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January 12, 2021

By Email to IMshareholderproposals@sec.gov

Ms. Karen Rossotto
U.S. Securities and Exchange Commission
Division of Investment Management
100 F Street, NE
Washington, DC 20549

Re: Exchange Act Rule 14a-8: Omission of Shareholder Proposal from the 2021 Proxy Statement of ClearBridge MLP and Midstream Fund Inc.

Dear Ms. Rossotto:

We are counsel to ClearBridge MLP and Midstream Fund Inc. (the “Fund”), a closed-end management investment company registered under the Investment Company Act of 1940 (the “1940 Act”) and trading on the New York Stock Exchange under the ticker symbol “CEM”. On December 30, 2020, the Fund received a shareholder proposal and supporting statement (together, the “Proposal”) from Spencer McGowan, owner of McGowanGroup Asset Management Inc. (the “Proponent”), for inclusion in the proxy statement and related materials (the “Proxy Statement”) associated with the Fund’s 2021 Annual Meeting of Shareholders (the “2021 Annual Meeting”).

For the reasons discussed below, in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Fund hereby gives notice of its intention to omit the Proponent’s shareholder proposal from the Proxy Statement. The Fund hereby respectfully requests that the staff (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) confirm that it will not recommend enforcement action to the Commission if the Proposal is omitted from the Fund’s Proxy Statement for the reasons set forth herein.

I. Background

The Proponent submitted the Proposal to be included in the Fund’s Proxy Statement by letter dated December 29, 2020, attached hereto as Exhibit A (the “Proposal”). The Proposal stated:

BE IT RESOLVED, that the shareholders of ClearBridge MLP and Midstream Fund, Inc. (“CEM” or the “Fund”), assembled at the annual meeting in person and by proxy, request that the Board of Directors (“Board”) authorize and take all steps necessary to pursue a self-tender offer for at least 30% of outstanding common shares of the Fund at net asset value (“NAV”).

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II. Summary of the Fund's Position

The Fund believes the Proposal may be excluded from its Proxy Statement for the 2021 Annual Meeting pursuant to Rule 14a-8(e)(2) under the Exchange Act.

III. Discussion

a. Rule 14a-8(e)(2)

Pursuant to Rule 14a-8(e)(2) under the Exchange Act, a proposal submitted with respect to a company's regularly scheduled annual meeting must be received by the company "not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." Rule 14a-8(e)(1) notes that the deadline for submission of stockholder proposals to the company can normally be found in the company's proxy statement.

The Fund's 2021 Annual Meeting is scheduled to be held within 30 calendar days of the anniversary date of the Fund's 2020 Annual Meeting of Shareholders (the "2020 Annual Meeting"), which was held on March 20, 2020. The Fund's definitive proxy statement for the 2020 Annual Meeting (the "2020 Proxy Statement") was dated February 10, 2020. Pursuant to Rule 14a-5(e), the Fund disclosed the deadline for submitting stockholder proposals for the 2021 Annual Meeting in its 2020 Proxy Statement, which stated that "[a]ll proposals by stockholders of the Fund that are intended to be presented at the 2021 Annual Meeting . . . must be received by the Fund for inclusion in the Fund's proxy statement and proxy relating to that meeting no later than October 13, 2020." This information appeared on page 21 of the Fund's 2020 Proxy Statement.

The Fund received the Proposal, dated December 29, 2020, on December 30, 2020, approximately eleven weeks after the submission deadline. The Staff has consistently taken no-action positions to the effect that if a shareholder proposal is not submitted by the applicable deadline, then it may be excluded. *See, e.g., Lazard Global Total Return and Income Fund, Inc.* (February 15, 2011) (stockholder proposal received three weeks after deadline may be omitted); *CBS Corporation* (April 12, 2007) and *IDACORP, Inc.* (March 11, 2003) (stockholder proposal received three months after deadline may be omitted); *France Growth Fund, Inc.* (April 6, 2001) (stockholder proposal received two months after deadline may be omitted); *Mexico Fund, Inc.* (December 3, 1999) (stockholder proposal received four days after deadline may be omitted); *Bull & Bear U.S. Government Securities Fund, Inc.* (October 8, 1998) (stockholder proposal received eighteen days after deadline may be omitted); *Bristol-Meyers Squibb Company* (February 5, 1998) (stockholder proposal received three days after deadline may be omitted); and *Peco Energy Company* (December 29, 1994) and *Lockheed Corporation* (February 6, 1991) (stockholder proposal received one day after deadline may be omitted). The Staff also has clearly indicated that a company may exclude a proposal if it receives mere notice of a proposal prior to its deadline, but does not receive the actual proposal until after the deadline. *See, e.g., Duke Energy Corporation* (February 19, 2004).

Accordingly, the Fund believes that the Proposal may be omitted in its entirety from the Fund's Proxy Statement pursuant to Rule 14a-8(e).

b. Rule 14a-8(j)(1)

If a company intends to exclude a shareholder proposal, Rule 14a-8(j)(1) under the Exchange Act provides that the company must file its reasons with the Commission no later than 80

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calendar days before it files its definitive proxy statement and form of proxy. The Staff may permit a company to make its submission less than 80 days before the company files its definitive proxy statement and form of proxy with the Commission if the company demonstrates “good cause” for missing the deadline. The Fund intends to file its Proxy Statement for its 2021 Annual Meeting less than 80 calendar days from the date of this submission to the Commission. Nevertheless, the Fund believes that it would be appropriate for the staff to permit it to make its submission within the 80-day period in situations such as this where the Fund has received a stockholder proposal approximately eleven weeks after the deadline specified in Rule 14a-8(e)(2). The Fund hereby requests that the Staff waive the 80-day submission deadline requirement pursuant to Rule 14a-8(j)(1) and consider accelerating its review of this submission.

IV. Conclusion

On the basis of the foregoing, the Fund requests the concurrence of the Staff that the Proposal may be excluded from the Proxy Statement, and that the no enforcement action will be recommended to the Commission if the Proposal is excluded in its entirety.

The Proposal’s stated deficiencies cannot be remedied. Accordingly, the Fund was not required to send a 14-day notice to cure the eligibility deficiencies as described in Rule 14a-8(f)(1) under the Exchange Act.

We would be happy to provide you with any additional information or answer any questions that you may have. Should you disagree with the conclusions set forth herein, we request the opportunity to confer with you prior to the determination of the Staff’s final position. Please do not hesitate to call me at 202-636-5806 or email me at Ryan.Brizek@stblaw.com if I may be of any further assistance in this matter.

In accordance with the webpage of the Division of Investment Management of the SEC,¹ the undersigned, on behalf of the Fund, has submitted a portable document format (pdf) copy of this letter and the exhibit referred to in this letter, via email to IMshareholderproposals@sec.gov. Also, in accordance with Rule 14a-8(j)(1), a copy of this letter and the accompanying exhibit are being forwarded to the Proponent, as formal notice of the Fund’s intention to omit the Proposal from the Proxy Statement.

Very truly yours,



Ryan P. Brizek

Attachment

cc: George P. Hoyt, Esq.
David W. Blass, Esq.
Debbie Sutter, Esq.

¹ <https://www.sec.gov/divisions/investment/imcontact.htm>.

EXHIBIT A

ClearBridge MLP and Midstream Fund Inc.
Attn: Robert I. Frenkel, Secretary
c/o Legg Mason
100 First Stamford Place
6th Floor
Stamford, CT 06902

December 29, 2020

Re: Submission of Shareholder Proposal Pursuant to Rule 14a-8 ("Rule 14a-8") of the Securities Exchange Act of 1934, as amended, for the 2021 Annual Meeting of Shareholders of the ClearBridge MLP and Midstream Fund, Inc.

Dear Mr. Frenkel,

This letter shall serve as notice to the ClearBridge MLP and Midstream Fund, Inc. ("CEM" or the "Fund"), as to the submission by Spencer D. McGowan, Owner of McGowanGroup Asset Management, Inc., of a resolution and supporting statement (the "Proposal"), pursuant to Rule 14a-8, for inclusion in the proxy statement of CEM and presentation to CEM shareholders at the Fund's next annual shareholders' meeting, including any postponement or adjournment or special meeting held in lieu thereof (the "Meeting").

As of the date hereof, Mr. McGowan is the beneficial owner of 230 common shares of CEM and has full power and authority to submit the Proposal. As of the date hereof, Mr. McGowan confirms that he (i) has continuously and beneficially owned at least \$2,000 in market value of CEM securities entitled to be voted on the Proposal for at least one year, and (ii) intends to continue to hold at least \$2,000 in market value of CEM securities through the date of the Meeting. Attached hereto as Exhibit A is a statement from Pershing LLC, and a copy of the brokerage statement confirming such ownership, pursuant to Rule 14a-8(b)(2)(i), verifying that Mr. McGowan has continuously held the CEM securities for at least one year. Mr. McGowan will appear in person or by proxy to present the Proposal at the Meeting. The Proposal is attached as Exhibit B.

Please advise me immediately if you believe this notice is deficient in any way, or if you believe that any additional information is required, so that we may promptly provide it in order to cure any purported deficiency. We will assume the Proposal will be included in CEM's proxy material for the Meeting unless advised otherwise in writing (with a copy to my counsel, Olshan Frome Wolosky LLP, 1325 Avenue of the Americas, New York, New York 10019, Attention: Adam Finerman, Esq., telephone (212) 451-2289, email: afinerman@olshanlaw.com).

Sincerely,

By:
Spencer D. McGowan



McGOWAN GROUPE
ASSET MANAGEMENT

EXHIBIT A

OWNERSHIP VERIFICATION

McGOWAN GROUP
ASSET-MANAGEMENT

Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

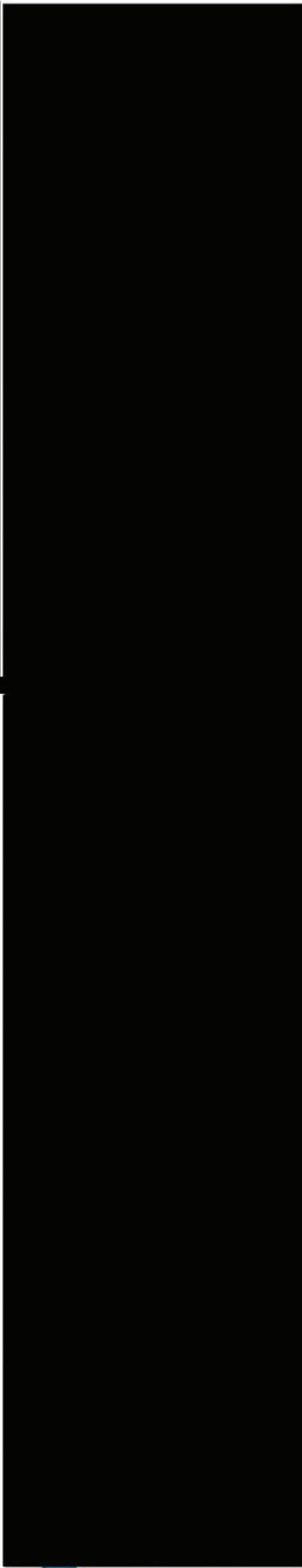
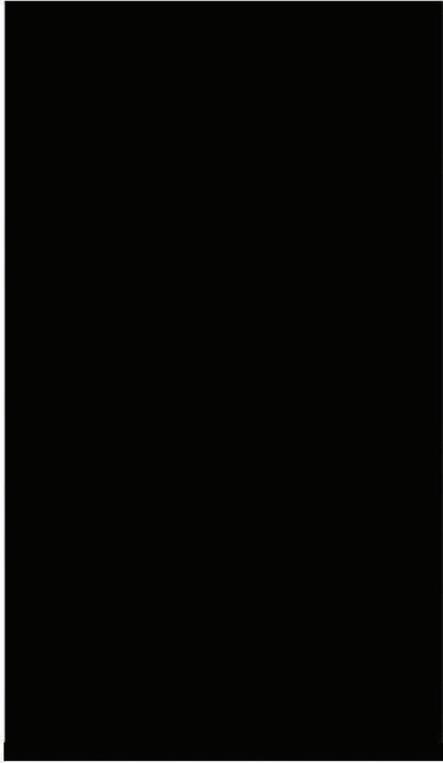


Investment Account Statement

December 1, 2017 - December 31, 2017
Account Number: [REDACTED]

SPENCER MCGOWAN
[REDACTED]

Your Investment Advisor:
MCGOWAN GROUP ASSET MANAGEMENT
(214) 720-4400



Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC



Investment Account Statement

November 1, 2020 - November 30, 2020
Account Number: [REDACTED]

SPENCER MCGOWAN
[REDACTED]

Your Investment Advisor:
MCGOWAN GROUP ASSET MANAGEMENT
(214) 720-4400

Portfolio at a Glance



Asset Summary

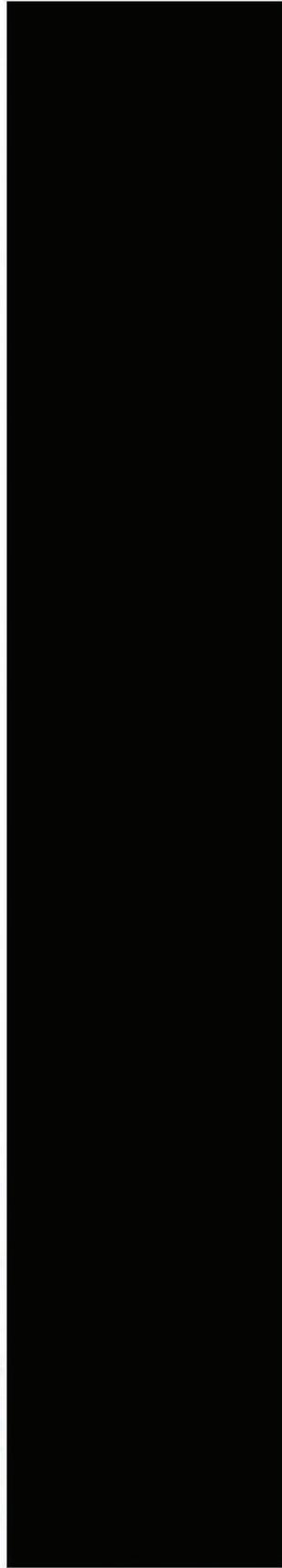


EXHIBIT B

PROPOSAL

BE IT RESOLVED, that the shareholders of ClearBridge MLP and Midstream Fund, Inc. ("CEM" or the "Fund"), assembled at the annual meeting in person and by proxy, request that the Board of Directors ("Board") authorize and take all steps necessary to pursue a self-tender offer for at least 30% of outstanding common shares of the Fund at net asset value ("NAV").

Supporting Statement

You are urged to vote **FOR** this proposal for the following reasons:

In our view, an unresponsive Board and unfocused management have failed to narrow a persistent and unacceptably high discount to NAV, thereby not satisfying their fiduciary duties to shareholders. Falling behind industry norms, the Fund is trading at a reputational discount, causing stock analysts and investors to lose interest in its prospects. This has precipitated a decline that is unlikely to reverse itself without the Fund taking extraordinary measures, or at least showing a good faith effort to do so.

In terms of the Fund's continued inability to reduce its large discount, the numbers speak for themselves. The 5-year average discount to NAV for CEM is -7.85%, and the 5-year cumulative performance is -21.66%. When analyzing the top 20 Closed End Funds in the Master Limited Partner (MLP) space, CEM currently ranks 12th in Year-to-Date performance and 14th in 5-year performance. These numbers also include the ownership eroding 1-for-5 reverse stock split realized in the 3rd Quarter of 2020. The fact that the CEM had been trading at a significant discount, then lowered its distributions in May, 2020, before completing the reverse stock split, highlights a continuing tendency where the Board has been unable or unwilling to reverse the Fund's decline.

As committed investors in CEM, we want the Fund to generate maximum value for its shareholders. In our view, dividend increases, fortuitous market conditions, or operational improvements alone will not allow CEM to eliminate or significantly narrow the persistent discount to NAV and fully realize its true value. More decisive action must be taken by the Board, starting with the recommended 30% tender, and we believe that narrowing the discount relative to NAV must be the primary focus. A successful tender would demonstrate commitment to fiduciary standards, cause returns to improve and generate enhanced distribution coverage due to less outstanding shares.

A tender offer for at least 30% of outstanding common shares at a price equal to NAV is a chance for the Board to take advantage of current market conditions and increase shareholder value by narrowing the Fund's current discount.

We believe a vote **FOR** this shareholder proposal will benefit all shareholders.

END OF PROPOSAL

McGOWAN GROUP
ASSET MANAGEMENT