

Salient Midstream & MLP Fund  
Form N-Q  
October 30, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS 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)

Gregory A. Reid  
Salient Midstream & MLP Fund

With a copy to:  
George J. Zornada  
K & L Gates LLP

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4265 San Felipe, 8<sup>th</sup> Floor  
Houston, TX 77027  
(Name and address of agent for service)

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: 11/30/13

Date of reporting period: 08/31/13

**Item 1. Schedule of Investments.**

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Schedule of Investments

August 31, 2013

(Unaudited)

|   | Shares/<br>Units | Fair<br>Value |
|---|------------------|---------------|
| <b>Master Limited Partnerships and Related Companies-140.6%</b> |                  |               |
| <b>Coal-3.5%</b>  |                  |               |
| <b>United States-3.5%</b>                                       |                  |               |
| Alliance Holdings GP, L.P. <sup>(1)(2)(3)</sup>                 | 126,221          | \$ 7,755,018  |
|   |                  | 7,755,018     |
| <b>Crude/Natural Gas Production-2.6%</b>                        |                  |               |
| <b>United States-2.6%</b>                                       |                  |               |
| Western Gas Equity Partners, L.P. <sup>(2)</sup>                | 145,246          | 5,719,787     |
|   |                  | 5,719,787     |
| <b>Crude/Refined Products Pipelines-42.5%</b>                   |                  |               |
| <b>United States-42.5%</b>                                      |                  |               |
| Enbridge Energy Management, LLC <sup>(2)(3)(4)</sup>            | 655,520          | 19,659,045    |
| Kinder Morgan, Inc. <sup>(2)</sup>                              | 401,998          | 15,247,784    |
| Kinder Morgan Management, LLC <sup>(2)(3)(4)</sup>              | 241,154          | 19,253,729    |
| Magellan Midstream Partners, L.P. <sup>(1)(2)(3)</sup>          | 132,750          | 7,203,015     |
| Plains All American Pipeline, L.P. <sup>(1)(2)(3)</sup>         | 388,700          | 19,652,672    |
| Rose Rock Midstream, L.P. <sup>(2)(3)</sup>                     | 183,123          | 5,982,628     |
| Summit Midstream Partners, L.P. <sup>(2)</sup>                  | 178,741          | 5,894,878     |
|   |                  | 92,893,751    |
| <b>Electric Utilities-2.2%</b>                                  |                  |               |
| <b>United States-2.2%</b>                                       |                  |               |
| NRG Yield, Inc., Class A <sup>(2)(3)</sup>                      | 176,446          | 4,915,786     |
|   |                  | 4,915,786     |
| <b>Natural Gas Gathering/ Processing-44.0%</b>                  |                  |               |
| <b>United States-44.0%</b>                                      |                  |               |
| Atlas Energy, L.P. <sup>(2)</sup>                               | 61,650           | 3,084,350     |
| Crosstex Energy, Inc. <sup>(2)</sup>                            | 366,805          | 7,156,366     |
| Crosstex Energy, L.P. <sup>(2)(3)</sup>                         | 80,481           | 1,506,604     |
| DCP Midstream Partners, L.P. <sup>(2)(3)</sup>                  | 137,063          | 6,569,430     |
| EMG Utica I Offshore Co-Investment, L.P. <sup>(3)(5)(6)</sup>   | 9,000,000        | 9,435,600     |
| Linn Co., LLC <sup>(2)</sup>                                    | 468,306          | 12,958,027    |
| Linn Energy, LLC <sup>(1)(2)</sup>                              | 172,120          | 4,149,813     |
| MarkWest Energy Partners, L.P. <sup>(2)(3)</sup>                | 120,963          | 8,079,119     |

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|  |         |            |
|--|---------|------------|
| NGL Energy Partners, L.P. <sup>(7)</sup>         | 197,000 | 5,915,910  |
| Targa Resources Corp. <sup>(2)</sup>             | 118,264 | 8,052,596  |
| Targa Resources Partners, L.P. <sup>(2)(3)</sup> | 189,654 | 9,266,494  |
| Williams Companies, Inc.                         | 547,900 | 19,855,896 |
|  |         | 96,030,205 |

**Natural Gas/ Natural Gas Liquids Pipelines-36.4%**

**United States-36.4%**

|   |         |            |
|---|---------|------------|
| El Paso Pipeline Partners, L.P. <sup>(1)(2)(3)</sup>    | 185,120 | 7,725,058  |
| Energy Transfer Equity, L.P. <sup>(1)(2)(3)</sup>       | 201,559 | 12,966,290 |
| Enterprise Products Partners, L.P. <sup>(1)(2)(3)</sup> | 500,162 | 29,719,626 |
| EQT Midstream Partners, L.P. <sup>(2)(3)</sup>          | 82,734  | 3,962,131  |
| Inergy Midstream, L.P. <sup>(2)</sup>                   | 277,857 | 6,457,397  |
| ONEOK, Inc. <sup>(2)</sup>                              | 214,194 | 11,018,139 |
| Spectra Energy Corp. <sup>(2)</sup>                     | 232,564 | 7,700,194  |
|   |         | 79,548,835 |

**Oil, Gas & Consumable Fuels-1.2%**

**United States-1.2%**

|  |         |           |
|--|---------|-----------|
| Atlas Resource Partners, L.P. <sup>(2)</sup> | 121,800 | 2,527,350 |
|  |         | 2,527,350 |

**Shipping-8.2%**

**Bermuda-4.7%**

|  |         |            |
|--|---------|------------|
| Golar LNG Partners, L.P. <sup>(2)</sup>                                  | 315,218 | 10,244,585 |
|  |         |            |
| <b>United States-3.5%</b>  |         |            |
| Capital Product Partners, L.P. <sup>(3)</sup>                            | 174,840 | 1,549,082  |
| Capital Product Partners, L.P. - Preferred Units <sup>(3)(5)(7)(8)</sup> | 622,222 | 6,079,918  |
|  |         | 17,873,585 |

|  |  |             |
|--|--|-------------|
| Total Master Limited Partnerships and Related Companies (Cost \$256,394,688) |  | 307,264,317 |
|--|--|-------------|

See accompanying notes to Consolidated Schedule of Investments.

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Schedule of Investments, continued

August 31, 2013

(Unaudited)

|  | Shares/<br>Units | Fair<br>Value         |
|--|------------------|-----------------------|
| <b>Total Investments-140.6% (Cost \$256,394,688)</b>             |                  | <b>307,264,317</b>    |
| <b>Credit Facility-(45.5)%</b>                                   |                  | <b>(99,500,000)</b>   |
| <b>Other Assets and Liabilities-4.9%</b>                         |                  | <b>10,779,432</b>     |
| <b>Total Net Assets Applicable to Common Shareholders-100.0%</b> |                  | <b>\$ 218,543,749</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 agreement. As of August 31, 2013 the total fair value of securities held as collateral for the line of credit agreement is \$227,036,351.
- (3) Non-income producing security.
- (4) Distributions are paid-in-kind.
- (5) Securities have been fair valued in good faith using fair value procedures approved by the Board of Trustees and represent 7.1% of net assets applicable to common shareholders. See notes to consolidated schedule of investments for further information.
- (6) Affiliated investment for which ownership exceeds 25%.
- (7) Restricted security is exempt from registration under the Securities Act of 1933. The security may be resold in transactions exempt from registration, normally to qualified institutional buyers.
- (8) Security has been deemed illiquid by the Adviser based on procedures approved by the Board of Trustees.

**Futures Contracts Sold:**

| Description              | Expiration Date | Number of Contracts | Notional Amount<br>at Value | Unrealized<br>Appreciation<br>(Depreciation) |
|--------------------------|-----------------|---------------------|-----------------------------|--|
| E-Mini S&P 500           | September 2013  | 441                 | \$ 35,970,165               | \$ 1,373,014                                 |
| WTI Crude <sup>(1)</sup> | October 2013    | 237                 | 25,513,050                  | (140,795)                                    |
|                          |                 |                     | \$ 61,483,215               | \$ 1,232,219                                 |

**Total Return Swap Agreements Short Positions:**

| Underlying Instrument             | Counterparty   | Maturity Date | Notional Amount<br>at Value | Unrealized Gain (Loss) |
|-----------------------------------|----------------|---------------|-----------------------------|------------------------|
| Salient MLP Basket <sup>(1)</sup> | Morgan Stanley | 7/31/14       | \$ 15,518,154               | \$ (42,332)            |

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|                                   |                |         |               |            |
|-----------------------------------|----------------|---------|---------------|------------|
| Salient MPX Basket <sup>(1)</sup> | Morgan Stanley | 7/31/14 | 34,899,413    | 181,999    |
|                                   |                |         | \$ 50,417,567 | \$ 139,667 |

(1) These investments are held by the Subsidiary.  
See accompanying notes to Consolidated Schedule of Investments.

## SALIENT MIDSTREAM &amp; MLP FUND

## Consolidated Schedule of Investments, continued

August 31, 2013

(Unaudited)

Salient Midstream &amp; MLP Fund invested in the following industries as of August 31, 2013:

|  | Value                 | % of<br>Net Assets |
|--|-----------------------|--------------------|
| Coal                                       | \$ 7,755,018          | 3.5%               |
| Crude/Natural Gas Production               | 5,719,787             | 2.6%               |
| Crude/Refined Products Pipelines           | 92,893,751            | 42.5%              |
| Electric Utilities                         | 4,915,786             | 2.2%               |
| Natural Gas Gathering/ Processing          | 96,030,205            | 44.0%              |
| Natural Gas/ Natural Gas Liquids Pipelines | 79,548,835            | 36.4%              |
| Oil, Gas & Consumable Fuels                | 2,527,350             | 1.2%               |
| Shipping                                   | 17,873,585            | 8.2%               |
| Other*                                     | (88,720,568)          | (40.6)%            |
| <b>Total</b>                               | <b>\$ 218,543,749</b> | <b>100.0%</b>      |

Salient Midstream &amp; MLP Fund invested in securities with exposure to the following countries as of August 31, 2013:

|               | Value                 | % of<br>Net Assets |
|---------------|-----------------------|--------------------|
| Bermuda       | \$ 10,244,585         | 4.7%               |
| United States | 297,019,732           | 135.9%             |
| Other*        | (88,720,568)          | (40.6)%            |
| <b>Total</b>  | <b>\$ 218,543,749</b> | <b>100.0%</b>      |

\* Includes net other assets and liabilities.

See accompanying notes to Consolidated Schedule of Investments.



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**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Schedule of Investments**

**August 31, 2013**

**(Unaudited)**

**(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 Schedule of Investments. 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 Schedule of Investments has been prepared in conformity with generally accepted accounting principles in the United States of America (*U.S. GAAP*), and reflects the financial position of the Fund and its Subsidiary on a consolidated basis. All intercompany accounts and transactions have been eliminated in consolidation.

**(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.

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**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Schedule of Investments, continued**

**August 31, 2013**

**(Unaudited)**

***(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 function of the Adviser Valuation Committee, 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 currently 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 sale 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 the mean of the closing bid and ask prices on the valuation day on the relevant exchange. Securities listed on the 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 2 in the fair value hierarchy based on the level of inputs utilized in determining the value of such investments.

**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 on the inputs used to value the investments.



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**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Schedule of Investments, continued**

**August 31, 2013**

**(Unaudited)**

Options that are listed on a securities exchange are generally valued at the 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 generally 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 at fair value pursuant to the fair valuation procedures approved by the Board and are typically categorized as Level 2 or Level 3 in the fair value hierarchy.

**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 partner's capital or 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 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 net asset values reported to the Adviser by the external fund managers or their administrators may be based on estimates that are available on the valuation date. Such investments are typically categorized as Level 2 in the fair value hierarchy. In instances where values are provided less frequently from external investment fund managers or their administrators, the last value provided by the external investment fund managers or their administrators will be adjusted for subsequent capital transactions, and accrued management fees, and any other information available to arrive at an estimated fair value as of the valuation date. Such investments are typically categorized as Level 3 in the fair value hierarchy, based on the level of inputs utilized in determining the value of such investments.



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**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Schedule of Investments, continued**

**August 31, 2013**

**(Unaudited)**

***(e) FOREIGN CURRENCY***

The accounting records of the Fund are maintained in U.S. dollars. Foreign currency amounts 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.

***(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 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.

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.

## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Schedule of Investments, continued

August 31, 2013

(Unaudited)

The restricted securities held at August 31, 2013 are identified below and are also presented in the Fund's Consolidated Schedule of Investments.

| Security                       | % of Net Assets | Acquisition Date | Acquisition Cost | Shares/Units | Fair Value   |
|--------------------------------|-----------------|------------------|------------------|--------------|--------------|
| Capital Product Partners, L.P. | 2.8%            | 6/4/12           | \$ 5,599,998     | 622,222      | \$ 6,079,918 |
| NGL Energy Partners, L.P.      | 2.7%            | 6/24/13          | 5,541,610        | 197,000      | 5,915,910    |

**(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 in the 1940 Act) of that issuer. The following is a summary of the investments in other affiliates for the period December 1, 2012 through August 31, 2013:

| Security                                 | Fair Value<br>11/30/2012 | Cost of<br>Purchases | Proceeds<br>from Sales | Realized Gain<br>(Loss) on<br>Investments | Change in<br>Unrealized<br>Appreciation/<br>Depreciation | Fair Value<br>8/31/2013 | Interest/<br>Dividend<br>Income |
|--|--------------------------|----------------------|------------------------|---|--|-------------------------|---------------------------------|
| EMG Utica I Offshore Co-Investment, L.P. | \$                       | \$ 9,000,000         | \$                     | \$  | \$ 435,600   | \$ 9,435,600            | \$                              |

**(i) USE OF ESTIMATES**

The preparation of the Consolidated Schedule of Investments in accordance with U.S. GAAP requires management to make estimates and assumptions relating to the reported amounts of assets and liabilities in the Consolidated Schedule of Investments. Actual results could differ from those estimates and such differences may be significant.

**(j) DERIVATIVE INSTRUMENTS**

All open derivative positions at period end are reflected in the Fund's Consolidated Schedule of Investments. The following is a description of the derivative instruments that the Fund utilizes as part of its investment strategy, including the primary underlying risk exposures related to each instrument type.

**OPTIONS** The Fund writes 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 Schedule of Investments, continued

August 31, 2013

(Unaudited)

The Fund had the following transactions in written call options during the period ended August 31, 2013:

|  | Number of<br>Contracts | Premiums  |
|--|------------------------|-----------|
| Options outstanding at November 30, 2012 |                        | \$        |
| Options written                          | 52,007                 | 1,904,523 |
| Options exercised                        | (12,619)               | (456,015) |
| Options expired                          | (21,866)               | (785,838) |
| Options closed                           | (17,522)               | (662,670) |
| Options outstanding at August 31, 2013   |                        | \$        |

**FUTURES CONTRACTS** The Fund invests 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. Upon entering into a futures contract, the Fund is required to pledge to the broker an amount of cash and/or other assets equal to a certain percentage of the contract amount (initial margin deposit). A portion of the initial margin is restricted as to its use. Subsequent payments, known as variation margin, are made or received by the Fund, depending on the fluctuations in the value of the underlying asset. The underlying assets are not physically delivered. The Fund recognizes a gain or loss equal to the variation margin. Should market conditions move unexpectedly, the Fund may not achieve the anticipated benefits of the futures contracts and may realize a loss. The use of futures transactions involves, to varying degrees, elements of market risk (generally equity price risk related to stock index or equity futures contracts and interest rate risk related to bond futures contracts) and exposure to loss. The face or contract amounts reflect the extent of the total exposure the Fund has in the particular classes of instruments. Among other risks, the use of futures contracts may cause the Fund to have imperfect correlation due to differences between movements in the price of the futures contracts and the market value of the underlying assets. With futures, there is minimal counterparty credit risk to the Fund since futures are exchange-traded and the exchange's clearinghouse, as counterparty to all exchange-traded futures, guarantees the futures against default.

**SWAP AGREEMENTS** The Fund invests in swap agreements, primarily credit default and total return swap agreements, as part of its hedging strategy to manage credit and market risks. As of August 31, 2013, the Fund invested in total return swap agreements.

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.

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.

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





## SALIENT MIDSTREAM &amp; MLP FUND

## Notes to Consolidated Schedule of Investments, continued

August 31, 2013

(Unaudited)

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.

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 (Protection Seller) 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. 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.

The following is a summary of the fair value of derivative instruments held directly by the Fund as of August 31, 2013. These derivatives are presented in the Consolidated Schedule of Investments.

|                                 | Assets                                   |   | Liabilities                              |   |
|---------------------------------|--|---|--|---|
|                                 | Unrealized Gain<br>on Swap<br>Agreements | Unrealized<br>Appreciation on<br>Futures<br>Contracts | Unrealized Loss<br>on Swap<br>Agreements | Unrealized<br>Depreciation on<br>Futures<br>Contracts |
| <b>Equity Risk Exposure:</b>    |  |   |  |   |
| Futures Contracts               | \$                                       | \$ 1,373,014  | \$                                       | \$  |
| Swap Agreements                 | 181,999                                  |   | 42,332                                   |   |
| <b>Commodity Risk Exposure:</b> |  |   |  |   |
| Futures Contracts               |  |   |  | 140,795   |

**(k) EXCLUSION FOR DEFINITION OF COMMODITY POOL OPERATOR**

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

**(l) 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 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.



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**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Schedule of Investments, continued**

**August 31, 2013**

**(Unaudited)**

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 has requested comments on the proposed regulations, with the comment period ending October 31, 2013. A public hearing is scheduled for December 9, 2013. If ultimately adopted, the proposed regulations would, unless altered, apply to quarters that begin at least 90 days after the date of publication of any final regulations.

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.

**(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 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 securities
- 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)

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments.

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

**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Schedule of Investments, continued**

**August 31, 2013**

**(Unaudited)**

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 as of August 31, 2013, of the Fund's investments based upon the three levels defined above. The breakdown by category of equity securities is disclosed in the Consolidated Schedule of Investments.

|   | LEVEL 1               |  | LEVEL 2               |  | LEVEL 3               |  | Total                 |  |
|---|-----------------------|--|-----------------------|--|-----------------------|--|-----------------------|--|
|   | Investment Securities | Other Financial Instruments <sup>^</sup> | Investment Securities | Other Financial Instruments <sup>^</sup> | Investment Securities | Other Financial Instruments <sup>^</sup> | Investment Securities | Other Financial Instruments <sup>^</sup> |
| <b>Investments</b>                                      |                       |  |                       |  |                       |  |                       |  |
| Master Limited Partnerships and Related Companies       |                       |  |                       |  |                       |  |                       |  |
| Natural Gas Gathering/ Processing                       | \$ 80,678,695         | \$                                       | \$ 5,915,910          | \$                                       | \$ 9,435,600          | \$                                       | \$ 96,030,205         | \$                                       |
| Shipping  | 11,793,667            |  | 6,079,918             |  |                       |  | 17,873,585            |  |
| Other Master Limited Partnerships and Related Companies | 193,360,527           |  |                       |  |                       |  | 193,360,527           |  |
| Futures Contracts                                       |                       | 1,232,219                                |                       |  |                       |  |                       | 1,232,219                                |
| Swap Agreements   |                       |  |                       | 139,667                                  |                       |  |                       | 139,667                                  |
| <b>Total</b>  | <b>\$ 285,832,889</b> | <b>\$ 1,232,219</b>                      | <b>\$ 11,995,828</b>  | <b>\$ 139,667</b>                        | <b>\$ 9,435,600</b>   | <b>\$</b>                                | <b>\$ 307,264,317</b> | <b>\$ 1,371,886</b>                      |

<sup>^</sup> Other financial instruments include any derivative instruments not reflected in the Consolidated Schedule of Investments as investment securities, such as written options, futures contracts and swap agreements. These investments are generally presented in the Consolidated Schedule of Investments at the unrealized gain or loss on the investment.

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 August 31, 2013.

| Type of Assets   | Fair Value as of August 31, 2013 | Valuation Technique(s)      | Adjustments to Fair Value** |
|--|----------------------------------|-----------------------------|-----------------------------|
| <b>Master Limited Partnerships and Related Companies</b> |                                  |                             |                             |
| EMG Utica I Offshore Co-Investment, L.P.                 | \$ 9,435,600                     | NAV as Practical Expedient* | None                        |

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|                          |              |
|--------------------------|--------------|
| <b>Total Investments</b> | \$ 9,435,600 |
|--------------------------|--------------|

\* 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.

**SALIENT MIDSTREAM & MLP FUND****Notes to Consolidated Schedule of Investments, continued****August 31, 2013****(Unaudited)**

The Fund discloses transfers between levels based on valuations at the end of the reporting period. There were no transfers between Levels 1, 2, or 3 for the period ended August 31, 2013. The following is a reconciliation of Level 3 investments based on the inputs used to determine fair value:

|  | Balance as of<br>November 30,<br>2012 | Gross<br>Purchases  | Gross<br>Sales      | Net Realized<br>Gain<br>(Loss) | Change in<br>Unrealized<br>Appreciation/<br>Depreciation | Balance as<br>of<br>August 31,<br>2013 |
|--|---------------------------------------|---------------------|---------------------|--------------------------------|--|--|
| <b>Master Limited Partnerships and Related Companies</b> |                                       |                     |                     |                                |  |  |
| Natural Gas Gathering/Processing                         | \$ 700,000                            | \$ 9,000,000        | \$ (700,000)        | \$                             | \$ 435,600   | \$ 9,435,600                           |
| <b>Total Investments</b>                                 | <b>\$ 700,000</b>                     | <b>\$ 9,000,000</b> | <b>\$ (700,000)</b> | <b>\$</b>                      | <b>\$ 435,600</b>  | <b>\$ 9,435,600</b>                    |

**(4) CREDIT FACILITY**

The Fund maintains a line of credit agreement (the Agreement) with Bank of America Merrill Lynch which provides a secured revolving \$110,000,000 credit facility, and the Subsidiary maintains a line of credit agreement (the Sub Agreement) with Bank of America Merrill Lynch which provides a secured revolving \$34,000,000 credit facility. Borrowings under the Agreement and Sub Agreement are secured by investments, as detailed in the Fund's Consolidated Schedule of Investments. The Agreement and Sub Agreement provide 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.

**(5) FEDERAL INCOME TAXES**

The Fund's tax cost as of August 31, 2013, was \$256,756,918, resulting in accumulated net appreciation of \$50,507,399, consisting of \$56,368,670 in gross unrealized appreciation and (\$5,861,271) in gross unrealized depreciation.

**(6) RISK CONSIDERATIONS**

The following summary of certain common principal risk footnotes 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.

**(b) CONCENTRATION RISK**

The Fund's investment portfolio will be 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

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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 a more widely diversified investment company to any single economic, political or regulatory occurrence.



**SALIENT MIDSTREAM & MLP FUND**

**Notes to Consolidated Schedule of Investments, continued**

**August 31, 2013**

**(Unaudited)**

***(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 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 or 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.

**Item 2. Controls and Procedures.**

(a) 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-Q 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.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's first 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 3. Exhibits.**

Certifications pursuant to Rule 30a-2(a) under the 1940 Act are attached hereto.

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: October 28, 2013

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: October 28, 2013

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

Date: October 29, 2013