

COHEN & STEERS QUALITY INCOME REALTY FUND INC
Form N-PX
August 31, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number 811-10481

Cohen & Steers Quality Income Realty Fund, Inc.

(Exact name of registrant as specified in charter)

757 Third Avenue
New York, NY 10017

(Address of principal executive offices) (Zip code)

Lawrence B. Stoller
757 Third Avenue
New York, NY 10017

(Name and address of agent for service)

Registrant's telephone number, including area code: 212-832-3232

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2003 - 06/30/2004

ITEM 1. PROXY VOTING RECORD

The information contained herein discloses the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
- (i) Whether the registrant cast its vote for or against management.

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Cohen & Steers Quality Income Realty Fund

AMLI RESIDENTIAL PROPERTIES TRUST		Meeting Type: Annual		Agenda: 932111913
CUSIP: 001735109		Meeting Date: 4/26/2004		ISIN:
Ticker: AML				
Proposal		Type	Vote	For/A Mana
01	PHILIP N. TAGUE	Mgmt	For	
	ADAM S. METZ	Mgmt	For	
	JOHN E. ALLEN	Mgmt	For	
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	

ARCHSTONE-SMITH TRUST		Meeting Type: Annual		Agenda: 932122574
CUSIP: 039583109		Meeting Date: 5/20/2004		ISIN:
Ticker: ASN				
Proposal		Type	Vote	For/A Mana
01	RUTH ANN M. GILLIS	Mgmt	For	
	NED S. HOLMES	Mgmt	For	
	ERNEST A. GERARDI, JR.	Mgmt	For	
	R. SCOT SELLERS	Mgmt	For	
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS FOR CURRENT FISCAL YEAR.	Mgmt	For	
03	SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS.	Shr	For	A

ARDEN REALTY, INC.		Meeting Type: Annual		Agenda: 932140320
CUSIP: 039793104		Meeting Date: 5/11/2004		ISIN:
Ticker: ARI				
Proposal		Type	Vote	For/A Mana
01	LESLIE E. BIDER	Mgmt	For	
	STEVEN C. GOOD	Mgmt	For	
	ALAN I. ROTHENBERG	Mgmt	For	
02	STOCKHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS FOR SENIOR EXECUTIVES.	Shr	For	A

AVALONBAY COMMUNITIES, INC.		Meeting Type: Annual		Agenda: 932103562
CUSIP: 053484101		Meeting Date: 5/5/2004		ISIN:
Ticker: AVB				
Proposal		Type	Vote	For/A Mana
01	BRYCE BLAIR	Mgmt	For	
	AMY P. WILLIAMS	Mgmt	For	

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	ALLAN D. SCHUSTER	Mgmt	For	
	LANCE R. PRIMIS	Mgmt	For	
	CHARLES D. PEEBLER, JR.	Mgmt	Withheld	A
	GILBERT M. MEYER	Mgmt	For	
	BRUCE A. CHOATE	Mgmt	For	
	JOHN J. HEALY, JR.	Mgmt	For	
02	TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL DESCRIBED IN THE PROXY STATEMENT IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against	

BRANDYWINE REALTY TRUST				Agenda: 932125796
CUSIP: 105368203		Meeting Type: Annual		
Ticker: BDN		Meeting Date: 5/3/2004		ISIN:

Proposal	Type	Vote	For/A Mana	
01	ANTHONY A. NICHOLS, SR. ROBERT C. LARSON DONALD E. AXINN CHARLES P. PIZZI D. PIKE ALOIAN GERARD H. SWEENEY WALTER D'ALESSIO	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For	
02	SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS	Shr	For	A

CAMDEN PROPERTY TRUST				Agenda: 932112042
CUSIP: 133131102		Meeting Type: Annual		
Ticker: CPT		Meeting Date: 5/5/2004		ISIN:

Proposal	Type	Vote	For/A Mana	
01	RICHARD J. CAMPO STEVEN A. WEBSTER LEWIS A. LEVEY	Mgmt Mgmt Mgmt	For For For	
01	GEORGE A. HRDLICKA F. GARDNER PARKER D. KEITH ODEN SCOTT S. INGRAHAM WILLIAM R. COOPER	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For	

CARRAMERICA REALTY CORPORATION				Agenda: 932124035
CUSIP: 144418100		Meeting Type: Annual		
Ticker: CRE		Meeting Date: 4/29/2004		ISIN:

Proposal	Type	Vote	For/A Mana	
01	TIMOTHY HOWARD PHILIP L. HAWKINS THOMAS A. CARR JOAN CARTER ROBERT E. TORRAY WESLEY S. WILLIAMS, JR. ANDREW F. BRIMMER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For	
02	TO LIMIT THE LENGTH OF SERVICE OF THE	Shr	Against	

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MEMBERS OF THE BOARD OF DIRECTORS TO
SIX YEARS

CEDAR SHOPPING CENTERS, INC.
CUSIP: 150602209
Ticker: CDR

Meeting Type: Annual
Meeting Date: 6/29/2004

Agenda: 932166588
ISIN:

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
02	Mgmt	Against	
03	Mgmt	For	

COLONIAL PROPERTIES TRUST
CUSIP: 195872106
Ticker: CLP

Meeting Type: Annual
Meeting Date: 4/21/2004

Agenda: 932107279
ISIN:

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
	Mgmt	For	
02	Mgmt	For	
03	Mgmt	For	

CRESCENT REAL ESTATE EQUITIES COMPAN
CUSIP: 225756105
Ticker: CEI

Meeting Type: Annual
Meeting Date: 6/28/2004

Agenda: 932193597
ISIN:

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
	Mgmt	For	
02	Mgmt	For	

EQUITY OFFICE PROPERTIES TRUST
CUSIP: 294741103

Meeting Type: Annual

Agenda: 932130886

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Ticker: EOP

Meeting Date: 5/19/2004

ISIN:

Proposal	Type	Vote	For/A Mana
01	DAVID K. MCKOWN	Mgmt	For
	SAMUEL ZELL	Mgmt	For
	J. H.W.R. VAN DER VLIST	Mgmt	For
	THOMAS E. DOBROWSKI	Mgmt	For
	SHELI Z. ROSENBERG	Mgmt	For
	RICHARD D. KINCAID	Mgmt	For
	JAMES D. HARPER, JR.	Mgmt	For
	WILLIAM M. GOODYEAR	Mgmt	For
01	EDWIN N. SIDMAN	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For

FIRST INDUSTRIAL REALTY TRUST, INC.

CUSIP: 32054K103

Ticker: FR

Meeting Type: Annual

Meeting Date: 5/12/2004

Agenda: 932139428

ISIN:

Proposal	Type	Vote	For/A Mana
01	J. STEVEN WILSON	Mgmt	For
	JAY H. SHIDLER	Mgmt	For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT AUDITORS.	Mgmt	For

GABLES RESIDENTIAL TRUST

CUSIP: 362418105

Ticker: GBP

Meeting Type: Annual

Meeting Date: 5/21/2004

Agenda: 932125859

ISIN:

Proposal	Type	Vote	For/A Mana
01	CHRIS C. STROUP	Mgmt	For
	JAMES D. MOTTA	Mgmt	For
	MARCUS E. BROMLEY	Mgmt	For
02	TO APPROVE THE GABLES RESIDENTIAL TRUST 2004 EQUITY INCENTIVE PLAN AUTHORIZING THE ISSUANCE OF UP TO 1,250,000 COMMON SHARES OF BENEFICIAL INTEREST.	Mgmt	For

GLIMCHER REALTY TRUST

CUSIP: 379302102

Ticker: GRT

Meeting Type: Annual

Meeting Date: 5/7/2004

Agenda: 932117941

ISIN:

Proposal	Type	Vote	For/A Mana
01	NILES C. OVERLY	Mgmt	For
	PHILIP G. BARACH	Mgmt	For
	WILLIAM S. WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT PUBLIC	Mgmt	For

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ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.				
03	APPROVAL OF THE 2004 INCENTIVE COMPENSATION PLAN.	Mgmt	For	

HRPT PROPERTIES TRUST CUSIP: 40426W101 Ticker: HRP		Meeting Type: Annual Meeting Date: 5/11/2004		Agenda: 932130975
Proposal		Type	Vote	For/A Mana

01	PATRICK F. DONELAN	Mgmt	For	

HEALTH CARE PROPERTY INVESTORS, INC. CUSIP: 421915109 Ticker: HCP		Meeting Type: Annual Meeting Date: 5/7/2004		Agenda: 932127815
Proposal		Type	Vote	For/A Mana

01	KENNETH B. ROATH	Mgmt	For	
	HAROLD M. MESSMER, JR.	Mgmt	For	
	MICHAEL D. MCKEE	Mgmt	For	
	DAVID B. HENRY	Mgmt	For	
	JAMES F. FLAHERTY III	Mgmt	For	
	JOSEPH P. SULLIVAN	Mgmt	For	
	MARY A. CIRILLO	Mgmt	For	
	RICHARD M. ROSENBERG	Mgmt	For	
	ROBERT R. FANNING, JR.	Mgmt	For	
	PETER L. RHEIN	Mgmt	For	
02	APPROVAL OF THE AMENDMENT TO THE CHARTER TO INCREASE THE COMPANY S AUTHORIZED COMMON STOCK TO 750,000,000.	Mgmt	Against	A
03	APPROVAL OF THE AMENDMENT TO THE CHARTER TO DECLASSIFY THE BOARD.	Mgmt	For	
04	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	

HEALTH CARE REIT, INC. CUSIP: 42217K106 Ticker: HCN		Meeting Type: Annual Meeting Date: 5/6/2004		Agenda: 932120607
Proposal		Type	Vote	For/A Mana

01	JEFFREY H. DONAHUE	Mgmt	For	
	BRUCE G. THOMPSON	Mgmt	For	
	THOMAS J. DEROSA	Mgmt	For	
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt	For	

HERITAGE PROPERTY INVESTMENT TRUST, CUSIP: 42725M107		Meeting Type: Annual		Agenda: 932141601

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Ticker: HTG

Meeting Date: 5/7/2004

ISIN:

Proposal	Type	Vote	For/A Mana
01 KEVIN C. PHELAN	Mgmt	Withheld	A
JOSEPH L. BARRY	Mgmt	For	
DAVID W. LAUGHTON	Mgmt	For	
RICHARD C. GARRISON	Mgmt	For	
02 TO VOTE AND ACT WITH DISCRETIONARY AUTHORITY UPON, OR IN REGARD TO, ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNED OR POSTPONED SESSION THEREOF.	Mgmt	Against	A

HIGHWOODS PROPERTIES, INC.
CUSIP: 431284108
Ticker: HIW

Meeting Type: Annual
Meeting Date: 5/18/2004

Agenda: 932103954

ISIN:

Proposal	Type	Vote	For/A Mana
01 EDWARD J. FRITSCH	Mgmt	For	
LAWRENCE S. KAPLAN	Mgmt	For	
L. GLENN ORR, JR.	Mgmt	For	
WILLIAM E. GRAHAM, JR.	Mgmt	For	
02 RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03 OTHER BUSINESS: IN HIS DISCRETION, THE PROXY IS AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.	Mgmt	Against	A

HOME PROPERTIES, INC.
CUSIP: 437306103
Ticker: HME

Meeting Type: Annual
Meeting Date: 5/4/2004

Agenda: 932116583

ISIN:

Proposal	Type	Vote	For/A Mana
01 AMY L. TAIT	Mgmt	For	
ALAN L. GOSULE	Mgmt	For	
PAUL L. SMITH	Mgmt	For	
CLIFFORD W. SMITH, JR.	Mgmt	For	
01 ROGER W. KOBER	Mgmt	For	
LEONARD F. HELBIG, III	Mgmt	For	
NORMAN P. LEENHOUTS	Mgmt	For	
NELSON B. LEENHOUTS	Mgmt	For	
EDWARD J. PETTINELLA	Mgmt	For	
WILLIAM BALDERSTON, III	Mgmt	For	
02 TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2004.	Mgmt	For	

HOSPITALITY PROPERTIES TRUST

Agenda: 932136371

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CUSIP: 44106M102
 Ticker: HPT

Meeting Type: Annual
 Meeting Date: 5/11/2004

ISIN:

Proposal	Type	Vote	For/A Mana
01 ARTHUR G. KOUMANTZELIS	Mgmt	Withheld	A

ISTAR FINANCIAL INC.
 CUSIP: 45031U101
 Ticker: SFI

Meeting Type: Annual
 Meeting Date: 5/25/2004

Agenda: 932143821

ISIN:

Proposal	Type	Vote	For/A Mana
01 WILLIS ANDERSEN, JR. JEFFREY A. WEBER ROBERT W. HOLMAN, JR. ROBIN JOSEPHS JAY SUGARMAN JOHN G. MCDONALD GEORGE R. PUSKAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For	
02 AUTHORIZATION OF ISSUANCE OF COMMON STOCK EQUIVALENTS TO DIRECTORS UNDER A NON-EMPLOYEE DIRECTORS DEFERRAL PROGRAM.	Mgmt	For	
03 APPROVAL OF EXTENDING THE ISTAR FINANCIAL INC. HIGH PERFORMANCE UNIT PROGRAM TO ADD 2007 HPU PLAN AND 2008 HPU PLAN.	Mgmt	For	
04 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	

KEYSTONE PROPERTY TRUST
 CUSIP: 493596100
 Ticker: KTR

Meeting Type: Annual
 Meeting Date: 6/3/2004

Agenda: 932169445

ISIN:

Proposal	Type	Vote	For/A Mana
01 DONALD E. CALLAGHAN JONATHAN D. EILIAN JOHN S. MOODY	Mgmt Mgmt Mgmt	For For For	
02 APPROVAL OF AMENDMENT TO THE COMPANY S DECLARATION OF TRUST TO DECLASSIFY THE BOARD OF TRUSTEES OVER A THREE- YEAR PERIOD.	Mgmt	For	

KILROY REALTY CORPORATION
 CUSIP: 49427F108
 Ticker: KRC

Meeting Type: Annual
 Meeting Date: 5/18/2004

Agenda: 932125392

ISIN:

Proposal	Type	Vote	For/A Mana
01 WILLIAM P. DICKEY E. F. BRENNAN, PH.D. JOHN R. D'EATHE	Mgmt Mgmt Mgmt	Withheld For Withheld	A A

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KRAMONT REALTY TRUST		Meeting Type: Annual		Agenda: 932161057
CUSIP: 50075Q107		Meeting Date: 6/10/2004		ISIN:
Ticker: KRT				For/A
Proposal		Type	Vote	Mana
01	BERNARD J. KORMAN	Mgmt	For	
	LAURENCE GERBER	Mgmt	For	
02	THE RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03	TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF, IN THEIR DISCRETION.	Mgmt	For	

LIBERTY PROPERTY TRUST		Meeting Type: Annual		Agenda: 932118690
CUSIP: 531172104		Meeting Date: 5/5/2004		ISIN:
Ticker: LRY				For/A
Proposal		Type	Vote	Mana
01	M. LEANNE LACHMAN	Mgmt	For	
	J. ANTHONY HAYDEN	Mgmt	For	
02	APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST OF THE TRUST TO AMEND AND RESTATE IN ITS ENTIRETY ARTICLE VII OF THE DECLARATION OF TRUST.	Mgmt	For	
03	APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST TO AMEND SECTIONS 6.2, 6.3 AND 10.1 (D) OF THE DECLARATION OF TRUST.	Mgmt	Against	A
04	APPROVAL OF THE PROPOSAL TO AMEND THE TRUST S AMENDED AND RESTATED SHARE INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR AWARDS THEREUNDER BY 1,500,000 SHARES TO 11,426,256 SHARES.	Mgmt	For	

THE MACERICH COMPANY		Meeting Type: Annual		Agenda: 932141396
CUSIP: 554382101		Meeting Date: 5/28/2004		ISIN:
Ticker: MAC				For/A
Proposal		Type	Vote	Mana
01	DR. WILLIAM P. SEXTON	Mgmt	For	
	FRED S. HUBBELL	Mgmt	For	
	EDWARD C. COPPOLA	Mgmt	For	
	DIANA M. LAING	Mgmt	For	
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR	Mgmt	For	

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THE YEAR ENDING DECEMBER 31, 2004.

MACK-CALI REALTY CORPORATION		Meeting Type: Annual		Agenda: 932143934	
CUSIP: 554489104		Meeting Date: 5/20/2004		ISIN:	
Ticker: CLI					
Proposal		Type	Vote	For/A Mana	
01	ROY J. ZUCKERBERG	Mgmt	For		
	VINCENT TESE	Mgmt	For		
	ALAN S. BERNIKOW	Mgmt	For		
01	MARTIN D. GRUSS	Mgmt	For		
02	RATIFICATION OF THE APPOINTMENT OF PRICewaterhouseCOOPERS LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For		
03	APPROVAL AND ADOPTION OF THE MACK-CALI REALTY CORPORATION 2004 INCENTIVE STOCK PLAN.	Mgmt	For		
04	APPROVAL AND ADOPTION OF A SHAREHOLDER PROPOSAL, IF PRESENTED AT THE ANNUAL MEETING, REQUESTING THAT THE COMPANY IMPLEMENT A COMPREHENSIVE POLICY GOVERNING RELATED PARTY TRANSACTIONS.	Shr	Against		

MAGUIRE PROPERTIES INC.		Meeting Type: Annual		Agenda: 932166552	
CUSIP: 559775101		Meeting Date: 6/3/2004		ISIN:	
Ticker: MPG					
Proposal		Type	Vote	For/A Mana	
01	WALTER L. WEISMAN	Mgmt	For		
	ROBERT F. MAGUIRE III	Mgmt	For		
	RICHARD I. GILCHRIST	Mgmt	For		
	LAWRENCE S. KAPLAN	Mgmt	For		
	ANDREA L. VAN DE KAMP	Mgmt	For		
	CAROLINE S. MCBRIDE	Mgmt	For		
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDED DECEMBER 31, 2004.	Mgmt	For		

MID-AMERICA APARTMENT COMMUNITIES, I		Meeting Type: Annual		Agenda: 932146891	
CUSIP: 59522J103		Meeting Date: 5/24/2004		ISIN:	
Ticker: MAA					
Proposal		Type	Vote	For/A Mana	
01	JOHN F. FLOURNOY	Mgmt	For		
	MICHAEL S. STARNES	Mgmt	For		
	ROBERT F. FOGELMAN	Mgmt	For		
02	RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2004.	Mgmt	For		
03	APPROVAL OF THE AMENDED AND RESTATED	Mgmt	Against	A	

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04 CHARTER.
APPROVAL OF THE 2004 STOCK PLAN. Mgmt For

THE MILLS CORPORATION Agenda: 932165699
CUSIP: 601148109 Meeting Type: Annual
Ticker: MLS Meeting Date: 6/10/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 ROBERT P. PINCUS	Mgmt	For	
JAMES C. BRAITHWAITE	Mgmt	For	
HON JOSEPH B GILDENHORN	Mgmt	For	
HARRY H. NICK	Mgmt	For	
02 PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS FOR 2004.	Mgmt	For	
03 PROPOSAL TO APPROVE THE AMENDMENT TO THE MILLS CORPORATION S CERTIFICATE OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 170,000,000 TO 190,000,000 AND THE NUMBER OF AUTHORIZED SHARES OF PREFERRED STOCK FROM 20,000	Mgmt	For	
04 PROPOSAL TO APPROVE THE MILLS CORPORATION S 2004 STOCK INCENTIVE PLAN.	Mgmt	For	
05 PROPOSAL TO APPROVE THE EXECUTIVE HIGH PERFORMANCE PROGRAM.	Mgmt	For	

NATIONWIDE HEALTH PROPERTIES, INC. Agenda: 932110822
CUSIP: 638620104 Meeting Type: Annual
Ticker: NHP Meeting Date: 4/16/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 DAVID R. BANKS	Mgmt	For	
JACK D. SAMUELSON	Mgmt	For	
DOUGLAS M. PASQUALE	Mgmt	For	

NEW PLAN EXCEL REALTY TRUST, INC. Agenda: 932099129
CUSIP: 648053106 Meeting Type: Annual
Ticker: NXL Meeting Date: 5/12/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 WILLIAM NEWMAN	Mgmt	For	
NINA MATIS	Mgmt	For	
GEORGE PUSKAR	Mgmt	For	
NORMAN GOLD	Mgmt	For	

NEWCASTLE INVESTMENT CORP. Agenda: 932170335
CUSIP: 65105M108 Meeting Type: Annual
Ticker: NCT Meeting Date: 5/27/2004 ISIN:

For/A

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Proposal	Type	Vote	Mana
01 DAVID J. GRAIN	Mgmt	For	
02 PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt	For	

NEWCASTLE INVESTMENT CORP.
 CUSIP: 65105M207 Meeting Type: Annual
 Ticker: NCTPRB Meeting Date: 5/27/2004
 Agenda: 932170335
 ISIN:

Proposal	Type	Vote	For/A Mana
01 DAVID J. GRAIN	Mgmt		
02 PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt		

PRENTISS PROPERTIES TRUST
 CUSIP: 740706106 Meeting Type: Annual
 Ticker: PP Meeting Date: 5/5/2004
 Agenda: 932125354
 ISIN:

Proposal	Type	Vote	For/A Mana
01 RONALD G. STEINHART	Mgmt	For	
DR. L. M. RIGGS, JR.	Mgmt	For	
02 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR 2004.	Mgmt	For	
03 APPROVAL OF AN AMENDMENT TO THE COMPANY S AMENDED AND RESTATED TRUSTEES SHARE INCENTIVE PLAN, AS AMENDED (THE TRUSTEES PLAN) TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES OF BENEFICIAL INTEREST, PAR VALUE \$0.01 PER SHARE (THE COMMON	Mgmt	For	
04 APPROVAL OF AN AMENDMENT TO THE COMPANY S 1996 SHARE INCENTIVE PLAN, AS AMENDED (THE 1996 PLAN), TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES THAT MAY BE ISSUED UNDER THE 1996 PLAN BY 1,500,000 COMMON SHARES.	Mgmt	For	

RECKSON ASSOCIATES REALTY CORP.
 CUSIP: 75621K106 Meeting Type: Annual
 Ticker: RA Meeting Date: 6/2/2004
 Agenda: 932145988
 ISIN:

Proposal	Type	Vote	For/A Mana
01 TO AMEND THE ARTICLES OF INCORPORATION OF THE COMPANY TO ELIMINATE THE	Mgmt	For	

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	CLASSIFICATION OF THE BOARD OF DIRECTORS.		
02	TO AMEND THE ARTICLES OF INCORPORATION TO AMEND THE PROVISION REGARDING THE COMPANY S COMMON STOCK OWNERSHIP LIMIT.	Mgmt	For
03	SCOTT H. RECHLER	Mgmt	For
	DONALD J. RECHLER	Mgmt	For
	STANLEY STEINBERG*	Mgmt	For
	DOUGLAS CROCKER II***	Mgmt	For
	ELIZABETH MCCAUL**	Mgmt	For
	LEWIS S. RANIERI	Mgmt	For
	JOHN RUFFLE*	Mgmt	For
	PETER QUICK*	Mgmt	For
	RONALD H. MENAKER	Mgmt	For
04	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

SIMON PROPERTY GROUP, INC.		Agenda: 932130204
CUSIP: 828806604	Meeting Type: Annual	
Ticker: SPGPRF	Meeting Date: 5/5/2004	ISIN:

Proposal	Type	Vote	For/A Mana
01	PIETER S. VAN DEN BERG	Mgmt	
	BIRCH BAYH	Mgmt	
	LINDA WALKER BYNOE	Mgmt	
	KAREN N. HORN	Mgmt	
	MELVYN E. BERGSTEIN	Mgmt	
	J. ALBERT SMITH, JR.	Mgmt	
01	G. WILLIAM MILLER	Mgmt	

SOVRAN SELF STORAGE, INC.		Agenda: 932138325
CUSIP: 84610H108	Meeting Type: Annual	
Ticker: SSS	Meeting Date: 5/13/2004	ISIN:

Proposal	Type	Vote	For/A Mana
01	ROBERT J. ATTEA	Mgmt	For
	KENNETH F. MYSZKA	Mgmt	For
	JOHN E. BURNS	Mgmt	For
	CHARLES E. LANNON	Mgmt	For
	ANTHONY P. GAMMIE	Mgmt	For
	MICHAEL A. ELIA	Mgmt	For
02	APPROVAL OF AMENDMENTS TO THE 1995 OUTSIDE DIRECTORS STOCK OPTION PLAN.	Mgmt	For
03	APPROVAL OF AMENDMENT TO THE DEFERRED COMPENSATION PLAN FOR DIRECTORS.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2004.	Mgmt	For

TOWN & COUNTRY TRUST		Agenda: 932129097
CUSIP: 892081100	Meeting Type: Annual	

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Ticker: TCT

Meeting Date: 5/5/2004

ISIN:

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
NANCY LERNER BECK	Mgmt	For	
JAMES H. BERICK	Mgmt	For	
H. GRANT HATHAWAY	Mgmt	For	
HARVEY SCHULWEIS	Mgmt	For	
MILTON A. WOLF	Mgmt	For	

URSTADT BIDDLE PROPERTIES INC.

CUSIP: 917286205

Ticker: UBA

Meeting Type: Annual

Meeting Date: 3/10/2004

Agenda: 932092834

ISIN:

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
CHARLES D. URSTADT*	Mgmt	For	
ROBERT J. MUELLER**	Mgmt	For	
WILLING L. BIDDLE**	Mgmt	For	
E. VIRGIL CONWAY**	Mgmt	For	

02 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR ONE YEAR.

Mgmt For

03 TO AMEND THE COMPANY S DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN.

Mgmt For

04 TO AMEND THE COMPANY S RESTRICTED STOCK AWARD PLAN.

Mgmt For

VENTAS, INC.

CUSIP: 92276F100

Ticker: VTR

Meeting Type: Annual

Meeting Date: 5/21/2004

Agenda: 932118208

ISIN:

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
JAY M. GELLERT	Mgmt	For	
THOMAS C. THEOBALD	Mgmt	For	
DEBRA A. CAFARO	Mgmt	For	
SHELI Z. ROSENBERG	Mgmt	For	
RONALD G. GEARY	Mgmt	For	
DOUGLAS CROCKER II	Mgmt	For	
02 TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL YEAR 2004.	Mgmt	For	
03 TO ADOPT THE COMPANY S 2004 STOCK PLAN FOR DIRECTORS WHICH AMENDS AND RESTATES THE COMPANY S 2000 STOCK OPTION PLAN FOR DIRECTORS.	Mgmt	For	

VORNADO REALTY TRUST

CUSIP: 929042109

Ticker: VNO

Meeting Type: Annual

Meeting Date: 5/27/2004

Agenda: 932169154

ISIN:

Proposal	Type	Vote	For/A Mana
01	Mgmt	For	
DR. RICHARD R. WEST	Mgmt	For	
ROBERT P. KOGOD	Mgmt	For	

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02	DAVID MANDELBAUM RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt Mgmt	For For
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SIGNATURES

Pursuant to the requirements of 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) Cohen & Steers Quality Income Realty Fund, Inc.

By (Signature) /S/ Adam M. Derechin

Name Adam M. Derechin

Title Vice President

Date 08-31-2004