1933 Act, or an exemption from the registration requirements of the 1933 Act. Illiquid securities are securities that cannot be sold or disposed of within a reasonable amount of time in the ordinary course of business. Certain restricted securities may be resold in transactions exempt from registration, normally to qualified institutional buyers, and may be deemed liquid by the Adviser based on procedures approved by the Board. Therefore, not all restricted securities are considered illiquid.

The restricted securities held at November 30, 2014 are identified below and are also presented in the Fund's Consolidated Schedule of Investments.

Security	% of Net Assets	Acquisition Date	Total Cost	Shares/ Units	Fair Value
EMG Utica I Offshore Co-Investment, LP*	2.3%	2/22/13	\$ 9,000,000	9,000,000	\$ 11,317,500
EMG Utica I Offshore Co-Investment, LP*	1.8%	2/22/13	7,000,000	7,000,000	8,802,500
NGL Energy Partners LP**	0.3%	6/12/14	1,473,000	37,500	1,267,125
NGL Energy Partners LP**	0.1%	6/13/14	667,760	17,000	574,430
Teekay Offshore Partners L.P.**	3.1%	11/24/14	15,254,432	584,461	15,254,432
Total	7.6%		\$ 33,395,192	\$ 16,638,961	\$ 37,215,987

\* Security has been deemed illiquid by the Adviser based on procedures approved by the Board.

\*\* Securities have been deemed liquid by the Adviser based on procedures approved by the Board.

**(h) AFFILIATED INVESTMENT FUNDS**

The 1940 Act defines affiliates as those issuers in which a fund holds 5% or more of the outstanding voting securities, but the fund does not own enough of the outstanding voting securities of the issuer to have control (as defined by the 1940 Act) of that issuer. The following is a summary of the investments in other affiliates for the year ended November 30, 2014:

Security	Balance November 30, 2013	Gross Purchases	Proceeds from Sales	Net Realized Gain (Loss) on Investments	Change in Unrealized Appreciation/ Depreciation	Balance November 30, 2014
EMG Utica I Offshore Co-Investment, L.P.	\$ 9,538,200	\$ 8,771,000	\$	\$	\$ 1,810,800	\$ 20,120,000





---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

As of the effective date of the Fund's acquisition of SMF (see note 11), the Fund owns 100% of EMG Utica I Offshore Co-Investment, L.P. (EMG Utica). EMG Utica holds a non-controlling underlying interest in MarkWest Utica EMG, L.L.C., which is a joint venture between MarkWest Energy Partners, L.P. (MarkWest) and The Energy and Minerals Group (EMG). MarkWest is a U.S. domiciled publicly traded master limited partnership in the natural gas gathering, processing and transportation business. EMG is a private investment firm that targets equity investments in the energy and minerals sector. The Fund has included EMG Utica as an investment at fair value in its Consolidated Statement of Assets, Liabilities and Shareholders' Equity (see note 3) and has not consolidated operations of EMG Utica for the 16 days in which the Fund owned 100% of EMG Utica. EMG Utica's investments are recorded at fair value by primarily utilizing a discounted cash flow model as well as market comparable companies and transactions. These methodologies utilize unobservable inputs and as such are considered Level 3 in the fair value hierarchy.

**(i) INVESTMENT INCOME**

Interest income is recognized on the accrual basis. Distributions are recorded on the ex-dividend date. Distributions received from the Fund's investments in MLPs generally are composed of ordinary income, capital gains and return of capital from the MLPs.

**(j) USE OF ESTIMATES**

The consolidated financial statements have been prepared in conformity with U.S. GAAP, which requires management to make estimates and assumptions relating to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting period. Actual results may differ from those estimates and such differences may be significant.

**(k) DERIVATIVE INSTRUMENTS**

The Fund may invest in derivatives in order to meet its investment objectives. The risk in using derivatives varies depending upon the structure of the instruments. All open derivative positions at period end, if any, are presented in the Fund's Consolidated Schedule of Investments. The following is a description of the derivative instruments that the Fund has utilized as part of its investment strategy, including the primary underlying risk exposures related to each instrument type.

**OPTIONS** The Fund may write equity call options with the purpose of generating realized gains from premiums as a means to enhance distributions to the Fund's common shareholders. Options are secured by investments, as detailed in the Fund's Consolidated Schedule of Investments. A call option on a security is a contract that gives the holder of such call option the right to buy the security underlying the call option from the writer of such call option at a specified price at any time during the term of the option. At the time the call option is sold, the writer of a call option receives a premium from the buyer of such call option. If the Fund writes a call option, it will have the obligation upon exercise of such call option to deliver the underlying security upon payment of the exercise price. As the writer of a covered call option, during the option's life, the Fund gives up the opportunity to profit from increases in the market value of the security covering the call option above the sum of the premium and the strike price of the call, but the Fund retains the risk of loss should the price of the underlying security decline.

## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Financial Statements, continued

November 30, 2014

The Fund had the following transactions in written call options during the year ended November 30, 2014:

	Number of Contracts	Premiums
Written options outstanding at November 30, 2013		\$
Options written	24,241	1,812,926
Options exercised	(5,371)	(127,112)
Options expired	(1,085)	(67,260)
Options closed	(17,785)	(1,618,554)
Written options outstanding at November 30, 2014		\$

**FUTURES CONTRACTS** The Fund may invest in futures contracts as a part of its hedging strategy to manage exposure to interest rate, equity and market price movements, and commodity prices. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date. The underlying asset is not physically delivered. Futures contracts are valued at their quoted daily settlement prices. Upon entering into a futures contract, the Fund is required to segregate liquid assets in accordance with the initial margin requirements of the clearinghouse to secure the Fund's performance. The clearinghouse also requires daily settlement of variation margin representing changes in the value of each contract. Fluctuations in the value of the contracts are recorded as unrealized appreciation (depreciation) until the contracts are closed, when they are recorded as net realized gain (loss) on futures contracts. The primary risks associated with the use of futures contracts are imperfect correlation between changes in fair values of the underlying assets and the prices of futures contracts, and the possibility of an illiquid market. Counterparty risk involving futures is mitigated because a regulated clearinghouse is the counterparty.

**SWAP AGREEMENTS** The Fund may invest in swap agreements, primarily total return swap agreements, in connection with its hedging strategy to manage market risks.

A total return swap agreement is a bilateral financial contract agreement where one party (the payer) agrees to pay the other (the receiver) the total return on a specified asset or index in exchange for a fixed or floating rate of return. A total return swap agreement allows the receiver or payer to derive the economic benefit of owning or having short exposure to an asset without owning or shorting the underlying asset directly. The receiver is entitled to the amount, if any, by which the notional amount of the total return swap agreement would have increased in value had it been invested in the particular instruments, plus an amount equal to any dividends or interest that would have been received on those instruments. In return, the payer is entitled to an amount equal to a fixed or floating rate of interest (e.g., a LIBOR based rate) on the notional amount of the swap agreement plus the amount, if any, by which the notional amount would have decreased in value had it been invested in such instruments, less any dividends or interest. The amounts to which each party is entitled are normally netted against each other at periodic settlement dates, resulting in a single amount that is either due to or from each party.

A credit default swap agreement gives one party (the buyer) the right to recoup the economic value of a decline in the value of debt securities of the reference issuer if a credit event (a downgrade, bankruptcy or default) occurs. This value is obtained by delivering a debt security of the reference issuer to the party in return for a previously agreed upon payment from the other party (frequently, the par value of the debt security) or receive a net amount equal to the par value of the defaulted reference entity less its recovery value. The Fund is usually a net buyer of credit default swap agreements.

## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Financial Statements, continued

November 30, 2014

The Fund as a buyer of a credit default swap agreement would have the right to deliver a referenced debt obligation and receive the par (or other agreed-upon) value of such debt obligation from the counterparty in the event of a default or other credit event by the reference issuer with respect to its debt obligations. In return, the Fund would pay the counterparty a periodic stream of payments over the term of the agreement provided that no event of default or other credit event has occurred. If no default or other credit event occurs, the counterparty would keep the stream of payments and would have no further obligations to the Fund.

In addition to being exposed to the credit risk of the underlying reference entity, swap agreements are subject to counterparty risk, market risk and interest rate risk. Swap agreements utilized by the Fund may not perform as expected. Risks may arise as a result of the failure of the counterparty to perform under the agreement. The loss incurred by the failure of a counterparty is generally limited to the market value and premium amounts recorded. The Fund considers the creditworthiness of each counterparty to a swap agreement in evaluating potential credit risk, and will not enter into any swap agreement unless the Adviser believes the counterparty to the transaction is creditworthy. Additionally, risks may arise from the unanticipated movements in interest rates or in the value of the underlying reference assets. The Fund may use various techniques to minimize credit risk including early termination or reset and payment. Collateral, in the form of cash, is held in broker segregated accounts for swap agreements.

As of November 30, 2014, the Fund held no investments in derivative instruments.

The following is a summary of the effect of derivative instruments on the Consolidated Statement of Operations for the year ended November 30, 2014.

	Net Realized Gain (Loss) on Derivatives
<b>Equity Risk Exposure:</b>	
Futures Contracts	\$ (1,949,339)
Swap Agreements	(9,509,946)
Written Call Options Contracts	(566,135)
<b>Commodity Risk Exposure:</b>	
Futures Contracts	(462,157)

The following is a summary of the average monthly notional value of written options, futures contracts and swap agreements during the year ended November 30, 2014.

	Average Monthly Notional Value	Notional Value Outstanding at November 30, 2014
Written call options	\$ 85,092	\$
Futures contracts sold	26,342,850	
Total return swap agreements	16,609,467	

**(I) DISTRIBUTIONS TO SHAREHOLDERS**

The Fund intends to continue to comply with the requirements under Subchapter M of the Internal Revenue Code (the Code) in order to continue to qualify as a RIC. If so qualified, the Fund will not be subject to federal income tax to the extent it distributes substantially all of its net investment income and net capital gains to its shareholders.



---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

The Fund generally makes quarterly distributions to shareholders. Net realized capital gains, if any, are distributed annually. Distributions from net realized gains may include short-term capital gains. All net short-term capital gains are included in ordinary income for tax purposes. Distributions to shareholders are recorded on the ex-dividend date. The Fund may also pay, at the end of the calendar year, a special distribution to comply with requirements under the Code.

Each shareholder will automatically be a participant under the Fund's Dividend Reinvestment Plan (the "DRIP") and have all income distributions and capital gains distributions automatically reinvested in Shares, unless a shareholder otherwise elects to receive distributions in cash. Generally, for U.S. federal income tax purposes, shareholders receiving Shares under the DRIP will be treated as having received a distribution equal to the amount of cash they would have received had the shareholder not participated in the DRIP.

The character of distributions made during the period from net investment income or net realized gains may differ from its ultimate characterization for federal income tax purposes. For the year ended November 30, 2014, 21% of the Fund's distributions are return of capital.

The amount of distributions from net investment income and net realized gains are determined in accordance with federal income tax regulations which may differ from U.S. GAAP. These book/tax differences are either considered temporary or permanent in nature. To the extent these differences are permanent in nature (e.g., return of capital, differing treatment on certain swap agreements, net operating loss, distribution reclassification, certain gain/loss and certain distributions), such amounts are reclassified within the composition of net assets based on their federal tax-basis treatment: temporary differences (e.g., wash sales and differing treatment on certain swap agreements) do not require a reclassification. Distributions which exceed net investment income and net realized gains for financial reporting purposes but not for tax purposes are reported as distributions in excess of net investment income or net realized gains. To the extent they exceed net investment income and net realized gains for tax purposes, they are reported as return of capital.

***(m) CFTC REGULATION***

On August 13, 2013, the Commodity Futures Trading Commission ("CFTC") adopted rules to harmonize conflicting United States Securities and Exchange Commission (the "SEC") and CFTC disclosure, reporting and recordkeeping requirements for registered investment companies that do not meet an exemption from the definition of commodity pool. The harmonization rules provide that the CFTC will accept the SEC's disclosure, reporting, and recordkeeping regime as substituted compliance for substantially all of the otherwise applicable CFTC regulations as long as such investment companies meet the applicable SEC requirements.

With respect to the Fund, the Adviser has claimed an exemption from the definition of the term "commodity pool operator" under CFTC Regulation 4.5 of the Commodity Exchange Act ("CEA"). As such, the Fund is not currently subject to registration or regulation as a commodity pool under the CEA.

***(n) PROPOSED TAX REGULATIONS***

On August 2, 2013, the Internal Revenue Service ("IRS") issued proposed regulations which, if adopted in their current form, would require the Fund to aggregate investment holdings of the Subsidiary with its direct investment holdings for purposes of determining whether more than 25% of its total assets are invested in the securities of qualified publicly traded partnerships, which includes MLPs. The proposed regulations would not impact Fund investments in affiliates of MLPs or other Energy Infrastructure Companies structured as domestic

---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

corporations. If the proposed regulations are adopted and finalized in their current form, the Fund would reduce its overall investment in MLPs, whether held in the Fund directly or held by the Subsidiary, to no more than 25% of the Fund's total assets. The Fund would otherwise continue to pursue its current investment objective and strategies.

The IRS proposed regulations have no immediate impact on the current operations of the Fund, and will not affect the ability of the Fund to qualify as a RIC for tax purposes in the current year. The IRS had requested comments on the proposed regulations by October 31, 2013. The IRS received a number of comments on the proposal from issuers and trade associations. IRS action on the proposal remains uncertain.

The Adviser is evaluating possible investment alternatives in the event the proposed regulations are finalized. Reduction of the Fund's investments in MLPs (whether held in the Fund directly or held in the Subsidiary), and/or use of any alternatives, could negatively affect the Fund's investment returns.

***(o) RETURN OF CAPITAL ESTIMATES***

Distributions received from the Fund's investments in MLPs generally are composed of income, capital gains and return of capital. The Fund records investment income and return of capital based on estimates made at the time such distributions are received. Such estimates are based on historical information available from each MLP and other industry sources. These estimates may subsequently be revised based on information received from MLPs after their tax reporting periods are concluded.

For the year ended November 30, 2014, the Fund estimated that approximately 95% of the MLP distributions received would be treated as a return of capital. The Fund recorded as return of capital the amount of \$12,781,929 of dividends and distributions received from its investments. Net realized gain was increased by \$5,080,757 and change in net unrealized appreciation/depreciation was increased by \$7,701,172 in the accompanying Consolidated Statement of Operations, attributable to the recording of such distributions as a reduction in the cost basis of investments.

***(p) FEDERAL AND OTHER TAXES***

For the tax years ended November 30, 2012 through November 30, 2014, and for all major jurisdictions, management of the Fund has evaluated the tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether the tax positions will more-likely-than-not be sustained by the Fund upon challenge by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold and that would result in a tax benefit or expense to the Fund would be recorded as a tax benefit or expense in the current period. For the year ended November 30, 2014, the Fund did not recognize any amounts for unrecognized tax benefit/expense. A reconciliation of unrecognized tax benefit/expense is not provided herein, as the beginning and ending amounts of unrecognized tax benefit/expense are zero, with no interim additions, reductions or settlements.

The Subsidiary, as a corporation, is obligated to pay federal and state income tax on its taxable income. The Subsidiary invests its assets primarily in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Subsidiary includes its allocable share of the MLP's taxable income in computing its own taxable income. Deferred income taxes reflect (i) taxes on unrealized gains (losses), which are attributable to the temporary difference between fair market value and tax basis, (ii) the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes

---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

and the amounts used for income tax purposes and (iii) the net tax benefit of accumulated net operating and capital losses. To the extent the Subsidiary has a deferred tax asset, consideration is given as to whether or not a valuation allowance is required. The need to establish a valuation allowance for deferred tax assets is assessed periodically by the Subsidiary. A valuation allowance will be established if it is more likely than not that some portion or the entire deferred tax asset will not be realized. In the assessment of a valuation allowance, consideration is given to all positive and negative evidence related to the realization of the deferred tax asset. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability (which are highly dependent on future cash distributions from the Subsidiary's MLP holdings), the duration of statutory carry forward periods and the associated risk that operating and capital loss carry forwards may expire unused.

For the tax years ended November 30, 2012 through November 30, 2014, and for all major jurisdictions, management of the Subsidiary has concluded that there are no significant uncertain tax positions that would require recognition in the consolidated financial statements. Furthermore, management of the Subsidiary is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months.

The Subsidiary may rely to some extent on information provided by the MLPs, which may not necessarily be timely, to estimate taxable income allocable to the MLP units held in the portfolio and to estimate the associated deferred tax liability. Such estimates are made in good faith. From time to time, as new information becomes available, the Subsidiary may modify its estimates or assumptions regarding the deferred tax liability.

The Subsidiary's policy is to classify interest and penalties associated with underpayment of federal and state income taxes, if any, as income tax expense in its Statement of Operations. The tax years ended November 30, 2012 through November 30, 2014 remain open and subject to examination by federal and state tax jurisdictions.

**(3) FAIR VALUE MEASUREMENTS**

The Fund defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The valuation techniques employed by the Fund, as described below, maximize the use of observable inputs and minimize the use of unobservable inputs in determining fair value. The inputs used to determine the fair value of the Fund's investments are summarized in the three broad levels listed below:

Level 1 unadjusted quoted prices in active markets for identical investments

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

Level 3 investments with significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments) or Investment Funds that cannot be fully redeemed at the NAV in the near term; these are investments that generally have one or more of the following characteristics: gated redemptions, suspended redemptions, or lock-up periods greater than quarterly

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The Fund discloses transfers between levels based on valuations at the end of the reporting period. The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments.





**SALIENT MIDSTREAM & MLP FUND****Notes to Consolidated Financial Statements, continued****November 30, 2014**

Other assets and securities, which are generally not exchange-traded, or for which market quotations are not readily available, or are deemed unreliable are valued at fair value as determined in good faith by the Adviser Valuation Committee. Fair value pricing may be used for significant events such as securities for which trading has been suspended, prices have become stale or for which there is no currently available price at the close of the NYSE. A significant change in the unobservable inputs could result in a significantly lower or higher fair value measurement. Depending on the source and relative significance of valuation inputs, these investments may be classified as Level 2 or Level 3 in the fair value hierarchy.

The Fund establishes valuation processes and procedures to ensure that the valuation techniques for investments that are categorized within Level 3 of the fair value hierarchy are fair, consistent, and appropriate. The Adviser is responsible for developing the Fund's written valuation processes and procedures, conducting periodic reviews of the valuation policies, and evaluating the overall fairness and consistent application of the valuation policies. The Board Valuation Committee has authorized the Adviser to oversee the implementation of the Board approved valuation procedures by the Administrator. The Adviser Valuation Committee is comprised of various Fund personnel, which include members from the Fund's portfolio management and operations groups. The Adviser Valuation Committee meets monthly or as needed, to determine the valuations of the Fund's Level 3 investments. Fund valuations are required to be supported by market data, industry accepted third-party valuation models, or other methods the Adviser Valuation Committee deems to be appropriate, including the use of internal proprietary valuation models.

The following is a summary categorization of the Fund's investments based upon the three levels defined above as of November 30, 2014. The breakdown by category of equity securities is disclosed in the Consolidated Schedule of Investments.

	<b>LEVEL 1 Investment Securities</b>	<b>LEVEL 2 Investment Securities</b>	<b>LEVEL 3 Investment Securities</b>	<b>Total Investment Securities</b>
<b>Investments</b>				
Master Limited Partnerships and Related Companies				
Natural Gas Gathering/Processing	\$ 169,815,963	\$ 1,841,555	\$ 20,120,000	\$ 191,777,518
Transportation Infrastructure		15,254,432		15,254,432
Other Master Limited Partnerships and Related Companies	517,605,281			517,605,281
Convertible Bonds		1,835,000		1,835,000
Written Call Options				
Futures Contracts				
Swap Agreements				
Total	\$ 687,421,244	\$ 18,930,987	\$ 20,120,000	\$ 726,472,231

## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Financial Statements, continued

November 30, 2014

The following table is a summary of quantitative information about significant unobservable valuation inputs for Level 3 fair value measurements for investments held as of November 30, 2014.

Type of Assets	Fair Value as of November 30, 2014	Valuation Technique(s)	Liquidity of Investments	Adjustments to Fair Value**
<b>Master Limited Partnerships and Related Companies</b>				
EMG Utica I Offshore Co-Investment, L.P.	\$ 20,120,000	NAV as Practical Expedient*	Quarterly or Greater	None
<b>Total Investments</b>	<b>\$ 20,120,000</b>			

\* Unobservable valuation input.

\*\* Fair Value may be adjusted if underlying fund reports a NAV as of a date other than the Fund's measurement date, or if underlying fund is not reporting its investments at fair value.

There were no transfers between Levels 1, 2, or 3 for the year ended November 30, 2014. The following is a reconciliation of Level 3 investments based on the inputs used to determine fair value:

	Balance as of November 30, 2013	Gross Purchases	Gross Sales	Net Realized Gain (Loss)	Change in Unrealized Appreciation/ Depreciation	Balance as of November 30, 2014
<b>Master Limited Partnerships and Related Companies</b>						
Natural Gas Gathering/Processing	\$ 9,538,200	\$ 8,771,000	\$	\$	\$ 1,810,800	\$ 20,120,000
<b>Total Investments</b>	<b>\$ 9,538,200</b>	<b>\$ 8,771,000</b>	<b>\$</b>	<b>\$</b>	<b>\$ 1,810,800</b>	<b>\$ 20,120,000</b>

**(4) CREDIT FACILITY**

Prior to November 17, 2014, the Fund maintained a line of credit agreement (the Agreement) with Bank of America Merrill Lynch (BAML) which provided a secured revolving \$110,000,000 credit facility. Borrowings under the Agreement were secured by investments of the Fund. The Agreement provided for a commitment fee of 0.25% per annum on undrawn amounts above a certain threshold plus interest accruing on any borrowed amounts at the one month LIBOR plus 0.75% per annum. The average principal balance and weighted average interest rate for the period from December 1, 2013 through November 17, 2014, was approximately \$98,210,256 and 0.91%, respectively.

On November 17, 2014, the Fund closed on a \$225,000,000 committed lending facility with Bank of Nova Scotia (BNS), transferring the outstanding balance of \$100,400,000 plus accrued interest from BAML to BNS. Borrowings under the facility are secured by investments, as detailed in the Fund's Consolidated Schedule of Investments. The agreement with BNS provides for a commitment fee of 0.10% per annum on undrawn amounts above a certain threshold plus interest accruing on any borrowed amounts at the one month London Interbank Offered Rate (LIBOR) plus 0.95% per annum. The average principal balance and weighted average interest rate for the period November 17, 2014 through November 30, 2014, was approximately \$186,720,151 and 1.10%, respectively. At November 30, 2014, the principal balance outstanding was \$193,500,000 at an interest rate of 1.10%.



## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Financial Statements, continued

November 30, 2014

Prior to November 17, 2014, the Subsidiary maintained a line of credit agreement (the Sub Agreement) with BAML which provided a secured revolving \$34,000,000 credit facility. Borrowings under the Sub Agreement were secured by investments of the subsidiary. The Sub Agreement provided for a commitment fee of 0.25% per annum on undrawn amounts above a certain threshold plus interest accruing on any borrowed amounts at the one month LIBOR plus 0.75% per annum. The average principal balance and weighted average interest rate for the period from December 1, 2013 through November 17, 2014 was approximately \$20,890,833 and 0.91%, respectively.

On November 17, 2014, the Subsidiary closed on a \$75,000,000 committed lending facility with BNS, transferring the outstanding balance of \$18,000,000 plus accrued interest from BAML to BNS. Borrowings under the facility are secured by investments, as detailed in the Fund's Consolidated Schedule of Investments. The agreement with BNS provides for a commitment fee of 0.10% per annum on undrawn amounts above a certain threshold plus interest accruing on any borrowed amounts at the one month London Interbank Offered Rate (LIBOR) plus 0.95% per annum. The average principal balance and weighted average interest rate for the period November 17, 2014 through November 30, 2014, was approximately \$18,801,158 and 1.10%, respectively. At November 30, 2014, the principal balance outstanding was \$15,800,000 at an interest rate of 1.10%.

**(5) FEDERAL INCOME TAXES**

The Fund intends to continue to comply with the requirements of the Code applicable to regulated investment companies and to distribute all of its taxable income to shareholders. Also, in order to avoid the payment of any federal excise taxes, the Fund will distribute substantially all of its net investment income and net realized gains on a calendar year basis.

The tax character of dividends paid to shareholders during the tax year ended in 2014 was as follows:

Ordinary Income	Net Long Term Capital Gains	Total Taxable Distributions <sup>(1)</sup>	Tax Return of Capital	Total Distributions Paid <sup>(1)</sup>
\$2,685,446	\$ 10,642,074	\$ 13,327,520	\$ 3,620,853	\$ 16,948,373

<sup>(1)</sup> Total Taxable Distributions include a \$3.4 million distribution to Salient MLP & Energy Infrastructure Fund shareholders of record as of November 13, 2014. The tax character of dividends paid to shareholders during the tax year ended in 2013 was as follows:

Ordinary Income	Net Long Term Capital Gains	Total Taxable Distributions	Tax Return of Capital	Total Distributions Paid
\$8,150,649	\$	\$ 8,150,649	\$ 4,825,706	\$ 12,976,355

## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Financial Statements, continued

November 30, 2014

The following information is provided on a tax basis as of November 30, 2014:

Cost of investments	\$496,624,973
Gross unrealized appreciation	238,914,638
Gross unrealized depreciation	(9,067,380)
Net unrealized appreciation (depreciation) before tax	229,847,258
Net unrealized appreciation (depreciation) after tax	192,264,229
Undistributed investment income	
Undistributed long-term gains	
Distributable earnings	
Other accumulated gains (losses)	(7,716,974)
Total accumulated earnings (losses)	\$ 184,547,255

The differences between book-basis and tax-basis unrealized appreciation (depreciation) are primarily due to differences in the timing of recognition of gains and losses on investments for tax and book purposes.

As of the end of the tax year ended November 30, 2014, the Fund had net capital loss carry forwards ( CLCFs ).

Under current tax law, capital losses and specified ordinary losses realized after October 31st and nonspecified ordinary losses incurred after December 31st (ordinary losses collectively known as qualified late year ordinary loss ) may be deferred and treated as occurring on the first business day of the following fiscal year. The Fund had deferred losses for the tax year ended November 30, 2014.

## Post-October Capital

Loss Deferred	Qualified Late Year Ordinary Loss Deferred	Total
\$	\$ 7,716,974	\$ 7,716,974

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting and tax purposes. Components of the Subsidiary's deferred tax assets and liabilities as of November 30, 2014, are as follows:

Deferred tax assets:	
Net operating loss carryforward	\$ 3,256,504
Capital loss carryforward	9,059,325
Total deferred tax assets	12,315,829
Less deferred tax liability:	
Unrealized gain on investment securities	(37,583,029)

Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

Total deferred tax liability	(37,583,029)
Total net deferred tax liability	\$ (25,267,200)

## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Financial Statements, continued

November 30, 2014

The Fund has net CLCFs attributable to the Subsidiary as summarized in the table below. CLCFs are available to be carried back up to three years to offset past capital gains or carried forward up to five years to offset future capital gains. It is the Board's intent that the Fund will not distribute any realized gain distributions until the CLCF have been offset or expire. The Fund also has net operating loss carry forwards ( NOLs ) attributable to the Subsidiary as summarized in the table below. NOLs are available to be carried back up to two years to offset past taxable income or carried forward up to 20 years to offset future taxable income.

<b>Fiscal Period Ended Capital Loss</b>		<b>Expiration</b>
November 30, 2012	\$ (1,176,004)	November 30, 2016
November 30, 2012	(1,500,342)	November 30, 2017
November 30, 2014	(11,893,447)	November 30, 2018
November 30, 2014	(10,525,891)	November 30, 2019
<b>Net capital loss carryforward</b>	<b>\$ (25,095,684)</b>	

<b>Fiscal Period Ended Net Operating Loss</b>		<b>Expiration</b>
November 30, 2011	\$ (68,009)	November 30, 2030
November 30, 2012	(432,835)	November 30, 2031
November 30, 2012	(147,078)	November 30, 2032
November 30, 2013	(2,684,400)	November 30, 2032
November 30, 2013	(507,997)	November 30, 2033
November 30, 2014	(1,220,902)	November 30, 2033
November 30, 2014	(3,972,279)	November 30, 2034
<b>Net operating loss carryforward</b>	<b>\$ (9,033,500)</b>	

The capital loss for the tax year ended November 30, 2014 has been estimated based on information currently available. Such estimate is subject to revision upon receipt of the 2014 tax reporting information from the individual MLPs. For corporations, capital losses can only be used to offset capital gains and cannot be used to offset ordinary income. Therefore, the use of this capital loss carry forward is dependent upon the Subsidiary generating sufficient net capital gains prior to the expiration of the loss carry forward.

Although the Subsidiary currently has a net deferred tax liability, it periodically reviews the recoverability of its deferred tax assets based on the weight of available evidence. When assessing the recoverability of its deferred tax assets, significant weight is given to the effects of potential future realized and unrealized gains on investments and the period over which these deferred tax assets can be realized. Based on the Subsidiary's assessment, it has determined that it is more likely than not that its deferred tax asset will be realized through future taxable income of the appropriate character. Accordingly, no valuation allowance has been established for the Subsidiary's deferred tax asset. The Subsidiary will continue to assess the need for a valuation allowance in the future.

**SALIENT MIDSTREAM & MLP FUND****Notes to Consolidated Financial Statements, continued****November 30, 2014**

Total income tax expense (current and deferred) differs from the amount computed by applying the federal statutory income tax rate of 34% to the Subsidiary's net investment income and realized and unrealized gains (losses) on investments before taxes for the fiscal year ended November 30, 2014, as follows:

	<b>Deferred</b>	<b>Total</b>
Application of statutory income tax rate	\$ 2,042,484	\$ 2,042,484
State income taxes, net of federal tax benefit	120,146	120,146
<b>Total income tax expense</b>	<b>\$ 2,162,630</b>	<b>\$ 2,162,630</b>

**(6) INVESTMENT TRANSACTIONS**

For the year ended November 30, 2014, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) were \$194,379,081 and \$195,829,087, respectively.

**(7) ADMINISTRATION AGREEMENT**

In consideration for administrative, accounting, and recordkeeping services, the Fund will pay the Administrator a monthly administration fee computed at an annual rate of 0.055% if the Fund's average net assets for the month are equal to or less than \$300 million. If the Fund's average net assets for the month are greater than \$300 million, the Fund will pay the Administrator at a rate of 0.045% of the Fund's average net assets. The minimum annual fee is \$150,000. The Administrator also provides the Fund with legal, compliance, custody and other investor-related services. The Fund pays the custodian monthly based on an annual fee of 0.004% on average daily market value, plus transaction costs.

**(8) RELATED PARTY TRANSACTIONS*****INVESTMENT MANAGEMENT FEE***

In consideration of the advisory and other services provided by the Adviser, under the terms of the Investment Management Agreement between the Adviser and the Fund, the Fund pays the Adviser a management fee at an annualized rate, based on the average monthly consolidated net assets (excluding any liabilities related to borrowings and taxes) of the Fund of 1.20%. The fee is accrued and payable monthly.

The Adviser contractually agreed to waive its management fee in an amount equal on an annual basis to 0.20% of the Fund's average consolidated monthly net assets (excluding any liabilities related to borrowings and taxes) through May 31, 2014. The waiver expired May 31, 2014, with no future recoupment available.

**(9) RISK CONSIDERATIONS**

The following summary of certain common principal risk factors is not meant to be comprehensive of all the Fund's risks.

***(a) GENERAL MARKET RISK***

An investment in the Fund's common shares represents an indirect investment in the securities owned by the Fund, some of which will be traded on a national securities exchange or in the over-the-counter markets. The value of the securities in which the Fund invests, like other market investments, may move up or down, sometimes rapidly and unpredictably. The value of the securities in which the Fund invests will affect the value of the Fund's common shares. An investment in the Fund's common shares at any point in time may be worth less than the original investment, even after taking into account the reinvestment of the Fund's distributions.





---

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

***(b) CONCENTRATION RISK***

The Fund's investment portfolio is concentrated in MLPs and midstream companies. The focus of the portfolio on a specific industry or industries within the midstream sector may present more risks than if the portfolio was broadly diversified over numerous sectors of the economy. A downturn in one or more industries within the midstream sector would have a larger impact on the Fund than on an investment company that does not concentrate solely in MLPs and midstream companies. To the extent that the Fund invests a relatively high percentage of the Fund's assets in the obligations of a limited number of issuers, the Fund may be more susceptible than more widely diversified investment companies to any single economic, political or regulatory occurrence.

***(c) LEVERAGE RISK***

Financial leverage represents the leveraging of the Fund's investment portfolio. The use of leverage can amplify losses. Unless the income and capital appreciation, if any, on securities acquired with the proceeds from financial leverage exceed the costs of such financial leverage, the use of leverage could cause the Fund's net asset value to decline. When financial leverage is used, the net asset value and market value of the Fund's common shares will be more volatile. There is no assurance that the Fund's use of financial leverage will be successful.

***(d) DERIVATIVES RISK***

The Fund may purchase and sell derivative instruments (including, but not limited to, options, futures contracts and swap agreements). The use of derivatives has risks, including high price volatility, government intervention, non-performance by the counterparty, the imperfect correlation between the value of such instruments and the underlying assets, the possible default of the other party to the transaction and the illiquidity of the derivative investments. Furthermore, the ability to successfully use these techniques depends on the Adviser's ability to predict pertinent market movements, which cannot be assured. The use of derivatives may result in losses greater than if they had not been used, may require the 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 the Fund might otherwise sell. In addition, amounts paid by the Fund as premiums and cash or other assets held in margin accounts with respect to derivative transactions are not otherwise available to the Fund for investment purposes.

***(e) COUNTERPARTY RISK***

The Fund will be subject to the risk of the inability of counterparties to perform with respect to transactions, whether due to a contract dispute, insolvency, liquidity or other causes, which could subject the Fund to substantial losses. This risk increases and becomes more concentrated as the number of Fund counterparties decreases. Counterparty risk also increases with the Fund's use of certain over-the-counter derivatives, which lack some of the safeguards afforded on a regulated exchange. Counterparty defaults may have a negative impact beyond the value of the contract as it could lead to the encumbrance of Fund collateral.

***(f) CURRENCY RISK***

Currency risk refers to the possibility that changes in currency exchange rates will negatively affect securities denominated in, and/or receiving revenues in, foreign currencies. The liquidity and trading value of foreign currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments. Adverse changes in currency exchange rates (relative to the U.S. dollar) may erode or reverse any potential gains from the Fund's investments in securities denominated in a foreign currency or may widen existing losses. The Fund's net currency positions may expose it to risks independent of its securities positions.

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Financial Statements, continued**

**November 30, 2014**

**(10) CAPITAL SHARE TRANSACTIONS**

The Fund has an unlimited number of shares of capital stock authorized, \$0.01 par value per share, and 17,722,449 shares issued and outstanding at November 30, 2014. Transactions in common shares for the year ended November 30, 2014 were as follows:

Shares issued and outstanding at November 30, 2013	9,499,651
Shares issued in merger	8,222,798
<b>Shares issued and outstanding at November 30, 2014</b>	<b>17,722,449</b>

**(11) ACQUISITION OF FUND**

Effective November 14, 2014, the Fund acquired all of the assets and liabilities of Salient MLP & Energy Infrastructure Fund ( SMF ), a closed-end management investment company, pursuant to a plan of reorganization (the Reorganization ) approved by the Board at meetings on April 15, 2014 and May 20, 2014, and by the common shareholders of SMF and the Fund on November 13, 2014. The purpose of the transaction was to combine two funds managed by the Advisor with similar investment objectives, strategies, and portfolios. The Reorganization was accomplished by a tax-free exchange of 8,222,798 shares of the Fund, valued at \$235,891,358 for the 7,181,832 shares of SMF outstanding on November 14, 2014. The exchange ratio (the Fund shares issued/SMF shares outstanding) was 1.144944:1.

SMF's net assets at November 14, 2014, of \$235,891,358, including \$101,642,914 of unrealized appreciation, were combined with those of the Fund. The aggregate net assets of SMF and the Fund immediately before the acquisition were \$235,891,358 and \$272,521,036, respectively.

Assuming the acquisition had been completed on December 1, 2013, the beginning of the annual reporting period for the Fund, the Fund's pro forma results of operations for the year ended November 30, 2014, are as follows:

Net investment loss, net of income taxes	\$ (2,992,270)
Net realized/unrealized gains (losses), net of income taxes	85,915,994
<b>Change in net assets resulting from operations</b>	<b>\$ 82,923,724</b>

Because the combined investment portfolios have been managed as a single integrated portfolio since the acquisition was completed, it is not practicable to separate the amounts of revenue and earnings of SMF that have been included in the Fund's Consolidated Statement of Operations since November 14, 2014.

**(12) SUBSEQUENT EVENTS**

The Fund has evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date the consolidated financial statements were issued. Based on this evaluation, no adjustments were required to the consolidated financial statements as of November 30, 2014.

## SALIENT MIDSTREAM &amp; MLP FUND

## Supplemental Information

November 30, 2014

(Unaudited)

**Trustees and Officers**

The Fund's operations are managed under the direction and oversight of the Board. Each Trustee serves for an indefinite term or until he or she reaches mandatory retirement as established by the Board. The Board appoints the officers of the Fund who are responsible for the Fund's day-to-day business decisions based on policies set by the Board. The officers serve at the pleasure of the Board.

**Compensation for Trustees**

The Fund pays each Trustee who is not an interested person of the Adviser, as defined in the 1940 Act (the Independent Trustees) an annual retainer of \$10,000, paid quarterly, an annual Board meeting fee of \$5,000, a fee of \$833 per informal Board meeting, a fee of \$833 per telephonic Board meeting, an annual fee of \$625 for membership on the audit committee and valuation committee, an annual fee of \$833 for membership on the compliance committee, an annual fee of \$3,000 for the audit committee chair and compliance committee chair, and an annual fee of \$4,000 for the valuation committee chair. The Lead Independent Trustee receives an annual fee of \$10,000, paid quarterly. There are currently six Independent Trustees. In the interest of retaining Independent Trustees of the highest quality, the Board intends to periodically review such compensation and may modify it as the Board deems appropriate.

**Interested Trustees**

<b>Name, Address and Age</b>	<b>Position(s) Held</b>	<b>Principal Occupation(s) During the Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Overseen by Trustee *</b>	<b>Other Directorships Held by Trustee</b>
John A. Blaisdell <sup>(1)</sup> Age: 54  Address: c/o Salient Midstream & MLP Fund 4265 San Felipe,  Suite 800 Houston,  TX 77027	Trustee (Since inception)	Member, Investment Committee of the Adviser, since 2002; Managing Director of Salient, since 2002.	Salient Midstream & MLP Fund (1); Salient Alternative Strategies Funds (2); Salient MF Trust (7)	The Endowment Funds (investment companies) (five funds) since 2004; The Endowment PM F Funds (investment companies) (three funds) since 2014.
Andrew B. Linbeck <sup>(1)</sup> Age: 50  Address: c/o Salient Midstream & MLP Fund 4265 San Felipe,  Suite 800 Houston,	Trustee (Since inception)	Member, Investment Committee of the Adviser, since 2002; Managing Director of Salient, since 2002.	Salient Midstream & MLP Fund (1); Salient Alternative Strategies Funds (2)	The Endowment Funds (investment companies) (five funds) since 2004.

Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

TX 77027

Greg A. Reid<sup>(1)</sup>

Age: 49

Address: c/o Salient  
Midstream & MLP Fund  
4265 San Felipe,

Suite 800 Houston,

TX 77027

Trustee, President  
and Chief Executive  
Officer (Since  
inception)

Member, Investment Committee  
of the Advisor and its  
predecessor, since 2010;  
Managing Partner (Houston),  
Telemus Capital Partners,  
2007-2010; Merrill Lynch  
Private Banking Group,  
1997-2007

Salient Midstream &  
MLP Fund (1)

## SALIENT MIDSTREAM &amp; MLP FUND

## Supplemental Information, continued

November 30, 2014

(Unaudited)

Name, Address and Age	Position(s) Held	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee *	Other Directorships Held by Trustee
A. Haag Sherman <sup>(1)</sup>  Age: 49  Address: c/o Salient Midstream & MLP Fund 4265 San Felipe,  Suite 800 Houston,  TX 77027	Trustee (Since inception)	Non-executive vice chairman of Salient, since 2012.	Salient Midstream & MLP Fund (1)	The Endowment Funds (investment companies) (five funds) since 2004; Blue Dolphin Energy Company since 2012; PlainsCapital Corporation, since 2009.

\* The Fund Complex consists of all registered investment companies advised by Salient Capital Advisors, LLC ( Salient ) and Salient Advisors, L.P., an affiliated of Salient.

(1) This person's status as an interested trustee arises from his affiliation with Salient.

**Independent Trustees**

Name, Address and Age	Position(s) Held	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee	Other Directorships Held by Trustee
Karin B. Bonding, CFA Age: 75  Address: c/o Salient Midstream & MLP Fund 4265 San Felipe, Suite 800 Houston,  TX 77027	Trustee (Since inception)	Lecturer, University of Virginia, since 1996; President of Capital Markets Institute, Inc. (fee-only financial planner and investment advisor) since 1996.	Salient Midstream & MLP Fund (1); Salient Alternative Strategies Funds (2);  Salient MF Trust (7)	The Endowment Funds (investment companies) (five funds) since 2010; Brandes Investment Trust (investment companies) (four funds) 2006-2012; Credit Suisse Alternative Capital Funds (investment companies) (six funds), 2005-2010.
Jonathan P. Carroll  Age: 53	Trustee (Since inception)	President, Lazarus Financial LLC (holding company) since 2006; private investor for the prior five years.	Salient Midstream & MLP Fund (1); Salient Alternative Strategies Funds (2); Salient MF Trust (7)	The Endowment Funds (investment companies) (five funds) since 2004; The Endowment PMF Funds (investment companies) (three funds) since 2014. LRR Energy, L.P. (energy company)

Address: c/o Salient  
Midstream & MLP Fund  
4265 San Felipe, Suite 800  
Houston,

since 2014;

TX 77027

**SALIENT MIDSTREAM & MLP FUND**

**Supplemental Information, continued**

**November 30, 2014**

**(Unaudited)**

Name, Address and Age	Position(s) Held (Since inception)	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee	Other Directorships Held by Trustee
<p>Dr. Bernard Harris</p> <p>Age: 58</p> <p>Address: c/o Salient Midstream &amp; MLP Fund 4265 San Felipe, Suite 800 Houston,  TX 77027</p>		<p>Chief Executive Officer and Managing Partner, Vesalius Ventures, Inc (venture investing), since 2002; President, The Space Agency (marketing), since 1999; President, The Harris Foundation (non-profit), since 1998; clinical scientist, flight surgeon and astronaut for NASA, 1986 to 1996.</p>	<p>Salient Midstream &amp; MLP Fund (1); Salient Alternative Strategies Funds (2);  Salient MF Trust (7)</p>	<p>The Salient/Endowment Funds (investment companies) (five funds) since 2009; Babson funds (three) since 2011; Greater Houston Community Foundation, 2004-2009; Monebo Technologies Inc., since 2009; The National Math and Science Initiative, and Space Agency, since 2008; Communities in Schools, since 2007; American Telemedicine Association, since 2007; U.S. Physical Therapy, Inc., since 2005; Houston Technology Center, since 2004; Houston Angel Network, since 2004; The Harris Foundation, Inc., since 1998.</p>



**SALIENT MIDSTREAM & MLP FUND**

**Supplemental Information, continued**

**November 30, 2014**

**(Unaudited)**

<b>Name, Address and Age</b>	<b>Position(s) Held</b>	<b>Principal Occupation(s) During the Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Overseen by Trustee</b>	<b>Other Directorships Held by Trustee</b>
Richard C. Johnson  Age: 77  Address: c/o Salient Midstream & MLP Fund 4265 San Felipe, Suite 800 Houston,  TX 77027	Trustee (Since inception)	Former Senior Partner (retired), Baker Botts LLP (law firm); Managing Partner, Baker Botts, 1998 to 2002; practiced law at Baker Botts, 1966 to 2002 (1972 to 2002 as a partner).	Salient Midstream & MLP Fund (1); Salient Alternative Strategies Funds (2);  Salient MF Trust (7)	The Endowment Funds (investment companies) (five funds) since 2004; The Endowment PMF Funds (investment companies) (three funds) since 2014.
G. Edward Powell  Age: 78  Address: c/o Salient Midstream & MLP Fund 4265 San Felipe, Suite 800 Houston,  TX 77027	Trustee, Lead Independent Trustee (Since inception)	Principal, Mills & Stowell (private equity), since 2002; Principal, Innovation Growth Partners (consulting), since 2002; Consultant to emerging and middle market businesses, 1994 to 2002; Managing Partner, Price Waterhouse & Co. (Houston office), 1982 to 1994.	Salient Midstream & MLP Fund (1); Salient Alternative Strategies Funds (2); Salient MF Trust (7)	The Endowment Funds (investment companies) (five funds) since 2004; Energy Services International, Inc., since 2004; Therapy Track, LLC, since 2009; Global Water Technologies, Inc.; Datavox Holdings, Inc.; Energy Services International, Inc., 2004 to 2013.
Scott E. Schwinger  Age: 49  Address: c/o Salient Midstream & MLP Fund 4265 San Felipe, Suite 800 Houston,  TX 77027	Trustee (Since inception)	President, The McNair Group (management), since 2006; Senior Vice President and Chief Financial Officer, the Houston Texans (professional football team) (1999).	Salient Midstream & MLP Fund (1); Salient Alternative Strategies Funds (2); Salient MF Trust (7)	The Endowment Funds (investment companies) (five funds) since 2004; The Make-A-Wish Foundation, since 2008; YES Prep Public Schools, since 2001.

**SALIENT MIDSTREAM & MLP FUND**

**Supplemental Information, continued**

**November 30, 2014**

**(Unaudited)**

***Officers of the Fund Who Are Not Trustees***

<b>Name, Address and Age</b>	<b>Position(s) Held with the Fund</b>	<b>Principal Occupation(s) During the Past 5 Years</b>
Paul Bachtold Age: 41 Address: c/o Salient Midstream & MLP Fund 4265 San Felipe, Suite 800 Houston, TX 77027	Chief Compliance Officer ( CCO ) (Since July 2010).	CCO, Salient (since 2010); Consultant, Chicago Investment Group (compliance consulting), 2009-2010; US Compliance Manager, Barclays Global Investors, 2005- 2008; Consultant, Wells Fargo Bank, 2000-2005.
John E. Price Age: 47 Address: c/o Salient Midstream & MLP Fund 4265 San Felipe, Suite 800 Houston, TX 77027	Treasurer; Principal Financial Officer (Since January 2010).	Partner, Managing Director and Chief Financial Officer of Salient since 2003.

**Form N-Q Filings**

The Fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission ( SEC ) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Form N-Q is available on the SEC website at <http://www.sec.gov>. The Fund's Form N-Q may be reviewed and copied at the SEC Public Reference Room in Washington, DC and information regarding operation of the Public Reference Room may be obtained by calling (800) SEC-0330.

**Forward-Looking Statements**

This report contains forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect the Fund's actual results are the performance of the portfolio of investments held by it, the conditions in the U.S. and international financial, petroleum and other markets, the price at which shares of the Fund will trade in the public markets and other factors discussed in filings with the SEC.

**Proxy Voting Policies**

## Edgar Filing: Salient Midstream & MLP Fund - Form N-CSR

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities is available (i) without charge, upon request by calling (800) 809-0525; and (ii) on the SEC website at <http://www.sec.gov>.

Information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 of any year will be made available on or around August 30 of that year (i) without charge, upon request by calling (800) 809-0525; and (ii) on the SEC website at <http://www.sec.gov>.

**SALIENT MIDSTREAM & MLP FUND**

**Supplemental Information, continued**

**November 30, 2014**

**(Unaudited)**

**Statement of Additional Information**

The Statement of Additional Information ( SAI ) includes additional information about the Fund 's Trustees and is available upon request without charge by calling (800) 809-0525 or by visiting the SEC website at <http://www.sec.gov>.

**Certifications**

The Fund 's Chief Executive Officer has submitted to the NYSE the annual CEO certification as required by Section 303A.12(a) of the NYSE Listed Fund Manual.

**SALIENT MIDSTREAM & MLP FUND**

**Privacy Policy**

**(Unaudited)**

The Fund recognizes the importance of securing personal financial information. It is our policy to safeguard any personal and financial information that may be entrusted to us. The following is a description of the Fund's policy regarding disclosure of nonpublic personal information.

We collect nonpublic personal information as follows:

We collect information about our investors, including, but not limited to, the investor's name, address, telephone number, e-mail address, social security number and date of birth. We collect that information from subscription agreements, other forms of correspondence that we receive from investors, from personal conversations and from affiliated entities as permitted by law.

We receive information about investor transactions with us, including, but not limited to, account number, account balance, investment amounts, withdrawal amounts and other financial information.

We are permitted by law to disclose nonpublic information we collect, as described above, to the Fund's service providers, including the Fund's investment adviser, sub-advisers, servicing agent, independent administrator, custodian, legal counsel, accountant and auditor. We do not disclose any nonpublic information about our current or former investors to nonaffiliated third parties, except as required or permitted by law. We restrict access to investor nonpublic personal information to those persons who require such information to provide products or services to investors. We maintain physical, electronic and procedural safeguards that comply with federal standards to guard investors' nonpublic personal information.

If an investor's investment relationship with the Fund involves a financial intermediary, including, but not limited to, a broker-dealer, bank or trust company, the privacy policy of such investor's financial intermediary would govern how any nonpublic personal information would be shared by them with nonaffiliated third parties.



**Item 2. Code of Ethics.**

(a) The Registrant has adopted a code of ethics that applies to the Registrant’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. This code of ethics is included as Exhibit 12(a)(1).

(b) During the period covered by the report, with respect to the registrant’s code of ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions; there have been no amendments to, nor any waivers granted from, a provision that relates to any element of the code of ethics definition enumerated in paragraph (b) of this Item 2.

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

The Registrant’s board of trustees has determined that there is at least one audit committee financial expert serving on its audit committee. G. Edward Powell is the audit committee financial expert and is considered to be independent as each term is defined in Item 3 of Form N-CSR.

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

	<b>2014</b>	<b>2013</b>
Audit Fees	\$ 60,000	\$ 52,500
Audit-Related Fees	13,000	3,000
Tax Fees	0	0
All Other Fees	0	0

(e)(1) Disclose the audit committee’s pre-approval policies and procedures described in paragraph (c)(7) of Rule 2-01 of Regulation S-X.

The audit committee may delegate its authority to pre-approve audit and permissible non-audit services to one or more members of the committee. Any decision of such members to pre-approve services shall be presented to the full audit committee at its next regularly scheduled meeting.

(2) Disclose the percentage of services described in each of paragraphs (b) through (d) of this item that were approved by the audit committee pursuant to paragraph (c) (7)(i)(c) of Rule 2-01 of Regulation S-X.

<b>2014</b>	<b>2013</b>
0%	0%

(f) Not applicable.

(g) Disclose the aggregate non-audit fees billed by the registrant’s accountant for services rendered to registrant, and rendered to the registrant’s investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant for each of the last two fiscal years of the registrant.

<b>2014</b>	<b>2013</b>
\$ 0	\$ 0

(h) Not applicable.



**Item 5. Audit Committee of Listed Registrants.**

(a) The Registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 (15 U.S.C 78c(a)(58)(A)), and is comprised of Jonathan P. Carroll, Dr. Bernard A. Harris, Jr., G. Edward Powell, and Scott E. Schwinger.

**Item 6. Investments.**

(a) Schedule of Investments as of the close of the reporting period is included in the report to the shareholders filed under item 1 of this form.

(b) Not applicable.

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

A closed-end management investment company that is filing an annual report on this Form N-CSR must, unless it invests exclusively in non-voting securities, describe the policies and procedures that it uses to determine how to vote proxies relating to portfolio securities, including the procedures that the company uses when a vote presents a conflict between the interests of its shareholders, on the one hand, and those of the company's investment adviser; principal underwriter; or any affiliated person (as defined in section 2(a)(3) of the Investment Company Act of 1940 (15 U.S.C. 80a-2(a)(3)) and the rules thereunder) of the company, its investment adviser, or its principal underwriter, on the other. Include any policies and procedures of the company's investment adviser, or any other third party, that the company uses, or that are used on the company's behalf, to determine how to vote proxies relating to portfolio securities.

These policies are included as Exhibit 12(a)(4).

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

Greg A. Reid, Frank T. Gardner III and Lee Partridge (the portfolio managers) are primarily responsible for the day-to-day management of the registrant's portfolio.

(a)(1) The following table provides biographical information about the registrant's portfolio managers as of the date of this filing:

	<b>Position(s) Held With Registrant and</b>	<b>Principal Occupation During</b>
<b>Name</b>	<b>Length of Time Served</b>	<b>Past 5 Years</b>
Greg A. Reid	Trustee, President and Chief Executive Officer (since inception)	Member, Investment Committee of SCA and its predecessor, since 2010; Managing Partner (Houston), Telemus Capital Partners, 2007-2010; Merrill Lynch Private Banking Group, 1997-2007.
Frank T. Gardner III	Managing Director and Portfolio Manager since 2012.	Portfolio Manager and Director of Research for Salient Capital Advisors, LLC from 2010 to 2011. Portfolio Manager for

Lee Partridge

Managing Director and Chief Investment Officer since 2012.

Telemus Capital Partners from 2007 to 2010.

Chief Investment Officer of Salient Partners, LP since November 2010. Founder and CEO of Integrity Capital, LLC, from September 2009 to November 2010. Head of fixed income and deputy chief investment officer at the Teacher Retirement System of Texas from May 2001 to September 2009.

(a)(2) The following table provides information about the other accounts managed on a day-to-day basis by the portfolio managers as of November 30, 2014:

Name	Number of Accounts	Total Assets of Accounts	Number of Accounts Subject to a Performance Fee	Total Assets of Accounts Subject to a Performance Fee
<b>Greg A. Reid</b>				
Registered investment companies	3	\$ 2,288M	0	0
Other pooled investment companies	6	\$ 944M	2	\$ 435M
Other accounts	4,287	\$ 6,001M	3	\$ 98M
<b>Frank T. Gardner III</b>				
Registered investment companies	3	\$ 2,288M	0	0
Other pooled investment companies	6	\$ 944M	2	\$ 435M
Other accounts	4,287	\$ 6,001M	3	\$ 98M
<b>Lee Partridge</b>				
Registered investment companies	17	\$ 4,260M	0	0
Other pooled investment companies	20	\$ 1,320M	3	\$ 486M
Other accounts	4,288	\$ 15,226M	4	\$ 10,692M

#### Conflicts of Interest with the Investment Adviser

Conflicts of interest may arise because Salient Partners, LP ( Salient ) and its affiliates generally carry on substantial investment activities for other clients in which we will have no interest. Salient or its affiliates may have financial incentives to favor certain of such accounts over us. Any of their proprietary accounts and other customer accounts may compete with us for specific trades. Salient or its affiliates may buy or sell securities for us which differ from securities bought or sold for other accounts and customers, although their investment objectives and policies may be similar to ours. Situations may occur when we could be disadvantaged because of the investment activities conducted by Salient or its affiliates for their other accounts. Such situations may be based on, among other things, legal or internal restrictions on the combined size of positions that may be taken for us and the other accounts, thereby limiting the size of our position, or the difficulty of liquidating an investment for us and the other accounts where the market cannot absorb the sale of the combined position.

Our investment opportunities may be limited by affiliations of Salient or its affiliates with MLPs and Energy Infrastructure Companies. In addition, to the extent that Salient sources and structures private investments in MLPs and Energy Infrastructure Companies, certain employees of Salient may become aware of actions planned by these companies, such as acquisitions, that may not be announced to the public. Although Salient maintains procedures to ensure that any material non-public information available to certain Salient employees not be shared with those employees responsible for the purchase and sale of publicly traded securities, it is possible that we could be precluded from investing in a company about which Salient has material non-public information.

The Advisor also manages other funds that invest primarily in MLPs (collectively "Affiliated Funds") and some of the Affiliated Funds have investment objectives that are similar to or overlap with ours. In particular, certain Affiliated Funds invest in MLPs and Midstream Energy Infrastructure Companies. Furthermore, the Advisor may at some time in the future, manage other investment funds with the same investment objective as ours.

Investment decisions for us are made independently from those of Salient's other clients; however, from time to time, the same investment decision may be made for more than one fund or account. When two or more clients advised by Salient or its affiliates seek to purchase or sell the same publicly traded securities, the securities actually purchased or sold are allocated among the clients on a good faith equitable basis by Salient in its discretion in accordance with the clients' various investment objectives and procedures adopted by Salient and approved by our Board of Trustees. In some cases, this system may adversely affect the price or size of the position that we may obtain. In other cases, however, our ability to participate in volume transactions may produce better execution for us.

We and our affiliates, including Affiliated Funds, may be precluded from co-investing in private placements of securities, including in any portfolio companies that we control. Except as permitted by law, Salient will not co-invest its other clients' assets in the private transactions in which we invest. Salient will allocate private investment opportunities among its clients, including us, based on allocation policies that take into account several suitability factors, including the size of the investment opportunity, the amount of funds that each client has available for investment and the client's investment objectives. These allocation policies may result in the allocation of investment opportunities to an Affiliated Fund rather than to us. The policies contemplate that Salient will exercise discretion, based on several factors relevant to the determination, in allocating the entirety, or a portion, of such investment opportunities to an Affiliated Fund, in priority to other prospectively interested advisory clients, including us. In this regard, when applied to specified investment opportunities that would normally be suitable for us, the allocation policies may result in certain Affiliated Funds having greater priority than us to participate in such opportunities depending on the totality of the considerations, including, among other things, our available capital for investment, our existing holdings, applicable tax and diversification standards to which we may then be subject and the ability to efficiently liquidate a portion of our existing portfolio in a timely and prudent fashion in the time period required to fund the transaction.

The investment management fee paid to our Adviser is based on the value of our assets, as periodically determined. A significant percentage of our assets may be illiquid securities acquired in private transactions for which market quotations will not be readily available. Although we will adopt valuation procedures designed to determine valuations of illiquid securities in a manner that reflects their fair value, there typically is a range of prices that may be established for each individual security. Senior management of our Adviser, our Board of Trustees and its Valuation Committee, and a third-party valuation firm might participate in the valuation of our securities.

(a)(3) As of November 30, 2014:

### **Compensation**

Messrs. Gardner, Reid and Partridge are compensated by the Adviser through partnership distributions from Salient based on the amount of assets they manage, and they receive a portion of the advisory fees applicable to those accounts, which, with respect to certain amounts, as noted above, are based in part on the performance of those accounts. Some of the other accounts managed by Messrs. Gardner, Reid and Partridge, have investment strategies that are similar to ours. However, Salient manages potential conflicts of interest by allocating investment opportunities in accordance with its allocation policies and procedures. Messrs. Gardner, Reid and Partridge did not own any of the Fund's equity securities prior to this offering; however, through their limited partner interests in the parent company of the adviser, which owned all the Fund's outstanding shares as of April 23, 2012 (with a value of approximately \$100,000), Messrs. Gardner and Reid could be deemed to indirectly own a portion of the Fund's securities.

(a)(4) As of November 30, 2014:

### Securities Beneficially Owned in the Registrant by Portfolio Managers

The following table provides information about the dollar range of equity securities in the registrant beneficially owned by the portfolio managers:

Portfolio Manager	Aggregate Dollar Range of Beneficial Ownership in the Registrant
Greg A. Reid	\$
Frank T. Gardner III	\$
Lee Partridge	\$

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

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
December 1, 2013 through December 31, 2013		N/A	N/A	N/A
January 1, 2014 through January 31, 2014		N/A	N/A	N/A
February 1, 2014 through February 28, 2014		N/A	N/A	N/A
March 1, 2014 through March 31, 2014		N/A	N/A	N/A
April 1, 2014 through April 30, 2014		N/A	N/A	N/A
May 1, 2014 through May 31, 2014		N/A	N/A	N/A
June 1, 2014 through June 30, 2014		N/A	N/A	N/A
July 1, 2014 through July 31, 2014		N/A	N/A	N/A
August 1, 2014 through August 31, 2014		N/A	N/A	N/A
September 1, 2014 through September 30, 2014		N/A	N/A	N/A
October 1, 2014 through October 31, 2014		N/A	N/A	N/A
November 1, 2014 through November 30, 2014		N/A	N/A	N/A
<b>Total</b>				

### Item 10. Submission of Matters to a Vote of Security Holders.

Not applicable.

**Item 11. Controls and Procedures.**

The registrant's principal executive officer and principal financial officer have concluded, based on their evaluation of the registrant's disclosure controls and procedures as conducted within 90 days of the filing date of this

report, that these disclosure controls and procedures are adequately designed and are operating effectively to ensure that information required to be disclosed by the registrant on Form N-CSR is (i) accumulated and communicated to the investment company's management, including its certifying officers, to allow timely decisions regarding required disclosure; and (ii) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a-3(d))) that occurred during the second fiscal quarter of the period covered by this report that have materially affected or are reasonably likely to materially affect the registrant's internal control over financial reporting.

**Item 12. Exhibits.**

(a)(1) Code of ethics that is subject to Item 2 is attached hereto.

(a)(2) Certifications pursuant to Rule 30a-2(a) are attached hereto.

(a)(3) Not applicable.

(a)(4) Proxy voting policies and procedures pursuant to Item 7 are attached hereto.

(b) Certifications pursuant to Rule 30a-2(b) are furnished herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Salient Midstream & MLP Fund

By (Signature and Title) /s/ Gregory A. Reid  
Gregory A. Reid  
President and Chief Executive Officer

Date: January 21, 2015

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

By (Signature and Title) /s/ Gregory A. Reid  
Gregory A. Reid  
President and Chief Executive Officer

Date: January 21, 2015

By (Signature and Title) /s/ John E. Price  
John E. Price  
Principal Financial Officer

Date: January 23, 2015