

**Report of Organizational Actions
 Affecting Basis of Securities**

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name <u>EAGLE GROWTH & INCOME OPPORTUNITIES FUND</u>		2 Issuer's employer identification number (EIN) <u>46-6748492</u>	
3 Name of contact for additional information <u>FOUR WOOD CAPITAL ADVISORS LLC</u>	4 Telephone No. of contact <u>(212) 257-4265</u>	5 Email address of contact <u>JWILSON@FOURWOOD CAPITAL.COM</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>100 WALL STREET, FLOOR 11</u>		7 City, town, or post office, state, and Zip code of contact <u>NEW YORK, NY 10005</u>	
8 Date of action <u>12/30/2016</u>	9 Classification and description <u>COMMON STOCK - REGULATED INVESTMENT COMPANY</u>		
10 CUSIP number <u>26958J105</u>	11 Serial number(s) <u>N/A</u>	12 Ticker symbol <u>EGIF</u>	13 Account number(s) <u>N/A</u>

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ The Fund paid a monthly distribution to shareholders during 2016.
A portion of each distribution constitutes a non-taxable return of capital as determined at the fiscal year end. - See attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The portion of the distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of the Issuer. For non-taxable return of capital see attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Issuer's current and accumulated earnings were compared to distributions paid during the year ended December 31, 2016. The non-taxable return of capital represents the amount of distributions paid during the taxable year ended December 31, 2016 in excess of Issuer's current and accumulated earnings and profits under IRC Section 316.

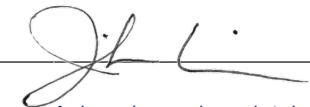
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
Internal Revenue Code Sections 301,316,852

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
This organization action is reportable with respect to calendar year 2016.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature ▶  Date ▶ 3/1/2017
 Print your name ▶ Assigned copy is maintained by the issuer. Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

<u>CUSIP</u>	<u>Ticker Symbol</u>	<u>Payable Date</u>	<u>Distribution Per Share</u>	<u>Income Dividends</u>	<u>Per Share</u>			<u>Nondividend Distribution</u>
					<u>Short-term Capital Gains</u>	<u>Total Ordinary Dividends</u>	<u>Long-Term Capital Gains</u>	
26958J105	EGIF	1/29/2016	0.109000000	0.069718196	0.027919685	0.097637881	0.000000000	0.011362119
26958J105	EGIF	2/29/2016	0.109000000	0.069718196	0.027919685	0.097637881	0.000000000	0.011362119
26958J105	EGIF	3/31/2016	0.109000000	0.069718196	0.027919685	0.097637881	0.000000000	0.011362119
26958J105	EGIF	4/29/2016	0.100000000	0.063961648	0.025614390	0.089576037	0.000000000	0.010423963
26958J105	EGIF	5/31/2016	0.100000000	0.063961648	0.025614390	0.089576037	0.000000000	0.010423963
26958J105	EGIF	6/30/2016	0.100000000	0.063961648	0.025614390	0.089576037	0.000000000	0.010423963
26958J105	EGIF	7/29/2016	0.083000000	0.053088167	0.021259944	0.074348111	0.000000000	0.008651889
26958J105	EGIF	8/31/2016	0.083000000	0.053088167	0.021259944	0.074348111	0.000000000	0.008651889
26958J105	EGIF	9/30/2016	0.083000000	0.053088167	0.021259944	0.074348111	0.000000000	0.008651889
26958J105	EGIF	10/31/2016	0.083000000	0.053088167	0.021259944	0.074348111	0.000000000	0.008651889
26958J105	EGIF	11/30/2016	0.083000000	0.053088167	0.021259944	0.074348111	0.000000000	0.008651889
26958J105	EGIF	12/30/2016	0.083000000	0.023493653	0.021259944	0.044753596	0.029594515	0.008651889
Total			1.125000000	0.689974020	0.288161885	0.978135905	0.029594515	0.117269580