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February 24, 2020

Dividend and Income Fund
11 Hanover Square, 12th Floor
New York, New York 10005

RE: Shareholder Proposal of Matisse Discounted
Closed-End Fund Strategy Pursuant to Rule 14a-8

Ladies and Gentlemen:

We have acted as special counsel to Dividend and Income Fund, a Delaware statutory trust (the "Trust" or "Our Client"), in connection with the Trust's response to a proposal (the "Proposal") submitted by Eric Boughton on behalf of Matisse Discounted Closed-End Fund Strategy (the "Proponent") for inclusion in the proxy materials of the Trust for its 2020 annual meeting of shareholders (the "Proxy Materials"). The Trust has submitted a written request (the "Request") to the staff of the Securities and Exchange Commission (the "Commission") to concur with its view that the Proposal may be excluded from the Proxy Materials pursuant to, among other provisions, Rule 14a-8(b)(1) promulgated under the Securities and Exchange Act of 1934, as amended.

This opinion is being furnished to the Trust in connection with its submission of the Request with respect to those matters of Delaware law set forth herein that are pertinent to the Request. Neither the delivery of this opinion nor anything in connection with the preparation, execution or delivery of the Request is intended to create or shall create an attorney-client relationship with any party except Our Client.

In rendering the opinion set forth herein, we have examined and relied upon the following:

(i) an executed copy of a certificate of Russell Kamerman, Secretary of the Trust, dated the date hereof (the "Secretary's Certificate");

(ii) a copy of the Trust's Certificate of Trust, dated May 8, 2012, certified by the Secretary of State of the State of Delaware as of February 18, 2020, and certified pursuant to the Secretary's Certificate;

(iii) a copy of the Trust's Amended and Restated Agreement and Declaration of Trust, by the trustees of the Trust, dated as of December 13, 2018, certified pursuant to the Secretary's Certificate (the "Declaration of Trust");

(iv) a copy of the Trust's By-Laws (the "Bylaws"), as amended and in effect as of the date hereof, certified pursuant to the Secretary's Certificate;

(v) a copy of the Proposal, accompanied by a letter dated January 13, 2020 and the supporting statement thereto, each certified pursuant to the Secretary's Certificate; and

(vi) a copy of the Request, as submitted to the Commission on February 21, 2020.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies.

As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Trust and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

We do not express any opinion with respect to the laws of any jurisdiction other than the laws of the State of Delaware.

The Proposal

The Proponent has proposed that the Trust include in the Proxy Materials a resolution to be submitted to the Trust's shareholders for their approval at the Trust's 2020 annual meeting of shareholders. The text of the Proposal is as follows:

BE IT RESOLVED, that the shareholders of Dividend and Income Fund (the "Fund"), request that the Board of Trustees (the "Board") consider authorizing a self-tender offer for all outstanding shares of the Fund at or close to net asset value ("NAV"). If more than 50% of the Fund's outstanding shares are submitted for tender, the tender offer should be cancelled and the Fund should be liquidated or converted into an open-end mutual fund.

Analysis

Section 3825(b) of the Delaware Statutory Trust Act ("DSTA") provides that "[i]t is the policy of [the Delaware Statutory Trust Act] to give maximum effect to the principle of freedom of contract and to the enforceability of governing instruments." Article II, Section 2(b) of the Declaration of Trust states that "[e]very [s]hareholder, by virtue of having become a [s]hareholder, shall be held to have expressly assented and agreed to be bound by the terms of this Declaration and the Bylaws."

Article III, Section 5 of the Declaration of Trust states:

Subject to the provisions of this Declaration, the business of the Trust shall be managed by the Trustees, and the Trustees shall have all powers necessary or convenient to carry out that responsibility . . . The Trustees may perform such acts as, in their sole discretion, are proper for conducting the business of the Trust.

The Trustees shall have exclusive and absolute control over the Trust Property and over the business of the Trust to the same extent as if the Trustees were the sole owners of the Trust Property and business in their own right, but with such powers of delegation as may be permitted by this Declaration.

Under Section 3806(b)(4) of the DSTA, the governing instrument of a statutory trust may "**grant to (or withhold from)** all or certain trustees or beneficial owners, or a specified class, group or series of trustees or beneficial owners, **the right to vote**, separately or with any or all other classes, groups or series of the trustees or

beneficial owners, *on any matter*, such voting being on a per capita, number, financial interest, class, group, series or any other basis.” [Emphasis added.]

Article IV, Section 2(a) of the Declaration of Trust specifies those matters that the Trust’s shareholders are entitled to vote upon:

The Shareholders *shall have power to vote only with respect* to the election or removal of Trustees as provided in Article III hereof, and with respect to the approval of certain transactions as provided in Article V and Article VI, Section 3 hereof, and such additional matters relating to the Trust or the applicable Series as may be required by applicable law, this Declaration, the Bylaws, or any registration of the Trust with the Commission (or any successor agency), or as the Trustees may consider necessary or desirable. [Emphasis added.]

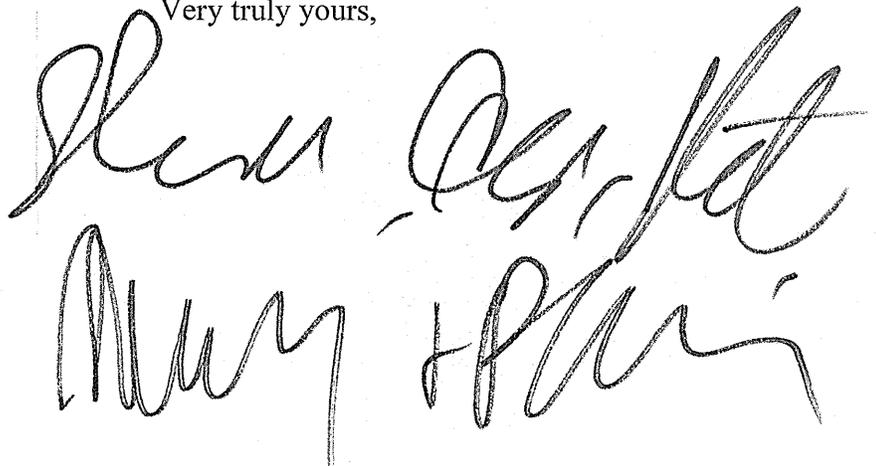
The Proposal is predicated on a self-tender offer by the Trust. Neither a self-tender offer nor a proposal requesting that the Board authorize a self-tender offer, is within the enumerated matters upon which shareholders of the Trust have the power to vote.

Opinion

Based upon and subject to the foregoing, and subject to the qualifications and assumptions stated herein it is our opinion that the Trust’s shareholders are not entitled, under Delaware law, the Declaration of Trust, or the Bylaws, to vote on the Proposal.

This opinion is furnished to you solely for your benefit with respect to certain matters of Delaware state law pertinent to the Trust’s submission of the Request to the Commission, and except as set forth in the next sentence, this opinion may not be used, circulated, quoted or otherwise referred to for any other purpose or relied upon by, or assigned to, any other person for any purpose. We hereby consent to your furnishing a copy of this opinion to the staff of the Commission in connection with the Trust’s submission of the Request.

Very truly yours,



T.A.D.