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CorEnergy Infrastructure Trust, Inc.
Form 10-Q
May 11, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended March 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____
Commission file number: 001-33292

COREENERGY INFRASTRUCTURE TRUST, INC.
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	20-3431375 (IRS Employer Identification No.)
1100 Walnut, Ste. 3350 Kansas City, MO (Address of Principal Executive Offices)	64106 (Zip Code)

(816) 875-3705
(Registrant's telephone number, including area code)

n/a
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act)
Yes No

As of April 30, 2015, the registrant had 46,623,992 common shares outstanding.

CorEnergy Infrastructure Trust, Inc.
 FORM 10-Q
 FOR THE QUARTER ENDED MARCH 31, 2015
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This report should be read in its entirety. No one section of the report deals with all aspects of the subject matter. It should be read in conjunction with the consolidated financial statements, related notes and with the Management's Discussion & Analysis ("MD&A") included within, as well as provided in the Annual Report on Form 10-K, for the year ended December 31, 2014.

The consolidated unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of Management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2015, are not necessarily indicative of the results that may be expected for the year ended December 31, 2015. For further information, refer to the consolidated financial statements and footnotes thereto included in the CorEnergy Infrastructure Trust, Inc. Annual Report on Form 10-K, for the year ended December 31, 2014.

GLOSSARY OF DEFINED TERMS

Certain of the defined terms used in this report are set forth below:

Administrative Agreement: The Administrative Agreement dated December 1, 2011, as amended effective August 7, 2012, between the Company and Corridor.

Arc Logistics: Arc Logistics Partners LP (NYSE: ARCX)

Arc Terminals: Arc Terminals Holdings LLC, an indirect wholly-owned operating subsidiary of Arc Logistics

ASC: Accounting Standards Codification

BBWS: CorEnergy BBWS, Inc., a wholly-owned subsidiary of CorEnergy

Leeds Path West: Corridor Leads Path West, Inc., a wholly-owned subsidiary of CorEnergy

Code: the Internal Revenue Code of 1986, as amended

CorEnergy: CorEnergy Infrastructure Trust, Inc. (NYSE: CORR)

Corridor Private: Corridor Private Holdings, Inc., an indirect wholly-owned subsidiary of CorEnergy

Corridor: Corridor InfraTrust Management, LLC, the Company's external manager pursuant to the Management Agreement

Corridor MoGas: Corridor MoGas, Inc., a wholly-owned subsidiary of CorEnergy and the holding company of MoGas and UPS

CPI: Consumer Price Index

EIP: the Eastern Interconnect Project

Exchange Act: the Securities Exchange Act of 1934, as amended

FASB: Financial Accounting Standards Board

FERC: Federal Energy Regulatory Commission

Four Wood Corridor: Four Wood Corridor, LLC, a wholly-owned subsidiary of CorEnergy

Four Wood Energy: Four Wood Energy Partners LLC, a wholly-owned subsidiary of Four Wood Capital Partners LLC

GAAP: U.S. generally accepted accounting principles

KeyBank: KeyBank National Association

KeyBank Term Facility: A \$70 million secured term credit facility Pinedale LP entered into with KeyBank in December 2012 to finance a portion of our acquisition of the Pinedale LGS, which matures in December 2015 with an

option to extend through December 2016.

LDCs: local distribution companies

Lightfoot: collectively, Lightfoot Capital Partners, LP and Lightfoot Capital Partners GP LLC

Liquids Gathering System: owned by Pinedale LP, an approximately 150 miles of pipelines with 107 receipt points and four above-ground central gathering facilities

Management Agreement: the Management Agreement effective July 1, 2013, as amended effective January 1, 2014, between the Company and Corridor

MoGas: MoGas Pipeline LLC, an indirect wholly-owned subsidiary of CorEnergy

MoGas Pipeline System: an approximately 263 mile interstate natural gas pipeline system in and around St. Louis and extending into central Missouri, owned and operated by MoGas

Mowood: Mowood, LLC, an indirect wholly-owned subsidiary of CorEnergy and the holding company of Omega Pipeline Company, LLC

NAREIT: National Association of Real Estate Investment Trusts

NGA: Natural Gas Act of 1938

NGPA: Natural Gas Policy Act of 1978

Omega: Omega Pipeline Company, LLC, a wholly-owned subsidiary of Mowood, LLC

Omega Pipeline: Omega's natural gas distribution system in south central Missouri

Pinedale LGS: the Pinedale Liquids Gathering system, a system of pipelines and central gathering facilities located in the Pinedale Anticline in Wyoming, owned by Pinedale LP and triple-net leased to a wholly-owned subsidiary of Ultra Petroleum

Pinedale Lease Agreement: the December 2012 agreement pursuant to which the Pinedale LGS assets are triple-net leased to a wholly owned subsidiary of Ultra Petroleum

Pinedale LP: Pinedale Corridor, LP

Pinedale GP: the general partner of Pinedale LP

Portland Lease Agreement: the January 2014 agreement pursuant to which the Portland Terminal Facility is triple-net leased to Arc Terminals, a wholly owned subsidiary of Arc Logistics Partners LP

Portland Terminal Facility: a petroleum products terminal located in Portland, Oregon

PNM: Public Service Company of New Mexico, a subsidiary of PNM Resources Inc. (NYSE: PNM)

PNM Lease Agreement: a triple net lease agreement for the Eastern Interconnect Project

Prudential: The Prudential Insurance Company of America

QDI: qualified dividend income

Regions Revolver: the Company's \$90 million revolving line of credit facility with Regions Bank

REIT: real estate investment trust

SEC: Securities and Exchange Commission

SWD: SWD Enterprises, LLC, a wholly-owned subsidiary of Four Wood Energy Partners, LLC

TCA: Tortoise Capital Advisors, L.L.C.

TRS: taxable REIT subsidiary

Ultra Petroleum: Ultra Petroleum Corp. (NYSE: UPL)

Ultra Wyoming: Ultra Wyoming LGS LLC, an indirect wholly-owned subsidiary of Ultra Petroleum

UPS: United Property Systems, LLC, an indirect wholly-owned subsidiary of CorEnergy

VIE: Variable Interest Entity

VantaCore: VantaCore Partners LP

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CorEnergy Infrastructure Trust, Inc.

CONSOLIDATED BALANCE SHEETS

	March 31, 2015	December 31, 2014
Assets	(Unaudited)	
Leased property, net of accumulated depreciation of \$22,048,643 and \$19,417,025	\$259,676,456	\$260,280,029
Leased property held for sale, net of accumulated depreciation of \$6,448,603 and \$5,878,933	7,678,246	8,247,916
Property and equipment, net of accumulated depreciation of \$3,455,219 and \$2,623,020	122,004,387	122,820,122
Financing notes and related accrued interest receivable, net	20,881,295	20,687,962
Other equity securities, at fair value	10,363,438	9,572,181
Cash and cash equivalents	26,634,586	7,578,164
Accounts and other receivables	8,145,544	7,793,515
Intangibles and deferred costs, net of accumulated amortization of \$2,665,120 and \$2,271,080	4,053,148	4,384,975
Prepaid expenses and other assets	722,865	732,110
Goodwill	1,718,868	1,718,868
Total Assets	\$461,878,833	\$443,815,842
Liabilities and Equity		
Current maturities of long-term debt	\$3,528,000	\$3,528,000
Long-term debt	62,650,000	63,532,000
Accounts payable and other accrued liabilities	3,015,434	3,935,307
Management fees payable	1,226,155	1,164,399
Income Tax Liability	480,637	—
Deferred tax liability	1,147,196	1,262,587
Line of credit	565,583	32,141,277
Unearned revenue	—	711,230
Total Liabilities	\$72,613,005	\$106,274,800
Equity		
Series A Cumulative Redeemable Preferred Stock 7.375%, \$56,250,000 liquidation preference (\$2,500 per share, \$0.001 par value), 10,000,000 authorized; 22,500 and 0 issued and outstanding as of March 31, 2015, and December 31, 2014	\$56,250,000	\$—
Capital stock, non-convertible, \$0.001 par value; 46,619,681 and 46,605,055 shares issued and outstanding at March 31, 2015, and December 31, 2014 (100,000,000 shares authorized)	46,619	46,605
Additional paid-in capital	306,036,447	309,950,440
Accumulated retained earnings	—	—
Accumulated other comprehensive income	177,195	453,302
Total CorEnergy Equity	362,510,261	310,450,347
Non-controlling Interest	26,755,567	27,090,695
Total Equity	389,265,828	337,541,042
Total Liabilities and Equity	\$461,878,833	\$443,815,842

See accompanying Notes to Consolidated Financial Statements.

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CorEnergy Infrastructure Trust, Inc.

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (UNAUDITED)

	For The Three Months Ended	
	March 31, 2015	March 31, 2014
Revenue		
Lease revenue	\$7,336,101	\$6,762,408
Sales revenue	2,341,655	3,259,530
Financing revenue	660,392	25,619
Transportation revenue	3,649,735	—
Total Revenue	13,987,883	10,047,557
Expenses		
Cost of sales (excluding depreciation expense)	1,248,330	2,707,358
Management fees	1,171,974	783,868
Acquisition expense and professional fees	1,241,955	415,345
Depreciation and amortization expense	4,048,832	3,146,978
Transportation, maintenance and general and administrative	991,608	—
Operating expenses	206,360	222,741
Other expenses	154,590	233,742
Total Expenses	9,063,649	7,510,032
Operating Income	\$4,924,234	\$2,537,525
Other Income (Expense)		
Net distributions and dividend income	\$590,408	\$5,056
Net realized and unrealized gain on other equity securities	449,798	1,294,182
Interest expense	(1,147,272)) (826,977)
Total Other Income (Expense)	(107,066)) 472,261
Income before income taxes	4,817,168	3,009,786
Taxes		
Current tax expense	435,756	854,075
Deferred tax benefit	(115,391)) (340,562)
Income tax expense, net	320,365	513,513
Net Income	4,496,803	2,496,273
Less: Net Income attributable to non-controlling interest	410,175	391,114
Net Income attributable to CorEnergy Stockholders	\$4,086,628	\$2,105,159
Preferred dividend requirements	737,500	—
Net Income attributable to Common Stockholders	\$3,349,128	\$2,105,159
Net Income	\$4,496,803	\$2,496,273
Other comprehensive income:		
Changes in fair value of qualifying hedges attributable to CorEnergy stockholders	(276,107)) (70,620)
Changes in fair value of qualifying hedges attributable to non-controlling interest	(64,555)) (16,511)
Net Change in Other Comprehensive Income	\$(340,662)) \$(87,131)
Total Comprehensive Income	4,156,141	2,409,142
Less: Comprehensive income attributable to non-controlling interest	345,620	374,603
Comprehensive Income attributable to CorEnergy Stockholders	\$3,810,521	\$2,034,539
Earnings Per Common Share:		
Basic and Diluted	\$0.07	\$0.07
Weighted Average Shares of Common Stock Outstanding:		

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Basic and Diluted	46,613,258	29,973,357
Dividends declared per share	\$0.130	\$0.125
See accompanying Notes to Consolidated Financial Statements.		

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CorEnergy Infrastructure Trust, Inc.

CONSOLIDATED STATEMENTS OF EQUITY

	Capital Stock		Preferred Stock	Warrants	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Retained Earnings	Non-Controlling Interest	Total
	Shares	Amount	Amount						
Balance at December 31, 2013	24,156,163	\$24,156	\$—	\$1,370,700	\$173,441,019	\$777,403	\$1,580,062	\$28,348,030	\$205,913,231
Net Income	—	—	—	—	—	—	7,013,856	1,556,157	8,579,013
Net change in cash flow hedges	—	—	—	—	—	(324,101)	—	(75,780)	(399,881)
Total comprehensive income	—	—	—	—	—	(324,101)	7,013,856	1,480,377	8,179,132
Net offering proceeds from issuance of common stock	22,425,000	22,425	—	—	141,702,803	—	—	—	141,725,228
Dividends	—	—	—	—	(6,734,166)	—	(8,593,918)	—	(15,328,084)
Common stock issued under director's compensation plan	4,027	4	—	—	29,996	—	—	—	30,000
Distributions to Non-controlling interest	—	—	—	—	—	—	—	(2,737,712)	(2,737,712)
Reinvestment of dividends paid to stockholders	19,865	20	—	—	140,088	—	—	—	140,113
Warrant expiration	—	—	—	(1,370,700)	1,370,700	—	—	—	—
Balance at December 31, 2014	46,605,055	46,605	—	—	309,950,440	453,302	—	27,090,695	337,490,042
Net income	—	—	—	—	—	—	4,086,628	410,175	4,496,803
Net change in cash flow hedges	—	—	—	—	—	(276,107)	—	(64,555)	(340,662)
Total comprehensive income	—	—	—	—	—	(276,107)	4,086,628	345,620	4,155,141
Issuance of Series A cumulative redeemable preferred stock,	—	—	56,250,000	—	(2,039,524)	—	—	—	54,210,476

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7.375% - redemption value										
Common stock dividends	—	—	—	—	(1,972,609)	—	(4,086,628)	—	(6,055,237)	(6,055,237)
Common stock issued under director's compensation plan	4,484	4	—	—	29,996	—	—	—	30,000	30,000
Distributions to Non-controlling interest	—	—	—	—	—	—	—	(680,748)	(680,748)	(680,748)
Reinvestment of dividends paid to common stockholders	10,142	10	—	—	68,144	—	—	—	68,154	68,154
Balance at March 31, 2015 (Unaudited)	46,619,681	\$46,619	\$56,250,000	\$—	\$306,036,447	\$177,195	\$—	\$26,755,567	\$385,628,990	\$385,628,990

See accompanying Notes to Consolidated Financial Statements.

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CorEnergy Infrastructure Trust, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	For The Three Months Ended	
	March 31, 2015	March 31, 2014
Operating Activities		
Net Income	\$4,496,803	\$2,496,273
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Deferred income tax, net	(115,391)	(340,561)
Depreciation and amortization	4,426,559	3,364,803
Net distributions and dividend income, including recharacterization of income	(371,323)	(1,294,182)
Net realized and unrealized gain on other equity securities	(449,798)	(17,489)
Unrealized gain on derivative contract	(16,880)	—
Common stock issued under directors compensation plan	30,000	—
Changes in assets and liabilities:		
(Increase) decrease in accounts and other receivables	(352,029)	127,323
Increase in financing note accrued interest receivable	(200,167)	—
Increase in prepaid expenses and other assets	(295,441)	(107,057)
Increase in management fee payable	61,756	92,262
Decrease in accounts payable and other accrued liabilities	(821,951)	(84,245)
Increase in current income tax liability	480,637	1,033,247
Increase (decrease) in unearned revenue	(711,230)	2,844,914
Net cash provided by operating activities	\$6,161,545	\$8,115,288
Investing Activities		
Acquisition expenditures	(2,041,642)	(41,887,644)
Purchases of property and equipment	(16,464)	—
Increase in financing notes receivable	(31,442)	(4,107,955)
Return of capital on distributions received	29,864	491,260
Net cash used in investing activities	\$(2,059,684)	\$(45,504,339)
Financing Activities		
Debt financing costs	(53,705)	(220,000)
Net offering proceeds	54,137,791	45,624,563
Dividends paid	(5,991,083)	(2,990,215)
Distributions to non-controlling interest	(680,748)	—
Advances on revolving line of credit	1,945,361	1,523,266
Payments on revolving line of credit	(33,521,055)	(1,122,096)
Principal payment on credit facility	(882,000)	(294,000)
Net cash provided by financing activities	\$14,954,561	\$42,521,518
Net Change in Cash and Cash Equivalents	\$19,056,422	\$5,132,467
Cash and Cash Equivalents at beginning of period	7,578,164	17,963,266
Cash and Cash Equivalents at end of period	\$26,634,586	\$23,095,733
Supplemental information continued on next page.		
See accompanying Notes to Consolidated Financial Statements.		

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CorEnergy Infrastructure Trust, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

Continued from previous page.

	For The Three Months Ended			
	March 31, 2015		March 31, 2014	
Supplemental Disclosure of Cash Flow Information				
Interest paid	\$ 943,101		\$ 690,570	
Income taxes paid (net of refunds)	\$ 295,901		\$ (179,172)	
Non-Cash Operating Activities				
Change in accounts payable and accrued expenses related to prepaid assets and other expense	\$ 19,096		\$ —	
Non-Cash Investing Activities				
				4,467,995
Road & Rail 2.8%				
Jack Cooper Holdings Corp. (a)	9.25%	6/1/2020	5,675	5,859,437
Software 5.1%				
Aspect Software, Inc.	10.63%	5/15/2017	2,925	2,632,500
BMC Software Finance, Inc. (a)	8.13%	7/15/2021	937	819,875
Boxer Parent Co., Inc. PIK (a)	9.00%	10/15/2019	4,709	3,861,380
Infor US, Inc.	9.38%	4/1/2019	3,250	3,493,750
				10,807,505
Specialty Retail 1.1%				
Matalan Finance PLC (c)	6.88%	6/1/2019	GBP 1,650	2,435,527
Technology Hardware, Storage & Peripherals 0.7%				
Oberthur Technologies Holding SAS (a)	9.25%	4/30/2020	EUR 1,357	1,571,745
Wireless Telecommunication Services 2.6%				
Arqiva Broadcast Finance PLC (a)	9.50%	3/31/2020	GBP 3,375	5,578,046
TOTAL CORPORATE BONDS & NOTES				
(Cost \$218,375,223)				205,409,610
SENIOR LOANS 34.3% (e)				
Chemicals 2.1%				
Solenis International, LP USD 2nd Lien Term Loan (f)	7.75%	7/31/2022	\$ 4,633	4,389,294
Containers & Packaging 4.2%				
Clondalkin Aquisition B.V. 2nd Lien Term Loan (f)(g)	10.00%	11/30/2020	3,600	3,600,000
Mauser Holdings Term Loan (f)	8.25%	7/31/2022	5,481	5,316,570
				8,916,570
Diversified Telecommunication Services 4.2%				
IPC Systems, Inc., 2nd Lien Term Loan (f)	9.50%	5/8/2021	3,410	3,546,400
Tyrol Acquisitions 2 SAS 2nd Lien Term Loan PIK (f)	4.25%	7/28/2016	EUR 4,876	5,438,099
				8,984,499
Electric Utilities 1.7%				
La Paloma Generating Co., LLC 2nd Lien Term Loan (f)	9.25%	2/20/2020	\$ 4,000	3,600,000
Food Products 1.8%				
Cucina Acquisition Limited 2nd Lien Term Loan D, PIK (f)	3.81%	3/12/2017	GBP 2,602	3,737,555

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Health Care Equipment & Supplies	2.6%					
Accellent, Inc. Second Lien (f)		7.50%	3/11/2022	\$	5,982	5,458,575

See Accompanying Notes to Schedule of Investments.

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Security Description	Coupon	Maturity	Principal Amount (000)	Value
Health Care Providers & Services 1.3%				
Surgery Center Holdings, Inc. 2nd Lien Term Loan (f)(g)	8.50%	11/3/2021	\$ 2,992	\$ 2,883,540
Household Products 2.6%				
KIK Custom Products, Inc. 2nd Lien Term Loan (f)	9.50%	10/29/2019	5,680	5,627,914
Insurance 1.5%				
Asurion LLC 2nd Lien Term Loan (f)	8.50%	3/3/2021	3,200	3,160,000
Media 5.6%				
Cengage Learning Acquisitions 1st Lien Term Loan (f)	7.00%	3/31/2020	1,702	1,689,840
Endemol (AP NMT Acquisition) 1st Lien Term Loan (f)	6.75%	8/13/2021	5,413	5,359,248
IMG Worldwide, Inc. 2nd Lien Term Loan (f)	8.25%	5/6/2022	5,157	4,903,430
				11,952,518
Oil, Gas & Consumable Fuels 3.0%				
Bennu Oil & Gas LLC Replacement 2nd Lien Loans (f)	8.75%	11/1/2018	5,362	3,643,122
Endeavour International Holdings 1st Lien Term Loan (f)	11.00%	1/2/2017	2,275	1,618,094
Southern Pacific Resource Corp. 1st Lien Term Loan (f)	11.00%	3/31/2019	1,519	1,100,930
				6,362,146
Professional Services 1.0%				
Academi Holdings, LLC 1st Lien Term Loan (f)(g)	6.25%	7/25/2019	1,435	1,421,096
Academi Holdings, LLC 2nd Lien Term Loan (f)(g)	11.00%	7/25/2020	755	739,900
				2,160,996
Software 0.5%				
Applied Systems, Inc. 2nd Lien Term Loan (f)	7.50%	1/23/2022	997	980,405
Trading Companies & Distributors 2.2%				
Neff Rental LLC 2nd Lien Term Loan (f)	7.25%	6/9/2021	4,820	4,711,066
TOTAL SENIOR LOANS				
(Cost \$78,260,474)				72,925,078
CONVERTIBLE BONDS 2.9%				
Diversified Financial Services 2.2%				
MGIC Investment Corp. (a)	9.00%	4/1/2063	3,625	4,569,766
Machinery 0.7%				
Meritor, Inc.	7.88%	3/1/2026	1,045	1,572,072
TOTAL CONVERTIBLE BONDS				
(Cost \$5,094,179)				6,141,838
MUNICIPAL BONDS 0.5%				
Puerto Rico 0.5%				
Commonwealth of Puerto Rico	8.00%	7/1/2035	1,300	1,087,138
TOTAL MUNICIPAL BONDS				
(Cost \$1,220,962)				1,087,138
TOTAL LONG-TERM INVESTMENTS 134.1%				
(Cost \$302,950,838)				285,563,664
SHORT-TERM INVESTMENTS 10.8%				
REPURCHASE AGREEMENT 10.8%				
State Street Repurchase Agreement, dated 1/30/2015, due 2/2/2015 at 0.01%, collateralized by Federal Home Loan Mortgage Corporation obligations maturing on 10/17/2022, market value \$23,504,575 (repurchase			23,039	23,038,862

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proceeds \$23,038,881)

TOTAL SHORT-TERM INVESTMENTS	10.8%	
(Cost \$23,038,862)		23,038,862
TOTAL INVESTMENTS	144.9%	
(Cost \$325,989,700)		308,602,526

See Accompanying Notes to Schedule of Investments.

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Security Description	Coupon	Maturity	Principal Amount (000)	Value
CORPORATE BONDS SOLD SHORT (0.3)%				
Energy Equipment & Services (0.3)%				
Paragon Offshore PLC (a)	6.75%	7/15/2022	\$ (711)	\$ (351,945)
Paragon Offshore PLC (a)	7.25%	8/15/2024	(498)	(246,510)
TOTAL CORPORATE BONDS SOLD SHORT				
(Proceeds \$1,027,295)				(598,455)
TOTAL SECURITIES SOLD SHORT (0.3)%				
(Proceeds \$1,027,295)				(598,455)
OTHER ASSETS & LIABILITIES (44.6)%				(94,965,579)
NET ASSETS 100.0%			\$	213,038,492

Percentages are calculated as a percentage of net assets as of January 31, 2015.

(a) Securities exempt from registration under Rule 144a of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, to Qualified Institutional Investors as defined in Rule 144a promulgated under the Securities Act of 1933, as amended.

(b) Perpetual Maturity.

(c) Security exempt from registration under Regulation S of the Securities Act of 1933, which exempts from registration securities offered and sold outside the United States. Security may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933.

(d) Represents \$1,000 par value thus total principal amount is 1,780,000.

(e) Interest rates on Senior Loans may be fixed or may float periodically. On floating rate Senior Loans, the interest rates typically are adjusted based on a base rate plus a premium or spread over the base rate. The base rate usually is a standard inter-bank offered rate, such as a LIBOR, the prime rate offered by one or more major U.S. banks, or the certificate of deposit rate or other base lending rates used by commercial lenders. Floating rate Senior Loans adjust over different time periods, including daily, monthly, quarterly, semi-annually or annually.

(f) Variable Rate Security. Rate shown is rate in effect at January 31, 2015.

(g) For fair value measurement disclosure purposes, security is categorized as Level 3.

(h) Defaulted security. Issuer in bankruptcy.

(i) Non-income producing.

PIK - Payment in Kind

PLC - Public Limited Company

SCA - Societe en Commandite par Actions

Geographic Allocation of Investments:

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Country	Percentage of Net Assets	Value
United States (Includes Short-Term Investments)	97.5%	\$ 207,688,724
United Kingdom	8.7	18,458,935
Luxembourg	8.1	17,242,542
Canada	6.9	14,696,266
Germany	6.1	13,101,864
Netherlands	5.7	12,066,092
France	3.9	8,374,657
Greece	3.6	7,657,020
Switzerland	1.3	2,756,674
Italy	1.2	2,473,500
Sweden	1.1	2,400,750
Norway	0.8	1,685,502
Total Investments	144.9%	\$ 308,602,526
United States (securities sold short)	(0.3)%	\$ (598,455)
Total Securities Sold Short	(0.3)%	\$ (598,455)

See Accompanying Notes to Schedule of Investments.

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The geographic allocation is based on where Avenue Capital Management II L.P., the Investment Adviser, believes the country of risk to be. Country of risk is traditionally the country where the majority of the company's operations are based or where it is headquartered. Investments in non-U.S. securities are subject to the risk of currency fluctuations and to political risks associated with such foreign countries.

Forward Foreign Currency Contracts:

Settlement Date	Amount	Value	In Exchange for U.S. \$	Net Unrealized Appreciation (Depreciation)	Counterparty
Forward Foreign Currency Contracts to Buy:					
02/09/2015	CAD 1,578,375	\$ 1,242,001	1,321,726	\$ (79,725)	State Street Bank and Trust Co.
02/09/2015	EUR 24,728,075	27,944,201	28,440,254	(496,053)	State Street Bank and Trust Co.
02/09/2015	GBP 9,184,404	13,833,007	13,820,734	12,273	State Street Bank and Trust Co.
				(563,505)	
Forward Foreign Currency Contracts to Sell:					
02/09/2015	CAD 1,578,375	1,242,001	1,406,182	164,181	State Street Bank and Trust Co.
02/09/2015	EUR 24,728,075	27,944,201	31,217,438	3,273,237	State Street Bank and Trust Co.
05/11/2015	EUR 20,050,525	22,678,123	22,697,898	19,775	State Street Bank and Trust Co.
02/09/2015	GBP 9,184,404	13,833,007	14,661,948	828,941	State Street Bank and Trust Co.
05/11/2015	GBP 9,831,315	14,798,033	14,784,928	(13,105)	State Street Bank and Trust Co.
				4,273,029	
	TOTAL			\$ 3,709,524	

CAD - Canadian Dollar

EUR - Euro Currency

GBP - Great British Pound

Swap Contracts:

At January 31, 2015, outstanding swap contracts were as follows:

Buy Protection:

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Counterparty	Reference Obligation	Implied Credit Spread (Basis Points)	Notional Amount	Fixed Rate*	Expiration Date	Market Value**	Upfront Premiums Paid (Received)	Unrealized Appreciation/ (Depreciation)
OTC Swaps:								
Goldman Sachs	Russian Federation	629	USD 3,000,000	1.00	12/20/2019	\$ 625,235	\$ 217,577	\$ 407,658

* The fixed rate represents the fixed annual rate of interest paid by the Fund (as a buyer of protection) or received by the Fund (as a seller of protection) annually on the notional amount of the credit default swap contract.

** Implied credit spreads are an indication of the seller's performance risk, related to the likelihood of a credit event occurring that would require a seller to make payment to a buyer. Implied credit spreads are used to determine the value of swap contracts and reflect the cost of buying/selling protection, which may include upfront payments made to enter into the contract. Therefore, higher spreads would indicate a greater likelihood that a seller will be obligated to perform (i.e., make payment) under the swap contract. Increasing values, in absolute terms and relative to notional amounts, are also indicative of greater performance risk. Implied credit spreads for credit default swaps on credit indexes are linked to the weighted average spread across the underlying reference obligations included in a particular index.

See Accompanying Notes to Schedule of Investments.

Avenue Income Credit Strategies Fund

Notes to Schedule of Investments

January 31, 2015 (unaudited)

1. Organization

Avenue Income Credit Strategies Fund (the Fund) is a Delaware statutory trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a non-diversified, closed-end management investment company. The Fund's primary investment objective is to seek a high level of current income, with a secondary objective of capital appreciation. The Fund commenced operations on January 27, 2011.

2. Significant Accounting Policies

The following is a summary of significant accounting policies of the Fund in preparation of the Schedule of Investments.

SECURITY VALUATION Corporate Bonds and Notes (including convertible bonds) and unlisted equities are valued using an evaluated quote provided by independent pricing services. Evaluated quotes provided by the pricing services may be determined without exclusive reliance on quoted prices, and may reflect appropriate factors such as institutional-size trading in similar groups of securities, developments related to specific securities, dividend rate, yield, quality, type of issue, coupon rate, maturity, individual trading characteristics and other market data. Short-term debt securities purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

Senior Loans are valued using an evaluated quote provided by an independent pricing service. Evaluated quotes provided by the pricing service may be determined without exclusive reliance on quoted prices, and may reflect appropriate factors such as ratings, tranche type, industry, company performance, spread, individual trading characteristics, institutional-size trading in similar groups of securities and other market data.

Credit default swaps are valued using a pricing service, or, if the pricing service does not provide a value, by quotes provided by the selling dealer or financial institution.

Equity securities listed on a U.S. stock exchange, including shares of exchange-traded funds, are valued at the latest quoted sales price on valuation date. Securities listed on a foreign exchange are valued at their closing price.

Forward foreign currency contracts are valued using quoted foreign exchange rates as of the close of the regular trading session on the New York Stock Exchange (NYSE) (generally 4:00 pm Eastern Time) on the days the NYSE is open for business. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. If events materially

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affecting the price of foreign portfolio securities occur between the time when their price was last determined on such foreign securities exchange or market and the time when the Fund's net asset value was last calculated, such securities may be valued at their fair value as determined in good faith in accordance with procedures established by the Board of Trustees of the Fund (the Board).

Where reliable market quotes are not readily available from a third party pricing service, investments are valued, where possible, using independent market indicators provided by independent pricing sources approved by the Board. Any investment and other assets or liabilities for which current market quotations are not readily available are valued at fair value as determined in good faith in accordance with procedures established by the Board.

SECURITY TRANSACTIONS AND INVESTMENT INCOME Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost. Interest income is determined on the basis of coupon interest accrued using the effective interest method which adjusts for amortization of premiums and accretion of discounts. For those issuers who are not paying in full, interest is recognized only if amounts are reasonably estimable and (considered to be) collectable. Discounts or premiums on debt securities purchased are

Avenue Income Credit Strategies Fund

Notes to Schedule of Investments (continued)

January 31, 2015 (unaudited)

accreted or amortized, respectively, to interest income over the lives of the respective securities, subject to collectability. Dividend income and distributions are recorded on the ex-dividend date (except for certain foreign dividends which may be recorded as soon as the Fund is informed of such dividend) net of applicable withholding taxes.

MUNICIPAL BONDS The amount of public information available about municipal bonds is generally less than for corporate equities or bonds, meaning that the investment performance of municipal bond investments may be more dependent on the analytical abilities of the investment adviser than stock or corporate bond investments. The secondary market for municipal bonds also tends to be less well-developed and less liquid than many other securities markets, which may limit an owner's ability to sell its bonds at attractive prices. The spread between the price at which an obligation can be purchased and the price at which it can be sold may widen during periods of market distress. Less liquid obligations can become more difficult to value and be subject to erratic price movements. The increased presence of non-traditional participants or the absence of traditional participants in the municipal markets may lead to greater volatility in the markets.

SENIOR LOANS The Fund purchases assignments of, and participations in, senior secured floating rate and fixed rate loans (Senior Loans) originated, negotiated and structured by a U.S. or foreign commercial bank, insurance company, finance company or other financial institution (the Agent) for a lending syndicate of financial institutions (the Lender). When purchasing an assignment, the Fund typically succeeds to all the rights and obligations under the loan of the assigning Lender and becomes a lender under the credit agreement with respect to the debt obligation purchased. Assignments may, however, be arranged through private negotiations between potential assignees and potential assignors, and the rights and obligations acquired by the purchaser of an assignment may differ from, and be more restricted than, those held by the assigning Lender. A participation typically results in a contractual relationship only with the institution participating out the interest, not with the borrower. In purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement or any rights of setoff against the borrower, and the Fund may not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. As a result, the Fund will be exposed to the credit risk of both the borrower and the institution selling the participation.

FOREIGN CURRENCY TRANSLATION Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

FORWARD FOREIGN CURRENCY CONTRACTS The Fund may enter into forward foreign currency contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The Fund may enter into such forward contracts for hedging purposes. The forward foreign currency contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of a foreign currency relative to the U.S. dollar. In addition, these contracts may involve market risk in excess of the unrealized appreciation (depreciation) reflected in the Fund's Schedule of Investments. It is the Fund's policy to net the unrealized appreciation and depreciation amounts for the same counterparty.

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SHORT SALES The Fund may engage in short sales. A short sale is a transaction in which the Fund sells an instrument that it does not own in anticipation that the market price will decline. To deliver the securities to the buyer, the Fund arranges through a broker to borrow the securities and, in so doing, the Fund becomes obligated to replace the securities borrowed at their market price at the time of replacement.

Avenue Income Credit Strategies Fund

Notes to Schedule of Investments (continued)

January 31, 2015 (unaudited)

When selling short, the Fund intends to replace the securities at a lower price and therefore, profit from the difference between the cost to replace the securities and the proceeds received from the sale of the securities. When the Fund makes a short sale, the proceeds it receives from the sale will be held on behalf of a broker until the Fund replaces the borrowed securities. The Fund may have to pay a premium to borrow the securities and must pay any dividends or interest payable on the securities until they are replaced. The Fund's obligation to replace the securities borrowed in connection with a short sale will be secured by collateral deposited with the broker that consists of cash and/or liquid securities. In addition, the Fund will place in a segregated account an amount of cash and/or liquid securities equal to the difference, if any, between (i) the market value of the securities sold at the time they were sold short, and (ii) any cash and/or liquid securities deposited as collateral with the broker in connection with the short sale. Short sales involve certain risks and special considerations. If the Fund incorrectly predicts that the price of the borrowed security will decline, the Fund will have to replace the securities with securities with a greater value than the amount received from the sale. As a result, losses from short sales differ from losses that could be incurred from a purchase of a security, because losses from short sales may be unlimited, whereas losses from purchases can equal only the total amount invested.

CREDIT DEFAULT SWAPS A credit default swap is an agreement between two parties to exchange the credit risk of a particular issuer or reference entity. In a credit default swap transaction, a buyer pays periodic fees in return for payment by the seller which is contingent upon an adverse credit event occurring in the underlying issuer or reference entity. The seller collects periodic fees from the buyer and profits if the credit of the underlying issuer or reference entity remains stable or improves while the swap is outstanding, but the seller in a credit default swap contract would be required to pay an agreed upon amount to the buyer (which may be the entire notional amount of the swap) in the event of a defined adverse credit event with respect to the reference entity. A buyer of a credit default swap is said to buy protection whereas a seller of a credit default swap is said to sell protection. The Fund uses credit default swaps on corporate issuers to provide a measure of protection against defaults of the issuers (i.e., to reduce risk where the Fund owns or has exposure to the referenced obligation) or to take an active long or short position with respect to the likelihood of a particular issuer's default.

Swaps generally do not involve the delivery of securities, other underlying assets or principal. Accordingly, the risk of loss with respect to swaps is limited to the net amount of payments that the Fund is contractually obligated to make. However, because some swap agreements have a leverage component, adverse changes in the value or level of the underlying asset, reference rate, or index can result in a loss substantially greater than the amount invested in the swap itself. If the other party to a swap defaults, the Fund's risk of loss consists of the net amount of payments that the Fund is contractually entitled to receive.

Implied credit spreads, represented in absolute terms, utilized in determining the market value of credit default swap agreements on corporate or sovereign issues as of period end are disclosed in the Schedule of Investments and serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for the credit derivative. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to be made to enter into the agreement. Wider credit spreads and increasing market values, in absolute terms when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.

The maximum potential amount of future payments (undiscounted) that the Fund as a seller of protection could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. Notional amounts of all credit default swap agreements outstanding as of January 31, 2015 for which the Fund is a seller of protection are disclosed in the Schedule of Investments. These potential amounts would be partially offset by any recovery values of the respective referenced obligations, upfront payments received upon

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entering into the agreement, or net amounts received from the settlement of buy protection credit default swap agreements entered into by the Fund for the same referenced entity or entities.

Avenue Income Credit Strategies Fund

Notes to Schedule of Investments (continued)

January 31, 2015 (unaudited)

OTC (Over the Counter) swap payments received or made at the beginning of the measurement period are reflected as such and represent payments made or received upon entering into the swap agreement to compensate for differences between the stated terms of the swap agreement and prevailing market conditions (credit spreads, interest rates, and other relevant factors). These upfront payments are amortized to realized gains or losses over the life of the swap or are recorded as realized gains or losses upon termination or maturity of the swap. A liquidation payment received or made at the termination of the swap is recorded as realized gain or loss. Net periodic payments received or paid by the Fund are included as part of realized gains or losses. Changes in market value, if any, are reflected as a component of net changes in unrealized appreciation/depreciation. The Fund segregates assets in the form of cash or liquid securities (i) in an amount equal to the notional amount of the credit default swaps of which it is the seller and; (ii) in an amount equal to any unrealized depreciation of the credit default swaps of which it is the buyer, marked to market on a daily basis.

Certain swap contracts may be centrally cleared (centrally cleared swaps), whereby all payments made or received by the Fund pursuant to the contract are with a central clearing party (CCP) rather than the original counterparty. Central clearing is designed to reduce counterparty risk compared to uncleared swaps because central clearing interposes the CCP as the counterparty to each participant's swap, but it does not eliminate those risks completely. For centrally cleared swaps, the daily change in valuation is recorded as a receivable or payable for variation margin and settled in cash with the CCP daily. Upfront payments or receipts, if any, are recorded as Premium paid or received, net for OTC swap contracts, respectively, and amortized over the life of the swap contract as realized gains or losses. For financial reporting purposes, unamortized upfront payments, if any, are netted with unrealized appreciation or depreciation on swap contracts to determine the market value of swaps. Upon entering into centrally cleared swaps, the Fund is required to deposit with the CCP, either in cash or securities, an amount equal to a certain percentage of the notional amount (initial margin), which is subject to adjustment. Credit default swap transactions involve certain risks, including the risk that the seller may be unable to fulfill the transaction.

REPURCHASE AGREEMENTS The Fund may engage in repurchase agreements with broker-dealers, banks and other financial institutions to earn incremental income on temporarily available cash which would otherwise be uninvested. A repurchase agreement is a short-term investment in which the purchaser (i.e., the Fund) acquires ownership of a security and the seller agrees to repurchase the obligation at a future time and set price, thereby determining the yield during the holding period. Such agreements are carried at the contract amount, which is considered to represent fair value. It is the Fund's policy that the value of collateral pledged (the securities received), which consists primarily of U.S. government securities and those of its agencies or instrumentalities, is not less than the repurchase price and is held by the custodian bank for the benefit of the Fund until maturity of the repurchase agreement. Repurchase agreements involve certain risks, including bankruptcy or other default of a seller of a repurchase agreement.

UNFUNDED LOAN COMMITMENTS The Fund may enter into certain credit agreements all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion. At January 31, 2015, the Fund had no outstanding unfunded loan commitments.

3. Derivative Instruments & Hedging Activities

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The Fund is subject to foreign exchange risk in the normal course of pursuing its investment objectives. Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund used forward foreign currency contracts. The derivatives are not accounted for as hedging instruments.

At January 31, 2015, the fair value of derivative instruments in an asset position and in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$4,298,407 and \$(588,883), respectively.

The Fund is subject to credit risk in the normal course of pursuing its investment objectives. The Fund enters into credit default swap contracts to manage its credit risk or to enhance return.

Avenue Income Credit Strategies Fund**Notes to Schedule of Investments (continued)**

January 31, 2015 (unaudited)

At January 31, 2015, the fair value of derivative instruments in an asset position and in a liability position and whose primary underlying risk exposure is credit risk was \$625,235 and \$(0), respectively.

4. Related Party Transactions

Affiliates of the Fund may have lending, brokerage, underwriting, or other business relationships with issuers of securities in which the Fund invests. Morgan Stanley, the global financial services firm, owns an indirect, noncontrolling minority interest in Avenue Capital Group. During the period, the Fund acquired securities through unaffiliated broker-dealers which were part of underwriting groups in which Morgan Stanley participated.

5. Unrealized Appreciation/(Depreciation)

The cost and unrealized appreciation (depreciation) of investments in securities of the Fund at January 31, 2015, as determined on a federal income tax basis, were as follows:

Aggregate cost of securities held long	\$	325,989,700
Gross unrealized appreciation	\$	8,349,595
Gross unrealized (depreciation)		(25,736,769)
Net unrealized (depreciation) of investments in securities held long	\$	(17,387,174)
Net unrealized appreciation on short sales		428,840
Net unrealized (depreciation) on securities	\$	(16,958,334)

6. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, under current market conditions. GAAP establishes a hierarchy that prioritizes the inputs to valuation methods giving the highest priority to readily available unadjusted quoted prices in an active market for identical assets (Level 1) and the lowest priority to significant unobservable inputs (Level 3) generally when market prices are not readily available or are unreliable. Based on the valuation inputs, the securities or other investments are tiered into one of three levels. Changes in valuation methods may result in transfers in or out of an investment's assigned level:

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- Level 1 Prices are determined using quoted prices in an active market for identical assets.

- Level 2 Prices are determined using other significant observable inputs. Observable inputs are inputs that other market participants may use in pricing a security. These may include quoted prices for similar securities, interest rates, prepayment speeds, credit risk, yield curves, loss severities, default rates, discount rates, volatilities and others.

- Level 3 Prices are determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Fund's own assumptions about the factors market participants would use in determining fair value of the securities or instruments and would be based on the best available information.

The valuation techniques used by the Fund to measure fair value during the period ended January 31, 2015 maximized the use of observable inputs and minimized the use of unobservable inputs.

The following are certain inputs and techniques that the Fund generally uses to evaluate how to classify each major category of assets and liabilities for Level 2 and Level 3, in accordance with GAAP.

Avenue Income Credit Strategies Fund

Notes to Schedule of Investments (continued)

January 31, 2015 (unaudited)

Corporate Bonds & Notes Corporate bonds and notes are generally comprised of two main categories:

investment grade bonds and high yield bonds. Investment grade bonds are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, active market trading levels, recently executed transactions in securities of the issuer or comparable issuers, and option adjusted spread models that include base curve and spread curve inputs. Adjustments to individual bonds can be applied to recognize trading differences compared to other bonds issued by the same issuer. High yield bonds are valued by independent pricing services based primarily on broker-dealer quotations from relevant market makers and recently executed transactions in securities of the issuer or comparable issuers. To the extent that these inputs are observable, the values of corporate bonds and notes are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Municipal Bonds Municipal bonds are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, active market trading levels, recently executed transactions in securities of the issuer or comparable issuers, and option adjusted spread models that include base curve and spread curve inputs. Adjustments to individual bonds can be applied to recognize trading differences compared to other bonds issued by the same issuer. To the extent that these inputs are observable, the values of municipal bonds are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Senior Loans Senior loans are valued using inputs which include broker-dealer quotes or quotes received from independent pricing services that take into account quotes received from broker-dealers or other market sources pertaining to the issuer or security. The Fund may also engage a third party appraiser or other valuation techniques, as described in the private equity section above, to value these securities. Inputs may include quoted prices for similar investments in active markets, interest rates, coupon rates, yield curves, option adjusted spreads, default rates, credit spreads and other unique security features in order to estimate the relevant cash flows which is then discounted to calculate fair values. To the extent that these inputs are observable, the values of senior loans are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Credit Default Swaps Credit default swaps are valued by independent pricing services using pricing models that take into account, among other factors, information received from market makers and broker-dealers, default probabilities from index specific credit spread curves, recovery rates, and cash flows. To the extent that these inputs are observable, the values of credit default swaps are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Forward Foreign Currency Contracts Forward foreign currency contracts are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, actual trading information and foreign currency exchange rates gathered from leading market makers and foreign currency exchange trading centers throughout the world. To the extent that these inputs are observable, the values of forward foreign currency contracts are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

The following is a summary of the tiered valuation input levels, as of January 31, 2015. The Schedule of Investments includes disclosure of each security type by category and/or industry. The level assigned to the securities valuations may not be an indication of the risk or liquidity

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associated with investing in those securities. Because of the inherent uncertainties of valuation, the values reflected in the Schedule of Investments may materially differ from the value received upon actual sale of those investments.

Avenue Income Credit Strategies Fund

Notes to Schedule of Investments (continued)

January 31, 2015 (unaudited)

Investment Securities in an Asset Position	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Corporate Bonds & Notes	\$	\$ 199,588,589	\$ 5,821,021	\$ 205,409,610
Convertible Bonds		6,141,838		6,141,838
Senior Loans		64,280,542	8,644,536	72,925,078
Municipal Bonds		1,087,138		1,087,138
Repurchase Agreements		23,038,862		23,038,862
Forward Foreign Currency Contracts*		4,298,407		4,298,407
Credit Default Swaps*		407,658		407,658
Total Asset Position	\$	\$ 298,843,034	\$ 14,465,557	\$ 313,308,591
Investments in a Liability Position				
Securities Sold Short		(598,455)		(598,455)
Forward Foreign Currency Contracts*		(588,883)		(588,883)
Total Liability Position	\$	\$ (1,187,338)	\$	\$ (1,187,338)

* Other financial instruments such as forward foreign currency contracts and credit default swaps are valued at the unrealized appreciation/(depreciation) of the instrument.

Quantitative Information about Level 3 Fair Value Inputs

	Fair Value At January 31, 2015	Valuation Technique	Unobservable Input	Range
Corporate Bonds and Notes	\$ 5,821,021	Third -Party Vendor	Vendor quotes	\$112.25 - \$112.75
Senior Loans	\$ 8,644,536	Third -Party Vendor	Vendor quotes	\$95.75 - \$101.25

The Investment Adviser has established a Valuation Committee (the Committee) which is responsible for overseeing the pricing and valuation of all securities held in the Fund. The Committee operates under pricing and valuation policies and procedures established by the Fund and approved by the Board, including pricing policies which set forth the mechanisms and processes to be employed on a daily basis to implement these policies and procedures. In particular, the pricing policies describe how to determine market quotations for securities and other instruments. The Committee's responsibilities include: 1) fair value and liquidity determinations (and oversight of any third parties to whom any responsibility for fair value and liquidity determinations is delegated), and 2) regular monitoring of the Fund's pricing and valuation policies and procedures and modification or enhancement of these policies and procedures (or recommendation of the modification of these policies and procedures) as the Committee believes appropriate. The Committee is also responsible for monitoring the implementation of the pricing policies by the Fund and third parties which perform certain pricing functions in accordance with the pricing policies. The Investment Adviser is responsible for the oversight of the third party on a day-to-day basis. The Committee and the Investment Adviser perform a series of activities to provide reasonable assurance of the accuracy of prices including: 1) periodic vendor due diligence meetings, review of methodologies, new

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developments and processes at vendors, 2) daily comparison of security valuation versus prior day for all securities that exceeded established thresholds, and 3) daily review of unpriced, stale, and variance reports with exceptions reviewed by the Committee.

Avenue Income Credit Strategies Fund**Notes to Schedule of Investments (concluded)**

January 31, 2015 (unaudited)

The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

	Investments in Corporate Bonds and Notes	Investments in Senior Loans	Total
Balance as of October 31, 2014	\$	\$ 3,600,000	\$ 3,600,000
Cost of purchases			
Proceeds from sales		(37,775)	(37,775)
Transfers to Level 3	5,821,021	5,132,438	10,953,459
Transfers from Level 3			
Accrued discount (premium)	5,660	2,884	8,544
Realized gains (losses)		354	354
Change in net unrealized appreciation (depreciation)	(5,660)	(53,365)	(59,025)
Balance as of January 31, 2015	\$ 5,821,021	\$ 8,644,536	\$ 14,465,557
Change in net unrealized appreciation (depreciation) on Investments still held as of January 31, 2015	\$ (5,660)	\$ (53,365)	\$ (59,025)

Transfers are reflected at the value of the securities at the beginning of the period. Transfers from Level 2 to Level 3 were due to a decrease in the availability of significant observable inputs in determining the fair value of these investments.

For information related to geographical and industry categorization of investments and types of derivative contracts held, please refer to the Schedule of Investments.

Item 2. Controls and Procedures.

(a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days prior to the filing date of this report, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

Certifications of the principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act are attached hereto as Exhibit 99CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Avenue Income Credit Strategies Fund

By /s/ Randolph Takian
Randolph Takian
Trustee, Chief Executive Officer and President (Principal Executive Officer)

Date 3/31/15

Pursuant to the requirement of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report had been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ Randolph Takian
Randolph Takian
Trustee, Chief Executive Officer and President (Principal Executive Officer)

Date 3/31/15

By /s/ Stephen M. Atkins
Stephen M. Atkins
Treasurer and Chief Financial Officer (Principal Financial Officer)

Date 3/31/15
