

MLP & Strategic Equity Fund Inc.  
Form DEFA14A  
January 30, 2009

## **SCHEDULE 14A**

### **Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**MLP & STRATEGIC EQUITY FUND INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

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(2) Aggregate number of securities to which the transaction applies:

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(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of the transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**MLP & STRATEGIC EQUITY FUND INC.**

January 29, 2009

Dear Stockholder:

I am writing to you directly because we need your vote on an urgent matter affecting the governance of MLP & STRATEGIC EQUITY FUND INC. (the Fund ). Recently, you were sent proxy materials regarding the Special Meeting of Stockholders (the Meeting ) of the Fund to be held on December 19, 2008, initially adjourned to January 23, 2009 and subsequently adjourned to March 6, 2009.

**Why were the meetings adjourned?**

The meetings have been adjourned because there was not a sufficient number of stockholders represented to constitute a quorum. To date, over 90% of the votes we received have been voted in favor of approving a new investment advisory and management agreement between your Fund and IQ Investment Advisors LLC ( IQ Advisors ), your Fund s investment adviser, and a new investment subadvisory agreement between IQ Advisors and BlackRock Investment Management, LLC, your Fund s subadviser.

As more fully explained in the proxy statement, management believes that the approval of these proposals will prevent any potential disruption in IQ Advisors and the subadviser s ability to continue to provide investment advisory services to the Fund.

The Fund s Board of Directors has approved the new agreements and concluded that the new agreements are in the best interests of the stockholders of the Fund.

**Why are we writing to you?**

Our records indicate that we have not received your vote. We urge you to vote as soon as possible in order to allow the Fund to obtain a sufficient number of votes to hold the Meeting scheduled for **March 6, 2009**.

You can vote quickly and easily using one of the following methods:

Speak to a live Proxy Specialist by calling **1-866-586-0633**. We can answer any of your questions and record your vote. (Open: M-F 9:30am - 9pm, Sat 10am - 6pm ET)

Use our automated touchtone system by calling the phone number on your proxy card, entering your control number located on the card, and following the touchtone prompts.

Log on to the website noted on your proxy card, enter your control number located on the card, and vote by following the on-screen prompts.

Mail in your signed proxy card in the envelope provided.

**Please take a minute to cast your vote.**

Thank you for your attention to this important matter.

Sincerely,

Colleen R. Rusch

Secretary of the Fund