

TORTOISE ENERGY INFRASTRUCTURE CORP

Form N-2

April 10, 2019

As filed with the Securities and Exchange Commission on April 9, 2019

Securities Act Registration No. 333-_____

Investment Company Act Registration No. 811-21462

UNITED STATES

SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

Form N-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PRE-EFFECTIVE AMENDMENT NO.

POST-EFFECTIVE AMENDMENT NO.

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

AMENDMENT NO. 81

Tortoise Energy Infrastructure Corporation

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Approximate Date of Proposed Public Offering: From time to time after the effective date of the Registration Statement.

Check box if any of the securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan.

It is proposed that this filing will become effective:

When declared effective pursuant to Section 8(c)

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities	Amount Being Registered (1)	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Being Registered Common stock, \$0.001 par value per share; preferred stock, \$0.001 par value per share; debt securities			\$ 375,000,000	\$ 45,450.00

- (1) There are being registered hereunder a presently indeterminate number of shares of common stock, shares of preferred stock and debt securities to be offered on an immediate, continuous or delayed basis. Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act (2) of 1933. In no event will the aggregate initial offering price of all securities offered from time to time pursuant to the prospectus included as a part of this Registration Statement exceed \$375,000,000.
- (3) In accordance with Rule 415(a)(6) under the Securities Act of 1933, the securities registered pursuant to this registration statement include \$295,592,810.22 of unsold securities that previously were registered pursuant to the registration statement on Form N-2 (File No. 333-209946), initially effective on May 5, 2016. Pursuant to Rule 415(a)(6), the registration fees in the amount of \$28,135.35 previously paid with respect to such unsold securities will continue to be applied to such unsold securities. The filing fee attributable to the additional \$9,624.15 of securities is being paid herewith. Pursuant to Rule 415(a)(6), the offering of the unsold securities registered under the prior registration statement will be deemed terminated as of the effective date of this Registration Statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

Tortoise Energy Infrastructure Corporation (“Registrant”)
Contents of Registration Statement

This Registration Statement consists of the following:

1. Facing sheet of the Registration Statement
 2. Contents of the Registration Statement
 3. Tortoise Energy Infrastructure Corporation Base Prospectus dated _____, 2019
 4. Tortoise Energy Infrastructure Corporation Statement of Additional Information dated _____, 2019
 5. Part C of the Registration Statement (including signature page)
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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED April 9, 2019

Base Prospectus

\$375,000,000

Tortoise Energy Infrastructure Corporation

Common Stock

Preferred Stock

Debt Securities

Tortoise Energy Infrastructure Corporation (the “Company,” “we” or “our”) is a nondiversified, closed-end management investment company. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded master limited partnerships (“MLPs”) in the energy infrastructure sector. Under normal circumstances, we invest at least 90% of our total assets (including assets obtained through leverage) in securities of energy infrastructure companies and invest at least 70% of our total assets in equity securities of MLPs and midstream entities. We cannot assure you that we will achieve our investment objective. Unlike most investment companies, we have not elected to be treated as a regulated investment company under the Internal Revenue Code.

We may offer, on an immediate, continuous or delayed basis, including through a rights offering to existing stockholders, up to \$375,000,000 aggregate initial offering price of our common stock (\$0.001 par value per share), preferred stock (\$0.001 par value per share) or debt securities, which we refer to in this prospectus collectively as our securities, in one or more offerings. We may offer our common stock, preferred stock or debt securities separately or in concurrent separate offerings, in amounts, at prices and on terms set forth in a prospectus supplement to this prospectus. In addition, from time to time, certain of our stockholders may offer our common stock in one or more offerings. The sale of such stock by certain of our stockholders may involve shares of common stock that were issued to the stockholders in one or more private transactions and will be registered by us for resale. The identity of any selling stockholder, the number of shares of our common stock to be offered by such selling stockholder, the price and terms upon which our shares of common stock are to be sold from time to time by such selling stockholder, and the percentage of common stock held by any selling stockholder after the offering, will be set forth in a prospectus supplement to this prospectus. You should read this prospectus and the related prospectus supplement carefully before you decide to invest in any of our securities. We will not receive any of the proceeds from common stock sold by any selling stockholder.

We may offer our securities, or certain of our stockholders may offer our common stock, directly to one or more purchasers through agents that we or they designate from time to time, or to or through underwriters or dealers. The prospectus supplement relating to the particular offering will identify any agents or underwriters involved in the sale of our securities, and will set forth any applicable purchase price, fee, commission or discount arrangement between us or any selling stockholder and such agents or underwriters or among the underwriters or the basis upon which such amount may be calculated. For more information about the manner in which we may offer our securities, or a selling stockholder may offer our common stock, see “Plan of Distribution” and “Selling Stockholders.” Our securities may not be sold through agents, underwriters or dealers without delivery of a prospectus supplement.

Our common stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “TYG.” As of April 5, 2019,

the last reported sale price for our common stock was \$23.86.

Investing in our securities involves risks. You could lose some or all of your investment. See “Risk Factors” beginning on page 42 of this prospectus. You should consider carefully these risks together with all of the other information contained in this prospectus and any prospectus supplement before making a decision to purchase our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Beginning on January 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, paper copies of the Funds’ shareholder reports will no longer be sent by mail, unless you specifically request paper copies of the reports. Instead, the reports will be made available on the Funds’ website (www.tortoiseadvisors.com), and you will be notified by mail each time a report is posted and provided with a website link to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from a Fund electronically anytime by contacting your financial intermediary (such as a broker-dealer or bank) or by contacting the Adviser by calling (866) 362-9331, or by sending an e-mail request to info@tortoiseadvisors.com.

Beginning on January 1, 2019, you may elect to receive all future reports in paper free of charge by contacting your financial intermediary (such as a broker-dealer or bank) or by contacting the Adviser by calling (866) 362-9331, or by sending an e-mail request to info@tortoiseadvisors.com. Your election to receive reports in paper will apply to all funds held in your account if you invest through your financial intermediary or all Funds held with the fund complex if you invest directly with a Fund.

Prospectus dated _____, 2019

This prospectus provides you with a general description of the securities that we may offer. Each time we use this prospectus to offer securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. This prospectus, together with any prospectus supplement, sets forth concisely the information that you should know before investing. You should read this prospectus and any related prospectus supplement, which contain important information, before deciding whether to invest in our securities. You should retain this prospectus and any related prospectus supplement for future reference. A statement of additional information, dated _____, 2019, as supplemented from time to time, containing additional information, has been filed with the Securities and Exchange Commission ("SEC") and is incorporated by reference in its entirety into this prospectus. You may request a free copy of the statement of additional information, the table of contents of which is on page 82 of this prospectus, request a free copy of our annual, semi-annual and quarterly reports, request other information or make stockholder inquiries, by calling toll-free at 1-866-362-9331 or by writing to us at 11550 Ash Street, Suite 300, Leawood, Kansas 66211. Our annual, semi-annual and quarterly reports and the statement of additional information also are available on our investment adviser's website at www.tortoiseadvisors.com. Information included on such website does not form part of this prospectus. You can review and copy documents we have filed at the SEC's Public Reference Room in Washington, D.C. Call 1-202-551-5850 for information. The SEC charges a fee for copies. You can get the same information free from the SEC's website (<http://www.sec.gov>). You may also e-mail requests for these documents to publicinfo@sec.gov or make a request in writing to the SEC's Public Reference Section, 100 F Street, N.E., Room 1580, Washington, D.C. 20549.

Our securities do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

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You should rely only on the information contained or incorporated by reference in this prospectus and any related prospectus supplement in making your investment decisions. We have not authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus and any prospectus supplement do not constitute an offer to sell or solicitation of an offer to buy any securities in any jurisdiction where the offer or sale is not permitted. The information appearing in this prospectus and in any related prospectus supplement is accurate only as of the dates on their covers. Our business, financial condition and prospects may have changed since such dates. We will advise investors of any material changes to the extent required by applicable law.

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CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, any accompanying prospectus supplement and the statement of additional information contain “forward-looking statements.” Forward-looking statements can be identified by the words “may,” “will,” “intend,” “expect,” “estimate,” “continue,” “plan,” “anticipate,” “could,” “should” and similar terms and the negative of such terms. Such forward-looking statements may be contained in this prospectus as well as in any accompanying prospectus supplement. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect our actual results are the performance of the portfolio of securities we hold, the conditions in the U.S. and international financial, petroleum and other markets, the price at which our shares will trade in the public markets and other factors discussed in our periodic filings with the Securities and Exchange Commission.

Although we believe that the expectations expressed in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in the “Risk Factors” section of this prospectus. All forward-looking statements contained or incorporated by reference in this prospectus or any accompanying prospectus supplement are made as of the date of this prospectus or the accompanying prospectus supplement, as the case may be. Except for our ongoing obligations under the federal securities laws, we do not intend, and we undertake no obligation, to update any forward-looking statement. The forward-looking statements contained in this prospectus and any accompanying prospectus supplement are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended (the “1933 Act”).

Currently known risk factors that could cause actual results to differ materially from our expectations include, but are not limited to, the factors described in the “Risk Factors” section of this prospectus. We urge you to review carefully that section for a more detailed discussion of the risks of an investment in our securities.

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PROSPECTUS SUMMARY

The following summary contains basic information about us and our securities. It is not complete and may not contain all of the information you may want to consider before investing in our securities. You should review the more detailed information contained in this prospectus and in any related prospectus supplement and in the statement of additional information, especially the information set forth under the heading “Risk Factors” beginning on page 42 of this prospectus.

The Company

We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded master limited partnerships (“MLPs”) in the energy infrastructure sector. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. For purposes of our investment objective, total return includes capital appreciation of, and all distributions received from, securities in which we invest regardless of the tax character of the distributions. We consider our investment objective a nonfundamental investment policy. We cannot assure you that we will achieve our investment objective.

We are a nondiversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”). We were organized as a corporation on October 30, 2003, pursuant to a charter (the “Charter”) governed by the laws of the State of Maryland. Our fiscal year ends on November 30. We commenced operations in February 2004 following our initial public offering. Our common stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “TYG.” On June 23, 2014 we acquired the assets and liabilities of Tortoise Energy Capital Corporation and Tortoise North American Energy Corporation via merger. As of January 31, 2019, we had net assets of approximately \$1,296.7 million attributable to our common stock. As of January 31, 2019, we had outstanding \$165.0 million of our Mandatory Redeemable Preferred Stock (the “Tortoise Preferred Shares”) and \$380.0 million of our privately placed Senior Notes (the “Tortoise Notes”).

We have established an unsecured credit facility with U.S. Bank, N.A. serving as a lender and the lending syndicate agent on behalf of other lenders participating in the credit facility, which currently allows us to borrow up to \$130.0 million. Outstanding balances under the credit facility generally accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 1.20%, with a tiered non-use fee on an unused balance of the credit facility. Non-use fees accrue at a rate of 0.25% when the outstanding balance on the facility is below \$65 million and 0.15% when the outstanding balance on the facility is at least \$65 million, but below \$91 million. The outstanding balance is not subject to the non-use fee when the amount outstanding is at least \$91 million. As of January 31, 2019, the effective rate was 3.71%. The credit facility remains in effect through June 12, 2019. We may draw on the facility from time to time to fund investments in accordance with our investment policies and for general corporate purposes. As of January 31, 2019, we had outstanding approximately \$78.4 million under the credit facility. We currently expect to seek to renew the credit facility at an amount sufficient to meet our operating needs.

We have also established an unsecured credit facility with the Bank of Nova Scotia which currently allows us to borrow up to \$90.0 million. Outstanding balances under the credit facility generally accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 1.20%, with a fee of 0.15% on any unused balance of the credit facility if the amount borrowed under the facility is less than \$63.0 million. As of January 31, 2019, the effective rate was 3.71%. The credit facility remains in effect through June 22, 2020. We may draw on the facility from time to time to fund investments in accordance with our investment policies and for general corporate purposes. As of January 31, 2019, we had outstanding approximately \$63.0 million under the credit facility. We currently expect to seek to renew the credit facility at an amount sufficient to meet our operating needs.

Investment Adviser

Our investment adviser is Tortoise Capital Advisors, L.L.C. (the “Adviser”), a registered investment adviser specializing in energy investing across the energy value chain, including infrastructure and MLPs. As of February 28, 2019, the Adviser managed assets of approximately \$16.3 billion, including the assets of publicly traded closed-end management investment companies, open-end funds, private funds and other accounts. The Adviser’s investment committee is comprised of six individuals. See “Management of the Company”.

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The principal business address of the Adviser is 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

The Offering

We may offer, on an immediate, continuous or delayed basis, up to \$375,000,000 of our securities, including common stock pursuant to a rights offering, or certain of our stockholders who purchased shares from us in private placement transactions may offer our common stock, on terms to be determined at the time of the offering. Our securities will be offered at prices and on terms to be set forth in one or more prospectus supplements to this prospectus. Subject to certain conditions, we may offer our common stock at prices below our net asset value (“NAV”). We will provide information in the prospectus supplement for the expected trading market, if any, for our preferred stock or debt securities.

While the number and amount of securities we may issue pursuant to this registration statement is limited to \$375,000,000 of securities, our board of directors (the “Board of Directors” or the “Board”) may, without any action by the stockholders, amend our Charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we have authority to issue under our Charter or the 1940 Act.

We may offer our securities, or certain of our stockholders may offer our common stock, directly to one or more purchasers through agents that we or they designate from time to time, or to or through underwriters or dealers. The prospectus supplement relating to the offering will identify any agents or underwriters involved in the sale of our securities, and will set forth any applicable purchase price, fee, commission or discount arrangement between us or any selling stockholder and such agents or underwriters or among underwriters or the basis upon which such amount may be calculated. See “Plan of Distribution” and “Selling Stockholders.” Our securities may not be sold through agents, underwriters or dealers without delivery of a prospectus supplement describing the method and terms of the offering of our securities.

Subsidiaries

If our Adviser determines it to be appropriate or necessary, we may form one or more wholly owned subsidiaries in one or more jurisdictions (each, a “Subsidiary,” and together, the “Subsidiaries”), each of which would be treated as a corporation for U.S. federal income tax purposes. Any Subsidiary will share the same portfolio management team as the Company. We anticipate investing in certain private clean energy-related issuers indirectly through the Subsidiaries. Any Subsidiary organized in the United States will generally be subject to U.S. federal income tax at corporate rates. The Subsidiaries will not be registered under the Investment Company Act of 1940, as amended (the “1940 Act”), and will not be subject to all of the investor protections of the 1940 Act. Investments held through a Subsidiary will be managed by our Adviser. There will not be a separate management fee or investment advisory agreement at the Subsidiary level. See “Investment Objective and Principal Investment Strategies –Subsidiaries” and “Risk Factors – Operational Risks – Subsidiary Risks.”

Use of Proceeds

Unless otherwise specified in a prospectus supplement, we intend to use the net proceeds of any sale of our securities primarily to invest in energy infrastructure companies in accordance with our investment objective and policies as described under “Investment Objective and Principal Investment Strategies” within approximately three months of receipt of such proceeds. We may also use proceeds from the sale of our securities to retire all or a portion of any debt we incur, to redeem preferred stock or for working capital purposes, including the payment of distributions, interest and operating expenses, although there is currently no intent to issue securities primarily for this purpose. We will not receive any of the proceeds from a sale of our common stock by any selling stockholder.

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Federal Income Tax Status of Company

Unlike most investment companies, we have not elected to be treated as a regulated investment company under the U.S. Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). Therefore, we are obligated to pay federal and applicable state corporate taxes on our taxable income. On the other hand, we are not subject to the Internal Revenue Code’s diversification rules limiting the assets in which regulated investment companies can invest. Under current federal income tax law, these rules limit the amount that regulated investment companies may invest directly in the securities of certain MLPs to 25% of the value of their total assets. We invest a substantial portion of our assets in MLPs. Although MLPs generate taxable income to us, we expect the MLPs to pay cash distributions in excess of the taxable income reportable by us. Similarly, we expect to distribute substantially all of our distributable cash flow (“DCF”) to our common stockholders. DCF is the amount we receive as cash or paid-in-kind distributions from MLPs or affiliates of MLPs in which we invest, and interest payments received on debt securities owned by us, less current or anticipated operating expenses, taxes on our taxable income, and leverage costs paid by us (including leverage costs of preferred stock, debt securities and borrowings under our unsecured credit facility). However, unlike regulated investment companies, we are not effectively required by the Internal Revenue Code to distribute substantially all of our income and capital gains. The extent to which we are required to pay corporate income tax could materially reduce our cash available to make distributions to our common stockholders. See “Certain Federal Income Tax Matters.”

Distributions

Our Board of Directors has adopted a policy of declaring what it believes to be sustainable distributions. In determining distributions, our Board of Directors considers a number of current and anticipated factors, including, among others: DCF; realized and unrealized gains; leverage amounts and rates; current and deferred taxes payable; and potential volatility in returns from our investments and the overall market. Over the long term, we expect to distribute substantially all of our DCF to holders of our common stock. As of the date of this prospectus, we have paid distributions every quarter since the completion of our first full fiscal quarter ended on May 31, 2004. There is no assurance that we will continue to make regular distributions. If distributions paid to holders of our common and preferred stock exceed the current and accumulated earnings and profit allocated to the particular shares held by a stockholder, the excess of such distribution will constitute, for federal income tax purposes, a tax-free return of capital to the extent of the stockholder’s basis in the shares and capital gain thereafter. A return of capital, which represents a return of a stockholder’s original investment in the Company, reduces the basis of the shares held by a stockholder, which may increase the amount of gain recognized upon the sale of such shares. Our preferred stock and debt securities will pay distributions and interest, respectively, in accordance with their terms. So long as we have preferred stock and debt securities outstanding, we may not declare distributions on common or preferred stock unless we meet applicable asset coverage tests.

Principal Investment Policies

Under normal circumstances, we invest at least 90% of our total assets (including assets we obtain through leverage) in securities of energy infrastructure companies and invest at least 70% of our total assets in equity securities of MLPs and midstream entities. Energy infrastructure companies engage in the business of transporting, processing, storing, distributing or marketing natural gas, natural gas liquids (primarily propane), coal, crude oil or refined petroleum products, or exploring, developing, managing or producing such commodities. We invest primarily in energy infrastructure companies organized in the United States. It is anticipated that all of the publicly traded MLPs and midstream entities in which we will invest will have a market capitalization greater than \$100 million at the time of investment.

We also may invest in equity and debt securities of energy infrastructure companies that are organized and/or taxed as corporations to the extent consistent with our investment objective. We also may invest in securities of general

partners or other affiliates of MLPs and private companies operating energy infrastructure assets.

We have adopted the following additional nonfundamental investment policies:

We may invest up to 30% of our total assets in restricted securities, primarily through direct placements. Subject to this policy, we may invest without limitation in illiquid securities. The types of restricted securities that we may purchase include securities of private energy infrastructure companies and privately issued securities of publicly traded energy infrastructure companies. Restricted securities, whether issued by public companies or private companies, are generally considered illiquid. The aggregate of all our investments in private companies that do not have any publicly traded shares or units are limited to 5% of our total assets.

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We may invest up to 25% of our total assets in debt securities of energy infrastructure companies, including securities rated below investment grade (commonly referred to as “junk bonds”). Below investment grade debt securities will be rated at least B3 by Moody’s Investors Service, Inc. (“Moody’s”) and at least B- by Standard & Poor’s Ratings Group (“S&P”) at the time of purchase, or comparably rated by another statistical rating organization or if unrated, determined to be of comparable quality by the Adviser.

❖ We will not invest more than 10% of total assets in any single issuer.

❖ We will not engage in short sales.

❖ We may write covered call options, up to 5% of our total assets.

We may change our nonfundamental investment policies without stockholder approval and will provide notice to stockholders of material changes (including notice through stockholder reports); provided, however, that a change in the policy of investing at least 90% of our total assets in energy infrastructure companies requires at least 60 days’ prior written notice to stockholders. Unless otherwise stated, these investment restrictions apply at the time of purchase and we will not be required to reduce a position due solely to market value fluctuations. The term total assets includes assets obtained through leverage for the purpose of each investment restriction.

Under adverse market or economic conditions, we may invest up to 100% of our total assets in securities issued or guaranteed by the U.S. Government or its instrumentalities or agencies, short-term debt securities, certificates of deposit, bankers’ acceptances and other bank obligations, commercial paper rated in the highest category by a rating agency or other liquid fixed income securities deemed by the Adviser to be consistent with a defensive posture (collectively, “short-term securities”), or we may hold cash. To the extent we invest in short-term securities or cash for defensive purposes, such investments are inconsistent with, and may result in us not achieving, our investment objective.

We also may invest in short-term securities or cash pending investment of offering proceeds to meet working capital needs including, but not limited to, for collateral in connection with certain investment techniques, to hold a reserve pending payment of distributions, and to facilitate the payment of expenses and settlement of trades. The yield on such securities may be lower than the returns on MLPs or yields on lower rated fixed income securities.

Use of Leverage by the Company

The borrowing of money and the issuance of preferred stock and debt securities represents the leveraging of our common stock. The issuance of additional common stock may enable us to increase the aggregate amount of our leverage. We reserve the right at any time to use financial leverage to the extent permitted by the 1940 Act (50% of total assets for preferred stock and 33 1/3% of total assets for debt securities) or we may elect to reduce the use of leverage or use no leverage at all. Our policy is to utilize leverage in an amount that on average represents approximately 25% of our total assets. We consider market conditions at the time leverage is incurred and monitor for asset coverage ratios relative to 1940 Act requirements and our financial covenants on an ongoing basis. Leverage as a percent of total assets will vary depending on market conditions, but will normally range between 20% and 30%. The timing and terms of any leverage transactions will be determined by our Board of Directors. Additionally, the percentage of our assets attributable to leverage may vary significantly during periods of extreme market volatility and will increase during periods of declining market prices of our portfolio holdings.

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The use of leverage creates an opportunity for increased income and capital appreciation for common stockholders, but at the same time, it creates special risks that may adversely affect common stockholders. Our Adviser's fee is based upon a percentage of our "Managed Assets" (defined as our total assets (including any assets attributable to any leverage that may be outstanding but excluding any net deferred tax assets) minus the sum of accrued liabilities other than (1) net deferred tax liabilities, (2) debt entered into for purposes of leverage and (3) the aggregate liquidation preference of any outstanding preferred stock). Our Adviser does not charge any advisory fee based on net deferred tax assets. Our Adviser's fee is higher when we are leveraged. Therefore, the Adviser has a financial incentive to use leverage, which will create a conflict of interest between the Adviser and our common stockholders, who will bear the costs of our leverage. There can be no assurance that a leveraging strategy will be successful during any period in which it is used. The use of leverage involves risks, which can be significant. See "Leverage" and "Risk Factors — Additional Risks to Common Stockholders — Leverage Risk."

We may use interest rate transactions for hedging purposes only, in an attempt to reduce the interest rate risk arising from our leveraged capital structure. We do not intend to hedge the interest rate risk of our portfolio holdings. Accordingly, if no leverage is outstanding, we currently do not expect to engage in interest rate transactions. Interest rate transactions that we may use for hedging purposes may expose us to certain risks that differ from the risks associated with our portfolio holdings. See "Leverage — Hedging Transactions" and "Risk Factors — Company Risks — Hedging Strategy Risk."

Conflicts of Interest

Conflicts of interest may arise from the fact that the Adviser and its affiliates carry on substantial investment activities for other clients, in which we have no interest. The Adviser or its affiliates may have financial incentives to favor certain of these accounts over us. Any of the Adviser's or its affiliates' proprietary accounts and other customer accounts may compete with us for specific trades. The Adviser or its affiliates may give advice and recommend securities to, or buy or sell securities for, other accounts and customers, which advice or securities recommended may differ from advice given to, or securities recommended or bought or sold for, us, even though their investment objectives may be the same as, or similar to, our objective. Certain of the funds and accounts managed by our Adviser may invest in the equity securities of a particular company, while other funds and accounts managed by our Adviser may invest in the debt securities of the same company.

Our Adviser has written allocation policies and procedures that it will follow in addressing any conflicts. When two or more clients advised by our Adviser or its affiliates seek to purchase or sell the same securities, the securities actually purchased or sold will be allocated among the clients on a good faith equitable basis by our Adviser in its discretion and in accordance with each client's investment objectives and our Adviser's procedures.

From time to time, our Adviser may seed proprietary accounts for the purpose of evaluating a new investment strategy that eventually may be available to clients through one or more product structures. Such accounts also may serve the purpose of establishing a performance record for the strategy. Our Adviser's management of accounts with proprietary interests and nonproprietary client accounts may create an incentive to favor the proprietary accounts in the allocation of investment opportunities, and the timing and aggregation of investments. Our Adviser's proprietary seed accounts may include long-short strategies, and certain client strategies may permit short sales. A conflict of interest arises if a security is sold short at the same time as a long position, and continuously short selling in a security may adversely affect the stock price of the same security held long in client accounts. Our Adviser has adopted various policies to mitigate these conflicts, including policies that require our Adviser to avoid favoring any account, and that prohibit client and proprietary accounts from engaging in short sales with respect to individual stocks held long in client accounts. Our Adviser's policies also require transactions in proprietary accounts to be placed after client transactions.

Situations may occur when we could be disadvantaged because of the investment activities conducted by the Adviser and its affiliates for their other funds or accounts. Such situations may be based on, among other things, the following:

(1) legal or internal restrictions on the combined size of positions that may be taken for us or the other accounts, thereby limiting the size of our position; (2) the difficulty of liquidating an investment for us or the other accounts where the market cannot absorb the sale of the combined position; or (3) limits on co-investing in private placement securities under the 1940 Act. Our investment opportunities may be limited by affiliations of the Adviser or its affiliates with energy infrastructure companies.

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The use of leverage creates an opportunity for increased income and capital appreciation for common stockholders, but at the same time creates special risks that may adversely affect common stockholders. Because our management fee is based upon a percentage of our Managed Assets, our management fee is higher when we are leveraged. Therefore, our Adviser has a financial incentive to use leverage, which will create a conflict of interest between our Adviser and our common stockholders, who will bear the costs of our leverage. See “Investment Objective and Principal Investment Strategies — Conflicts of Interest.”

Company Risks

Our NAV, our ability to make distributions, our ability to service debt securities and preferred stock, and our ability to meet asset coverage requirements depends on the performance of our investment portfolio. The performance of our investment portfolio is subject to a number of risks, including the following:

Capital Markets Volatility Risk. Our capital structure and performance may be adversely impacted by weakness in the credit markets and stock market if such weakness results in declines in the value of MLPs and midstream energy entities in which we invest. If the value of our investments decline or remain volatile, there is a risk that we may be required to reduce outstanding leverage, which could adversely affect our stock price and ability to pay distributions at historical levels. A sustained economic slowdown may adversely affect the ability of MLPs and midstream energy entities to sustain their historical distribution levels, which in turn, may adversely affect our ability to sustain distributions at historical levels. MLPs and midstream energy entities that have historically relied heavily on outside capital to fund their growth may be impacted by a slowdown in the capital markets. The performance of the MLP and midstream energy sector is dependent on several factors including the condition of the financial sector, the general economy and the commodity markets. See “Risk Factors — Company Risks — Capital Markets Volatility Risk.”

Concentration Risk. Under normal circumstances, we concentrate our investments in the energy sector, with an emphasis on securities issued by MLPs and midstream entities in the energy infrastructure sector, a subset of the energy sector. The primary risks inherent in investments in MLPs and midstream entities in the energy infrastructure sector include the following: (1) the performance and level of distributions of MLPs and midstream entities can be affected by direct and indirect commodity price exposure, (2) a decrease in market demand for natural gas or other energy commodities could adversely affect MLPs’ and midstream entities’ revenues or cash flows, (3) energy infrastructure assets deplete over time and must be replaced and (4) a rising interest rate environment could increase the cost of capital for MLPs and midstream entities. See “Risk Factors — Company Risks — Concentration Risk.”

Industry Specific Risk. Energy infrastructure companies also are subject to risks specific to the industry they serve. For risks specific to the pipeline, processing, propane, coal and marine shipping industries, see “Risk Factors — Company Risks — Industry Specific Risk.”

MLP Risk. We invest a substantial portion of our assets in equity securities of MLPs. As a result, we are subject to the risks associated with an investment in MLPs, including cash flow risk, tax risk, deferred tax risk and capital markets risk. Cash flow risk is the risk that MLPs will not make distributions to holders (including us) at anticipated levels or that such distributions will not have the expected tax character. MLPs also are subject to tax risk, which is the risk that an MLP might lose its partnership status for tax purposes. Deferred tax risk is the risk that we incur a current tax liability on that portion of an MLP’s income and gains that is not offset by tax deductions and losses. Capital markets risk is the risk that MLPs will be unable to raise capital to meet their obligations as they come due or execute their growth strategies, complete future acquisitions, take advantage of other business opportunities or respond to competitive pressures. See “Risk Factors — Company Risks — MLP Risk.”

Equity Securities Risk. Equity securities, including MLP common units, can be affected by macro-economic and other factors affecting the stock market in general, expectations of interest rates, investor sentiment toward MLPs or the midstream energy sector, changes in a particular issuer’s financial condition, or unfavorable or unanticipated poor

performance of a particular issuer (in the case of MLPs, generally measured in terms of DCF). Prices of common units of individual MLPs and other equity securities also can be affected by fundamentals unique to the partnership or company, including size, earnings power, coverage ratios and characteristics and features of different classes of securities. See “Risk Factors — Company Risks — Equity Securities Risk” and “Risk Factors — Additional Risks to Common Stockholders — Leverage Risk.”

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Smaller Company Securities Risk. Investing in securities of smaller companies may involve greater risk than is associated with investing in more established companies. Companies with smaller capitalization may have limited product lines, markets or financial resources; may lack management depth or experience; and may be more vulnerable to adverse general market or economic developments than larger more established companies. See “Risk Factors — Company Risks — Smaller Company Securities Risk.”

Delay in Use of Proceeds Risk. Although we expect to fully invest the net proceeds of any offering within three months after the closing of the offering, such investments may be delayed if suitable investments are unavailable at the time, if we are unable to secure firm commitments for direct investments, if market conditions and volumes of the securities of midstream energy entities are not favorable at the time or for other reasons. See “Risk Factors – Company Risks – Delay in Use of Proceeds Risk.”

Below Investment Grade Securities Risk. Investing in below investment grade debt instruments (commonly referred to as “junk bonds”) involves additional risks than investment grade securities. Adverse changes in economic conditions are more likely to lead to a weakened capacity of a below investment grade issuer to make principal payments and interest payments than an investment grade issuer. An economic downturn could adversely affect the ability of highly leveraged issuers to service their obligations or to repay their obligations upon maturity. Similarly, downturns in profitability in the energy infrastructure industry could adversely affect the ability of below investment grade issuers in that industry to meet their obligations. The market values of lower quality securities tend to reflect individual developments of the issuer to a greater extent than do higher quality securities, which react primarily to fluctuations in the general level of interest rates.

The secondary market for below investment grade securities may not be as liquid as the secondary market for more highly rated securities. There are fewer dealers in the market for below investment grade securities than investment grade obligations. The prices quoted by different dealers may vary significantly, and the spread between the bid and asked price is generally much larger than for higher quality instruments. Under adverse market or economic conditions, the secondary market for below investment grade securities could contract further, independent of any specific adverse change in the condition of a particular issuer, and these instruments may become illiquid. As a result, it may be more difficult to sell these securities or we may be able to sell the securities only at prices lower than if such securities were widely traded. This may affect adversely our ability to make required distribution or interest payments on our outstanding senior securities. Prices realized upon the sale of such lower-rated or unrated securities, under these circumstances, may be less than the prices used in calculating our NAV. See “Risk Factors – Company Risk – Below Investment Grade Securities Risk.”

Capital Markets Risk. Global financial markets and economic conditions have been, and may continue to be, volatile due to a variety of factors, including significant write-offs in the financial services sector. Despite more stabilized economic activity, if the volatility continues, the cost of raising capital in the debt and equity capital markets, and the ability to raise capital, may be impacted. In particular, concerns about the general stability of financial markets and specifically the solvency of lending counterparties, may impact the cost of raising capital from the credit markets through increased interest rates, tighter lending standards, difficulties in refinancing debt on existing terms or at all and reduced, or in some cases ceasing to provide, funding to borrowers. In addition, lending counterparties under existing revolving credit facilities and other debt instruments may be unwilling or unable to meet their funding obligations. As a result of any of the foregoing, we or the companies in which we invest may be unable to obtain new debt or equity financing on acceptable terms. If funding is not available when needed, or is available only on unfavorable terms, we or the companies in which we invest may not be able to meet obligations as they come due. Moreover, without adequate funding, midstream energy entities may be unable to execute their growth strategies, complete future acquisitions, take advantage of other business opportunities or respond to competitive pressures, any of which could have a material adverse effect on their revenues and results of operations. See “Risk Factors – Company Risk – Capital Markets Risk.”

Hedging Strategy Risk. We may use interest rate transactions for hedging purposes only, in an attempt to reduce the interest rate risk arising from our leveraged capital structure. There is no assurance that the interest rate hedging transactions into which we enter will be effective in reducing our exposure to interest rate risk. Hedging transactions are subject to correlation risk, which is the risk that payment on our hedging transactions may not correlate exactly with our payment obligations on senior securities. Interest rate transactions that we may use for hedging purposes, such as swaps, caps and floors, will expose us to certain risks that differ from the risks associated with our portfolio holdings. See “Risk Factors — Company Risks — Hedging Strategy Risk.”

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Competition Risk. At the time we completed our initial public offering in February 2004, we were the only publicly traded investment company offering access to a portfolio of energy infrastructure MLPs. Since that time, a number of alternative vehicles for investment in a portfolio of energy infrastructure MLPs, including other publicly traded investment companies and private funds, have emerged. These competitive conditions may adversely impact our ability to meet our investment objective, which in turn could adversely impact our ability to make interest or distribution payments. See “Risk Factors — Company Risks — Competition Risk.”

Restricted Security Risk. We may invest up to 30% of total assets in restricted securities, primarily through direct placements. Restricted securities are less liquid than securities traded in the open market because of statutory and contractual restrictions on resale. Such securities are, therefore, unlike securities that are traded in the open market, which can be expected to be sold immediately if the market is adequate. This lack of liquidity creates special risks for us. See “Risk Factors — Company Risks — Restricted Security Risk.”

Liquidity Risk. Certain MLP and midstream energy securities may trade less frequently than those of other companies due to their smaller capitalizations. Investments in securities that are less actively traded or over time experience decreased trading volume may be difficult to dispose of when we believe it is desirable to do so, may restrict our ability to take advantage of other opportunities, and may be more difficult to value. See “Risk Factors - Company Risks - Liquidity Risk.”

Covered Call Risk. We cannot guarantee that our covered call option strategy will be effective. There are several risks associated with transactions in options on securities. The significant differences between the securities and options markets could result in an imperfect correlation between these markets. The use of options may require us to sell portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation we can realize on an investment, or may cause us to hold a security we might otherwise sell. There can be no assurance that a liquid market will exist when we seek to close out an option position. Factors such as supply and demand, interest rates, the current market price of the underlying security in relation to the exercise price of the option, the dividend or distribution yield of the underlying security, the actual or perceived volatility of the underlying security and the time remaining until the expiration date, could impact or cause to vary over time the amount of income we are able to generate through our covered call option strategy. The number of covered call options we can write is limited by the number of shares of the corresponding common stock we hold. Furthermore, our covered call option transactions may be subject to limitations established by each of the exchanges, boards of trade or other trading facilities on which such options are traded. If we fail to maintain any required asset coverage ratios in connection with any use by us of leverage, we may be required to redeem or prepay some or all of our leverage instruments. Such redemption or prepayment would likely result in our seeking to terminate early all or a portion of any option transaction. Early termination of an option could result in a termination payment by or to us. See “Risk Factors — Company Risks — Covered Call Risk.”

Valuation Risk. We may invest up to 30% of total assets in restricted securities, which are subject to restrictions on resale. The value of such investments ordinarily will be based on fair valuations determined by the Adviser pursuant to procedures adopted by the Board of Directors. Restrictions on resale or the absence of a liquid secondary market may affect adversely our ability to determine NAV. The sale price of securities that are restricted or otherwise are not readily marketable may be higher or lower than our most recent valuations. See “Risk Factors — Company Risks — Valuation Risk.”

Nondiversification Risk. We are a nondiversified investment company under the 1940 Act and we are not a regulated investment company under the Internal Revenue Code. Accordingly, there are no regulatory limits under the 1940 Act or Internal Revenue Code with respect to the number or size of securities held by us and we may invest more assets in fewer issuers as compared to a diversified fund. See “Risk Factors — Company Risks — Nondiversification Risk.”

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Tax Risk. Because we are treated as a corporation for federal income tax purposes, our financial statements reflect deferred tax assets or liabilities according to generally accepted accounting principles. Deferred tax assets may constitute a relatively high percentage of NAV. Realization of deferred tax assets including net operating loss and capital loss carryforwards, are dependent, in part, on generating sufficient taxable income of the appropriate character. Currently capital loss carryforwards have a five year carryover period, whereas net operating loss carryforwards for tax years beginning after 2017 have an indefinite carryover period. In addition, a substantial change in our ownership may limit our ability to utilize our loss carryforwards. Unexpected significant decreases in MLP cash distributions or significant declines in the fair value of our MLP investments, among other factors, may change our assessment regarding the recoverability of deferred tax assets and would likely result in a valuation allowance, or recording of a larger allowance. If a valuation allowance is required to reduce the deferred tax asset in the future, it could have a material impact on our NAV and results of operations in the period it is recorded. Conversely, in periods of generally increasing MLP prices, we will accrue a deferred tax liability to the extent the fair value of our assets exceeds our tax basis. We may incur significant tax liability during periods in which gains on MLP investments are realized. See “Risk Factors — Company Risks — Tax Risk.”

Management Risk. The Adviser was formed in October 2002 to provide portfolio management services to institutional and high net worth investors seeking professional management of their MLP investments. The Adviser has been managing our portfolio since we began operations in February 2004. As of February 28, 2019, the Adviser had client assets under management of approximately \$16.3 billion. To the extent that the Adviser’s assets under management continue to grow, the Adviser may have to hire additional personnel and, to the extent it is unable to hire qualified individuals, its operations may be adversely affected. See “Risk Factors - Company Risks –Management Risk.”

Subsidiary Risks. By investing in any Subsidiary, we will be indirectly exposed to the risks associated with such Subsidiary’s investments. The instruments that will be held by any Subsidiary will generally be similar to those that are permitted to be held by the Company and will be subject to the same risks that apply to similar investments if held directly by the Company. The Subsidiaries will not be registered under the 1940 Act, and, unless otherwise noted in the prospectus, will not be subject to all of the protections of the 1940 Act. However, we will wholly own and control any Subsidiary, and we and any Subsidiary will each be managed by our Adviser and will share the same portfolio management team. Our Board of Directors will have oversight responsibility for the investment activities of the Company, including its investment in the Subsidiaries, and our role as sole shareholder of any Subsidiary. Changes in the laws of the United States and/or any jurisdiction in which a Subsidiary is formed could result in our inability or the inability of the Subsidiaries to operate as described in this prospectus and our statement of additional information and could adversely affect the Company. See Risk Factors – Company Risks – Subsidiary Risks.”

See “Risk Factors — Company Risks” for a more detailed discussion of these and other risks of investing in our securities.

Additional Risks to Common Stockholders

Leverage Risk. We are currently leveraged and intend to continue to use leverage primarily for investment purposes. Leverage, which is a speculative technique, could cause us to lose money and can magnify the effect of any losses. Weakness in the credit markets may cause our leverage costs to increase and there is a risk that we may not be able to renew or replace existing leverage on favorable terms or at all. If the cost of leverage is no longer favorable, or if we are otherwise required to reduce our leverage, we may not be able to maintain common stock distributions at historical levels and common stockholders will bear any costs associated with selling portfolio securities. If our net asset value of our portfolio declines or remains subject to heightened market volatility, there is an increased risk that we will be unable to maintain coverage ratios for debt securities and preferred stock mandated by the 1940 Act, rating agency guidelines or contractual terms of bank lending facilities or privately placed notes. If we do not cure any deficiencies within specified cure periods, we will be required to redeem such senior securities in amounts that are sufficient to restore the required coverage ratios or, in some cases, offer to redeem all of such securities. As a result, we may be required to sell portfolio securities at inopportune times, and we may incur significant losses upon the sale of such

securities. There is no assurance that a leveraging strategy will be successful.

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Market Impact Risk. The sale of our common stock (or the perception that such sales may occur) may have an adverse effect on prices in the secondary market for our common stock. An increase in the number of common shares available may put downward pressure on the market price for our common stock.

Dilution Risk. The voting power of current stockholders will be diluted to the extent that such stockholders do not purchase shares in any future common stock offerings or do not purchase sufficient shares to maintain their percentage interest.

If we are unable to invest the proceeds of such offering as intended, our per share distribution may decrease and we may not participate in market advances to the same extent as if such proceeds were fully invested as planned.

Market Discount Risk. Our common stock has traded both at a premium and at a discount in relation to NAV. We cannot predict whether our shares will trade in the future at a premium or discount to NAV.

See “Risk Factors — Additional Risks to Common Stockholders” for a more detailed discussion of these risks.

Additional Risks to Senior Security Holders

Additional risks of investing in senior securities, include the following:

Interest Rate Risk. Distributions and interest payable on our senior securities are subject to interest rate risk. To the extent that distributions or interest on such securities are based on short-term rates, our leverage costs may rise so that the amount of distributions or interest due to holders of senior securities would exceed the cash flow generated by our portfolio securities. To the extent that our leverage costs are fixed, our leverage costs may increase when our senior securities mature. This might require that we sell portfolio securities at a time when we would otherwise not do so, which may adversely affect our future ability to generate cash flow. In addition, rising market interest rates could negatively impact the value of our investment portfolio, reducing the amount of assets serving as asset coverage for senior securities.

Senior Leverage Risk. Our preferred stock will be junior in liquidation and with respect to distribution rights to our debt securities and any other borrowings. Senior securities representing indebtedness may constitute a substantial lien and burden on preferred stock by reason of their prior claim against our income and against our net assets in liquidation. We may not be permitted to declare distributions with respect to any series of our preferred stock unless at such time we meet applicable asset coverage requirements and the payment of principal or interest is not in default with respect to debt securities or any other borrowings.

Our debt securities, upon issuance, are expected to be unsecured obligations and, upon our liquidation, dissolution or winding up, will rank: (1) senior to all of our outstanding common stock and any outstanding preferred stock; (2) on a parity with any of our unsecured creditors and any unsecured senior securities representing our indebtedness; and (3) junior to any of our secured creditors. Secured creditors of ours may include, without limitation, parties entering into interest rate swap, floor or cap transactions, or other similar transactions with us that create liens, pledges, charges, security interests, security agreements or other encumbrances on our assets.

Ratings and Asset Coverage Risk. To the extent that senior securities are rated, a rating does not eliminate or necessarily mitigate the risks of investing in our senior securities, and a rating may not fully or accurately reflect all of the credit and market risks associated with that senior security. A rating agency could downgrade the rating of our shares of preferred stock or debt securities, which may make such securities less liquid in the secondary market, though probably with higher resulting interest rates. If a rating agency downgrades, or indicates a potential downgrade to, the rating assigned to a senior security, we may alter our portfolio or redeem a portion of our senior securities. We may voluntarily redeem a senior security under certain circumstances to the extent permitted by its governing

documents.

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Inflation Risk. Inflation is the reduction in the purchasing power of money resulting from an increase in the price of goods and services. Inflation risk is the risk that the inflation adjusted or “real” value of an investment in preferred stock or debt securities or the income from that investment will be worth less in the future. As inflation occurs, the real value of the preferred stock or debt securities and the distributions or interest payable to holders of preferred stock or debt securities declines.

Decline in Net Asset Value Risk. A material decline in our NAV may impair our ability to maintain required levels of asset coverage for our preferred stock or debt securities.

See “Risk Factors — Additional Risks to Senior Security Holders” for a more detailed discussion of these risks.

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SUMMARY OF COMPANY EXPENSES

The following table and example contain information about the costs and expenses that common stockholders will bear directly or indirectly. In accordance with SEC requirements, the table below shows our expenses, including leverage costs, as a percentage of our net assets as of November 30, 2018, and not as a percentage of gross assets or Managed Assets. By showing expenses as a percentage of net assets, expenses are not expressed as a percentage of all of the assets we invest. The table and example are based on our capital structure as of November 30, 2018. As of that date, we had approximately \$652.1 million in senior securities outstanding, including \$165.0 million of our Tortoise Preferred Shares, Tortoise Notes in an aggregate principal amount of \$380.0 million and \$107.1 million outstanding under our unsecured credit facilities. Such senior securities represented 30.5% of total assets as of November 30, 2018.

Stockholder Transaction Expenses

Sales Load (as a percentage of offering price)	____ ⁽¹⁾
Offering Expenses Borne by the Company (as a percentage of offering price)	____ ⁽¹⁾
Dividend Reinvestment and Cash Purchase Plan Fees (in dollars) ⁽²⁾	\$ 15

Annual Expenses	Percentage of Net Assets Attributable to Common Stockholders	
Management Fee ⁽³⁾	1.58	%
Interest Payments on Borrowed Funds (includes issuance costs and interest rate swaps) ⁽⁴⁾	1.43	%
Distribution Payments on Preferred Stock (includes issuance costs) ⁽⁵⁾	0.57	%
Other Expenses ⁽⁶⁾	0.14	%
Current Income Tax Expense ⁽⁷⁾	0.00	%
Deferred Income Tax Expense ⁽⁷⁾	0.00	%
Total Annual Expenses ⁽⁸⁾	3.72	%

Example:

The following example illustrates the expenses that common stockholders would pay on a \$1,000 investment in common stock, assuming (1) total annual expenses of 3.72% of net assets attributable to common shares; (2) a 5% annual return; and (iii) all distributions are reinvested at NAV:

	1 Year	3 Years	5 Years	10 Years
Total Expenses Paid by Common Stockholders ⁽⁹⁾⁽¹⁰⁾	\$ 37	\$ 113	\$ 191	\$ 395

The example should not be considered a representation of future expenses. Actual expenses may be greater or less than those assumed. Moreover, our actual rate of return may be greater or less than the hypothetical 5% return shown in the example.

(1) If the securities to which this prospectus relates are sold to or through underwriters, the prospectus supplement will set forth any applicable sales load, the estimated offering expenses borne by us and a revised expense example.

(2) Stockholders will pay a transaction fee of \$15 plus brokerage charges if they direct the Plan Agent to sell common stock held in a Plan account. See “Automatic Dividend Reinvestment and Cash Purchase Plan.”

(3)

“Management Fee” is based on Managed Assets as of November 30, 2018 and reflects an annual rate of 0.95% of our average monthly Managed Assets up to \$2,500,000,000, 0.90% of our average monthly Managed Assets between \$2,500,000,000 and \$3,500,000,000, and 0.85% of our average monthly Managed Assets above \$3,500,000,000. There is no investment advisory agreement with, or management fees charged to, any Subsidiary.

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(4) Reflects the weighted average cost of interest payable on the Tortoise Notes, unsecured credit facilities and interest rate swap contracts at borrowing rates as of November 30, 2018, including amortization of issuance costs, expressed as a percentage of net assets as of November 30, 2018.

(5) Reflects the weighted average cost of distributions payable on Tortoise Preferred Shares as of November 30, 2018, including amortization of issuance costs, expressed as a percentage of net assets as of November 30, 2018.

(6) “Other Expenses” are estimated based on amounts incurred for the fiscal year ended November 30, 2018 for overhead expenses, including payments to our transfer agent, administrator, custodian, fund account and legal and accounting expenses. “Other Expenses” also includes estimated expenses of our Subsidiaries, which are not expected to exceed 0.01% of our total expenses in any year. The holders of our common shares indirectly bear the costs associated with such other expenses as well as all other costs not specifically assumed by our Adviser and incurred in connection with our operations.

(7) For the year ended November 30, 2018, we accrued \$533,600 for current income tax benefit and \$152,516,725 for net deferred income tax benefit. Current income tax expense relates to net realized gains recognized during the period in excess of capital loss carryforwards and net operating loss carryforwards. Deferred income tax expense represents an estimate of our potential tax liability if we were to recognize the unrealized appreciation of our portfolio assets accumulated during our fiscal year ended November 30, 2018, based on the market value and tax basis of our assets as of November 30, 2018. Future actual income tax expense (if any) will be incurred over many years depending on if and when investment gains are realized, the then-current tax basis of assets, the level of net loss carryforwards and other factors.

(8) The table presents certain of our annual expenses stated as a percentage of our net assets attributable to our common shares. This results in a higher percentage than the percentage attributable to our annual expenses stated as a percentage of our Managed Assets. See “Leverage-Annual Expenses” on page 39.

(9) Includes current and deferred income tax expense, if any. See footnote 7 above for more details.

(10) The example does not include sales load or estimated offering costs. If the securities to which this prospectus relates are sold to or through underwriters, the prospectus supplement will set forth any applicable sales load, the estimated offering expenses borne by us and a revised expense example reflecting such sales load and offering expenses.

The purpose of the table and the example above is to help investors understand the fees and expenses that they, as common stockholders, would bear directly or indirectly. For additional information with respect to our expenses, see “Management of the Company.”

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FINANCIAL HIGHLIGHTS

Information contained in the table below under the heading “Per Common Share Data” and “Supplemental Data and Ratios” shows our per common share operating performance. The information in this table is derived from our financial statements audited by Ernst & Young LLP, whose report on such financial statements is contained in our 2018 Annual Report and is incorporated by reference into the statement of additional information, both of which are available from us upon request. See “Available Information” in this prospectus.

	Year Ended November 30, 2018	Year Ended November 30, 2017	Year Ended November 30, 2016	Year Ended November 30, 2015	Year Ended November 30, 2014
Per Common Share Data⁽¹⁾					
Net Asset Value, beginning of year	\$23.93	\$28.83	\$29.28	\$49.34	\$43.36
Income (Loss) from Investment Operations					
Net investment loss ⁽²⁾	(0.49)	(0.65)	(0.78)	(0.62)	(0.66)
Net realized and unrealized gain (loss) on investments and interest rate swap contracts ⁽²⁾	(2.59)	(1.64)	2.94	(16.85)	9.01
Total income (loss) from investment operations	2.10	(2.29)	2.16	(17.47)	8.35
Distributions to Common Stockholders					
Return of capital	(2.62)	(2.62)	(2.62)	(2.59)	(2.38)
Capital Stock Transactions					
Premiums less underwriting discounts and offering costs on issuance of common stock ⁽³⁾	0.09	0.01	0.01	(0.00)	0.01
Net Asset Value, end of year	\$23.50	\$23.93	\$28.83	\$29.28	\$49.34
Per common share market value, end of year	\$22.59	\$25.86	\$30.63	\$26.57	\$46.10
Total investment return based on market value ⁽⁴⁾	(3.42)%	(7.49)%	26.21 %	(37.86)%	(2.54)%
Supplemental Data and Ratios					
Net assets applicable to common stockholders, end of year (000's)	\$1,260,300	\$1,181,528	\$1,412,274	\$1,405,733	\$2,369,068
Average Net Assets (000's)	\$1,388,683	\$1,406,724	\$1,345,764	\$1,974,038	\$1,837,590
Ratio of Expenses to Average Net Assets					
Advisory fees	1.58 %	1.74 %	1.74 %	1.76 %	1.65 %
Other operating expenses	0.13	0.12	0.12	0.10	0.13
Total operating expenses, before fee waiver	1.71	1.86	1.86	1.86	1.78
Fee Waiver ⁽⁵⁾	(0.04)	(0.00)	(0.01)	-	(0.00)
Total Operating Expenses	1.67	1.86	1.85	1.86	1.78
Leverage expenses ⁽⁶⁾	1.87	1.78	2.29	1.75	1.38
Income tax expense (benefit) ⁽⁷⁾	(11.02)	(5.28)	4.64	(24.50)	7.81
Total expenses	(7.48)%	(1.64)%	8.78 %	(20.89)%	10.97 %
	(1.89)%	(2.27)%	(2.83)%	(1.50)%	(1.33)%

Ratio of net investment loss to average net assets before fee waiver ⁽⁶⁾										
Ratio of net investment loss to average net assets after fee waiver ⁽⁶⁾	(1.85)%	(2.27)%	(2.82)%	(1.50)%	(1.33)%
Portfolio turnover rate	17.96	%	20.38	%	24.23	%	12.94	%	15.33	%
Credit facility borrowings, end of year (000's)	\$107,100		\$112,700		\$109,300		\$66,000		\$162,800	
Senior notes, end of year (000's)	\$380,000		\$412,500		\$442,500		\$545,000		\$544,400	
Preferred stock, end of year (000's)	\$165,000		\$165,000		\$165,000		\$295,000		\$224,000	
Per common share amount of senior notes outstanding, end of year	\$7.08		\$8.35		\$9.03		\$11.35		\$11.34	
Per common share amount of net assets, excluding senior notes, end of year	\$30.58		\$32.28		\$37.86		\$40.63		\$60.68	
Asset coverage, per \$1,000 of principal amount of senior notes and credit facility borrowings ⁽⁸⁾	\$3,926		\$3,564		\$3,858		\$3,784		\$4,667	
Asset coverage ratio of senior notes and credit facility borrowings ⁽⁸⁾	393	%	356	%	386	%	378	%	467	%
Asset coverage, per \$25,000 liquidation value per share of auction preferred stock ⁽⁹⁾	-		-		-		-		-	
Asset coverage, per \$10 liquidation value per share of mandatory redeemable preferred stock ⁽⁹⁾	\$29		\$27		\$30		\$26		\$35	
Asset coverage ratio of preferred stock ⁽⁹⁾	293	%	271	%	297	%	255	%	354	%

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	Year Ended November 30, 2013	Year Ended November 30, 2012	Year Ended November 30, 2011	Year Ended November 30, 2010	Year Ended November 30, 2009
Per Common Share Data ⁽¹⁾					
Net Asset Value, beginning of year	\$36.06	\$33.37	\$32.91	\$25.53	\$17.36
Income (Loss) from Investment Operations					
Net investment loss ⁽²⁾	(0.73)	(0.64)	(0.77)	(0.66)	(0.16)
Net realized and unrealized gain (loss) on investments and interest rate swap contracts ⁽²⁾	10.27	5.51	3.35	10.10	10.65
Total income (loss) from investment operations	9.54	4.87	2.58	9.44	10.49
Distributions to Auction Preferred Stockholders					
Return of capital	-	-	-	(0.01)	(0.19)
Distributions to Common Stockholders					
Return of capital	(2.29)	(2.25)	(2.20)	(2.16)	(2.16)
Capital Stock Transactions					
Premiums less underwriting discounts and offering costs on issuance of common stock ⁽³⁾	0.05	0.07	0.08	0.11	0.03
Net Asset Value, end of year	\$43.36	\$36.06	\$33.37	\$32.91	\$25.53
Per common share market value, end of year	\$49.76	\$39.17	\$39.35	\$36.25	\$29.50
Total investment return based on market value ⁽⁴⁾	33.77 %	5.62 %	15.25 %	31.58 %	88.85 %
Supplemental Data and Ratios					
Net assets applicable to common stockholders, end of year (000's)	\$1,245,761	\$1,020,421	\$925,419	\$890,879	\$613,601
Average Net Assets (000's)	\$1,167,339	\$989,745	\$912,567	\$782,541	\$500,661
Ratio of Expenses to Average Net Assets					
Advisory fees	1.61 %	1.60 %	1.57 %	1.53 %	1.54 %
Other operating expenses	0.12	0.13	0.16	0.21	0.26
Total operating expenses, before fee waiver	1.73	1.73	1.73	1.74	1.80
Fee Waiver ⁽⁵⁾	(0.00)	(0.01)	(0.01)	-	(0.03)
Total Operating Expenses	1.73	1.72	1.72	1.74	1.77
Leverage expenses ⁽⁶⁾	1.59	1.67	1.75	2.11	2.54
Income tax expense (benefit) ⁽⁷⁾	14.05	8.37	4.63	17.89	29.98
Total expenses	17.37 %	11.76 %	8.10 %	21.74 %	34.29 %
Ratio of net investment loss to average net assets before fee waiver ⁽⁶⁾	(1.78)%	(1.82)%	(2.32)%	(2.23)%	(0.97)%
Ratio of net investment loss to average net assets after fee waiver ⁽⁶⁾	(1.78)%	(1.81)%	(2.31)%	(2.23)%	(0.94)%
Portfolio turnover rate	13.40 %	12.86 %	17.70 %	10.26 %	17.69 %
Credit facility borrowings, end of year (000's)	\$27,600	\$63,400	\$47,900	\$38,200	\$10,400
Senior notes, end of year (000's)	\$300,000	\$194,975	\$194,975	\$169,975	\$170,000

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Preferred stock, end of year (000's)	\$80,000		\$73,000		\$73,000		\$73,000		\$70,000	
Per common share amount of senior notes outstanding, end of year	\$10.44		\$6.89		\$7.03		\$6.28		\$7.07	
Per common share amount of net assets, excluding senior notes, end of year	\$53.80		\$42.95		\$40.40		\$39.19		\$32.60	
Asset coverage, per \$1,000 of principal amount of senior notes and credit facility borrowings ⁽⁸⁾	\$5,047		\$5,232		\$5,111		\$5,630		\$4,789	
Asset coverage ratio of senior notes and credit facility borrowings ⁽⁸⁾	505	%	523	%	511	%	563	%	479	%
Asset coverage, per \$25,000 liquidation value per share of auction preferred stock ⁽⁹⁾	-		-		-		-		\$86,262	
Asset coverage, per \$10 liquidation value per share of mandatory redeemable preferred stock ⁽⁹⁾	\$41		\$41		\$39		\$42		-	
Asset coverage ratio of preferred stock ⁽⁹⁾	406	%	408	%	393	%	417	%	345	%

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- (1) Information presented relates to a share of common stock outstanding for the entire year.
- (2) The per common share data for the years ended November 30, 2017, 2016, 2015, 2014, 2013, 2012, 2011, 2010 and 2009 do not reflect the change in estimate of investment income and return of capital, for the respective year. Represents the premium on the shelf offerings of \$0.10 per share, less the underwriting and offering costs of \$0.01 per share for the year ended November 30, 2018. Represents the premium on the shelf offerings of \$0.01 per share, less the underwriting and offering costs of less than \$0.01 per share for the year ended November 30, 2017. Represents the premium on the shelf offerings of \$0.02 per share, less the underwriting and offering costs of \$0.01 per share for the year ended November 30, 2016. Represents underwriting and offering costs of less than \$0.01 per share for the year ended November 30, 2015. Represents the premium on the shelf offerings of \$0.02 per share, less the underwriting and offering costs of \$0.01 per share for the year ended November 30, 2014. Represents the premium on the shelf offerings of \$0.06 per share, less the underwriting and offering costs of \$0.01 per share for the year ended November 30, 2013. Represents the premium on the shelf offerings of \$0.08 per share, less the underwriting and offering costs of \$0.01 per share for the year ended November 30, 2012. Represents the premium on the shelf offerings of \$0.09 per share, less the underwriting and offering costs of \$0.01 per share for the year ended November 30, 2011. Represents the premium on the shelf offerings of \$0.25 per share, less the underwriting and offering costs of \$0.14 per share for the year ended November 30, 2010. Represents the premium on the shelf offerings of \$0.05 per share, less the underwriting and offering costs of \$0.02 per share for the year ended November 30, 2009.
- Total investment return is calculated assuming a purchase of common stock at the beginning of the year and a sale
- (4) at the closing price on the last day of the year reported (excluding brokerage commissions). The calculation also assumes reinvestment of distributions at actual prices pursuant to the Company's dividend reinvestment plan.
- (5) Less than 0.01% for the years ended November 30, 2017, 2014 and 2013.
- (6) The expense ratios and net investment income (loss) ratios do not reflect the effect of distributions to auction preferred stockholders. For the year ended November 30, 2018, the Company accrued \$152,516,725 for net deferred income tax benefit. Included in the current period accrual is a deferred tax benefit of \$125,271,378 which is the impact from the federal tax rate reduction related to the Tax Cuts and Jobs Act. For the year ended November 30, 2017, the Company accrued \$35,365,364 for current income tax expense and \$109,662,030 for net deferred income tax benefit. For the year ended November 30, 2016, the Company accrued \$57,075,786 for current income expense and \$5,303,392 for net deferred income tax expense. For the year ended November 30, 2015, the Company accrued \$66,785,732 for net current income tax expense and \$550,449,662 for net deferred income tax benefit. For the year ended November 30, 2014, the Company accrued \$52,981,532 for current income tax expense and \$90,477,388 for net deferred income tax expense. For the year ended November 30, 2013, the Company accrued \$23,290,478 for net current income tax expense and \$140,745,675 for net deferred income tax expense. For the year ended November 30, 2012, the Company accrued \$16,189,126 for current income tax expense and \$66,613,182 for net deferred income tax expense. For the year ended November 30, 2011, the Company accrued \$8,950,455 for current income tax expense and \$33,248,897 for net deferred income tax expense. For the year ended November 30, 2010, the Company accrued \$984,330 for current income tax expense and \$139,019,876 for net deferred income tax expense. For the year ended November 30, 2009, the Company accrued \$230,529 for net current income tax benefit and \$150,343,906 for net deferred income tax expense.
- (8) Represents value of total assets less all liabilities and indebtedness not represented by senior notes, credit facility borrowings and preferred stock at the end of the year divided by senior notes and credit facility borrowings outstanding at the end of the year.
- (9) Represents value of total assets less all liabilities and indebtedness not represented by senior notes, credit facility borrowings and preferred stock at the end of the year divided by senior notes, credit facility borrowings and preferred stock outstanding at the end of the year.

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SENIOR SECURITIES

The following table sets forth information about our outstanding senior securities as of each fiscal year ended November 30 for the last 10 years. This information has been derived from our audited financial statements, which are incorporated by reference into the statement of additional information.

Year	Title of Security	Total Principal Amount/Liquidation Preference Outstanding	Asset Coverage per \$1,000 of Principal Amount	Asset Coverage per Share (\$25,000 Liquidation Preference)	Average Estimated Fair Value Per \$25,000 Denomination or per Share Amount	
2009	Tortoise Notes					
	Series A	\$ 60,000,000	⁽⁹⁾ \$ 4,789		\$ 27,206	⁽⁶⁾
	Series E	\$ 110,000,000	\$ 4,789		\$ 27,004	⁽⁶⁾
	Tortoise Preferred Shares					
	Series I ⁽¹⁾ (1,400 shares)	\$ 35,000,000	⁽¹⁰⁾	\$ 86,262	\$ 25,651	⁽⁸⁾
	Series II ⁽²⁾ (1,400 shares)	\$ 35,000,000	⁽¹⁰⁾	\$ 86,262	\$ 25,638	⁽⁸⁾
	Borrowings					
	Unsecured Revolving Credit Facility	\$ 10,400,000	\$ 4,789			
		\$ 250,400,000				
2010	Tortoise Notes					
	Series E	\$ 110,000,000	\$ 5,630		\$ 28,184	⁽¹¹⁾
	Series F	\$ 29,975,000	\$ 5,630		\$ 26,293	⁽¹¹⁾
	Series G	\$ 30,000,000	\$ 5,630		\$ 28,045	⁽¹¹⁾
	Tortoise Preferred Shares					
	MRP ⁽¹⁰⁾	\$ 73,000,000		\$ 42	\$ 11	
	Borrowings					
	Unsecured Revolving Credit Facility	\$ 38,200,000	\$ 5,630		\$ 25,000	
		\$ 281,175,000				
2011	Tortoise Notes					
	Series E	\$ 110,000,000	\$ 5,111		\$ 28,064	⁽¹¹⁾
	Series F	\$ 29,975,000	\$ 5,111		\$ 25,825	⁽¹¹⁾
	Series G	\$ 30,000,000	\$ 5,111		\$ 25,575	⁽¹¹⁾
	Series H	\$ 15,000,000	\$ 5,111		\$ 25,000	
	Series I	\$ 10,000,000	\$ 5,111		\$ 26,376	⁽¹¹⁾
	Tortoise Preferred Shares					
	MRP ⁽¹⁰⁾	\$ 73,000,000		\$ 39	\$ 11	
	Borrowings					
	Unsecured Revolving Credit Facility	\$ 47,900,000	\$ 5,111		\$ 25,000	
		\$ 315,875,000				

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Year	Title of Security	Total Principal Amount/Liquidation Preference Outstanding	Asset Coverage per \$1,000 of Principal Amount	Asset Coverage per Share (\$25,000 Liquidation Preference)	Average Estimated Fair Value Per \$25,000 Denomination or per Share Amount	
2012	Tortoise Notes					
	Series E	\$ 110,000,000	\$ 5,232		\$ 27,378	(11)
	Series F	\$ 29,975,000	\$ 5,232		\$ 25,250	(11)
	Series G	\$ 30,000,000	\$ 5,232		\$ 28,466	(11)
	Series H	\$ 15,000,000	\$ 5,232		\$ 25,000	
	Series I	\$ 10,000,000	\$ 5,232		\$ 27,044	(11)
	Tortoise Preferred Shares					
	MRP ⁽¹⁰⁾	\$ 73,000,000		\$ 41	\$ 10	
	Borrowings					
	Unsecured Revolving Credit Facility	\$ 63,400,000	\$ 5,232		\$ 25,000	
		\$ 331,375,000				
2013	Tortoise Notes					
	Series E	\$ 110,000,000	\$ 5,047		\$ 26,699	(11)
	Series G	\$ 30,000,000	\$ 5,047		\$ 28,080	(11)
	Series H	\$ 15,000,000	\$ 5,047		\$ 25,000	(11)
	Series I	\$ 10,000,000	\$ 5,047		\$ 26,889	(11)
	Series J	\$ 15,000,000	\$ 5,047		\$ 25,540	(11)
	Series K	\$ 10,000,000	\$ 5,047		\$ 25,397	(11)
	Series L	\$ 20,000,000	\$ 5,047		\$ 25,157	(11)
	Series M	\$ 13,000,000	\$ 5,047		\$ 25,464	(11)
	Series N	\$ 10,000,000	\$ 5,047		\$ 25,583	(11)
	Series O	\$ 15,000,000	\$ 5,047		\$ 25,704	(11)
	Series P	\$ 12,000,000	\$ 5,047		\$ 25,937	(11)
	Series Q	\$ 10,000,000	\$ 5,047		\$ 25,000	(11)
	Series R	\$ 12,500,000	\$ 5,047		\$ 24,960	(11)
	Series S	\$ 5,000,000	\$ 5,047		\$ 25,018	(11)
	Series T	\$ 12,500,000	\$ 5,047		\$ 25,042	(11)
	Tortoise Preferred Shares					
	MRP ⁽¹⁰⁾	\$ 80,000,000		\$ 41	\$ 9	
	Borrowings					
	Unsecured Revolving Credit Facility	\$ 27,600,000	\$ 5,047		\$ 25,000	
		\$ 407,600,000				

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Year	Title of Security	Total Principal Amount/Liquidation Preference Outstanding	Asset Coverage per \$1,000 of Principal Amount	Asset Coverage per Share (\$25,000 Liquidation Preference)	Average Estimated Fair Value Per \$25,000 Denomination or per Share Amount	
2014	Tortoise Notes					
	Series E	\$ 110,000,000	\$ 4,667		\$ 25,649	(11)
	Series G	\$ 30,000,000	\$ 4,667		\$ 27,371	(11)
	Series I	\$ 10,000,000	\$ 4,667		\$ 26,817	(11)
	Series J	\$ 15,000,000	\$ 4,667		\$ 26,073	(11)
	Series K	\$ 10,000,000	\$ 4,667		\$ 26,673	(11)
	Series L	\$ 20,000,000	\$ 4,667		\$ 26,827	(11)
	Series M	\$ 13,000,000	\$ 4,667		\$ 25,616	(11)
	Series N	\$ 10,000,000	\$ 4,667		\$ 25,875	(11)
	Series O	\$ 15,000,000	\$ 4,667		\$ 26,411	(11)
	Series P	\$ 12,000,000	\$ 4,667		\$ 27,408	(11)
	Series Q	\$ 10,000,000	\$ 4,667		\$ 25,000	
	Series R	\$ 25,000,000	\$ 4,667		\$ 26,424	(11)
	Series S	\$ 10,000,000	\$ 4,667		\$ 26,807	(11)
	Series T	\$ 25,000,000	\$ 4,667		\$ 27,134	(11)
	Series U	\$ 35,000,000	\$ 4,667		\$ 25,000	
	Series V	\$ 39,400,000	\$ 4,667		\$ 25,362	(11)
	Series W	\$ 12,500,000	\$ 4,667		\$ 26,098	(11)
	Series X	\$ 12,500,000	\$ 4,667		\$ 27,195	(11)
	Series Y	\$ 12,500,000	\$ 4,667		\$ 25,277	(11)
	Series Z	\$ 12,500,000	\$ 4,667		\$ 25,320	(11)
	Series AA	\$ 10,000,000	\$ 4,667		\$ 25,649	(11)
	Series BB	\$ 12,000,000	\$ 4,667		\$ 25,616	(11)
	Series CC	\$ 15,000,000	\$ 4,667		\$ 26,103	(11)
	Series DD	\$ 13,000,000	\$ 4,667		\$ 27,027	(11)
	Series EE	\$ 5,000,000	\$ 4,667		\$ 25,000	
	Series FF	\$ 10,000,000	\$ 4,667		\$ 26,795	(11)
	Series GG	\$ 20,000,000	\$ 4,667		\$ 25,000	
	Series HH	\$ 20,000,000	\$ 4,667		\$ 25,000	
	Tortoise Preferred Shares					
	MRP B ⁽¹⁰⁾	\$ 80,000,000		\$ 35	\$ 10	
	MRP C	\$ 50,000,000		\$ 35	\$ 10	
	MRP D ⁽¹²⁾	\$ 49,000,000		\$ 35	\$ 10	
	MRP E ⁽¹²⁾	\$ 45,000,000		\$ 35	\$ 10	
	Borrowings					
	Unsecured Revolving Credit Facility ⁽³⁾	\$ 102,800,000	\$ 4,667		\$ 25,000	
	Unsecured Revolving Credit Facility ⁽¹³⁾	\$ 60,000,000	\$ 4,667		\$ 25,000	
		\$ 931,200,000				
2015	Tortoise Notes					
	Series G	\$ 30,000,000	\$ 3,784		\$ 26,306	(11)

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Series I	\$ 10,000,000	\$ 3,784	\$ 26,177	(11)
Series J	\$ 15,000,000	\$ 3,784	\$ 25,821	(11)
Series K	\$ 10,000,000	\$ 3,784	\$ 26,273	(11)
Series L	\$ 20,000,000	\$ 3,784	\$ 26,451	(11)
Series M	\$ 13,000,000	\$ 3,784	\$ 25,341	(11)
Series N	\$ 10,000,000	\$ 3,784	\$ 25,531	(11)

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Year	Title of Security	Total Principal Amount/Liquidation Preference Outstanding	Asset Coverage per \$1,000 of Principal Amount	Asset Coverage per Share (\$25,000 Liquidation Preference)	Average Estimated Fair Value Per \$25,000 Denomination or per Share Amount	
	Series O	\$ 15,000,000	\$ 3,784		\$ 26,062	(11)
	Series P	\$ 12,000,000	\$ 3,784		\$ 26,914	(11)
	Series Q ⁽¹⁴⁾	\$ 10,000,000	\$ 3,784		\$ 25,000	
	Series R	\$ 25,000,000	\$ 3,784		\$ 26,131	(11)
	Series S	\$ 10,000,000	\$ 3,784		\$ 26,383	(11)
	Series T	\$ 25,000,000	\$ 3,784		\$ 26,701	(11)
	Series U ⁽¹⁴⁾	\$ 35,000,000	\$ 3,784		\$ 25,000	
	Series W	\$ 12,500,000	\$ 3,784		\$ 25,482	(11)
	Series X	\$ 12,500,000	\$ 3,784		\$ 26,510	(11)
	Series Y	\$ 12,500,000	\$ 3,784		\$ 25,155	(11)
	Series Z	\$ 12,500,000	\$ 3,784		\$ 25,187	(11)
	Series AA	\$ 10,000,000	\$ 3,784		\$ 25,342	(11)
	Series BB	\$ 12,000,000	\$ 3,784		\$ 25,341	(11)
	Series CC	\$ 15,000,000	\$ 3,784		\$ 25,783	(11)
	Series DD	\$ 13,000,000	\$ 3,784		\$ 26,569	(11)
	Series EE ⁽¹⁴⁾	\$ 5,000,000	\$ 3,784		\$ 25,000	
	Series FF	\$ 10,000,000	\$ 3,784		\$ 26,354	(11)
	Series GG ⁽¹⁵⁾	\$ 20,000,000	\$ 3,784		\$ 25,000	
	Series HH ⁽¹⁵⁾	\$ 20,000,000	\$ 3,784		\$ 25,000	
	Series II	\$ 10,000,000	\$ 3,784		\$ 25,176	(11)
	Series JJ	\$ 20,000,000	\$ 3,784		\$ 25,254	(11)
	Series KK	\$ 10,000,000	\$ 3,784		\$ 25,375	(11)
	Series LL	\$ 20,000,000	\$ 3,784		\$ 25,000	
	Series MM	\$ 30,000,000	\$ 3,784		\$ 25,000	
	Series NN	\$ 30,000,000	\$ 3,784		\$ 24,740	(11)
	Series OO	\$ 30,000,000	\$ 3,784		\$ 24,496	(11)
	Tortoise Preferred Shares					
	MRP B ⁽¹⁰⁾	\$ 80,000,000		\$ 26	\$ 10	
	MRP C ⁽¹⁶⁾	\$ 50,000,000		\$ 26	\$ 10	
	MRP D ⁽¹²⁾	\$ 85,000,000		\$ 26	\$ 10	
	MRP E ⁽¹²⁾	\$ 80,000,000		\$ 26	\$ 10	
	Borrowings					
	Unsecured Revolving Credit Facility ⁽³⁾	\$ 6,000,000	\$ 3,784		\$ 25,000	
	Unsecured Revolving Credit Facility ⁽¹³⁾	\$ 60,000,000	\$ 3,784		\$ 25,000	
		\$ 906,000,000				
2016	Tortoise Notes					
	Series G	\$ 30,000,000	\$ 3,858		\$ 25,340	(11)
	Series I	\$ 10,000,000	\$ 3,858		\$ 25,768	(11)
	Series J	\$ 15,000,000	\$ 3,858		\$ 25,729	(11)
	Series K	\$ 10,000,000	\$ 3,858		\$ 26,096	(11)

Series L	\$ 20,000,000	\$ 3,858	\$ 26,124	(11)
Series M	\$ 13,000,000	\$ 3,858	\$ 25,246	(11)

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Year	Title of Security	Total Principal Amount/Liquidation Preference Outstanding	Asset Coverage per \$1,000 of Principal Amount	Asset Coverage per Share (\$25,000 Liquidation Preference)	Average Estimated Fair Value Per \$25,000 Denomination or per Share Amount	
	Series N	\$ 10,000,000	\$ 3,858		\$ 25,446	(11)
	Series O	\$ 15,000,000	\$ 3,858		\$ 25,896	(11)
	Series P	\$ 12,000,000	\$ 3,858		\$ 26,534	(11)
	Series R	\$ 25,000,000	\$ 3,858		\$ 25,962	(11)
	Series S	\$ 10,000,000	\$ 3,858		\$ 26,171	(11)
	Series T	\$ 25,000,000	\$ 3,858		\$ 26,340	(11)
	Series X	\$ 12,500,000	\$ 3,858		\$ 26,063	(11)
	Series Y	\$ 12,500,000	\$ 3,858		\$ 25,202	(11)
	Series Z	\$ 12,500,000	\$ 3,858		\$ 25,196	(11)
	Series AA	\$ 10,000,000	\$ 3,858		\$ 25,117	(11)
	Series BB	\$ 12,000,000	\$ 3,858		\$ 25,246	(11)
	Series CC	\$ 15,000,000	\$ 3,858		\$ 25,648	(11)
	Series DD	\$ 13,000,000	\$ 3,858		\$ 26,325	(11)
	Series FF	\$ 10,000,000	\$ 3,858		\$ 26,000	(11)
	Series II	\$ 10,000,000	\$ 3,858		\$ 25,135	(11)
	Series JJ	\$ 20,000,000	\$ 3,858		\$ 25,060	(11)
	Series KK	\$ 10,000,000	\$ 3,858		\$ 25,136	(11)
	Series LL	\$ 20,000,000	\$ 3,858		\$ 25,000	
	Series MM	\$ 30,000,000	\$ 3,858		\$ 25,000	
	Series NN	\$ 30,000,000	\$ 3,858		\$ 24,570	(11)
	Series OO	\$ 30,000,000	\$ 3,858		\$ 24,290	(11)
	Tortoise Preferred Shares					
	MRP D ⁽¹²⁾	\$ 85,000,000		\$ 30	\$ 10	
	MRP E ⁽¹²⁾	\$ 80,000,000		\$ 30	\$ 10	
	Borrowings					
	Unsecured Revolving Credit Facility ⁽³⁾					
		\$ 46,300,000	\$ 3,858		\$ 25,000	
	Unsecured Revolving Credit Facility ⁽¹³⁾					
		\$ 63,000,000	\$ 3,858		\$ 25,000	
		\$ 716,800,000				
2017	Tortoise Notes					
	Series I	\$ 10,000,000	\$ 3,564		\$ 25,246	(11)
	Series J	\$ 15,000,000	\$ 3,564		\$ 25,523	(11)
	Series K	\$ 10,000,000	\$ 3,564		\$ 26,060	(11)
	Series L	\$ 20,000,000	\$ 3,564		\$ 26,237	(11)
	Series N	\$ 10,000,000	\$ 3,564		\$ 25,216	(11)
	Series O	\$ 15,000,000	\$ 3,564		\$ 25,638	(11)
	Series P	\$ 12,000,000	\$ 3,564		\$ 26,511	(11)
	Series R	\$ 25,000,000	\$ 3,564		\$ 25,856	(11)
	Series S	\$ 10,000,000	\$ 3,564		\$ 26,123	(11)
	Series T	\$ 25,000,000	\$ 3,564		\$ 26,398	(11)
	Series X	\$ 12,500,000	3,564		\$ 25,491	(11)

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Series Y	\$ 12,500,000	\$ 3,564	\$ 25,153	(11)
Series Z	\$ 12,500,000	\$ 3,564	\$ 25,195	(11)

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Year	Title of Security	Total Principal Amount/Liquidation Preference Outstanding	Asset Coverage per \$1,000 of Principal Amount	Asset Coverage per Share (\$25,000 Liquidation Preference)	Average Estimated Fair Value Per \$25,000 Denomination or per Share Amount	
	Series AA	\$ 10,000,000	\$ 3,564		\$ 25,367	(11)
	Series CC	\$ 15,000,000	\$ 3,564		\$ 25,384	(11)
	Series DD	\$ 13,000,000	\$ 3,564		\$ 26,190	(11)
	Series FF	\$ 10,000,000	\$ 3,564		\$ 26,050	(11)
	Series II	\$ 10,000,000	\$ 3,564		\$ 25,238	(11)
	Series JJ	\$ 20,000,000	\$ 3,564		\$ 25,284	(11)
	Series KK	\$ 10,000,000	\$ 3,564		\$ 25,419	(11)
	Series LL	\$ 20,000,000	\$ 3,564		\$ 25,000	
	Series MM	\$ 30,000,000	\$ 3,564		\$ 25,000	
	Series NN	\$ 30,000,000	\$ 3,564		\$ 24,875	(11)
	Series OO	\$ 30,000,000	\$ 3,564		\$ 24,647	(11)
	Series PP	\$ 25,000,000	\$ 3,564		\$ 24,641	(11)
	Tortoise Preferred Shares					
	MRP D ⁽¹²⁾	\$ 85,000,000		\$ 27	\$ 10	
	MRP E ⁽¹²⁾	\$ 80,000,000		\$ 27	\$ 10	
	Borrowings					