

Edgar Filing: FIRST TRUST MLP & ENERGY INCOME FUND - Form N-CSR

FIRST TRUST MLP & ENERGY INCOME FUND  
Form N-CSR  
January 05, 2015

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT  
COMPANIES

Investment Company Act file number 811-22738  
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First Trust MLP and Energy Income Fund  
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(Exact name of registrant as specified in charter)

187 Danbury Road  
Wilton, CT 06897  
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(Address of principal executive offices) (Zip code)

W. Scott Jardine, Esq.

First Trust Portfolios L.P.  
120 East Liberty Drive, Suite 400  
Wheaton, IL 60187  
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(Name and address of agent for service)

registrant's telephone number, including area code: 630-765-8000  
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Date of fiscal year end: October 31  
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Date of reporting period: October 31, 2014  
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Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

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The Report to Shareholders is attached herewith.

FIRST TRUST

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MLP AND  
ENERGY  
INCOME  
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FUND  
(FEI)

ANNUAL REPORT  
FOR THE YEAR ENDED  
OCTOBER 31, 2014

FIRST TRUST  
Energy Income Partners, LLC  
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ANNUAL REPORT  
OCTOBER 31, 2014

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements regarding the goals, beliefs, plans or current expectations of First Trust Advisors L.P. ("First Trust" or the "Advisor") and/or Energy Income Partners, LLC ("EIP" or the "Sub-Advisor") and their respective representatives, taking into account the information currently available to them. Forward-looking statements include all statements that do not relate solely to current or historical fact. For example, forward-looking statements include the use of words such as "anticipate," "estimate," "intend," "expect," "believe," "plan," "may," "should," "would" or other words that convey uncertainty of future events or outcomes.

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Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of First Trust MLP and Energy Income Fund (the "Fund") to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. When evaluating the information included in this report, you are cautioned not to place undue reliance on these forward-looking statements, which reflect the judgment of the Advisor and/or Sub-Advisor and their respective representatives only as of the date hereof. We undertake no obligation to publicly revise or update these forward-looking statements to reflect events and circumstances that arise after the date hereof.

### PERFORMANCE AND RISK DISCLOSURE

There is no assurance that the Fund will achieve its investment objective. The Fund is subject to market risk, which is the possibility that the market values of securities owned by the Fund will decline and that the value of the Fund shares may therefore be less than what you paid for them. Accordingly, you can lose money by investing in the Fund. See "Risk Considerations" in the Additional Information section of this report for a discussion of certain other risks of investing in the Fund.

Performance data quoted represents past performance, which is no guarantee of future results, and current performance may be lower or higher than the figures shown. For the most recent month-end performance figures, please visit <http://www.ftportfolios.com> or speak with your financial advisor. Investment returns, net asset value and common share price will fluctuate and Fund shares, when sold, may be worth more or less than their original cost.

### HOW TO READ THIS REPORT

This report contains information that may help you evaluate your investment. It includes details about the Fund and presents data and analysis that provide insight into the Fund's performance and investment approach.

By reading the portfolio commentary by the portfolio management team of the Fund, you may obtain an understanding of how the market environment affected the Fund's performance. The statistical information that follows may help you understand the Fund's performance compared to that of relevant market benchmarks.

It is important to keep in mind that the opinions expressed by personnel of EIP are just that: informed opinions. They should not be considered to be promises or advice. The opinions, like the statistics, cover the period through the date on the cover of this report. The risks of investing in the Fund are spelled out in the prospectus, the statement of additional information, this report and other Fund regulatory filings.

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SHAREHOLDER LETTER  
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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) ANNUAL  
LETTER FROM THE CHAIRMAN AND CEO  
OCTOBER 31, 2014

Dear Shareholders:

## Edgar Filing: FIRST TRUST MLP & ENERGY INCOME FUND - Form N-CSR

I am pleased to present you with the annual report for your investment in First Trust MLP and Energy Income Fund (the "Fund"). This report provides detailed information about the Fund, including a performance review and the financial statements for the past 12 months. I encourage you to read this document and discuss it with your financial advisor.

Although markets have seemed choppy over the past 12 months, the U.S. has shown sustained growth over the period. In fact, the S&P 500(R) Index, as measured on a total return basis, rose 17.27% during the period. First Trust Advisors L.P. ("First Trust") believes that staying invested in quality products through different types of markets can benefit investors over the long term.

First Trust offers a variety of products that we believe could fit the financial plans for many investors seeking long-term investment success. We invite you to look at our investment products with your financial advisor to determine if any of them might fit your financial goals. We believe that regularly discussing your financial objectives and investment options with your financial advisor can help keep you on track.

First Trust will continue to make available up-to-date information about your investments so you and your financial advisor are current on any First Trust investments you own. We value our relationship with you, and thank you for the opportunity to assist you in achieving your financial goals.

Sincerely,

/s/ James A. Bowen

James A. Bowen  
Chairman of the Board of Trustees  
Chief Executive Officer of First Trust Advisors L.P.

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
"AT A GLANCE"  
AS OF OCTOBER 31, 2014 (UNAUDITED)

-----  
FUND STATISTICS  
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Symbol on New York Stock Exchange	FEI
Common Share Price	\$21.61
Common Share Net Asset Value ("NAV")	\$23.27
Premium (Discount) to NAV	(7.13)%
Net Assets Applicable to Common Shares	\$1,057,316,668
Current Monthly Distribution per Common Share (1)	\$0.1117
Current Annualized Distribution per Common Share	\$1.3404
Current Distribution Rate on Closing Common Share Price (2)	6.20%
Current Distribution Rate on NAV (2)	5.76%

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COMMON SHARE PRICE & NAV (WEEKLY CLOSING PRICE)  
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	Common Share Price	NAV
10/13	19.63	20.78
	19.49	20.67
	18.79	20.51
	19.07	20.67
11/13	18.53	20.72
	19.17	20.67
	18.62	20.25
	18.86	20.09
12/13	18.92	20.45
	19.47	20.83
	19.25	20.62
	19.83	20.52
1/14	19.53	20.52
	19.13	20.64
	19.48	20.94
	19.20	20.94
2/14	19.40	21.17
	19.12	20.99
	19.29	21.06
	19.36	21.02
3/14	19.57	20.97
	19.34	20.92
	19.59	21.17
	19.65	21.48
4/14	19.83	21.56
	20.04	21.84
	20.15	21.80
	20.19	22.12
5/14	20.27	22.10
	20.72	22.26
	20.70	22.42
	20.80	22.49
6/14	20.93	22.67
	20.74	22.49
	21.12	22.79
	21.63	23.32
7/14	21.19	23.08
	21.29	23.01
	21.47	23.13
	21.46	23.26
8/14	20.61	22.42
	20.73	22.47
	21.79	23.63
	21.67	23.75
9/14	21.67	23.75
	22.15	24.09
	21.81	23.98
	21.45	23.56
10/14	21.21	24.02
	20.89	23.53
	20.97	23.27
	19.79	22.07
10/14	20.90	22.43
	21.23	23.12
	21.61	23.27

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### PERFORMANCE

		Average Annual Total Return
	1 Year Ended 10/31/2014	Inception (11/27/2012) to 10/31/2014
-----		
Fund Performance (3)		
NAV	19.43%	17.52%
Market Value	17.52%	10.42%
Index Performance		
S&P 500(R) Index	17.27%	23.49%
Alerian MLP Total Return Index	16.87%	20.11%
Wells Fargo Midstream MLP Total Return Index	23.89%	25.73%

	% OF TOTAL INVESTMENTS
-----	
INDUSTRY CLASSIFICATION	
Pipelines	70.3%
Electric Power	9.5
Propane	5.5
Coal	4.8
Natural Gas Utility	3.9
Marine Transportation	2.8
Gathering & Processing	2.2
Other	1.0
-----	
Total	100.0%
	=====

	% OF TOTAL INVESTMENTS
-----	
TOP 10 HOLDINGS	
Enbridge Energy Partners, L.P.	7.4%
Enterprise Products Partners, L.P.	6.8
Kinder Morgan Management, LLC	6.5
Magellan Midstream Partners, L.P.	4.4
Williams (The) Cos., Inc.	4.4
Alliance Resource Partners, L.P.	3.6
Plains All American Pipeline, L.P.	3.4
Energy Transfer Equity, L.P.	3.3
ONEOK Partners, L.P.	3.1
TransCanada Corp.	3.1
-----	
Total	46.0%
	=====

- (1) Most recent distribution paid or declared through 10/31/2014. Subject to change in the future.
- (2) Distribution rates are calculated by annualizing the most recent distribution paid or declared through the report date and then dividing by Common Share price or NAV, as applicable, as of 10/31/2014. Subject to change in the future.

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- (3) Total return is based on the combination of reinvested dividend, capital gain and return of capital distributions, if any, at prices obtained by the Dividend Reinvestment Plan and changes in NAV per share for NAV returns and changes in Common Share price for market value returns. Total returns do not reflect sales load and are not annualized for periods less than one year. Past performance is not indicative of future results.

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### PORTFOLIO COMMENTARY

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
ANNUAL REPORT  
OCTOBER 31, 2014

#### SUB-ADVISOR

#### ENERGY INCOME PARTNERS, LLC

Energy Income Partners, LLC ("EIP"), Westport, CT, was founded in 2003 to provide professional asset management services in the area of energy-related master limited partnerships ("MLPs") and other high-payout securities such as pipeline companies, power utilities and Canadian income equities. EIP mainly focuses on investments in energy-related infrastructure assets such as pipelines, power transmission and distribution, petroleum storage and terminals that receive fee-based or regulated income from their corporate and individual customers. As of October 31, 2014, EIP manages or supervises approximately \$6.0 billion of assets. Private funds advised by EIP include a partnership for U.S. high net worth individuals and a master-and-feeder fund for institutions. EIP also manages separately managed accounts and provides its model portfolio to unified managed accounts. Finally, EIP serves as a Sub-Advisor to three closed-end management investment companies in addition to the First Trust MLP and Energy Income Fund ("FEI" or the "Fund"), an actively managed exchange-traded fund (ETF), a sleeve of an actively managed exchange-traded fund and a sleeve of a series of a variable insurance trust. EIP is a registered investment advisor with the Securities and Exchange Commission.

#### PORTFOLIO MANAGEMENT TEAM

JAMES J. MURCHIE	EVA PAO
PORTFOLIO MANAGER	CO-PORTFOLIO MANAGER
FOUNDER AND CEO OF	PRINCIPAL OF
ENERGY INCOME PARTNERS, LLC	ENERGY INCOME PARTNERS, LLC

#### COMMENTARY

#### FIRST TRUST MLP AND ENERGY INCOME FUND

The Fund's investment objective is to seek a high level of total return with an emphasis on current distributions paid to common shareholders. The Fund pursues its objective by investing in cash-generating securities, with a focus on investing in MLPs and MLP-related entities in the energy sector and energy utilities industries. There can be no assurance that the Fund's investment objective will be achieved. The Fund may not be appropriate for all investors.

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## MARKET RECAP

As measured by the Alerian MLP Total Return Index ("AMZX") and the Wells Fargo Midstream MLP Total Return Index ("WCHWMIDT") (collectively the "MLP benchmarks"), the total return for energy-related MLPs over the fiscal year ended October 31, 2014 was 16.87% and 23.89%, respectively. For AMZX, these returns reflect a positive 5.9% from distribution payments, and the remaining returns are due to share price appreciation. For WCHWMIDT, these returns reflect a positive 5.5% from distribution payments, while the remaining returns are due to share price appreciation. These figures are according to data collected from several sources, including the MLP benchmarks and Bloomberg. While in the short term market share price appreciation can be volatile, we believe that over the long term share price appreciation will approximate growth in per share quarterly cash distributions paid by MLPs. Growth in per share MLP distributions has averaged about 7.4% per year over the last 10 years. The cash distributions of MLPs increased by about 4.5% over the last 12 months (source: Alerian Capital Management).

## PERFORMANCE ANALYSIS

On a net asset value ("NAV") basis, for the fiscal year ended October 31, 2014, the Fund provided a total return of 19.43%, including the reinvestment of dividends.(1) This compares, according to collected data, to a total return of 17.27% for the S&P 500(R) Index, 16.87% for AMZX and 23.89% for WCHWMIDT. On a market value basis, the Fund had a total return, including the reinvestment of dividends, of 17.52% for the fiscal year ended October 31, 2014. At the end of the period, the Fund was priced at \$21.61, while the NAV was \$23.27, a discount of 7.13%. On October 31, 2013, the Fund was priced at \$19.63, while the NAV was \$20.80, a discount of 5.63%.

The Fund increased its regular monthly Common Share distribution from \$0.11 to \$.1117 in March 2014.

The Fund's NAV slightly underperformed the 20.38% average of the MLP benchmarks. Contributing to this was underweight positions in MLPs that significantly outperformed the MLP benchmarks. The non-MLP portion of the portfolio contributed positively to performance. Income was enhanced by writing covered calls on select portfolio positions.

Two important factors affecting the return of the Fund relative to the average of the MLP benchmarks are its accrual for taxes and its use of financial leverage through a line of credit. The Fund established a committed facility agreement with The Bank of Nova Scotia with an initial maximum commitment amount of \$350,000,000. The maximum commitment was raised to \$400,000,000 in August

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PORTFOLIO COMMENTARY (CONTINUED)  
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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
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2014. The Fund uses leverage because its managers believe that, over time,



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leverage can enhance total return for common shareholders. However, the use of leverage can also increase the volatility of the NAV and therefore the share price. For example, if the prices of securities held by the Fund decline, the effect of changes in common share NAV and common shareholder total return loss is magnified by the use of leverage. Conversely, leverage may enhance common share returns during periods when the prices of securities held by the Fund generally are rising. Unlike the Fund, the MLP benchmarks are not leveraged, nor are their returns net of an accrual for taxes. Leverage had a positive impact on the performance of the Fund over this reporting period.

### MARKET AND FUND OUTLOOK

MLPs continue to play an integral role in the restructuring of more diversified energy conglomerates. This restructuring includes the creation by these more diversified conglomerates of MLP subsidiaries that contain assets such as pipelines and storage terminals. It also includes the divestiture by some of these parent companies of most or all of their cyclical businesses, leaving the parent company looking very similar to an old-fashioned pipeline utility with a large holding in a subsidiary MLP. In our view, these diversified energy conglomerates are restructuring so their regulated infrastructure assets with predictable cash flows may be better valued by the market. The result is a better financing tool, in our opinion, to raise capital for the new energy infrastructure projects related to the rapid growth of North American oil and gas production. This phenomenon is beginning to spread to the power utility industry but instead of spinning out an MLP, diversified power companies are spinning out a regular "C" corporation with a higher dividend payout ratio (relative to earnings). By EIP's count, nine such "Yield-Co's" have been created and EIP expects more will be created.

As of October 31, 2014, the MLP asset class experienced 16 IPOs in 2014. There also has been a healthy level of secondary financing activity for MLPs as they continue to fund their ongoing investments in new pipelines, processing and storage facilities. Through October 31, 2014, there have been 55 secondary equity offerings for MLPs that raised \$16.2 billion. This compares to \$20.3 billion raised in calendar year 2013. Through October 31, 2014, MLPs also found access to the public debt markets, raising \$24.7 billion in 25 offerings. This compares to \$19.9 billion in calendar year 2013 (source: Barclays).

The Fund continues to aim to be invested primarily in MLPs and other energy infrastructure companies with mostly non-cyclical cash flows, investment-grade ratings, conservative balance sheets, modest and/or flexible organic growth commitments and liquidity on their revolving lines of credit. Non-cyclical cash flows are, in our opinion, a good fit with a steady dividend obligation that is meant to be most or all of an energy infrastructure company's free cash flow.

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1 Total return is based on the combination of reinvested dividend, capital gain and return of capital distributions, if any, at prices obtained by the Dividend Reinvestment Plan, changes in NAV per share for NAV returns and changes in Common Share price for market value returns. Total returns do not reflect a sales load. Past performance is not indicative of future results.

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PORTFOLIO OF INVESTMENTS  
OCTOBER 31, 2014

SHARES/ UNITS	DESCRIPTION	
-----		
MASTER LIMITED PARTNERSHIPS - 85.0%		
GAS UTILITIES - 6.8%		
879,374	AmeriGas Partners, L.P. (a) .....	\$
690,902	Suburban Propane Partners, L.P. (a) .....	---
INDEPENDENT POWER AND RENEWABLE ELECTRICITY PRODUCERS - 0.6%		
100,000	Brookfield Renewable Energy Partners, L.P. (CAD) (a) .....	---
99,127	NextEra Energy Partners, L.P. (a) (b) .....	---
OIL, GAS & CONSUMABLE FUELS - 77.6%		
166,000	Access Midstream Partners, L.P. (a) .....	---
207,534	Alliance Holdings GP, L.P. (a) .....	---
1,129,260	Alliance Resource Partners, L.P. (a) .....	---
3,065,770	Enbridge Energy Partners, L.P. (a) .....	---
860,000	Energy Transfer Equity, L.P. (a) .....	---
575,030	Energy Transfer Partners, L.P. (a) .....	---
2,785,074	Enterprise Products Partners, L.P. (a) .....	---
230,000	EQT Midstream Partners, L.P. (a) .....	---
75,000	Golar LNG Partners, L.P. (a) .....	---
50,000	Hoegh LNG Partners, L.P. (a) .....	---
518,405	Holly Energy Partners, L.P. (a) .....	---
129,800	Kinder Morgan Energy Partners, L.P. (a) .....	---
810,000	Magellan Midstream Partners, L.P. (a) .....	---
19,700	MPLX, L.P. ....	---
296,337	Natural Resource Partners, L.P. (a) .....	---
635,772	NGL Energy Partners, L.P. (a) .....	---
104,052	Oiltanking Partners, L.P. (a) .....	---
909,000	ONEOK Partners, L.P. (a) .....	---
101,000	Phillips 66 Partners, L.P. ....	---
909,000	Plains All American Pipeline, L.P. (a) .....	---
44,900	Shell Midstream Partners, L.P. (b) .....	---
849,811	Spectra Energy Partners, L.P. (a) .....	---
702,500	TC Pipelines, L.P. (a) .....	---
986,624	Teekay LNG Partners, L.P. (a) .....	---
262,700	TransMontaigne Partners, L.P. (a) .....	---
860,019	Williams Partners, L.P. (a) .....	---
TOTAL MASTER LIMITED PARTNERSHIPS .....		---
(Cost \$598,770,891)		---
COMMON STOCKS - 57.2%		
ELECTRIC UTILITIES - 7.5%		
283,400	American Electric Power Co., Inc. ....	---
163,000	Emera, Inc. (CAD) (a) .....	---
25,000	Exelon Corp. ....	---

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616,600	ITC Holdings Corp. (a) .....
65,000	NextEra Energy, Inc.....

See Notes to Financial Statements

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
 PORTFOLIO OF INVESTMENTS (CONTINUED)  
 OCTOBER 31, 2014

SHARES	DESCRIPTION	
-----		
COMMON STOCKS (CONTINUED)		
ELECTRIC UTILITIES (CONTINUED)		
175,000	Northeast Utilities .....	\$
327,500	NRG Yield, Inc., Class A (a) .....	
10,500	Southern (The) Co.....	
GAS UTILITIES - 2.0%		
79,033	Atmos Energy Corp. (a) .....	
144,077	Questar Corp.....	
40,000	South Jersey Industries, Inc.....	
300,124	UGI Corp.....	
INDEPENDENT POWER AND RENEWABLE ELECTRICITY PRODUCERS - 0.5%		
161,854	Pattern Energy Group, Inc. (a) .....	
MULTI-UTILITIES - 9.5%		
142,000	ATCO, Ltd., Class I (CAD) (a) .....	
471,400	CMS Energy Corp.....	
432,200	Dominion Resources, Inc.....	
34,500	National Grid PLC, ADR .....	
414,400	NiSource, Inc.....	
255,000	Public Service Enterprise Group, Inc.....	
40,000	Sempra Energy .....	
276,300	Wisconsin Energy Corp.....	
OIL, GAS & CONSUMABLE FUELS - 37.4%		
774,500	Enbridge Income Fund Holdings, Inc. (CAD) (a) .....	
798,700	Enbridge, Inc.....	
1,045,500	Inter Pipeline, Ltd. (CAD) (a) .....	
117,000	Keyera Corp. (CAD) (a) .....	
1,020,865	Kinder Morgan Management, LLC (a) (c) .....	
903,000	Kinder Morgan, Inc.....	
198,000	Pembina Pipeline Corp. (CAD) (a) .....	

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1,092,400	Spectra Energy Corp.....
939,324	TransCanada Corp.....
1,184,200	Williams (The) Cos., Inc.....
	REAL ESTATE INVESTMENT TRUSTS - 0.3%
465,867	CorEnergy Infrastructure Trust .....
	TOTAL COMMON STOCKS .....
	(Cost \$501,520,238)
	TOTAL INVESTMENTS - 142.2% .....
	(Cost \$1,100,291,129) (d)

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See Notes to Financial Statements

FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
 PORTFOLIO OF INVESTMENTS (CONTINUED)  
 OCTOBER 31, 2014

NUMBER OF CONTRACTS	DESCRIPTION
-----	
CALL OPTIONS WRITTEN - (0.8%)	
	American Electric Power Co. Calls
900	@ \$55.00 due November 2014 .....
1,900	@ 55.00 due January 2015 .....
	CMS Energy Corp. Calls
1,700	@ 30.00 due December 2014 .....
1,500	@ 31.50 due January 2015 .....
1,500	@ 33.50 due February 2015 .....
	Dominion Resources, Inc. Calls
2,000	@ 70.00 due November 2014 .....
2,000	@ 72.50 due January 2015 .....
300	@ 75.00 due January 2015 .....
	Enbridge Energy Partners, L.P. Call
2,200	@ 37.50 due January 2015 .....
	Enbridge, Inc. Calls
1,740	@ 50.00 due December 2014 .....
830	@ 50.00 due January 2015 .....
5,410	@ 55.00 due January 2015 .....

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	Energy Transfer Partners, L.P. Calls	
250	@ 60.00	due December 2014 .....
630	@ 67.50	due December 2014 .....
	Enterprise Products Partners, L.P. Calls	
6,950	@ 42.50	due December 2014 .....
2,000	@ 41.25	due January 2015 .....
	Exelon Corp. Call	
250	@ 37.00	due December 2014 .....
	Kinder Morgan, Inc. Calls	
1,500	@ 45.00	due December 2014 .....
1,060	@ 42.50	due January 2015 .....
1,142	@ 40.00	due March 2015 .....
2,000	@ 42.50	due March 2015 .....
2,000	@ 45.00	due March 2015 .....
	National Grid PLC, ADR Call	
300	@ 80.00	due December 2014 .....
	NextEra Energy, Inc. Calls	
250	@ 97.50	due November 2014 .....
400	@ 105.00	due December 2014 .....

See Notes to Financial Statements

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
 PORTFOLIO OF INVESTMENTS (CONTINUED)  
 OCTOBER 31, 2014

NUMBER OF CONTRACTS	DESCRIPTION
-----	
CALL OPTIONS WRITTEN (CONTINUED)	
	NiSource, Inc. Calls
980	@ \$43.00 due November 2014 .....
940	@ 43.00 due December 2014 .....
2,218	@ 42.00 due January 2015 .....

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	Northeast Utilities Call	
1,740	@ 50.00	due November 2014 .....
	Plains All American Pipeline, L.P. Calls	
1,000	@ 60.00	due November 2014 .....
370	@ 62.50	due November 2014 .....
800	@ 60.00	due December 2014 .....
	Public Service Enterprise Group, Inc. Calls	
800	@ 40.00	due December 2014 .....
1,000	@ 40.00	due March 2015 .....
	Questar Corp. Calls	
170	@ 25.00	due January 2015 .....
	Sempra Energy Call	
400	@ 115.00	due January 2015 .....
	Southern (The) Co. Call	
105	@ 45.00	due November 2014 .....
	Spectra Energy Corp. Calls	
1,500	@ 39.00	due November 2014 .....
3,500	@ 40.00	due November 2014 .....
2,500	@ 41.00	due December 2014 .....
1,570	@ 42.00	due December 2014 .....
360	@ 45.00	due December 2014 .....
1,400	@ 41.00	due March 2015 .....
	TransCanada Corp. Calls	
3,300	@ 50.00	due November 2014 .....
1,500	@ 55.00	due November 2014 .....
500	@ 55.00	due December 2014 .....
1,520	@ 50.00	due January 2015 .....
2,000	@ 55.00	due January 2015 .....
500	@ 55.00	due February 2015 .....
	UGI Corp. Call	
3,000	@ 35.00	due November 2014 .....
	Williams (The) Cos., Inc. Calls	
18	@ 50.00	due November 2014 .....
500	@ 55.00	due November 2014 .....
2,300	@ 62.50	due November 2014 .....
2,490	@ 57.50	due December 2014 .....

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
 PORTFOLIO OF INVESTMENTS (CONTINUED)  
 OCTOBER 31, 2014

NUMBER OF CONTRACTS	DESCRIPTION	
CALL OPTIONS WRITTEN (CONTINUED)		
	Williams (The) Cos., Inc. Calls (Continued)	
1,500	@ \$60.00 due December 2014 .....	\$
1,500	@ 60.00 due January 2015 .....	
2,144	@ 62.50 due January 2015 .....	
1,300	@ 62.50 due February 2015 .....	
	Wisconsin Energy Corp. Calls	
17	@ 50.00 due December 2014 .....	
2,700	@ 50.00 due January 2015 .....	
	TOTAL CALL OPTIONS WRITTEN .....	
	(Premiums received \$5,322,013)	
	OUTSTANDING LOAN - (33.1%) .....	
	NET OTHER ASSETS AND LIABILITIES - (8.3%) .....	
	NET ASSETS - 100.0% .....	\$1 ==

- 
- (a) All or a portion of this security serves as collateral on the outstanding loan.
  - (b) Non-income producing security.
  - (c) Non-income producing security which pays in-kind ("PIK") distributions. For the year ended October 31, 2014, the Fund received 66,859 PIK shares of Kinder Morgan Management, LLC.
  - (d) Aggregate cost for federal income tax purposes is \$1,039,308,707. As of October 31, 2014, the aggregate gross unrealized appreciation for all securities in which there was an excess of value over tax cost was \$465,610,383 and the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over value was \$1,485,724.

ADR American Depositary Receipt

CAD Canadian Dollar - Security is denominated in Canadian Dollars and is translated into U.S. Dollars based upon the current exchange rate.

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### INTEREST RATE SWAP AGREEMENTS:

COUNTERPARTY	FLOATING RATE (1)	EXPIRATION DATE	NOTIONAL AMOUNT	FIXED RATE (1)
Bank of Nova Scotia	1 month LIBOR	10/08/23	\$ 77,250,000	2.734%
Bank of Nova Scotia	1 month LIBOR	09/03/24	97,000,000	2.367%
			\$ 174,250,000	

(1) The Fund pays the fixed rate and receives the floating rate. The floating rates on October 31, 2014 were 0.15%.

See Notes to Financial Statements

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
 PORTFOLIO OF INVESTMENTS (CONTINUED)  
 OCTOBER 31, 2014

### VALUATION INPUTS

A summary of the inputs used to value the Fund's investments as of October 31, 2014 is as follows (see Note 2A - Portfolio Valuation in the Notes to Financial Statements):

### ASSETS TABLE

	TOTAL VALUE AT 10/31/2014	LEVEL 1 QUOTED PRICES	SI OB
Master Limited Partnerships*.....	\$ 898,414,267	\$ 898,414,267	\$
Common Stocks*.....	605,019,099	605,019,099	
TOTAL.....	\$ 1,503,433,366	\$ 1,503,433,366	\$

### LIABILITIES TABLE

	TOTAL VALUE AT 10/31/2014	LEVEL 1 QUOTED PRICES	SI OB
Call Options Written.....	\$ (8,385,721)	\$ (8,385,721)	\$
Interest Rate Swap**.....	(3,989,985)	--	



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TOTAL.....	\$ (12,375,706)	\$ (8,385,721)	\$
	=====	=====	=====

\* See Portfolio of Investments for industry breakout.  
 \*\* See Interest Rate Swap Agreements for contract detail.

All transfers in and out of the Levels during the period are assumed to be transferred on the last day of the period at their current value. There were no transfers between Levels at October 31, 2014.

Page 10 See Notes to Financial Statements

FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
 STATEMENT OF ASSETS AND LIABILITIES  
 OCTOBER 31, 2014

ASSETS:

Investments, at value (Cost \$1,100,291,129).....	
Cash .....	
Cash segregated as collateral for open swap contracts .....	
Foreign currency (Cost \$63).....	
Receivables:	
Investment securities sold .....	
Dividends .....	
Income tax .....	
Prepaid expenses .....	
Total Assets .....	

LIABILITIES:

Outstanding loan .....	
Deferred income taxes .....	
Options written, at value (Premiums received \$5,322,013).....	
Swap contracts, at value (Cost \$968).....	
Payables:	
Investment securities purchased.....	
Investment advisory fees.....	
Interest and fees on loan.....	
Audit and tax fees.....	
Administrative fees.....	
Printing fees.....	
Custodian fees.....	
Legal fees.....	
Transfer agent fees.....	
Trustees' fees and expenses.....	
Financial reporting fees.....	
Other liabilities .....	
Total Liabilities.....	

NET ASSETS .....

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NET ASSETS CONSIST OF:

Paid-in capital .....	
Par value .....	
Accumulated net investment income (loss), net of income taxes .....	
Accumulated net realized gain (loss) on investments, written options, swap contracts and foreign currency transactions, net of income taxes .....	
Net unrealized appreciation (depreciation) on investments, written options, swap contracts and foreign currency translation, net of income taxes .....	
NET ASSETS .....	
NET ASSET VALUE, per Common Share (par value \$0.01 per Common Share) .....	
Number of Common Shares outstanding (unlimited number of Common Shares has been authorized)....	

See Notes to Financial Statements

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
STATEMENT OF OPERATIONS  
FOR THE YEAR ENDED OCTOBER 31, 2014

INVESTMENT INCOME:

Dividends (net of foreign withholding tax of \$808,111).....	
Interest.....	
Other.....	
Total investment income.....	

EXPENSES:

Investment advisory fees.....	
Interest and fees on loan.....	
Administrative fees.....	
Custodian fees.....	
Printing fees.....	
Audit and tax fees.....	
Legal fees.....	
Trustees' fees and expenses.....	
Transfer agent fees.....	
Financial reporting fees.....	
Other.....	
Total expenses.....	

NET INVESTMENT INCOME (LOSS) BEFORE TAXES.....	
Current state income tax benefit (expense).....	342,538
Current federal income tax benefit (expense).....	20,631
Current foreign income tax benefit (expense).....	--
Deferred federal income tax benefit (expense).....	579,003
Deferred state income tax benefit (expense).....	--
	-----

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Total income tax benefit (expense).....	
NET INVESTMENT INCOME (LOSS).....	
NET REALIZED AND UNREALIZED GAIN (LOSS):	
Net realized gain (loss) before taxes on:	
Investments.....	
Written options.....	
Swap contracts.....	
Foreign currency transactions.....	
Net realized gain (loss) before taxes.....	
Deferred federal income tax benefit (expense).....	(16,772,941)
Deferred state income tax benefit (expense).....	(630,559)
	-----
Total income tax benefit (expense).....	
Net realized gain (loss) on investments, written options, swap contracts and foreign currency transactions .....	
Net change in unrealized appreciation (depreciation) before taxes on:	
Investments.....	
Written options.....	
Swap contracts.....	
Foreign currency translation.....	
Net change in unrealized appreciation (depreciation) before taxes.....	
Deferred federal income tax benefits (expense).....	(74,396,410)
Deferred state income tax benefits (expense).....	(3,766,436)
	-----
Total income tax benefit (expense).....	
Net change in unrealized appreciation (depreciation) on investments, written options, swap contracts and foreign currency translation.....	
NET REALIZED AND UNREALIZED GAIN (LOSS).....	
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS.....	

FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
STATEMENT OF CHANGES IN NET ASSETS

OPERATIONS:

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Net investment income (loss).....	\$	(1,4
Net realized gain (loss).....		29,8
Net change in unrealized appreciation (depreciation).....		144,3
		-----
Net increase (decrease) in net assets resulting from operations.....		172,7
		-----
DISTRIBUTIONS TO SHAREHOLDERS FROM:		
Net investment income.....		
Net realized gain.....		
Return of capital.....		(60,5
		-----
Total distributions to shareholders.....		(60,5
		-----
CAPITAL TRANSACTIONS:		
Proceeds from Common Shares sold.....		
Proceeds from Common Shares reinvested.....		
Offering costs.....		
		-----
Net increase (decrease) in net assets resulting from capital transactions.....		
		-----
Total increase (decrease) in net assets.....		112,1
		-----
NET ASSETS:		
Beginning of period.....		945,1
		-----
End of period.....		\$1,057,3
		=====
Accumulated net investment income (loss), net of income taxes.....		\$ (3,8
		=====
CAPITAL TRANSACTIONS WERE AS FOLLOWS:		
Common Shares at beginning of period.....		45,4
Common Shares sold.....		
Common Shares issued as reinvestment under the Dividend Reinvestment Plan.....		
		-----
Common Shares at end of period.....		45,4
		=====

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- (a) The Fund was seeded on October 11, 2012 and commenced operations on November 27, 2012.
- (b) Includes 3,913,066 shares sold from the over allotment option of the initial public offering. The shares were sold on January 11, 2013, the trade date, at the initial offering price of \$19.10, which differed from the closing common share price of \$20.34 and the closing NAV per share of \$19.74 on that date.

See Notes to Financial Statements

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FOR THE YEAR ENDED OCTOBER 31, 2014

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net increase (decrease) in net assets resulting from operations.....	\$	172,76
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by operating activities:		
Purchases of investments.....		(474,44
Sales of investments.....		483,19
Proceeds from written options.....		15,58
Amount paid to close written options.....		(12,25
Return of capital received from investment in MLPs.....		47,41
Net realized gain/loss on investments and written options.....		(49,49
Net change in unrealized appreciation/depreciation on investments and written options.....		(225,18
Net change in unrealized appreciation/depreciation on swap contracts		2,67
Increase in cash segregated as collateral for open swap contracts.....		(9,07
<b>CHANGES IN ASSETS AND LIABILITIES:</b>		
Decrease in interest receivable.....		
Increase in dividends receivable (a).....		(1,36
Increase in income tax receivable.....		(55
Decrease in prepaid expenses.....		
Decrease in interest and fees on loan payable.....		(
Increase in investment advisory fees payable.....		10
Decrease in audit and tax fees payable.....		(1
Decrease in legal fees payable.....		(1
Decrease in income tax payable.....		(84
Increase in printing fees payable.....		
Increase in administrative fees payable.....		1
Decrease in custodian fees payable.....		(3
Increase in transfer agent fees payable.....		
Decrease in Trustees' fees and expenses payable.....		
Decrease in financial reporting fees payable.....		
Increase in deferred income tax payable.....		94,98
Increase in other liabilities payable.....		1

CASH PROVIDED BY OPERATING ACTIVITIES.....

**CASH FLOWS FROM FINANCING ACTIVITIES:**

Distributions to Common Shareholders from return of capital.....		(60,59
Proceeds from borrowing.....		36,00
Repayment of borrowing.....		(20,00

CASH USED IN FINANCING ACTIVITIES.....

Decrease in cash and foreign currency.....  
Cash at beginning of period.....

CASH AND FOREIGN CURRENCY AT END OF PERIOD.....

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

Cash paid during the period for interest and fees.....

Cash paid during the period for taxes.....

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(a) Includes net change in unrealized appreciation (depreciation) on foreign currency of \$239.

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See Notes to Financial Statements

FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
 FINANCIAL HIGHLIGHTS  
 FOR A COMMON SHARE OUTSTANDING THROUGHOUT EACH PERIOD

	YEAR ENDED 10/31/2014	PERIOD ENDED 10/31/2013 (a)
Net asset value, beginning of period.....	\$ 20.80	\$ 19.10 (b)
INCOME FROM INVESTMENT OPERATIONS:		
Net investment income (loss).....	(0.03)	(0.05)
Net realized and unrealized gain (loss).....	3.83	2.81
Total from investment operations.....	3.80	2.76
DISTRIBUTIONS PAID TO SHAREHOLDERS FROM:		
Net investment income.....	--	--
Net realized gain.....	--	(0.25)
Return of capital.....	(1.33)	(0.73)
Total distributions.....	(1.33)	(0.98)
Common Shares offering costs charged to paid-in capital.....	--	(0.02)
Capital reduction resulting from issuance of Common Shares related to over-allotment.....	--	(0.06)
Net asset value, end of period.....	\$ 23.27	\$ 20.80
Market value, end of period.....	\$ 21.61	\$ 19.63
TOTAL RETURN BASED ON NET ASSET VALUE (c).....	19.43%	14.27%
TOTAL RETURN BASED ON MARKET VALUE (c).....	17.52%	2.99%
-----		
Net assets, end of period (in 000's).....	\$ 1,057,317	\$ 945,149
Portfolio turnover rate.....	34%	35%
RATIOS OF EXPENSES TO AVERAGE NET ASSETS:		
Including current and deferred income taxes (d)....	11.28%	9.53% (e)
Excluding current and deferred income taxes.....	1.79%	1.67% (e)
Excluding current and deferred income taxes and interest expense.....	1.51%	1.43% (e)

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### RATIOS OF NET INVESTMENT INCOME (LOSS) TO AVERAGE NET ASSETS:

Net investment income (loss) ratio before tax expenses.....	(0.24)%	(0.42)% (e)
Net investment income (loss) ratio including tax expenses (d).....	(9.74)%	(8.28)% (e)
INDEBTEDNESS:		
Total loan outstanding (in 000's).....	\$ 350,000	\$ 334,000
Asset coverage per \$1,000 of indebtedness (f).....	\$ 4,021	\$ 3,830

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- (a) The Fund was seeded on October 11, 2012 and commenced operations on November 27, 2012.
- (b) Beginning net asset value is net of sales load of \$0.90 per share from the initial offering.
- (c) Total return is based on the combination of reinvested dividend, capital gain and return of capital distributions, if any, at prices obtained by the Dividend Reinvestment Plan, and changes in net asset value per share for net asset value returns and changes in Common Share price for market value returns. Total returns do not reflect sales load and are not annualized for periods less than one year. Past performance is not indicative of future results.
- (d) Includes current and deferred income taxes associated with each component of the Statement of Operations.
- (e) Annualized.
- (f) Calculated by taking the Fund's total assets less the Fund's total liabilities (not including the loan outstanding) and dividing by the loan outstanding in 000's.

See Notes to Financial Statements

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### NOTES TO FINANCIAL STATEMENTS

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#### FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) OCTOBER 31, 2014

##### 1. ORGANIZATION

First Trust MLP and Energy Income Fund (the "Fund") is a non-diversified, closed-end management investment company organized as a Massachusetts business trust on August 17, 2012 and is registered with the Securities and Exchange Commission under the Investment Company Act of 1940, as amended (the "1940 Act"). The Fund trades under the ticker symbol FEI on the New York Stock Exchange ("NYSE").

The Fund's investment objective is to seek a high level of total return with an emphasis on current distributions paid to common shareholders. The Fund seeks to

## Edgar Filing: FIRST TRUST MLP & ENERGY INCOME FUND - Form N-CSR

provide its shareholders with an efficient vehicle to invest in a portfolio of cash generating securities of energy companies. The Fund focuses on investing in equity and debt securities of master limited partnerships ("MLPs"), MLP-related entities and other energy sector and energy utilities companies, which Energy Income Partners, LLC ("EIP" or the "Sub-Advisor") believes offer opportunities for income and growth. There can be no assurance that the Fund will achieve its investment objective. The Fund may not be appropriate for all investors.

### 2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

#### A. PORTFOLIO VALUATION:

The net asset value ("NAV") of the Common Shares of the Fund is determined daily as of the close of regular trading on the NYSE, normally 4:00 p.m. Eastern time, on each day the NYSE is open for trading. If the NYSE closes early on a valuation day, the NAV is determined as of that time. Foreign securities are priced using data reflecting the earlier closing of the principal markets for those securities. The NAV per Common Share is calculated by dividing the value of all assets of the Fund (including accrued interest and dividends), less all liabilities (including accrued expenses, dividends declared but unpaid, deferred income taxes and any borrowings of the Fund) by the total number of Common Shares outstanding.

The Fund's investments are valued daily at market value or, in absence of market value with respect to any portfolio securities, at fair value. Market value prices represent last sale or official closing prices from a national or foreign exchange (i.e. a regulated market) and are primarily obtained from third party pricing services. Fair value prices represent any prices not considered market value prices and are either obtained from a third party pricing service or are determined by the Pricing Committee of the Fund's investment advisor, First Trust Advisors L.P. ("First Trust" or the "Advisor") in accordance with valuation procedures adopted by the Fund's Board of Trustees, and in accordance with provisions of the 1940 Act. Investments valued by the Advisor's Pricing Committee, if any, are footnoted as such in the footnotes to the Portfolio of Investments. The Fund's investments are valued as follows:

Common stocks, MLPs and other equity securities listed on any national or foreign exchange (excluding The NASDAQ(R) Stock Market LLC ("NASDAQ") and the London Stock Exchange Alternative Investment Market ("AIM")) are valued at the last price on the exchange on which they are principally traded or, for NASDAQ and AIM securities, the official closing price. Securities traded on more than one securities exchange are valued at the last sale price or official closing price, as applicable, at the close of the securities exchange representing the principal market for such securities.

Exchange-traded options contracts are valued at the closing price in the market where such contracts are principally traded. If no closing price is available, exchange-traded options contracts are fair valued at the mean of their most recent bid and asked price, if available, and otherwise at their closing bid price. Over-the-counter options contracts are fair valued at the mean of their most recent bid and asked price, if available, and otherwise at their closing bid price.



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Securities traded in an over-the-counter market are fair valued at the mean of their most recent bid and asked price, if available, and otherwise at their closing bid price.

Swaps are fair valued utilizing quotations provided by a third party pricing service or, if the pricing service does not provide a value, by quotes provided by the selling dealer or financial institution.

Certain securities may not be able to be priced by pre-established pricing methods. Such securities may be valued by the Fund's Board of Trustees or its delegate, the Advisor's Pricing Committee, at fair value. These securities generally include, but are not limited to, restricted securities (securities which may not be publicly sold without registration under the Securities Act of 1933, as amended) for which a pricing service is unable to provide a market price; securities whose trading has been formally suspended; a security whose market or fair value price is not available from a pre-established pricing source; a security with respect to which an event has occurred that is likely to materially affect the value of the security after the market has closed but before the calculation of the Fund's NAV or make it difficult or impossible to obtain a reliable market quotation; and a security whose price, as provided by the pricing service, does not reflect the security's fair value. As a general principle, the current fair value of a security would appear to be the amount which the owner might reasonably expect to receive for the security upon its

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### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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#### FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) OCTOBER 31, 2014

current sale. When fair value prices are used, generally they will differ from market quotations or official closing prices on the applicable exchanges. A variety of factors may be considered in determining the fair value of such securities, including, but not limited to, the following:

- 1) the type of security;
- 2) the size of the holding;
- 3) the initial cost of the security;
- 4) transactions in comparable securities;
- 5) price quotes from dealers and/or pricing services;
- 6) relationships among various securities;
- 7) information obtained by contacting the issuer, analysts, or the appropriate stock exchange;
- 8) an analysis of the issuer's financial statements; and
- 9) the existence of merger proposals or tender offers that might affect the value of the security.

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If the securities in question are foreign securities, the following additional information may be considered:

- 1) the value of similar foreign securities traded on other foreign markets;
- 2) ADR trading of similar securities;
- 3) closed-end fund trading of similar securities;
- 4) foreign currency exchange activity;
- 5) the trading prices of financial products that are tied to baskets of foreign securities;
- 6) factors relating to the event that precipitated the pricing problem;
- 7) whether the event is likely to recur; and
- 8) whether the effects of the event are isolated or whether they affect entire markets, countries or regions.

The Fund is subject to fair value accounting standards that define fair value, establish the framework for measuring fair value and provide a three-level hierarchy for fair valuation based upon the inputs to the valuation as of the measurement date. The three levels of the fair value hierarchy are as follows:

- o Level 1 - Level 1 inputs are quoted prices in active markets for identical investments. An active market is a market in which transactions for the investment occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
- o Level 2 - Level 2 inputs are observable inputs, either directly or indirectly, and include the following:
  - o Quoted prices for similar investments in active markets.
  - o Quoted prices for identical or similar investments in markets that are non-active. A non-active market is a market where there are few transactions for the investment, the prices are not current, or price quotations vary substantially either over time or among market makers, or in which little information is released publicly.
  - o Inputs other than quoted prices that are observable for the investment (for example, interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates).
  - o Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- o Level 3 - Level 3 inputs are unobservable inputs. Unobservable inputs may reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the investment.

The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments. A summary of the inputs used to value the Fund's investments as of October 31, 2014, is

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included with the Fund's Portfolio of Investments.

### B. OPTION CONTRACTS:

The Fund is subject to equity price risk in the normal course of pursuing its investment objective and may write (sell) options to hedge against changes in the value of equities. Also, the Fund seeks to generate additional income, in the form of premiums received, from writing (selling) the options. The Fund may write (sell) covered call or put options ("options") on all or a portion of the common stock and MLPs held in the Fund's portfolio as determined to be appropriate by the Sub-Advisor. The number of options the Fund can write (sell) is limited by the amount of common stock and MLPs the Fund holds in its portfolio. The Fund will not write (sell) "naked" or uncovered options. When the Fund writes (sells) an option, an amount equal to the premium received by the Fund is included in "Options written, at value" on the Fund's Statement of Assets and Liabilities. Options are marked-to-market daily and their value will be affected by changes in the value and dividend rates of the underlying equity securities, changes in interest rates, changes in the actual or perceived volatility of the securities markets and the underlying equity securities and the remaining time to the options' expiration. The value of options may also be adversely affected if the market for the options becomes less liquid or trading volume diminishes.

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### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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#### FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) OCTOBER 31, 2014

Options the Fund writes (sells) will either be exercised, expire or be cancelled pursuant to a closing transaction. If the price of the underlying equity security exceeds the option's exercise price, it is likely that the option holder will exercise the option. If an option written (sold) by the Fund is exercised, the Fund would be obligated to deliver the underlying security to the option holder upon payment of the strike price. In this case, the option premium received by the Fund will be added to the amount realized on the sale of the underlying security for purposes of determining gain or loss. If the price of the underlying equity security is less than the option's strike price, the option will likely expire without being exercised. The option premium received by the Fund will, in this case, be treated as short-term capital gain on the expiration date of the option. The Fund may also elect to close out its position in an option prior to its expiration by purchasing an option of the same series as the option written (sold) by the Fund. Gain or loss on options is presented separately as "Net realized gain (loss) before taxes on written options" on the Statement of Operations.

The options that the Fund writes (sells) give the option holder the right, but not the obligation, to purchase a security from the Fund at the strike price on or prior to the option's expiration date. The ability to successfully implement the writing (selling) of covered call options depends on the ability of the Sub-Advisor to predict pertinent market movements, which cannot be assured. Thus, the use of options may require the Fund to sell portfolio securities at inopportune times or for prices other than current market value, which may limit the amount of appreciation the Fund can realize on an investment, or may cause

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the Fund to hold a security that it might otherwise sell. As the writer (seller) of a covered option, the Fund foregoes, during the option's life, the opportunity to profit from increases in the market value of the security covering the option above the sum of the premium and the strike price of the option, but has retained the risk of loss should the price of the underlying security decline. The writer (seller) of an option has no control over the time when it may be required to fulfill its obligation as a writer (seller) of the option. Once an option writer (seller) has received an exercise notice, it cannot effect a closing purchase transaction in order to terminate its obligation under the option and must deliver the underlying security to the option holder at the exercise price.

Over-the-counter options have the risk of the potential inability of counterparties to meet the terms of their contracts. The Fund's maximum equity price risk for purchased options is limited to the premium initially paid. In addition, certain risks may arise upon entering into option contracts including the risk that an illiquid secondary market will limit the Fund's ability to close out an option contract prior to the expiration date and that a change in the value of the option contract may not correlate exactly with changes in the value of the securities hedged.

### C. SWAP AGREEMENTS:

The Fund may enter into total return equity swap and interest rate swap agreements. A swap is a financial instrument that typically involves the exchange of cash flows between two parties ("Counterparties") on specified dates (settlement dates) where the cash flows are based on agreed upon prices, rates, etc. Swap agreements are individually negotiated and involve the risk of the potential inability of the Counterparties to meet the terms of the agreement. In connection with these agreements, cash and securities may be identified as collateral in accordance with the terms of the respective swap agreements to provide assets of value and recourse in the event of default under the swap agreement or bankruptcy/insolvency of a party to the swap agreement. In the event of a default by the Counterparty, the Fund will seek withdrawal of this collateral and may incur certain costs exercising its right with respect to the collateral. If a Counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Fund may experience significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding. The Fund may obtain only limited recovery or may obtain no recovery in such circumstances.

Swap agreements may increase or decrease the overall volatility of the investments of the Fund. The performance of swap agreements may be affected by a change in the specific interest rate, security, currency, or other factors that determine the amounts of payments due to and from the Fund. The Fund's maximum equity price risk to meet its future payments under swap agreements outstanding at October 31, 2014 is equal to the total notional amount as shown on the Portfolio of Investments. The notional amount represents the U.S. dollar value of the contract as of the day of the opening transaction or contract reset. When the Fund enters into a swap agreement, any premium paid is included in "Swap contracts, at value" on the Statement of Assets and Liabilities.

The Fund held interest rate swap agreements at October 31, 2014. An interest rate swap agreement involves the Fund's agreement to exchange a stream of interest payments for another party's stream of cash flows. Interest rate swaps do not involve the delivery of securities or other underlying assets or principal. Accordingly, the risk of loss with respect to interest rate swaps is limited to the net amount of interest payments that the Fund is contractually obligated to make.

### D. SECURITIES TRANSACTIONS AND INVESTMENT INCOME:

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Securities transactions are recorded as of the trade date. Realized gains and losses from securities transactions are recorded on the identified cost basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded daily on the accrual basis, including amortization of premiums and accretion of discounts. The Fund will rely to some extent on information provided by the MLPs, which is not necessarily timely, to estimate taxable income allocable to the MLP units held in the Fund's portfolio and to estimate the associated deferred tax asset or liability. From time to time, the Fund will modify its estimates and/or assumptions regarding its deferred tax liability as new information becomes available. To the extent the Fund modifies its estimates and/or assumptions, the NAV of the Fund will likely fluctuate.

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### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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#### FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) OCTOBER 31, 2014

Distributions received from the Fund's investments in MLPs generally are comprised of return of capital and investment income. The Fund records estimated return of capital and investment income based on historical information available from each MLP. These estimates may subsequently be revised based on information received from the MLPs after their tax reporting periods are concluded.

#### E. DISTRIBUTIONS TO SHAREHOLDERS:

The Fund intends to make monthly distributions to Common Shareholders. The Fund's distributions generally will consist of cash and paid-in-kind distributions from MLPs or their affiliates, dividends from common stocks, and income from other investments held by the Fund less operating expenses, including taxes. Distributions to Common Shareholders are recorded on the ex-date and are based on U.S. GAAP, which may differ from their ultimate characterization for federal income tax purposes.

Distributions made from current or accumulated earnings and profits of the Fund will be taxable to shareholders as dividend income. Distributions that are in an amount greater than the Fund's current and accumulated earnings and profits will represent a tax-deferred return of capital to the extent of a shareholder's basis in the Common Shares, and such distributions will correspondingly increase the realized gain upon the sale of the Common Shares. Additionally, distributions not paid from current or accumulated earnings and profits that exceed a shareholder's tax basis in the Common Shares will generally be taxed as a capital gain.

Distributions of \$60,598,056 paid during the year ended October 31, 2014, are anticipated to be characterized as return of capital for federal income tax purposes. However, the ultimate determination of the character of the distributions will be made after the 2014 calendar year. Distributions will automatically be reinvested in additional Common Shares pursuant to the Fund's Dividend Reinvestment Plan unless cash distributions are elected by the shareholder.

#### F. INCOME TAXES:

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The Fund is treated as a regular C corporation for U.S. federal income tax purposes and as such will be obligated to pay federal and applicable state and foreign corporate taxes on its taxable income. The Fund's tax expense or benefit is included in the Statement of Operations based on the component of income or gains (losses) to which such expense or benefit relates. The current U.S. federal maximum graduated income tax rate for corporations is 35%. The Fund may be subject to a 20% federal alternative minimum tax on its federal alternative minimum taxable income to the extent that its alternative minimum tax exceeds its regular federal income tax. This differs from most investment companies, which elect to be treated as "regulated investment companies" under the U.S. Internal Revenue Code of 1986, as amended. The various investments of the Fund may cause the Fund to be subject to state income taxes on a portion of its income at various rates.

The tax deferral benefit the Fund derives from its investment in MLPs results largely because the MLPs are treated as partnerships for federal income tax purposes. As a partnership, an MLP has no income tax liability at the entity level. As a limited partner in the MLPs in which it invests, the Fund will be allocated its pro rata share of income, gains, losses, deductions and credits from the MLPs, regardless of whether or not any cash is distributed from the MLPs.

To the extent that the distributions received from the MLPs exceed the net taxable income realized by the Fund from its investment, a tax liability results. This tax liability is a deferred liability to the extent that MLP distributions received have not exceeded the Fund's adjusted tax basis in the respective MLPs. To the extent that distributions from an MLP exceed the Fund's adjusted tax basis, the Fund will recognize a taxable capital gain. For the year ended October 31, 2014, distributions of \$47,957,182 received from MLPs have been reclassified as a return of capital. The cost basis of applicable MLPs has been reduced accordingly.

The Fund's provision for income taxes consists of the following:

Current federal income tax benefit (expense).....	\$	20,631
Current state income tax benefit (expense).....		342,538
Current foreign income tax benefit (expense).....		--
Deferred federal income tax benefit (expense).....		(90,590,348)
Deferred state income tax benefit (expense).....		(4,396,996)
		-----
Total income tax benefit (expense).....	\$	(94,624,175)
		=====

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. The Fund's 2014 income tax

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provision includes a full valuation allowance against the deferred tax assets associated with the state net operating loss. Components of the Fund's deferred tax assets and liabilities as of October 31, 2014 are as follows:

Deferred tax assets:	
Federal net operating loss.....	\$ 7,194,842
State net operating loss.....	1,901,768
State income taxes.....	2,126,492
Capital loss carryforward.....	--
Other .....	--
	-----
Total deferred tax assets.....	11,223,102
Less: valuation allowance.....	(1,901,768)
	-----
Net deferred tax assets.....	\$ 9,321,334
	=====
Deferred tax liabilities:	
Unrealized gains on investment securities.....	\$ (165,542,650)
	-----
Total deferred tax liabilities.....	(165,542,650)
	-----
Total net deferred tax liabilities.....	\$ (156,221,316)
	=====

Total income taxes differ from the amount computed by applying the maximum graduated federal income tax rate of 35% to net investment income and realized and unrealized gains on investments.

Application of statutory income tax rate.....	\$ 93,586,327
State income taxes, net.....	1,638,095
Change in valuation allowance.....	1,211,211
Other.....	(1,811,458)
	-----
Total.....	\$ 94,624,175
	=====

The Fund is subject to accounting standards that establish a minimum threshold for recognizing, and a system for measuring, the benefits of a tax position taken or expected to be taken in a tax return. Taxable years ending 2013 and 2014 remain open to federal and state audit. As of October 31, 2014, management has evaluated the application of these standards to the Fund, and has determined that no provision for income tax is required in the Fund's financial statements for uncertain tax positions.

### G. EXPENSES:

The Fund will pay all expenses directly related to its operations.

### H. FOREIGN CURRENCY:

The books and records of the Fund are maintained in U.S. dollars. Foreign currencies, investments and other assets and liabilities are translated into U.S. dollars at the exchange rates prevailing at the end of the period. Purchases and sales of investments and items of income and expense are translated on the respective dates of such transactions. Unrealized gains and losses on assets and liabilities, other than investments in securities, which result from changes in foreign currency exchange rates have been included in "Net change in unrealized appreciation (depreciation) before taxes on foreign currency translation" on the Statement of Operations. Unrealized gains and losses on investments in securities which result from changes in foreign

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exchange rates are included with fluctuations arising from changes in market price and are shown in "Net change in unrealized appreciation (depreciation) before taxes on investments" on the Statement of Operations. Net realized foreign currency gains and losses include the effect of changes in exchange rates between trade date and settlement date on investment security transactions, foreign currency transactions and interest and dividends received. The portion of foreign currency gains and losses related to fluctuation in exchange rates between the initial purchase settlement date and subsequent sale trade date is included in "Net realized gain (loss) before taxes on investments" on the Statement of Operations.

### I. OFFSETTING ON THE STATEMENT OF ASSETS AND LIABILITIES:

In December 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2011-11 "Disclosures about Offsetting Assets and Liabilities" ("ASU 2011-11"). This disclosure requirement is intended to help investors and other financial statement users better assess the effect or potential effect of offsetting arrangements on a fund's financial position. ASU 2011-11 requires entities to disclose both gross and net information about both instruments and transactions eligible for offset on the Statement of Assets and Liabilities, and disclose instruments and transactions subject to master netting or similar agreements. In addition, in January 2013, FASB issued Accounting Standards Update No. 2013-1 "Clarifying the Scope of Offsetting Assets and Liabilities" ("ASU 2013-1"), specifying exactly which transactions are subject

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### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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#### FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) OCTOBER 31, 2014

to offsetting disclosures. The scope of the disclosure requirements is limited to derivative instruments, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions. ASU 2011-11 and ASU 2013-1 are effective for financial statements with fiscal years beginning on or after January 1, 2013, and interim periods within those fiscal years.

The Fund adopted the disclosure requirement on netting for the current reporting period. For financial reporting purposes, the Fund does not offset financial assets and financial liabilities that are subject to master netting arrangements or similar agreements on the Statement of Assets and Liabilities. The Fund's right to setoff may be restricted or prohibited by the bankruptcy or insolvency laws of the particular jurisdiction to which a specific master netting or similar agreement counterparty is subject.

At October 31, 2014, derivative assets and liabilities (by type) on a gross basis are as follows:

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	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statement of Assets and Liabilities	Net Amounts of Liabilities Presented in the Statement of Assets and Liabilities	Assets ----- Financial Instrumen
<hr style="border-top: 1px dashed black;"/>				
Interest Rate Swap Contracts	\$ (3,989,985)	\$ --	\$ (3,989,985)	\$ --

### J. ORGANIZATION AND OFFERING COSTS:

Organization costs consisted of costs incurred to establish the Fund and enable it to legally conduct business. These costs included filing fees, listing fees, legal services pertaining to the organization of the business and audit fees relating to the initial registration and auditing the initial statement of assets and liabilities, among other fees. Offering costs consisted of legal fees pertaining to the Fund's shares offered for sale, registration fees, underwriting fees, and printing of the initial prospectus, among other fees. First Trust and the Sub-Advisor paid all organization expenses. The Fund's Common Share offering costs of \$1,064,320 were recorded as a reduction of the proceeds from the sale of Common Shares during the period ended October 31, 2013.

### 3. INVESTMENT ADVISORY FEE, AFFILIATED TRANSACTIONS AND OTHER FEE ARRANGEMENTS

First Trust, the investment advisor to the Fund, is a limited partnership with one limited partner, Grace Partners of DuPage L.P., and one general partner, The Charger Corporation. The Charger Corporation is an Illinois corporation controlled by James A. Bowen, Chief Executive Officer of First Trust. First Trust is responsible for the ongoing monitoring of the Fund's investment portfolio, managing the Fund's business affairs and providing certain administrative services necessary for the management of the Fund. For these investment management services, First Trust is entitled to a monthly fee calculated at an annual rate of 1.00% of the Fund's Managed Assets (the average daily total asset value of the Fund minus the sum of the Fund's liabilities other than the principal amount of borrowings). First Trust also provides fund reporting services to the Fund for a flat annual fee in the amount of \$9,250.

EIP serves as the Fund's Sub-Advisor and manages the Fund's portfolio subject to First Trust's supervision. The Sub-Advisor receives a monthly sub-advisory fee calculated at an annual rate of 0.50% of the Fund's Managed Assets that is paid by First Trust out of its investment advisory fee.

First Trust Capital Partners, LLC ("FTCP"), an affiliate of First Trust, owns, through a wholly-owned subsidiary, a 15% ownership interest in each of EIP and EIP Partners, LLC, an affiliate of EIP. In addition, as of March 27, 2014, FTCP, through a wholly-owned subsidiary, purchased a preferred interest in EIP. The preferred interest is non-voting and does not share in the profits or losses of EIP. EIP may buy back any or all of FTCP's preferred interest at any time and FTCP may sell back to EIP up to 50% of its preferred interest on or after September 25, 2015, and any or all of its preferred interest after March 27, 2017.

BNY Mellon Investment Servicing (US) Inc. ("BNYM IS") serves as the Fund's administrator, fund accountant and transfer agent in accordance with certain fee arrangements. As administrator and fund accountant, BNYM IS is responsible for providing certain administrative and accounting services to the Fund, including maintaining the Fund's books of account, records of the Fund's securities transactions, and certain other books and records. As transfer agent, BNYM IS is

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responsible for maintaining shareholder records for the Fund. The Bank of New York Mellon ("BNYM") serves as the Fund's custodian in accordance with certain fee arrangements. As custodian, BNYM is responsible for custody of the Fund's assets.

Each Trustee who is not an officer or employee of First Trust, any Sub-Advisor or any of their affiliates ("Independent Trustees") is paid a fixed annual retainer that is allocated pro rata among each fund in the First Trust Fund Complex based on net assets. Each Independent Trustee is also paid an annual per fund fee that varies based on whether the fund is a closed-end or other actively managed fund, or is an index fund.

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014

Additionally, the Lead Independent Trustee and the Chairmen of the Audit Committee, Nominating and Governance Committee and Valuation Committee are paid annual fees to serve in such capacities, with such compensation allocated pro rata among each fund in the First Trust Fund Complex based on net assets. Trustees are reimbursed for travel and out-of-pocket expenses in connection with all meetings. The Lead Independent Trustee and Committee Chairmen rotate every three years. The officers and "Interested" Trustee receive no compensation from the Fund for acting in such capacities.

#### 4. PURCHASES AND SALES OF SECURITIES

Cost of purchases and proceeds from sales of investments, excluding short-term investments, for the year ended October 31, 2014, were \$483,078,528 and \$498,853,317, respectively.

#### 5. DERIVATIVES TRANSACTIONS

Written option activity for the Fund was as follows:

WRITTEN OPTIONS	NUMBER OF CONTRACTS	PREMIUMS
Options outstanding at October 31, 2013.....	\$ 80,668	\$ 4,580,588
Options Written.....	278,384	15,588,857
Options Expired.....	(129,643)	(6,148,724)
Options Exercised.....	(83,418)	(4,747,292)
Options Closed.....	(61,732)	(3,951,416)
Options Split.....	4,595	0
	-----	-----
Options outstanding at October 31, 2014.....	88,854	\$ 5,322,013
	=====	=====

The following table presents the types of derivatives held by the Fund at October 31, 2014, the primary underlying risk exposure and the location of these

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instruments as presented on the Statement of Assets and Liabilities.

DERIVATIVE INSTRUMENT	RISK EXPOSURE	ASSET DERIVATIVES		LIABILITY DERIVATIVES	
		STATEMENT OF ASSETS AND LIABILITIES LOCATION	FAIR VALUE	STATEMENT OF ASSETS AND LIABILITIES LOCATION	FAIR VALUE
Written Options	Equity Risk	--	--	Options written, at value	
Interest Rate Swap Agreement	Interest Rate Risk	Swap contracts, at value	--	Swap contracts, at value	

The following table presents the amount of net realized gain (loss) and change in net unrealized appreciation (depreciation) recognized for the year ended October 31, 2014, on derivative instruments, as well as the primary underlying risk exposure associated with each instrument.

### STATEMENT OF OPERATIONS LOCATION

#### EQUITY RISK

Net realized gain (loss) before taxes on written options	\$ (2,153,100)
Net change in unrealized appreciation (depreciation) before taxes on written options	(3,782,500)

#### INTEREST RATE RISK

Net realized gain (loss) before taxes on swap contracts	\$ (2,195,100)
Net change in unrealized appreciation (depreciation) before taxes on swap contracts	(2,671,600)

The average volume of interest rate swaps was \$99,634,615 for the year ended October 31, 2014.

### 6. BORROWINGS

The Fund has a committed facility agreement with The Bank of Nova Scotia ("Scotia") that has a maximum commitment amount of \$400,000,000. The borrowing rate under the facility is equal to the 1-month LIBOR plus 65 basis points. In addition, under the facility, the Fund pays a commitment fee of 0.15% on the undrawn amount of such facility when the utilization is below 50% of a maximum commitment amount. The average amount outstanding for the year ended October 31, 2014 was \$336,791,781 with a weighted average interest rate of 0.81%. As of October 31, 2014, the Fund had outstanding borrowings of \$350,000,000 under this committed facility agreement. The high and low annual interest rates for the year ended October 31, 2014 were 0.82% and 0.80%, respectively. The interest rate at October 31, 2014 was 0.81%.

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014

## 7. INDEMNIFICATION

The Fund has a variety of indemnification obligations under contracts with its service providers. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

## 8. INDUSTRY CONCENTRATION RISK

Under normal market conditions, the Fund will invest at least 85% of its Managed Assets in equity and debt securities of MLPs, MLP-related entities and other energy sector and energy utilities companies and at least 65% of its Managed Assets in equity securities issued by energy sector MLPs and energy sector and energy utilities MLP-related entities. Given this industry concentration, the Fund is more susceptible to adverse economic or regulatory occurrences affecting that industry than an investment company that is not concentrated in a single industry. Energy issuers may be subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, high leverage costs associated with environmental and other regulations, the effects of economic slowdown, surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors.

## 9. SUBSEQUENT EVENTS

Management has evaluated the impact of all subsequent events to the Fund through the date the financial statements were issued, and has determined that there were the following subsequent events:

On November 20, 2014, the Fund declared a distribution of \$0.1117 per share to Common Shareholders of record on December 3, 2014, payable December 10, 2014.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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TO THE BOARD OF TRUSTEES AND SHAREHOLDERS OF FIRST TRUST MLP AND ENERGY INCOME FUND:

We have audited the accompanying statement of assets and liabilities of First Trust MLP and Energy Income Fund (the "Fund"), including the portfolio of investments, as of October 31, 2014, and the related statements of operations and cash flows for the year then ended, and the statements of changes in net assets and the financial highlights for each of the periods presented. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these

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financial statements and 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 financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of October 31, 2014 by correspondence with the Fund's custodian and brokers; where replies were not received, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the First Trust MLP and Energy Income Fund as of October 31, 2014, and the results of its operations and its cash flows for the year then ended, and the changes in its net assets and the financial highlights for each of the periods presented, in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP  
Chicago, Illinois  
December 23, 2014

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### ADDITIONAL INFORMATION

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014 (UNAUDITED)

#### DIVIDEND REINVESTMENT PLAN

If your Common Shares are registered directly with the Fund or if you hold your Common Shares with a brokerage firm that participates in the Fund's Dividend Reinvestment Plan (the "Plan"), unless you elect, by written notice to the Fund, to receive cash distributions, all dividends, including any capital gain distributions, on your Common Shares will be automatically reinvested by BNY Mellon Investment Servicing (US) Inc. (the "Plan Agent"), in additional Common Shares under the Plan. If you elect to receive cash distributions, you will receive all distributions in cash paid by check mailed directly to you by the Plan Agent, as the dividend paying agent.

If you decide to participate in the Plan, the number of Common Shares you will receive will be determined as follows:

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- (1) If Common Shares are trading at or above net asset value ("NAV") at the time of valuation, the Fund will issue new shares at a price equal to the greater of (i) NAV per Common Share on that date or (ii) 95% of the market price on that date.
- (2) If Common Shares are trading below NAV at the time of valuation, the Plan Agent will receive the dividend or distribution in cash and will purchase Common Shares in the open market, on the NYSE or elsewhere, for the participants' accounts. It is possible that the market price for the Common Shares may increase before the Plan Agent has completed its purchases. Therefore, the average purchase price per share paid by the Plan Agent may exceed the market price at the time of valuation, resulting in the purchase of fewer shares than if the dividend or distribution had been paid in Common Shares issued by the Fund. The Plan Agent will use all dividends and distributions received in cash to purchase Common Shares in the open market within 30 days of the valuation date except where temporary curtailment or suspension of purchases is necessary to comply with federal securities laws. Interest will not be paid on any uninvested cash payments.

You may elect to opt-out of or withdraw from the Plan at any time by giving written notice to the Plan Agent, or by telephone at (866) 340-1104, in accordance with such reasonable requirements as the Plan Agent and the Fund may agree upon. If you withdraw or the Plan is terminated, you will receive a certificate for each whole share in your account under the Plan, and you will receive a cash payment for any fraction of a share in your account. If you wish, the Plan Agent will sell your shares and send you the proceeds, minus brokerage commissions.

The Plan Agent maintains all Common Shareholders' accounts in the Plan and gives written confirmation of all transactions in the accounts, including information you may need for tax records. Common Shares in your account will be held by the Plan Agent in non-certificated form. The Plan Agent will forward to each participant any proxy solicitation material and will vote any shares so held only in accordance with proxies returned to the Fund. Any proxy you receive will include all Common Shares you have received under the Plan.

There is no brokerage charge for reinvestment of your dividends or distributions in Common Shares. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due upon receiving dividends and distributions. Capital gains and income are realized although cash is not received by you. Consult your financial advisor for more information.

If you hold your Common Shares with a brokerage firm that does not participate in the Plan, you will not be able to participate in the Plan and any dividend reinvestment may be effected on different terms than those described above.

The Fund reserves the right to amend or terminate the Plan if in the judgment of the Board of Trustees the change is warranted. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan may be obtained by writing BNY Mellon Investment Servicing (US) Inc., 301 Bellevue Parkway, Wilmington, Delaware 19809.

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## PROXY VOTING POLICIES AND PROCEDURES

A description of the policies and procedures that the Fund uses to determine how to vote proxies and information on how the Fund voted proxies relating to portfolio investments during the most recent 12-month period ended June 30 is available (1) without charge, upon request, by calling (800) 988-5891; (2) on the Fund's website located at <http://www.ftportfolios.com>; and (3) on the Securities and Exchange Commission's ("SEC") website located at <http://www.sec.gov>.

## PORTFOLIO HOLDINGS

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available (1) by calling (800) 988-5891; (2) on the Fund's website located at <http://www.ftportfolios.com>; (3) on the SEC's website at <http://www.sec.gov>; and (4) for review and copying at the SEC's Public Reference Room ("PRR") in Washington, DC. Information regarding the operation of the PRR may be obtained by calling (800) SEC-0330.

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## ADDITIONAL INFORMATION (CONTINUED)

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014 (UNAUDITED)

## NYSE CERTIFICATION INFORMATION

In accordance with Section 303A-12 of the New York Stock Exchange ("NYSE") Listed Company Manual, the Fund's President has certified to the NYSE that, as of April 28, 2014, he was not aware of any violation by the Fund of NYSE corporate governance listing standards. In addition, the Fund's reports to the SEC on Forms N-CSR, N-CSRS, and N-Q contain certifications by the Fund's principal executive officer and principal financial officer that relate to the Fund's public disclosure in such reports and are required by Rule 30a-2 under the 1940 Act.

## SUBMISSION OF MATTERS TO A VOTE OF SHAREHOLDERS

The Joint Annual Meeting of Shareholders of the Common Shares of Macquarie/First Trust Global Infrastructure/Utilities Dividend & Income Fund, First Trust Energy Income and Growth Fund, First Trust Enhanced Equity Income Fund, First Trust/Aberdeen Global Opportunity Income Fund, First Trust Mortgage Income Fund, First Trust Strategic High Income Fund II, First Trust/Aberdeen Emerging Opportunity Fund, First Trust Specialty Finance and Financial Opportunities Fund, First Trust Dividend and Income Fund, First Trust High Income Long/Short Fund, First Trust Energy Infrastructure Fund, First Trust MLP and Energy Income Fund and First Trust Intermediate Duration Preferred & Income Fund was held on April 23, 2014 (the "Annual Meeting"). At the Annual Meeting, Robert F. Keith was elected by the Common Shareholders of the First Trust MLP and Energy Income Fund as a Class I Trustee for a three-year term expiring at the Fund's annual meeting of shareholders in 2017. The number of votes cast in favor of Mr. Keith was 37,899,519, the number of votes against Mr. Keith was 681,485, and the

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number of broker non-votes was 6,858,450. James A. Bowen, Richard E. Erickson, Thomas R. Kadlec and Niel B. Nielson are the other current and continuing Trustees.

### RISK CONSIDERATIONS

Risks are inherent in all investing. The following summarizes some, but not all, of the risks that should be considered for the Fund. For additional information about the risks associated with investing in the Fund, please see the Fund's prospectus and statement of additional information, as well as other Fund regulatory filings.

**INDUSTRY CONCENTRATION RISK:** Under normal market conditions, the Fund will invest at least 85% of its Managed Assets in equity and debt securities of MLPs, MLP-related entities and other energy sector and energy utilities companies and at least 65% of its Managed Assets in equity securities issued by energy sector MLPs and energy sector and energy utilities MLP-related entities. Given this industry concentration, the Fund is more susceptible to adverse economic or regulatory occurrences affecting that industry than an investment company that is not concentrated in a single industry. Energy issuers may be subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, high leverage costs associated with environmental and other regulations, the effects of economic slowdown, surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors.

**INVESTMENT AND MARKET RISK:** An investment in the Fund's Common Shares is subject to investment risk, including the possible loss of the entire principal invested. An investment in Common Shares represents an indirect investment in the securities owned by the Fund. The value of these securities, like other market investments, may move up or down, sometimes rapidly and unpredictably. Common Shares at any point in time may be worth less than the original investment, even after taking into account the reinvestment of Fund dividends and distributions. Security prices can fluctuate for several reasons including the general condition of the securities markets, or when political or economic events affecting the issuers occur. When the Advisor or Sub-Advisor determines that it is temporarily unable to follow the Fund's investment strategy or that it is impractical to do so (such as when a market disruption event has occurred and trading in the securities is extremely limited or absent), the Fund may take temporary defensive positions.

**MLP RISK:** An investment in MLP units involves risks which differ from an investment in common stock of a corporation. Holders of MLP units have limited control and voting rights on matters affecting the partnership. In addition, there are certain tax risks associated with an investment in MLP units and conflicts of interest exist between common unit holders and the general partner, including those arising from incentive distribution payments.

**LEVERAGE RISK:** The use of leverage results in additional risks and can magnify the effect of any losses. The funds borrowed pursuant to a leverage borrowing program constitute a substantial lien and burden by reason of their prior claim against the income of the Fund and against the net assets of the Fund in liquidation. If the Fund is not in compliance with certain credit facility provisions, the Fund may not be permitted to declare dividends or other distributions.

**RESTRICTED SECURITIES RISK:** The Fund may invest in unregistered or otherwise restricted securities. The term "restricted securities" refers to securities that are unregistered or are held by control persons of the issuer and securities that are subject to contractual restrictions on their resale. As a



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result, restricted securities may be more difficult to value and the Fund may have difficulty disposing of such assets either in a timely manner or for a reasonable price. In order to dispose of an unregistered security, the Fund, where it has contractual rights to do so, may have to cause such security to be registered. A considerable period may elapse between the time the decision is made to sell the security and the time the security is registered so that the Fund could sell it. Contractual restrictions on the resale of securities vary in length and scope and are generally the result of a negotiation between the issuer and acquirer of the securities. The Fund would, in either case, bear market risks during that period.

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### ADDITIONAL INFORMATION (CONTINUED)

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#### FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) OCTOBER 31, 2014 (UNAUDITED)

**NON-DIVERSIFICATION RISK:** The Fund is a non-diversified investment company under the 1940 Act and will not be treated as a regulated investment company under the Internal Revenue Code. Accordingly, there are no regulatory requirements under the 1940 Act or the Internal Revenue Code on the minimum number or size of securities held by the Fund.

**CURRENCY RISK:** The value of securities denominated or quoted in foreign currencies may be adversely affected by fluctuations in the relative currency exchange rates and by exchange control regulations. The Fund's investment performance may be negatively affected by a devaluation of a currency in which the Fund's investments are denominated or quoted. Further, the Fund's investment performance may be significantly affected, either positively or negatively, by currency exchange rates because the U.S. dollar value of securities denominated or quoted in another currency will increase or decrease in response to changes in the value of such currency in relation to the U.S. dollar. While certain of the Fund's non-U.S. dollar-denominated securities may be hedged into U.S. dollars, hedging may not alleviate all currency risks.

**NON-U.S. RISK:** The Fund may invest a portion of its assets in the equity securities of issuers domiciled in jurisdictions other than the U.S. Investments in the securities and instruments of non-U.S. issuers involve certain considerations and risks not ordinarily associated with investments in securities and instruments of U.S. issuers. Non-U.S. companies are not generally subject to uniform accounting, auditing and financial standards and requirements comparable to those applicable to U.S. companies. Non-U.S. securities exchanges, brokers and listed companies may be subject to less government supervision and regulation than exists in the United States. Dividend and interest income may be subject to withholding and other non-U.S. taxes, which may adversely affect the net return on such investments. A related risk is that there may be difficulty in obtaining or enforcing a court judgment abroad.

#### ADVISORY AND SUB-ADVISORY AGREEMENTS

#### BOARD CONSIDERATIONS REGARDING APPROVAL OF CONTINUATION OF INVESTMENT MANAGEMENT AND INVESTMENT SUB-ADVISORY AGREEMENTS

The Board of Trustees of First Trust MLP and Energy Income Fund (the "Fund"),

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including the Independent Trustees, unanimously approved the continuation of the Investment Management Agreement (the "Advisory Agreement") between the Fund and First Trust Advisors L.P. (the "Advisor") and the Investment Sub-Advisory Agreement (the "Sub-Advisory Agreement" and together with the Advisory Agreement, the "Agreements") among the Fund, the Advisor and Energy Income Partners, LLC (the "Sub-Advisor"), at a meeting held on June 8-9, 2014. The Board of Trustees determined that the continuation of the Agreements is in the best interests of the Fund in light of the extent and quality of the services provided and such other matters as the Board considered to be relevant in the exercise of its reasonable business judgment.

To reach this determination, the Board considered its duties under the Investment Company Act of 1940, as amended (the "1940 Act"), as well as under the general principles of state law in reviewing and approving advisory contracts; the requirements of the 1940 Act in such matters; the fiduciary duty of investment advisors with respect to advisory agreements and compensation; the standards used by courts in determining whether investment company boards have fulfilled their duties; and the factors to be considered by the Board in voting on such agreements. To assist the Board in its evaluation of the Agreements, the Independent Trustees received a separate report from each of the Advisor and the Sub-Advisor in advance of the Board meeting responding to a request for information from counsel to the Independent Trustees. The reports, among other things, outlined the services provided by the Advisor and the Sub-Advisor (including the relevant personnel responsible for these services and their experience); the advisory and sub-advisory fees for the Fund as compared to fees charged to other clients of the Advisor and the Sub-Advisor and as compared to fees charged by investment advisors and sub-advisors to comparable funds; expenses of the Fund as compared to expense ratios of comparable funds; the nature of expenses incurred in providing services to the Fund and the potential for economies of scale, if any; financial data on the Advisor and the Sub-Advisor; any fall out benefits to the Advisor and the Sub-Advisor; and information on the Advisor's and the Sub-Advisor's compliance programs. Following receipt of this information, counsel to the Independent Trustees posed follow-up questions to the Advisor, and the Independent Trustees and their counsel met separately to discuss the information provided by the Advisor and the Sub-Advisor, including the supplemental responses. The Board applied its business judgment to determine whether the arrangements between the Fund and the Advisor and among the Fund, the Advisor and the Sub-Advisor are reasonable business arrangements from the Fund's perspective as well as from the perspective of shareholders. The Board considered that shareholders chose to invest or remain invested in the Fund knowing that the Advisor and the Sub-Advisor manage the Fund.

In reviewing the Agreements, the Board considered the nature, extent and quality of services provided by the Advisor and the Sub-Advisor under the Agreements. The Board considered the Advisor's statements regarding the incremental benefits associated with the Fund's advisor/sub-advisor management structure. With respect to the Advisory Agreement, the Board considered that the Advisor is responsible for the overall management and administration of the Fund and reviewed the services provided by the Advisor to the Fund, including the oversight of the Sub-Advisor. The Board noted the compliance program that had been developed by the Advisor and considered that it includes a robust program for monitoring the Sub-Advisor's compliance with the 1940 Act and the Fund's investment objective and policies. With respect to the Sub-Advisory Agreement, the Board noted the background and experience of the Sub-Advisor's portfolio management team. At the meeting, the Board received a presentation from representatives of the Sub-Advisor, including the portfolio managers, discussing the services that the Sub-Advisor provides to the Fund and how the Sub-Advisor manages the Fund's investments. In light of the information presented and the considerations made, the Board concluded that the nature, extent and quality of services provided to the Fund by the Advisor and the Sub-Advisor under the Agreements have been and are expected to remain satisfactory and that the

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Sub-Advisor, under the oversight of the Advisor, has managed the Fund consistent with its investment objective and policies.

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### ADDITIONAL INFORMATION (CONTINUED)

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#### FIRST TRUST MLP AND ENERGY INCOME FUND (FEI) OCTOBER 31, 2014 (UNAUDITED)

The Board considered the advisory and sub-advisory fees paid under the Agreements. The Board considered the advisory fees charged by the Advisor to similar funds and other non-fund clients, noting that the Advisor provides advisory services to three other closed-end funds and one actively managed exchange-traded fund ("ETF") sub-advised by the Sub-Advisor and certain separately managed accounts that may have investment objectives and policies similar to the Fund's. The Board noted that the Advisor charges the same advisory fee rate to the Fund and the other closed-end funds sub-advised by the Sub-Advisor and a lower advisory fee rate to the actively managed ETF and the separately managed accounts. The Board noted the Advisor's statement that the nature of the services provided to the separately managed accounts is not comparable to those provided to the Fund. The Board considered the sub-advisory fee and how it relates to the Fund's overall advisory fee structure and noted that the sub-advisory fee is paid by the Advisor from its advisory fee. The Board noted that the Sub-Advisor provides sub-advisory services to the other closed-end funds and the actively managed ETF noted above and that the sub-advisory fee rate for the other closed-end funds is the same as that received from the Advisor for the Fund. The Board also considered information provided by the Sub-Advisor as to the fees it charges to other similar clients, noting that the sub-advisory fee rate is generally lower than the fee rate charged by the Sub-Advisor to other similar clients. In addition, the Board reviewed data prepared by Lipper Inc. ("Lipper"), an independent source, showing the advisory fees and expense ratios of the Fund as compared to the advisory fees and expense ratios of an expense peer group selected by Lipper and similar data from the Advisor for a separate peer group selected by the Advisor. The Board noted that the Lipper and Advisor peer groups included five overlapping peer funds. The Board discussed with representatives of the Advisor the limitations in creating a relevant peer group for the Fund, including that (i) the Fund is unique in its composition, which makes assembling peers with similar strategies and asset mix difficult; (ii) peer funds may use different amounts and types of leverage with different costs associated with them or may use no leverage; and (iii) most peer funds do not employ an advisor/sub-advisor management structure. The Board took these limitations into account in considering the peer data. In reviewing the peer data, the Board noted that the Fund's contractual advisory fee was below the median of the Lipper peer group.

The Board also considered performance information for the Fund, noting that the performance information included the Fund's quarterly performance report, which is part of the process that the Board has established for monitoring the Fund's performance and portfolio risk on an ongoing basis. The Board determined that this process continues to be effective for reviewing the Fund's performance. In addition to the Board's ongoing review of performance, the Board also received data prepared by Lipper comparing the Fund's performance to a performance peer universe selected by Lipper and to two benchmarks. In reviewing the Fund's performance as compared to the performance of the Lipper performance peer

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universe, the Board took into account the limitations described above with respect to creating a relevant peer group for the Fund. The Board also noted that because the Fund launched in November 2012, it only had one full calendar year of performance. The Board also considered the Fund's dividend yield as of March 31, 2014 and information provided by the Advisor on the Fund's leverage, including that leverage was accretive to the Fund's total return in 2013. In addition, the Board compared the Fund's premium/discount over the four quarters to the average and median premium/discount of the Advisor peer group over the same period and considered the factors that may impact a fund's premium/discount.

On the basis of all the information provided on the fees, expenses and performance of the Fund, the Board concluded that the advisory and sub-advisory fees were reasonable and appropriate in light of the nature, extent and quality of services provided by the Advisor and Sub-Advisor under the Agreements.

The Board noted that the Advisor has continued to invest in personnel and infrastructure and considered whether fee levels reflect any economies of scale for the benefit of shareholders. The Board determined that due to the Fund's closed-end structure, the potential for realization of economies of scale as Fund assets grow was not a material factor to be considered. The Board also considered the costs of the services provided and profits realized by the Advisor from serving as investment advisor to the Fund for the twelve months ended December 31, 2013, as well as product-line profitability data for the same period, as set forth in the materials provided to the Board. The Board noted the inherent limitations in the profitability analysis, and concluded that the Advisor's estimated profitability appeared to be not excessive in light of the services provided to the Fund. In addition, the Board considered fall-out benefits described by the Advisor that may be realized from its relationship with the Fund, including the Advisor's compensation for fund reporting services pursuant to a separate Fund Reporting Services Agreement. The Board considered the ownership interest of an affiliate of the Advisor in the Sub-Advisor and potential fall-out benefits to the Advisor from such ownership interest.

The Board considered that the Sub-Advisor's investment services expenses are primarily fixed, and that the Sub-Advisor has made recent investments in infrastructure and personnel. The Board considered that the sub advisory fee rate was negotiated at arm's length between the Advisor and the Sub-Advisor. The Board also considered data provided by the Sub Advisor as to the profitability of the Sub Advisory Agreement to the Sub Advisor. The Board noted the inherent limitations in the profitability analysis and concluded that the profitability analysis for the Advisor was more relevant, although the profitability of the Sub-Advisory Agreement appeared to be not excessive in light of the services provided to the Fund. The Board considered fall-out benefits realized by the Sub-Advisor from its relationship with the Fund, including soft-dollar arrangements, and considered a summary of such arrangements. The Board also considered the potential fall-out benefits to the Sub-Advisor from the ownership interest of the Advisor's affiliate in the Sub-Advisor.

Based on all of the information considered and the conclusions reached, the Board, including the Independent Trustees, unanimously determined that the terms of the Agreements continue to be fair and reasonable and that the continuation of the Agreements is in the best interests of the Fund. No single factor was determinative in the Board's analysis.

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BOARD OF TRUSTEES AND OFFICERS

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014 (UNAUDITED)

NAME, ADDRESS, DATE OF BIRTH AND POSITION WITH THE FUND	TERM OF OFFICE AND LENGTH OF SERVICE (1)	PRINCIPAL OCCUPATIONS DURING PAST 5 YEARS
----- INDEPENDENT TRUSTEES -----		
Richard E. Erickson, Trustee c/o First Trust Advisors L.P. 120 East Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 04/51	o Three-Year Term  o Since Fund Inception	Physician; President, Wheaton Orthopedics; Limited Partner, Gundersen Real Estate Limited Partnership; Member, Sportsmed LLC
Thomas R. Kadlec, Trustee c/o First Trust Advisors L.P. 120 East Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 11/57	o Three-Year Term  o Since Fund Inception	President (March 2010 to Present), Senior Vice President and Chief Financial Officer (May 2007 to March 2010), ADM Investor Services, Inc. (Futures Commission Merchant)
Robert F. Keith, Trustee c/o First Trust Advisors L.P. 120 East Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 11/56	o Three-Year Term  o Since Fund Inception	President (2003 to Present), Hibs Enterprises (Financial and Management Consulting)
Niel B. Nielson, Trustee c/o First Trust Advisors L.P. 120 East Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 03/54	o Three-Year Term  o Since Fund Inception	Managing Director and Chief Operating Officer (January 2015 to Present), Pelita Harapan Educational Foundation (Educational Products and Services); President and Chief Executive Officer (June 2012 to September 2014), Servant Interactive LLC (Educational Products and Services); President and Chief Executive Officer (June 2012 to September 2014), Dew Learning LLC (Educational Products and Services); President (June 2002 to June 2012), Covenant College
----- INTERESTED TRUSTEE -----		
James A. Bowen(2), Trustee, Chairman of the Board 120 East Liberty Drive, Suite 400	o Three-Year Term  o Since Fund Inception	Chief Executive Officer (December 2010 to Present), President (until December 2010), First Trust Advisors L.P. and First Trust Portfolios L.P.; Chairman of the

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Wheaton, IL 60187  
D.O.B.: 09/55

Board of Directors, BondWave LLC  
(Software Development Company/  
Investment Advisor) and Stonebridge  
Advisors LLC (Investment Advisor)

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- (1) Currently, Richard E. Erickson and Thomas R. Kadlec, as Class II Trustees, are serving as trustees until the Fund's 2015 annual meeting of shareholders. James A. Bowen and Niel B. Nielson, as Class III Trustees, are serving as trustees until the Fund's 2016 annual meeting of shareholders. Robert F. Keith, as a Class I Trustee, is serving as a trustee until the Fund's 2017 annual meeting of shareholders.
- (2) Mr. Bowen is deemed an "interested person" of the Fund due to his position as Chief Executive Officer of First Trust Advisors L.P., investment advisor of the Fund.

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BOARD OF TRUSTEES AND OFFICERS (CONTINUED)

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014 (UNAUDITED)

NAME, ADDRESS AND DATE OF BIRTH	POSITION AND OFFICES WITH FUND	TERM OF OFFICE AND LENGTH OF SERVICE	PRI DU
-----			
OFFICERS WHO ARE NOT TRUSTEES(3)			
-----			
Mark R. Bradley 120 E. Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 11/57	President and Chief Executive Officer	o Indefinite Term  o Since Fund Inception	Chief Operating Offi and Chief Financial L.P. and First Trust Officer, BondWave LL Company/Investment A Advisors LLC (Invest
James M. Dykas 120 E. Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 01/66	Treasurer, Chief Financial Officer and Chief Accounting Officer	o Indefinite Term  o Since Fund Inception	Controller (January President (April 200 Advisors L.P. and Fi
W. Scott Jardine 120 E. Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 05/60	Secretary and Chief Legal Officer	o Indefinite Term  o Since Fund Inception	General Counsel, Fir Trust Portfolios L.P BondWave LLC (Softwa Investment Advisor); Advisors LLC (Invest

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Daniel J. Lindquist 120 E. Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 02/70	Vice President	<ul style="list-style-type: none"><li>o Indefinite Term</li><li>o Since Fund Inception</li></ul>	Managing Director (J Vice President (Sept First Trust Advisors Portfolios L.P.
Kristi A. Maher 120 E. Liberty Drive, Suite 400 Wheaton, IL 60187 D.O.B.: 12/66	Chief Compliance Officer and Assistant Secretary	<ul style="list-style-type: none"><li>o Indefinite Term</li><li>o Since Fund Inception</li></ul>	Deputy General Couns and First Trust Port

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(3) Officers of the Fund have an indefinite term. The term "officer" means the president, vice president, secretary, treasurer, controller or any other officer who performs a policy making function.

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### PRIVACY POLICY

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FIRST TRUST MLP AND ENERGY INCOME FUND (FEI)  
OCTOBER 31, 2014 (UNAUDITED)

#### PRIVACY POLICY

First Trust values our relationship with you and considers your privacy an important priority in maintaining that relationship. We are committed to protecting the security and confidentiality of your personal information.

#### SOURCES OF INFORMATION

We collect nonpublic personal information about you from the following sources:

- o Information we receive from you and your broker-dealer, investment advisor or financial representative through interviews, applications, agreements or other forms;
- o Information about your transactions with us, our affiliates or others;
- o Information we receive from your inquiries by mail, e-mail or telephone; and
- o Information we collect on our website through the use of "cookies." For example, we may identify the pages on our website that your browser requests or visits.

#### INFORMATION COLLECTED

The type of data we collect may include your name, address, social security number, age, financial status, assets, income, tax information, retirement and

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estate plan information, transaction history, account balance, payment history, investment objectives, marital status, family relationships and other personal information.

### DISCLOSURE OF INFORMATION

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted by law. In addition to using this information to verify your identity (as required under law), the permitted uses may also include the disclosure of such information to unaffiliated companies for the following reasons:

- o In order to provide you with products and services and to effect transactions that you request or authorize, we may disclose your personal information as described above to unaffiliated financial service providers and other companies that perform administrative or other services on our behalf, such as transfer agents, custodians and trustees, or that assist us in the distribution of investor materials such as trustees, banks, financial representatives, proxy services, solicitors and printers.
- o We may release information we have about you if you direct us to do so, if we are compelled by law to do so, or in other legally limited circumstances (for example to protect your account from fraud).

In addition, in order to alert you to our other financial products and services, we may share your personal information within First Trust.

### PRIVACY ONLINE

We allow third-party companies, including AddThis (a social media sharing service), to collect certain anonymous information when you visit our website. These companies may use non-personally identifiable information during your visits to this and other websites in order to provide advertisements about goods and services likely to be of greater interest to you. These companies typically use a cookie, third party web beacon or pixel tags, to collect this information. To learn more about this behavioral advertising practice, you can visit [www.networkadvertising.org](http://www.networkadvertising.org).

### CONFIDENTIALITY AND SECURITY

With regard to our internal security procedures, First Trust restricts access to your nonpublic personal information to those First Trust employees who need to know that information to provide products or services to you. We maintain physical, electronic and procedural safeguards to protect your nonpublic personal information.

### POLICY UPDATES AND INQUIRIES

As required by federal law, we will notify you of our privacy policy annually. We reserve the right to modify this policy at any time, however, if we do change it, we will tell you promptly. For questions about our policy, or for additional copies of this notice, please go to [www.ftportfolios.com](http://www.ftportfolios.com), or contact us at 1-800-621-1675 (First Trust Portfolios) or 1-800-222-6822 (First Trust Advisors).



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FIRST TRUST

INVESTMENT ADVISOR

First Trust Advisors L.P.  
120 E. Liberty Drive, Suite 400  
Wheaton, IL 60187

INVESTMENT SUB-ADVISOR

Energy Income Partners, LLC  
49 Riverside Avenue  
Westport, CT 06880

ADMINISTRATOR,

FUND ACCOUNTANT &  
TRANSFER AGENT

BNY Mellon Investment Servicing (US) Inc.  
301 Bellevue Parkway  
Wilmington, DE 19809

CUSTODIAN

The Bank of New York Mellon  
101 Barclay Street, 20th Floor  
New York, NY 10286

INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

Deloitte & Touche LLP  
111 S. Wacker Drive  
Chicago, IL 60606

LEGAL COUNSEL

Chapman and Cutler LLP  
111 W. Monroe Street  
Chicago, IL 60603

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ITEM 2. CODE OF ETHICS.

- (a) The registrant, as of the end of the period covered by this report, 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, regardless of whether these individuals are employed by the registrant or a third party.
- (c) There have been no amendments, during the period covered by this

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report, to a provision of the 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, regardless of whether these individuals are employed by the registrant or a third party, and that relates to any element of the code of ethics description.

- (d) The registrant has not granted any waivers, including an implicit waiver, from a provision of the 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, regardless of whether these individuals are employed by the registrant or a third party, that relates to one or more of the items set forth in paragraph (b) of this item's instructions.

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

As of the end of the period covered by the report, the Registrant's board of trustees has determined that Thomas

R. Kadlec and Robert F. Keith are qualified to serve as audit committee financial experts serving on its audit committee and that each of them is "independent," as defined by Item 3 of Form N-CSR.

### ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

- (a) Audit Fees (Registrant) -- The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years were \$57,000 for the fiscal year ended October 31, 2014 and \$78,000 for the fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013.
- (b) Audit-Related Fees (Registrant) -- The aggregate fees billed for each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item were \$0 for the fiscal year ended October 31, 2014 and \$0 for the fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013.

Audit-Related Fees (Investment Advisor) -- The aggregate fees billed for each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item were \$0 for the fiscal year ended October 31, 2014 and \$7,000 for the fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013.

- (c) Tax Fees (Registrant) -- The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning were \$52,000 for the fiscal year ended October 31, 2014 and \$0 for the fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013.

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Tax Fees (Investment Advisor) -- The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning were \$0 for the fiscal year ended October 31, 2014 and \$0 for the fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013.

- (d) All Other Fees (Registrant) -- The aggregate fees billed for each of the last two fiscal years for products and services provided by the principal accountant to the Registrant, other than the services reported in paragraphs (a) through (c) of this Item were \$52,000 for the fiscal year ended October 31, 2014 and \$0 for the fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013.

All Other Fees (Investment Adviser) The aggregate fees billed for each of the last two fiscal years for products and services provided by the principal accountant to the Registrant, other than the services reported in paragraphs (a) through (c) of this Item were \$0 for the fiscal year ended October 31, 2014 and \$0 for the fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013.

- (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.

Pursuant to its charter and its Audit and Non-Audit Services Pre-Approval Policy, the Audit Committee (the "Committee") is responsible for the pre-approval of all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the registrant by its independent auditors. The Chairman of the Committee is authorized to give such pre-approvals on behalf of the Committee up to \$25,000 and report any such pre-approval to the full Committee.

The Committee is also responsible for the pre-approval of the independent auditor's engagements for non-audit services with the registrant's adviser (not including a sub-adviser whose role is primarily portfolio management and is sub-contracted or overseen by another investment adviser) and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to the registrant, if the engagement relates directly to the operations and financial reporting of the registrant, subject to the de minimis exceptions for non-audit services described in Rule 2-01 of Regulation S-X. If the independent auditor has provided non-audit services to the registrant's adviser (other than any sub-adviser whose role is primarily portfolio management and is sub-contracted with or overseen by another investment adviser) and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to its policies, the Committee will consider whether the provision of such non-audit services is compatible with the auditor's independence.

- (e) (2) The percentage of services described in each of paragraphs (b) through (d) for the Registrant and the Registrant's investment adviser of this Item that were approved by the audit committee pursuant to the pre-approval exceptions included in paragraph (c) (7) (i) (c) or paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X are as follows:

(b) 0%  
(c) 0%  
(d) 0%

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- (f) The percentage of hours expended on the principal accountant's engagement to audit the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees was less than fifty percent.
- (g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the 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 the Registrant's fiscal year ended October 31, 2014 were \$52,000 for the Registrant and \$43,500 for the Registrant's investment advisor and for the Registrant's fiscal year ended beginning from Registrant's inception on November 27, 2012 through October 31, 2013, were \$0 for the Registrant and \$3,000 for the Registrant's investment adviser.
- (h) The registrant's audit committee of the board of directors has considered whether the provision of non-audit services that were 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 investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

- (a) The Registrant has a separately designated audit committee consisting of all the independent directors of the Registrant. The members of the audit committee are: Thomas R. Kadlec, Niel B. Nielson, Richard E. Erickson and Robert F. Keith.

### ITEM 6. INVESTMENTS.

- (a) Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of the report to 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.

The Proxy Voting Policies are attached herewith.

### ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

- (a) (1) IDENTIFICATION OF PORTFOLIO MANAGERS OR MANAGEMENT TEAM MEMBERS AND DESCRIPTION OF ROLE OF PORTFOLIO MANAGERS OR MANAGEMENT TEAM MEMBERS

Information provided as of January 5, 2015.

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Energy Income Partners, LLC

Energy Income Partners, LLC ("EIP"), Westport, CT, was founded in 2003 to provide professional asset management services in the area of energy-related master limited partnerships ("MLPs") and other high-payout securities such as pipeline companies, power utilities and Canadian income equities. EIP mainly focuses on investments in energy-related infrastructure assets such as pipelines, power transmission and distribution, petroleum storage and terminals that receive fee-based or regulated income from their corporate and individual customers. As of October 31, 2104, EIP manages or supervises approximately \$6.0 billion of assets. Private funds advised by EIP include a partnership for U.S. high net worth individuals and a master-and-feeder fund for institutions. EIP also manages separately managed accounts and provides its model portfolio to unified managed accounts. Finally, EIP serves as a sub-advisor to three closed-end management investment companies in addition to the First Trust MLP and Energy Income Fund ("FEI" or the "Fund"), an actively managed exchange-traded fund ("ETF") and a sleeve of a series of a variable insurance trust. EIP is a registered investment advisor with the Securities and Exchange Commission.

James J. Murchie, Portfolio Manager James J. Murchie is the Founder, Chief Executive Officer, co-portfolio manager and a Principal of Energy Income Partners. After founding Energy Income Partners in October 2003, Mr. Murchie and the Energy Income Partners investment team joined Pequot Capital Management Inc. ("Pequot Capital") in December 2004. In August 2006, Mr. Murchie and the Energy Income Partners investment team left Pequot Capital and re-established Energy Income Partners. Prior to founding Energy Income Partners, Mr. Murchie was a Portfolio Manager at Lawhill Capital Partners, LLC ("Lawhill Capital"), a long/short equity hedge fund investing in commodities and equities in the energy and basic industry sectors. Before Lawhill Capital, Mr. Murchie was a Managing Director at Tiger Management, LLC, where his primary responsibility was managing a portfolio of investments in commodities and related equities. Mr. Murchie was also a Principal at Sanford C. Bernstein. He began his career at British Petroleum, PLC. Mr. Murchie holds a BA from Rice University and an MA from Harvard University.

Eva Pao, Co-Portfolio Manager

Eva Pao is a Principal of Energy Income Partners and is co-portfolio manager for all its funds. She has been with EIP since inception in 2003. From 2005 to mid-2006, Ms. Pao joined Pequot Capital Management during EIP's affiliation with Pequot. Prior to Harvard Business School, Ms. Pao was a Manager at Enron Corp where she managed a portfolio in Canadian oil and gas equities for Enron's internal hedge fund that specialized in energy-related equities and managed a natural gas trading book. Ms. Pao holds degrees from Rice University and Harvard Business School.

(a) (2) OTHER ACCOUNTS MANAGED BY PORTFOLIO MANAGERS OR MANAGEMENT TEAM MEMBER AND POTENTIAL CONFLICTS OF INTEREST

Information provided as of October 31, 2014.

Name of Portfolio Manager or Team Member	Type of Accounts*	Total # of Accounts Managed	Total Assets
1. James J. Murchie	Registered Investment Companies	6	\$2,614.9M

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	Other Pooled Investment Vehicles	3	\$ 201.6M
	Other Accounts	2,084	\$1,113.8M
2. Eva Pao	Registered Investment Companies	4	\$2,614.9M
	Other Pooled Investment Vehicles	3	\$ 201.6M
	Other Accounts	800	\$1,113.8M

### PORTFOLIO MANAGER POTENTIAL CONFLICTS OF INTERESTS

Potential conflicts of interest may arise when a fund's portfolio manager has day-to-day management responsibilities with respect to one or more other funds or other accounts, as is the case for the portfolio managers of the Fund. These potential conflicts may include:

Besides the Fund, the EIP investment professionals who serve as portfolio managers of the Fund also serve as portfolio managers to 2,084 separately managed accounts, one of which has a performance fee, and provides its model portfolio to unified managed accounts. EIP serves as sub-advisor to three two closed ended mutual funds in addition to the Fund, an open-end privately offered management investment company, an actively-managed exchange-traded fund (ETF) and a sleeve of a series of a variable insurance trust.

EIP has written policies and procedures regarding Order Aggregation and Allocation to ensure that all accounts are treated fairly and equitably and that no account is disadvantaged. EIP will generally execute client transactions on an aggregated basis when the Firm believes that to do so will allow it to obtain best execution and to negotiate more favorable commission rates or avoid certain transaction costs that might have otherwise been paid had such orders been placed independently. EIP's ability to implement this may be limited by an Account's custodian, directed brokerage arrangements or other constraints limiting EIP's use of a common executing broker.

An aggregated order may be allocated on a basis different from that specified herein provided that all clients receive fair and equitable treatment and there is a legitimate reason for the different allocation. Reasons for deviation may include (but are not limited to): a client's investment guidelines and restrictions, available cash, liquidity or legal reasons, and to avoid odd-lots or in cases when a normal allocation would result in a de minimis allocation to one or more clients.

Notwithstanding the above, due to differing tax ramifications and compliance ratios, as well as dissimilar risk constraints and tolerances, accounts with similar investment mandates may trade the same securities at differing points in time. Additionally, for the reasons noted above, certain accounts, including Funds in which EIP, its affiliates and/or employees ("EIP Funds") have a financial interest, may trade separately from other accounts and participate in transactions which are deemed to be inappropriate for other accounts with similar investment mandates. Further, during periods in which EIP intends to trade the same securities across multiple accounts, transactions for those accounts that must be traded through specific brokers and/or platforms will often be executed after those for accounts over which EIP exercises full brokerage discretion, including the EIP Funds.

#### (a) (3) COMPENSATION STRUCTURE OF PORTFOLIO MANAGERS OR MANAGEMENT TEAM MEMBERS

##### PORTFOLIO MANAGER COMPENSATION

Information provided as of October 31, 2014.

The portfolio managers are compensated by a competitive minimum base salary and

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share in the profits of EIP in relationship to their ownership of EIP. EIP's profits are based on the assets under management and performance. While a portion of the portfolio manager's compensation is tied to the Funds' performance through performance fees earned through the Private Funds' performance, the portfolio managers are not incentivized to take undue risk in circumstances when the Private Funds' performance lags because their performance fee structures may sometimes have a high watermark or be subject to a hurdle rate. Moreover, the portfolio managers are the principal owners of EIP and are incentivized to maximize the long-term performance of all of its clients, including the Fund, other funds and managed accounts.

The compensation of the Portfolio team members is determined according to prevailing rates within the industry for similar positions. EIP wishes to attract, retain and reward high quality personnel through competitive compensation.

### (a) (4) DISCLOSURE OF SECURITIES OWNERSHIP

Information provided as of October 31, 2014.

Name	Dollar Range of Fund Shares Beneficially Owned
James J. Murchie	\$0
Eva Pao	\$0

(b) Not applicable.

### ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

### ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the registrant's organizational meeting the registrant's Board of Trustees adopted a Nominating and Governance Committee Charter which includes procedures by which shareholders may recommend nominees to the registrant's board of trustees as described below:

When a vacancy on the Board of Trustees of a First Trust Fund occurs and nominations are sought to fill such vacancy, the Nominating and Governance Committee may seek nominations from those sources it deems appropriate in its discretion, including shareholders of the Fund. A shareholder may recommend a person for nomination as a candidate at any time. If a recommendation is received with satisfactorily completed information (as set forth below) regarding a candidate during a time when a vacancy exists on the Board or during such other time as the Committee is accepting recommendations, the recommendation will be forwarded to the Chair of the Committee and the outside counsel to the independent trustees. Recommendations received at any other time will be kept on file until such time as the Committee is accepting recommendations, at which point they may be considered for nomination.

To submit a recommendation for nomination as a candidate for a position on the Board of Trustees, shareholders of the Fund shall mail such recommendation to W. Scott Jardine, Secretary, at the Fund's address, 120 East Liberty Drive, Suite 400, Wheaton, Illinois 60187. Such recommendation shall include the following information: (i) a statement in writing setting forth (A) the name, age, date of birth, business address,

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residence address and nationality of the person or persons to be nominated; (B) the class or series and number of all shares of the Registrant owned of record or beneficially by each such person or persons, as reported to such shareholder by such nominee(s); (C) any other information regarding each such person required by paragraphs (a), (d), (e) and (f) of Item 401 of Regulation S-K or paragraph (b) of Item 22 of Rule 14a-101 (Schedule 14A) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (or any successor provision thereto); (D) any other information regarding the person or persons to be nominated that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitation of proxies for election of trustees or directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and (E) whether such shareholder believes any nominee is or will be an "interested person" of the Registrant (as defined in the Investment Company Act of 1940) and, if not an "interested person," information regarding each nominee that will be sufficient for the Registrant to make such determination; and (ii) the written and signed consent of any person to be nominated to be named as a nominee and to serve as a trustee if elected. In addition, the trustees may require any proposed nominee to furnish such other information as they may reasonably require or deem necessary to determine the eligibility of such proposed nominee to serve as a trustee. The Committee will not consider new trustee candidates who are 72 years of age or older.

A copy of the Nominating and Governance Committee Charter is available on the Registrant's website at [www.ftportfolios.com](http://www.ftportfolios.com).

### ITEM 11. CONTROLS AND PROCEDURES.

- (a) The Registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- (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 second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

### ITEM 12. EXHIBITS.

- (a) (1) Code of ethics, or any amendment thereto, that is the subject of disclosure required by Item 2 is attached hereto.
- (a) (2) Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.
- (a) (3) Not applicable.



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- (b) Certifications pursuant to Rule 30a-2(b) under the 1940 Act and Section 906 of the Sarbanes- Oxley Act of 2002 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) First Trust MLP and Energy Income Fund  
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By (Signature and Title)\*

/s/ Mark R. Bradley  
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Mark R. Bradley, President and  
Chief Executive Officer  
(principal executive officer)

Date: December 23, 2014  
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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/ Mark R. Bradley  
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Mark R. Bradley, President and  
Chief Executive Officer  
(principal executive officer)

Date: December 23, 2014  
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By (Signature and Title)\*

/s/ James M. Dykas  
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James M. Dykas, Treasurer,  
Chief Financial Officer and  
Chief Accounting Officer  
(principal financial officer)

Date: December 23, 2014  
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\* Print the name and title of each signing officer under his or her signature.