

**TYG**  
**LISTED**  
**NYSE**

**Yield**

**Growth**

**Quality**



**2013 Annual Report**

**November 30, 2013**



**Tortoise Energy Infrastructure Corp.**

*...Steady Wins®*

## COMPANY AT A GLANCE

Tortoise Energy Infrastructure Corp. (NYSE: TYG) is a pioneering closed-end investment company investing primarily in equity securities of publicly-traded Master Limited Partnerships (MLPs) and their affiliates in the energy infrastructure sector.

### Investment Goals: Yield, Growth and Quality

TYG seeks a high level of total return with an emphasis on current distributions paid to stockholders.

In seeking to achieve **yield**, we target distributions to our stockholders that are roughly equal to the underlying yield on a direct investment in MLPs. In order to accomplish this, we maintain our strategy of investing primarily in energy infrastructure MLPs with attractive current yields and growth potential.

We seek to achieve distribution **growth** as revenues of our underlying companies grow with the economy, with the population and through rate increases. This revenue growth generally leads to increased operating profits, and when combined with internal expansion projects and acquisitions, is expected to provide attractive growth in distributions to us. We also seek distribution growth through timely debt and equity offerings.

TYG seeks to achieve **quality** by investing in companies operating energy infrastructure assets that are critical to the U.S. economy. Often these assets would be difficult to replicate. We also back experienced management teams with successful track records. By investing in us, our stockholders have access to a portfolio that is diversified through geographic regions and across product lines, including natural gas, natural gas liquids, crude oil and refined products.

### About Energy Infrastructure Master Limited Partnerships

MLPs are limited partnerships whose units trade on public exchanges such as the New York Stock Exchange (NYSE), the NYSE Alternext US and NASDAQ. Buying MLP units makes an investor a limited partner in the MLP. There are currently more than 100 MLPs in the market in industries related to energy and natural resources.

We primarily invest in MLPs and their affiliates in the energy infrastructure sector. Energy infrastructure MLPs are engaged in the transportation, storage and processing of crude oil, natural gas and refined products from production points to the end users. Our investments are primarily in midstream (mostly pipeline) operations, which typically produce steady cash flows with less exposure to commodity prices than many alternative investments in the broader energy industry. With the growth potential of this sector, along with our disciplined investment approach, we endeavor to generate a predictable and increasing distribution stream for our investors.

### A TYG Investment Versus a Direct Investment in MLPs

We provide our stockholders an alternative to investing directly in MLPs and their affiliates. A direct MLP investment potentially offers an attractive distribution with a significant portion treated as return of capital, and a historically low correlation to returns on stocks and bonds. However, the tax characteristics of a direct MLP investment are generally undesirable for tax-exempt investors such as retirement plans. We are structured as a C Corporation – accruing federal and state income taxes, based on taxable earnings and profits. Because of this innovative structure, pioneered by Tortoise Capital Advisors, institutions and retirement accounts are able to join individual stockholders as investors in MLPs.

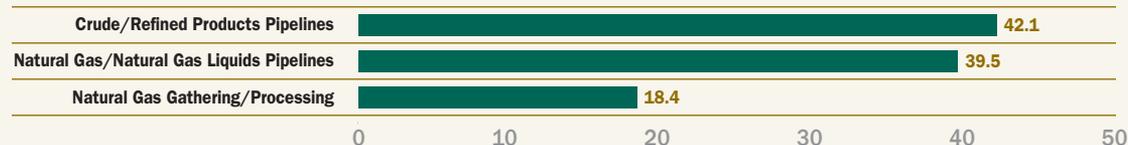
Additional features include:

- One Form 1099 per stockholder at the end of the year, thus avoiding multiple K-1s and multiple state filings for individual partnership investments;
- A professional management team, with more than 130 years combined investment experience, to select and manage the portfolio on your behalf;
- The ability to access investment grade credit markets to enhance stockholder return; and
- Access to direct placements and other investments not available through the public markets.

### Allocation of Portfolio Assets

November 30, 2013 (Unaudited)

(Percentages based on total investment portfolio)



**Total Assets**  
(dollars in millions)



**Common Distributions**  
(in dollars)



**Closing Stock Price**  
(in dollars)



# YIELD

# GROWTH



*Target attractive current distributions paid to stockholders*



*An industry with real, hard assets and increasing demand from economic and population growth*

December 31, 2013

## DEAR FELLOW STOCKHOLDERS,

The fiscal year ending Nov. 30, 2013 was an upbeat one for midstream MLPs, which continued to benefit from strong oil and natural gas production that drove substantial energy infrastructure build-out across North America. Midstream MLPs' performance during the year was again reflective of the strength of their underlying fundamentals.

The broad equity market also had a positive year. Continued low interest rates, strengthening corporate balance sheets and improvements in employment and manufacturing pushed equities higher, despite some volatility. The year also presented some macroeconomic challenges, chief among them geopolitical tension at times in the Middle East and continued partisan gridlock in Washington that resulted in a partial shutdown of the government in the final fiscal quarter of the year. Despite these transitory headwinds, investors remained upbeat about the domestic energy renewal underway in North America, where increasing production requires additional pipeline infrastructure to connect the growing volumes of newly discovered oil and gas from production areas to end users.

### Master Limited Partnership Sector Review and Outlook

The Tortoise MLP Index<sup>®</sup> posted a strong 24.1 percent total return for the fiscal year ending Nov. 30, 2013, but nonetheless trailed the broad market as represented by the S&P 500 Index<sup>®</sup>, which posted a 30.3 percent total return for same period. MLPs enjoyed generally upward momentum during the fiscal year, although performance slowed a bit in the third quarter in response to the looming government shutdown and interest rate uncertainty. However, those concerns abated as the fiscal year wound to a close, with both equities and midstream MLPs ending the year solidly in positive territory. During the fiscal year, midstream MLPs significantly outperformed upstream MLPs, as reflected by the Tortoise Midstream MLP Index's 27.2 percent gain relative to the Tortoise Upstream MLP Index's 2.2 percent total return. Some upstream MLPs continued to battle significant market and regulatory headwinds from concerns

around accounting for hedging and maintenance capital spending, which ultimately restrained their performance.

The midstream sector of the energy value chain continued to benefit from escalating production out of North America's resource-rich shales. According to the U.S. Energy Information Administration, U.S. crude oil production is up 50 percent since 2008, with production topping 8 million barrels per day by fiscal year end. This production continues to drive growth activity for midstream MLPs, which are responding to infrastructure needs. We project approximately \$60 billion in MLP projects in the three years ending 2015. The project backlog for crude oil and liquids pipelines continues to be healthy. The latest projects include debottlenecking along the Gulf Coast refining complex and additional capacity being added out of the Permian basin.

Capital markets continued to underpin sector strength, with MLPs raising nearly \$73 billion in equity and debt offerings during the fiscal year, surpassing the total for 2012. There were 18 MLP IPOs in fiscal 2013, six of them occurring in the fourth quarter, bringing the total raised for the year to approximately \$4.6 billion. Merger and acquisition (M&A) activity has also been healthy; approximately \$59 billion in MLP transactions were announced during the fiscal year, also surpassing 2012 totals. The largest transactions announced during the year include Spectra Energy's drop-down of its U.S. midstream assets to its MLP in a deal valued at \$12.3 billion, Regency Energy Partners' plans to acquire PVR Partners, a natural gas midstream pipeline MLP, for \$5.6 billion, and Kinder Morgan Energy Partners' \$5 billion acquisition of Copano Energy, L.L.C., a gathering and processing MLP.

### Fund Performance Review

The fund's total assets increased from approximately \$1.7 billion on Nov. 30, 2012 to \$2.2 billion on Nov. 30, 2013, primarily from net realized and unrealized gains on investments as well as approximately \$20 million in new equity and \$76 million in new leverage proceeds.

(Unaudited)

# QUALITY



*Strategic asset selection  
of stable recurring revenue streams  
by an experienced management team*



For fiscal year 2013, the fund's market-based total return was 33.8 percent and its NAV-based total return was 26.6 percent (both including the reinvestment of distributions). The difference between the market value total return and the NAV total return reflected an increase in the premium of the fund's stock price relative to its NAV over the year.

Robust upstream production of crude oil, natural gas and natural gas liquids continued to drive pipeline infrastructure build-out, which helped the fund on several fronts. Significant contributors to the fund's asset performance during the fiscal year included crude oil pipeline MLPs that benefitted from greater volumes transported due to the robust production. Gathering and processing MLPs that demonstrated solid fee-based growth profiles related to the increasing demand for and production of natural gas liquids also enhanced performance. Additionally, refined products pipeline MLPs positively impacted performance supported by an attractive tariff and increasing exports. Natural gas MLPs also contributed positively to absolute returns. Despite their nearer-term growth outlook and some recontracting headwinds, which have restrained their relative performance, we continue to believe in their longer-term opportunity, supported by long-term demand growth potential. Performance was additionally helped by the fund's core midstream strategy of not investing in upstream and refining MLPs.

The fund paid a distribution of \$0.575 per common share (\$2.30 annualized) to stockholders on Nov. 29, 2013, an increase of 0.4 percent quarter over quarter and of 1.8 percent year over year. This distribution represented an annualized distribution rate of 4.6 percent based on the fund's fiscal year closing price of \$49.76 per share. The distribution payout coverage (distributable cash flow divided by distributions) for the fiscal year was 112.3 percent, reflective of our emphasis on sustainability. For tax purposes, distributions to stockholders for 2013 were 100 percent qualified dividend income.

The fund ended the fiscal year with leverage (including bank debt, senior notes and preferred stock) at 18.6 percent of total assets. During the year, we capitalized on the low interest rate environment, refinancing the fund's preferred stock in December 2012 and issuing private placement debt in the fund's fourth fiscal quarter. This enabled us to take advantage of attractive investment opportunities while also lengthening the fund's weighted average maturity and reducing its weighted average leverage cost. Additional information about the fund's financial performance, distributions and leverage is available in the Key Financial Data and Management's Discussion sections of this report.

## **In Remembrance**

We are deeply saddened by the recent loss of our founding board member, Dr. John R. Graham, who died on Dec. 20, 2013 after a courageous battle with cancer. John leaves a lasting legacy of being a diligent board member who cared passionately about the investors he represented. During his decade of service, John played an integral role in creating a high standard of governance as the nominating and governance committee chair for the fund. As importantly, John was a respectful, humble person who enriched the lives of those who knew him. We are extremely grateful for his service. He will be missed.

Sincerely,

The Managing Directors  
Tortoise Capital Advisors, L.L.C.  
*The adviser to Tortoise Energy Infrastructure Corp.*

P. Bradley Adams

H. Kevin Birzer

Zachary A. Hamel

Kenneth P. Malvey

Terry Matlack

David J. Schulte

The Tortoise MLP Index<sup>®</sup> is a float-adjusted, capitalization-weighted index of energy master limited partnerships (MLPs). The Tortoise Midstream MLP Index, a sub-index of the Tortoise MLP Index<sup>®</sup>, is comprised of all constituents included in the following sub sectors: Crude Oil Pipelines, Gathering & Processing, Natural Gas Pipelines and Refined Products Pipelines. The Tortoise Upstream MLP Index is comprised of all constituents included in the Tortoise MLP Index's Coal and Oil & Gas Production sub sector indices. The S&P 500 Index<sup>®</sup> is an unmanaged market-value-weighted index of stocks, which is widely regarded as the standard for measuring large-cap U.S. stock market performance.

(Unaudited)

## KEY FINANCIAL DATA *(Supplemental Unaudited Information)*

*(dollar amounts in thousands unless otherwise indicated)*

The information presented below regarding Distributable Cash Flow and Selected Financial Information is supplemental non-GAAP financial information, which we believe is meaningful to understanding our operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and we believe they are an important supplemental measure of performance and promote comparisons from period-to-period. This information is supplemental, is not inclusive of required financial disclosures (e.g. Total Expense Ratio), and should be read in conjunction with our full financial statements.

	Year Ended November 30,		2012		2013		
	2012	2013	Q4 <sup>(1)</sup>	Q1 <sup>(1)</sup>	Q2 <sup>(1)</sup>	Q3 <sup>(1)</sup>	Q4 <sup>(1)</sup>
<b>Total Income from Investments</b>							
Distributions received from master limited partnerships	\$94,126	\$102,803	\$24,232	\$24,594	\$25,525	\$25,660	\$27,024
Dividends paid in stock	6,953	6,437	1,918	1,811	1,492	1,537	1,597
Other income	—	94	—	—	—	—	94
Total from investments	101,079	109,334	26,150	26,405	27,017	27,197	28,715
<b>Operating Expenses Before Leverage Costs and Current Taxes</b>							
<b>Current Taxes</b>							
Advisory fees, net of fees waived	15,782	18,770	4,045	4,166	4,752	4,895	4,957
Other operating expenses	1,212	1,396	291	348	348	351	349
	16,994	20,166	4,336	4,514	5,100	5,246	5,306
Distributable cash flow before leverage costs and current taxes	84,085	89,168	21,814	21,891	21,917	21,951	23,409
Leverage costs <sup>(2)</sup>	16,281	16,078	4,052	4,243	3,816	3,835	4,184
Current income tax expense <sup>(3)</sup>	—	—	—	—	—	—	—
<b>Distributable Cash Flow<sup>(4)</sup></b>	<b>\$67,804</b>	<b>\$ 73,090</b>	<b>\$17,762</b>	<b>\$17,648</b>	<b>\$18,101</b>	<b>\$18,116</b>	<b>\$19,225</b>
<b>As a percent of average total assets<sup>(5)</sup></b>							
Total from investments	6.01 %	5.49 %	6.06 %	5.94 %	5.41 %	5.28 %	5.44 %
Operating expenses before leverage costs and current taxes	1.01 %	1.01 %	1.00 %	1.02 %	1.02 %	1.02 %	1.00 %
Distributable cash flow before leverage costs and current taxes	5.00 %	4.48 %	5.06 %	4.92 %	4.39 %	4.26 %	4.44 %
<b>As a percent of average net assets<sup>(5)</sup></b>							
Total from investments	10.21 %	9.37 %	10.28 %	10.10 %	9.04 %	8.91 %	9.51 %
Operating expenses before leverage costs and current taxes	1.72 %	1.73 %	1.70 %	1.73 %	1.71 %	1.72 %	1.76 %
Leverage costs and current taxes	1.64 %	1.38 %	1.59 %	1.62 %	1.28 %	1.26 %	1.39 %
Distributable cash flow	6.85 %	6.26 %	6.99 %	6.75 %	6.05 %	5.93 %	6.36 %
<b>Selected Financial Information</b>							
Distributions paid on common stock	\$62,906	\$ 65,089	\$15,972	\$16,101	\$16,225	\$16,321	\$16,442
Distributions paid on common stock per share	2.2450	2.2850	0.5650	0.5675	0.5700	0.5725	0.5750
Distribution coverage percentage for period <sup>(6)</sup>	107.8 %	112.3 %	111.2 %	109.6 %	111.6 %	111.0 %	116.9 %
Net realized gain, net of income taxes, for the period	69,538	87,822	36,877	20,300	32,768	3,363	31,391
Total assets, end of period	1,729,272	2,188,730	1,729,272	1,900,047	1,974,131	2,031,736	2,188,730
Average total assets during period <sup>(7)</sup>	1,680,651	1,991,026	1,735,812	1,803,562	1,981,853	2,043,631	2,118,177
Leverage <sup>(8)</sup>	331,375	407,600	331,375	314,700	315,900	339,400	407,600
Leverage as a percent of total assets	19.2 %	18.6 %	19.2 %	16.6 %	16.0 %	16.7 %	18.6 %
Net unrealized appreciation, end of period	501,993	705,678	501,993	603,431	630,465	660,779	705,678
Net assets, end of period	1,020,421	1,245,761	1,020,421	1,121,950	1,167,024	1,180,576	1,245,761
Average net assets during period <sup>(9)</sup>	989,745	1,167,339	1,023,366	1,060,308	1,185,578	1,210,359	1,211,261
Net asset value per common share	36.06	43.36	36.06	39.54	40.98	41.41	43.36
Market value per share	39.17	49.76	39.17	47.25	44.43	43.34	49.76
Shares outstanding (000's)	28,296	28,733	28,296	28,372	28,481	28,509	28,733

(1) Q1 is the period from December through February. Q2 is the period from March through May. Q3 is the period from June through August. Q4 is the period from September through November.

(2) Leverage costs include interest expense, distributions to preferred stockholders, and other recurring leverage expenses.

(3) Includes taxes paid on net investment income and foreign taxes, if any. Taxes related to realized gains are excluded from the calculation of Distributable Cash Flow ("DCF")

(4) "Net investment income (loss), before income taxes" on the Statement of Operations is adjusted as follows to reconcile to DCF: increased by the return of capital on MLP distributions,

the value of paid-in-kind distributions, premium on redemption of MRP stock and amortization of debt issuance costs; and decreased by current taxes paid on net investment income.

(5) Annualized for periods less than one full year.

(6) Distributable Cash Flow divided by distributions paid.

(7) Computed by averaging month-end values within each period.

(8) Leverage consists of long-term debt obligations, preferred stock and short-term borrowings.

(9) Computed by averaging daily net assets within each period.

## MANAGEMENT'S DISCUSSION *(Unaudited)*

*The information contained in this section should be read in conjunction with our Financial Statements and the Notes thereto. In addition, this report contains certain forward-looking statements. These statements include the plans and objectives of management for future operations and financial objectives and can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "anticipate," "estimate," or "continue" or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause actual results and conditions to differ materially from those projected in these forward-looking statements are set forth in the "Risk Factors" section of our public filings with the SEC.*

### Overview

Tortoise Energy Infrastructure Corp.'s (the "Company") goal is to provide a stable and growing distribution stream to our investors. We seek to provide our stockholders with an efficient vehicle to invest in the energy infrastructure sector. While we are a registered investment company under the Investment Company Act of 1940, as amended (the "1940 Act"), we are not a "regulated investment company" for federal tax purposes. Our distributions do not generate unrelated business taxable income ("UBTI") and our stock may therefore be suitable for holding by pension funds, IRAs and mutual funds, as well as taxable accounts. We invest primarily in MLPs through private and public market purchases. MLPs are publicly traded partnerships whose equity interests are traded in the form of units on public exchanges, such as the NYSE or NASDAQ. Tortoise Capital Advisors, L.L.C. serves as our investment adviser.

### Company Update

Total assets increased approximately \$157 million during the 4th quarter, primarily as a result of higher market values of our MLP investments as well as increased leverage utilization. Distribution increases from our MLP investments were in-line with our expectations, and asset-based expenses increased from the previous quarter along with average managed assets. Total leverage as a percent of total assets increased and we increased our quarterly distribution to \$0.575 per share. Additional information on these events and results of our operations are discussed in more detail below.

### Critical Accounting Policies

The financial statements are based on the selection and application of critical accounting policies, which require management to make significant estimates and assumptions. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments. Our critical accounting policies are those applicable to the valuation of investments, tax matters and certain revenue recognition matters as discussed in Note 2 in the Notes to Financial Statements.

### Determining Distributions to Stockholders

Our portfolio generates cash flow from which we pay distributions to stockholders. 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, distributable cash flow ("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. While the Board considers many factors in determining distributions to stockholders, particular emphasis is given to DCF and distribution coverage. Distribution coverage is DCF divided by distributions paid to stockholders and is discussed in more detail below. Over the long-term, we expect to distribute substantially all of our DCF to holders of common stock. Our Board of Directors reviews the distribution rate quarterly and may adjust the quarterly distribution throughout the year.

### Determining DCF

DCF is distributions received from investments, less expenses. The total distributions received from our investments include the amount received by us as cash distributions from MLPs, paid-in-kind distributions, and dividend and interest payments. The total expenses include current or anticipated operating expenses, leverage costs and current income taxes. Current income taxes include taxes paid on our net investment income, in addition to foreign taxes, if any. Taxes incurred from realized gains on the sale of investments, expected tax benefits and deferred taxes are not included in DCF.

The Key Financial Data table discloses the calculation of DCF and should be read in conjunction with this discussion. The difference between distributions received from investments in the DCF calculation and total investment income as reported in the Statement of Operations, is reconciled as follows: the Statement of Operations, in conformity with U.S. generally accepted accounting principles ("GAAP"), recognizes distribution income from MLPs and common stock on their ex-dates, whereas the DCF calculation may reflect distribution income on their pay dates; GAAP recognizes that a significant portion of the cash distributions received from MLPs are characterized as a return of capital and therefore excluded from investment income, whereas the DCF calculation includes the return of capital; and distributions received from investments in the DCF calculation include the value of dividends paid-in-kind (additional stock or MLP units), whereas such amounts are not included as income for GAAP purposes, and includes distributions related to direct investments when the purchase price is reduced in lieu of receiving cash distributions. The treatment of expenses in the DCF calculation also differs from what is reported in the Statement of Operations. In addition to the total operating expenses, including fee waiver, as disclosed in the Statement of Operations, the DCF calculation reflects interest expense, distributions to preferred stockholders, other recurring leverage expenses, as well as taxes paid on net investment income. A reconciliation of Net Investment Loss, before Income Taxes to DCF is included below.

## MANAGEMENT'S DISCUSSION (Unaudited)

(Continued)

### Distributions Received from Investments

Our ability to generate cash is dependent on the ability of our portfolio of investments to generate cash flow from their operations. In order to maintain and grow distributions to our stockholders, we evaluate each holding based upon its contribution to our investment income, our expectation for its growth rate, and its risk relative to other potential investments.

We concentrate on MLPs we believe can expect an increasing demand for services from economic and population growth. We seek well-managed businesses with hard assets and stable recurring revenue streams. Our focus remains primarily on investing in fee-based service providers that operate long-haul, interstate pipelines. We further diversify among issuers, geographies and energy commodities to seek a distribution payment which approximates an investment directly in energy infrastructure MLPs. In addition, many crude/refined products and natural gas liquids pipeline companies are regulated and currently benefit from a tariff inflation escalation index of PPI + 2.65 percent. Over the long-term, we believe MLPs' distributions will outpace inflation and interest rate increases, and produce positive real returns.

Total distributions received from our investments for the 4th quarter 2013 were approximately \$28.7 million, representing a 9.8 percent increase as compared to 4th quarter 2012 and a 5.6 percent increase as compared to 3rd quarter 2013. These changes reflect increases in per share distribution rates on our MLP investments, the distributions received from additional investments funded from equity and leverage proceeds and the impact of various portfolio trading activity. These changes also reflect the receipt of non-recurring distributions and other income in 4th quarter 2013 of approximately \$0.3 million.

### Expenses

We incur two types of expenses: (1) operating expenses, consisting primarily of the advisory fee, and (2) leverage costs. On a percentage basis, operating expenses before leverage costs and current taxes were an annualized 1.00 percent of average total assets for the 4th quarter 2013, unchanged as compared to 4th quarter 2012 and a decrease of 0.02 percent as compared to 3rd quarter 2013. Advisory fees for the 4th quarter 2013 increased 1.3 percent from 3rd quarter 2013 as a result of increased average managed assets for the quarter. Yields on our MLP investments are currently below their 5-year historical average of approximately 7 percent. All else being equal, if MLP yields decrease and distributions remain constant or grow, MLP asset values will increase as will our managed assets and advisory fees. Other operating expenses decreased marginally as compared to 3rd quarter 2013.

Leverage costs consist of two major components: (1) the direct interest expense on our senior notes and short-term credit facility, and (2) distributions to preferred stockholders. Other leverage expenses include rating agency fees and commitment fees. Total leverage costs for DCF purposes were approximately \$4.2 million for the 4th quarter 2013, an increase of 9.1 percent as compared to 3rd quarter 2013 due to increased leverage utilization.

The weighted average annual rate of our leverage at November 30, 2013 was 4.39 percent. This rate includes balances on our bank credit facility which accrue interest at a variable rate equal to one-month LIBOR plus 1.125 percent. We have

entered into \$110 million notional amount of interest rate swap contracts with an effective date of March 15, 2015 in an attempt to reduce the refinance risk associated with long-term debt that matures in April 2015. Our weighted average rate may vary in future periods as a result of changes in LIBOR, the utilization of our credit facility and as our leverage matures or is redeemed. Additional information on our leverage and amended credit facility is disclosed below in Liquidity and Capital Resources and in our Notes to Financial Statements.

### Distributable Cash Flow

For 4th quarter 2013, our DCF was approximately \$19.2 million, an increase of 8.2 percent as compared to 4th quarter 2012 and an increase of 6.1 percent as compared to 3rd quarter 2013. The changes are the net result of changes in distributions and expenses as outlined above. We declared a distribution of \$16.4 million, or \$0.575 per share, during the quarter. This represents an increase of \$0.01 per share as compared to 4th quarter 2012 and an increase of \$0.0025 per share as compared to 3rd quarter 2013.

Our distribution coverage ratio was 116.9 percent for 4th quarter 2013. Excluding non-recurring income received during 4th quarter 2013, our coverage ratio was 115.0 percent, an increase in the coverage ratio of 3.8 percent as compared to 4th quarter 2012 and an increase of 4.0 percent as compared to 3rd quarter 2013. Our goal is to pay what we believe to be sustainable distributions with any increases safely covered by earned DCF. A distribution coverage ratio of greater than 100 percent provides flexibility for on-going management of the portfolio, changes in leverage costs, the impact of taxes from realized gains and other expenses. An on-going distribution coverage ratio of less than 100 percent will, over time, erode the earning power of a portfolio and may lead to lower distributions. We expect to allocate a portion of the projected future growth in DCF to increase distributions to stockholders while also continuing to build critical distribution coverage to help preserve the sustainability of distributions to stockholders for the years ahead.

Net investment loss before income taxes on the Statement of Operations is adjusted as follows to reconcile to DCF for 2013 YTD and 4th quarter 2013 (in thousands):

	2013 YTD	4th Qtr 2013
Net Investment Loss, before Income Taxes	\$(29,279)	\$(7,552)
Adjustments to reconcile to DCF:		
Dividends paid in stock	6,437	1,597
Distributions characterized as return of capital	93,472	25,112
Amortization of debt issuance costs	1,730	68
Premium on redemption of MRP Stock	730	—
DCF	<u>\$ 73,090</u>	<u>\$ 19,225</u>

### Liquidity and Capital Resources

We had total assets of \$2.2 billion at quarter-end. Our total assets reflect the value of our investments, which are itemized in the Schedule of Investments. It also reflects cash, interest and other receivables, if any, and any expenses that may have been prepaid. During 4th quarter 2013, total assets increased approximately \$157 million, primarily due to an increase in the value of our investments as reflected by the change in realized and unrealized gains on

## MANAGEMENT'S DISCUSSION *(Unaudited)*

*(Continued)*

investments (excluding return of capital on distributions) as well as increased leverage utilization.

We issued 175,980 shares of our common stock during the quarter under our at-the-market equity program for a net total of approximately \$8.3 million. We are waiving our advisory fees on the net proceeds from shares issued under our at-the-market equity program for six months.

Total leverage outstanding at November 30, 2013 was \$407.6 million, an increase of \$68.2 million as compared to August 31, 2013. On an adjusted basis to reflect the payment of the 3rd quarter distribution at the beginning of the 4th quarter, total leverage increased approximately \$52.9 million. Outstanding leverage is comprised of \$300 million in senior notes, \$80 million in preferred shares and \$27.6 million outstanding under the credit facility, with 87.1 percent of leverage with fixed rates and a weighted average maturity of 6.1 years. Total leverage represented 18.6 percent of total assets at November 30, 2013, as compared to 16.7 percent as of August 31, 2013 and 19.2 percent as of November 30, 2012. We issued \$60 million of senior notes on September 27, 2013 and \$30 million of senior notes on November 20, 2013. In addition, we have agreed to issue an additional \$30 million of senior notes on January 22, 2014. Our leverage as a percent of total assets remains below our long-term target level of 25 percent, allowing the opportunity to add leverage when compelling investment opportunities arise. Temporary increases to up to 30 percent of our total assets may be permitted, provided that such leverage is consistent with the limits set forth in the 1940 Act, and that such leverage is expected to be reduced over time in an orderly fashion to reach our long-term target. Our leverage ratio is impacted by increases or decreases in MLP values, issuance of equity and/or the sale of securities where proceeds are used to reduce leverage.

Our longer-term leverage (excluding our bank credit facility) of \$380 million is comprised of 79 percent private placement debt and 21 percent publicly traded preferred equity with a weighted average rate of 4.59 percent and remaining weighted average ladder maturity of approximately 6.5 years.

Our Mandatory Redeemable Preferred Stock has an optional redemption feature allowing us to redeem all or a portion of the stock after December 31, 2015 and on or prior to December 31, 2016 at \$10.10 per share. Any optional redemption after December 31, 2016 and on or prior to December 31, 2017 will be at \$10.05 per share. Any redemption after December 31, 2017 will be at the liquidation preference amount of \$10.00 per share.

Subsequent to year-end, we entered into an amendment to our credit facility to increase the borrowing capacity under the facility from \$85 million to \$107.5 million. Other terms of the facility were unchanged.

We have used leverage to acquire MLPs consistent with our investment philosophy. The terms of our leverage are governed by regulatory and contractual asset coverage requirements that arise from the use of leverage. Additional information on our leverage and asset coverage requirements is discussed in Notes 8, 9 and 10 in the Notes to Financial Statements. Our coverage ratios are updated each week on our Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com).

### **Taxation of our Distributions and Income Taxes**

We invest in partnerships that generally have cash distributions in excess of their income for accounting and tax purposes. Accordingly, the distributions include a return of capital component for accounting and tax purposes. Distributions declared and paid by us in a year generally differ from taxable income for that year, as such distributions may include the distribution of current year taxable income or return of capital.

The taxability of the distribution you receive depends on whether we have annual earnings and profits ("E&P"). E&P is primarily comprised of the taxable income from MLPs with certain specified adjustments as reported on annual K-1s, fund operating expenses and net realized gains. If we have E&P, it is first allocated to the preferred shares and then to the common shares.

In the event we have E&P allocated to our common shares, all or a portion of our distribution will be taxable at the Qualified Dividend Income ("QDI") rate, assuming various holding requirements are met by the stockholder. The QDI rate is variable based on the taxpayer's taxable income. The portion of our distribution that is taxable may vary for either of two reasons. First, the characterization of the distributions we receive from MLPs could change annually based upon the K-1 allocations and result in less return of capital and more in the form of income. Second, we could sell an MLP investment and realize a gain or loss at any time. It is for these reasons that we inform you of the tax treatment after the close of each year as the ultimate characterization of our distributions is undeterminable until the year is over.

E&P for 2013 exceeded total distributions to stockholders. As a result, for tax purposes, distributions to common stockholders for the year ended 2013 were 100 percent qualified dividend income. This information is reported to stockholders on Form 1099-DIV and is available on our Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com). For book purposes, the source of distributions to common stockholders for the year ended 2013 was 100 percent return of capital.

For the fiscal year, we paid no taxes on net investment income as we incurred a net investment loss; however, we anticipate paying approximately \$23 million in taxes as a result of net realized gains from portfolio sales. Tax payments can be funded from investment earnings, fund assets or borrowings. Details of our taxes are disclosed in Note 5 in our Notes to Financial Statements.

The unrealized gain or loss we have in the portfolio is reflected in the Statement of Assets and Liabilities. At November 30, 2013, our investments are valued at \$2.181 billion, with an adjusted cost of \$1.066 billion. The \$1.115 billion difference reflects unrealized gain that would be realized for financial statement purposes if those investments were sold at those values. The Statement of Assets and Liabilities also reflects a net deferred tax liability primarily due to unrealized gains (losses) on investments. At November 30, 2013, the balance sheet reflects a net deferred tax liability of approximately \$513 million or \$17.86 per share. Accordingly, our net asset value per share represents the amount which would be available for distribution to stockholders after payment of taxes.

## SCHEDULE OF INVESTMENTS

November 30, 2013

	Shares	Fair Value
<b>Master Limited Partnerships and Related Companies — 174.3%<sup>(4)</sup></b>		
<b>Crude/Refined Products Pipelines — 72.9%<sup>(4)</sup></b>		
<b>United States — 72.9%<sup>(4)</sup></b>		
Buckeye Partners, L.P.	1,644,100	\$ 111,946,769
Enbridge Energy Partners, L.P.	2,287,200	68,821,848
Genesis Energy L.P.	322,156	16,713,453
Holly Energy Partners, L.P.	1,232,000	38,746,400
Magellan Midstream Partners, L.P.	3,227,500	200,556,850
MPLX LP	859,800	32,775,576
NuStar Energy L.P.	806,600	43,032,110
Oiltanking Partners, L.P.	666,500	39,916,685
Phillips 66 Partners LP	319,300	10,517,742
Plains All American Pipeline, L.P.	3,004,200	154,926,594
Rose Rock Midstream, L.P.	146,157	5,242,652
Sunoco Logistics Partners L.P.	2,030,300	143,704,634
Tesorro Logistics LP	812,500	41,640,625
		<u>908,541,938</u>
<b>Natural Gas/Natural Gas Liquids Pipelines — 69.1%<sup>(4)</sup></b>		
<b>United States — 69.1%<sup>(4)</sup></b>		
Boardwalk Pipeline Partners, LP	2,597,100	68,407,614
El Paso Pipeline Partners, L.P.	2,189,600	91,043,568
Energy Transfer Equity, L.P.	704,400	52,667,988
Energy Transfer Partners, L.P.	1,759,295	95,283,417
Enterprise Products Partners L.P.	2,358,900	148,539,933
EQT Midstream Partners, LP	464,400	25,537,356
Kinder Morgan Energy Partners, L.P.	181,105	14,845,177
Kinder Morgan Management, LLC <sup>(2)</sup>	1,203,787	92,174,009
ONEOK Partners, L.P.	1,162,600	62,268,856
Regency Energy Partners LP	2,915,700	71,084,766
Spectra Energy Partners, LP	1,464,378	65,838,435
TC PipeLines, LP	170,772	8,367,828
Williams Partners L.P.	1,267,100	65,116,269
		<u>861,175,216</u>

	Shares	Fair Value
<b>Natural Gas Gathering/Processing — 32.3%<sup>(4)</sup></b>		
<b>United States — 32.3%<sup>(4)</sup></b>		
Access Midstream Partners, L.P.	1,929,700	\$ 108,391,249
Crestwood Midstream Partners LP	1,575,037	35,658,838
Crosstex Energy, L.P.	644,016	17,156,586
DCP Midstream Partners, LP	1,042,001	50,203,608
MarkWest Energy Partners, L.P.	873,500	60,332,645
Targa Resources Partners LP	892,367	45,555,335
Western Gas Partners LP	1,325,800	84,426,944
		<u>401,725,205</u>
Total Master Limited Partnerships and Related Companies (Cost \$1,056,895,950)		<u>2,171,442,359</u>
<b>Common Stock — 0.8%<sup>(4)</sup></b>		
<b>Crude/Refined Products Pipelines — 0.8%<sup>(4)</sup></b>		
<b>United States — 0.8%<sup>(4)</sup></b>		
Plains GP Holdings, L.P. (Cost \$9,121,046)	414,593	9,742,936
		<u>9,742,936</u>
<b>Short-Term Investment — 0.0%<sup>(4)</sup></b>		
<b>United States Investment Company — 0.0%<sup>(4)</sup></b>		
Fidelity Institutional Money Market Portfolio — Class I, 0.05% <sup>(3)</sup> (Cost \$176,233)	176,233	176,233
		<u>176,233</u>
<b>Total Investments — 175.1%<sup>(4)</sup></b>		<b>2,181,361,528</b>
<b>(Cost \$1,066,193,229)</b>		
<b>Interest Rate Swap Contracts — 0.3%<sup>(4)</sup></b>		
\$110,000,000 notional — Unrealized Appreciation <sup>(4)</sup>		4,142,703
<b>Other Assets and Liabilities — (44.9%)<sup>(4)</sup></b>		<b>(559,743,164)</b>
<b>Long-Term Debt Obligations — (24.1%)<sup>(4)</sup></b>		<b>(300,000,000)</b>
<b>Mandatory Redeemable Preferred Stock at Liquidation Value — (6.4%)<sup>(4)</sup></b>		<b>(80,000,000)</b>
<b>Total Net Assets Applicable to Common Stockholders — 100.0%<sup>(4)</sup></b>		<b>\$1,245,761,067</b>

(1) Calculated as a percentage of net assets applicable to common stockholders.

(2) Security distributions are paid-in-kind.

(3) Rate indicated is the current yield as of November 30, 2013.

(4) See Note 11 to the financial statements for further disclosure.

See accompanying Notes to Financial Statements.

## STATEMENT OF ASSETS & LIABILITIES

November 30, 2013

<b>Assets</b>	
Investments at fair value (cost \$1,066,193,229)	\$2,181,361,528
Receivable for Adviser fee waiver	8,202
Unrealized appreciation of interest rate swap contracts	4,142,703
Prepaid expenses and other assets	3,217,652
Total assets	2,188,730,085
<b>Liabilities</b>	
Payable to Adviser	3,382,018
Payable for investments purchased	178,208
Accrued expenses and other liabilities	3,315,180
Current tax liability	15,409,936
Deferred tax liability	513,083,676
Short-term borrowings	27,600,000
Long-term debt obligations	300,000,000
Mandatory redeemable preferred stock (\$10.00 liquidation value per share; 8,000,000 shares outstanding)	80,000,000
Total liabilities	942,969,018
Net assets applicable to common stockholders	\$1,245,761,067
<b>Net Assets Applicable to Common Stockholders Consist of:</b>	
Capital stock, \$0.001 par value; 28,732,841 shares issued and outstanding (100,000,000 shares authorized)	\$ 28,733
Additional paid-in capital	305,047,888
Common stock subscribed	314,041
Subscriptions receivable	(314,041)
Accumulated net investment loss, net of income taxes	(115,106,027)
Undistributed realized gain, net of income taxes	350,112,769
Net unrealized appreciation of investments and interest rate swap contracts, net of income taxes	705,677,704
Net assets applicable to common stockholders	\$1,245,761,067
Net Asset Value per common share outstanding (net assets applicable to common stock, divided by common shares outstanding)	\$ 43.36

## STATEMENT OF OPERATIONS

Year Ended November 30, 2013

<b>Investment Income</b>	
Distributions from master limited partnerships	\$ 102,802,788
Less return of capital on distributions	(93,471,922)
Net distributions from master limited partnerships	9,330,866
Dividends from money market mutual funds	196
Other income	93,449
Total Investment Income	9,424,511
<b>Operating Expenses</b>	
Advisory fees	18,835,194
Administrator fees	474,106
Professional fees	205,581
Stockholder communication expenses	161,229
Directors' fees	134,943
Custodian fees and expenses	85,657
Fund accounting fees	84,415
Franchise fees	82,128
Registration fees	42,708
Stock transfer agent fees	20,988
Other operating expenses	103,769
Total Operating Expenses	20,230,718
<b>Leverage Expenses</b>	
Interest expense	11,968,785
Distributions to mandatory redeemable preferred stockholders	3,917,434
Amortization of debt issuance costs	1,730,130
Premium on redemption of mandatory redeemable preferred stock	730,000
Other leverage expenses	191,665
Total Leverage Expenses	18,538,014
Total Expenses	38,768,732
Less fees waived by Adviser	(65,538)
Net Expenses	38,703,194
Net Investment Loss, before Income Taxes	(29,278,683)
Deferred tax benefit	8,549,160
Net Investment Loss	(20,729,523)
<b>Realized and Unrealized Gain on Investments and Interest Rate Swaps</b>	
Net realized gain on investments, before income taxes	139,816,229
Current tax expense	(23,290,478)
Deferred tax expense	(28,704,071)
Income tax expense	(51,994,549)
Net realized gain on investments	87,821,680
Net unrealized appreciation of investments	320,132,559
Net unrealized appreciation of interest rate swap contracts	4,142,703
Net unrealized appreciation of investments and interest rate swap contracts, before income taxes	324,275,262
Deferred tax expense	(120,590,764)
Net unrealized appreciation of investments and interest rate swap contracts	203,684,498
Net Realized and Unrealized Gain on Investments and Interest Rate Swaps	291,506,178
Net Increase in Net Assets Applicable to Common Stockholders Resulting from Operations	\$ 270,776,655

See accompanying Notes to Financial Statements.

## STATEMENT OF CHANGES IN NET ASSETS

Year Ended November 30

	<u>2013</u>	<u>2012</u>
<b>Operations</b>		
Net investment loss	\$ (20,729,523)	\$ (17,889,271)
Net realized gain on investments	87,821,680	69,538,383
Net unrealized appreciation of investments and interest rate swap contracts	203,684,498	84,141,723
Net increase in net assets applicable to common stockholders resulting from operations	<u>270,776,655</u>	<u>135,790,835</u>
<b>Distributions to Common Stockholders</b>		
Return of capital	<u>(65,088,705)</u>	<u>(62,906,190)</u>
<b>Capital Stock Transactions</b>		
Proceeds from shelf offerings of 339,239 and 441,662 common shares, respectively	15,596,651	17,701,002
Underwriting discounts and offering expenses associated with the issuance of common stock	(214,176)	(332,137)
Issuance of 97,255 and 125,865 common shares from reinvestment of distributions to stockholders, respectively	4,269,494	4,749,128
Net increase in net assets applicable to common stockholders from capital stock transactions	<u>19,651,969</u>	<u>22,117,993</u>
Total increase in net assets applicable to common stockholders	225,339,919	95,002,638
<b>Net Assets</b>		
Beginning of year	<u>1,020,421,148</u>	<u>925,418,510</u>
End of year	<u>\$1,245,761,067</u>	<u>\$1,020,421,148</u>
Accumulated net investment loss, net of income taxes, end of year	<u>\$ (115,106,027)</u>	<u>\$ (94,376,504)</u>

See accompanying Notes to Financial Statements.

## STATEMENT OF CASH FLOWS

Year Ended November 30, 2013

### Cash Flows From Operating Activities

Distributions received from master limited partnerships	\$ 102,802,788
Dividend income received	197
Purchases of long-term investments	(353,998,634)
Proceeds from sales of long-term investments	265,673,849
Purchases of short-term investments, net	(74,875)
Other income received	93,449
Interest expense paid	(11,118,604)
Distributions to mandatory redeemable preferred stockholders	(4,005,967)
Other leverage expenses paid	(192,274)
Income taxes paid	(6,883,039)
Premium on redemption of mandatory redeemable preferred stock	(730,000)
Operating expenses paid	(19,506,407)
Net cash used in operating activities	<u>(27,939,517)</u>

### Cash Flows From Financing Activities

Advances from revolving line of credit	302,200,000
Repayments on revolving line of credit	(338,000,000)
Issuance of mandatory redeemable preferred stock	80,000,000
Redemption of mandatory redeemable preferred stock	(73,000,000)
Issuance of long-term debt obligations	135,000,000
Maturity of long-term debt obligations	(29,975,000)
Debt issuance costs	(2,841,624)
Issuance of common stock	15,596,651
Common stock issuance costs	(221,313)
Distributions paid to common stockholders	(60,819,197)
Net cash provided by financing activities	<u>27,939,517</u>
Net change in cash	—
Cash — beginning of year	—
Cash — end of year	<u>\$ —</u>

### Reconciliation of net increase in net assets applicable to common stockholders resulting from operations to net cash used in operating activities

Net increase in net assets applicable to common stockholders resulting from operations	\$ 270,776,655
Adjustments to reconcile net increase in net assets applicable to common stockholders resulting from operations to net cash used in operating activities:	
Purchases of long-term investments	(354,176,842)
Proceeds from sales of long-term investments	265,673,849
Purchases of short-term investments, net	(74,875)
Return of capital on distributions received	93,471,922
Deferred tax expense	140,745,675
Net unrealized appreciation of investments and interest rate swap contracts	(324,275,262)
Net realized gain on investments	(139,816,229)
Amortization of debt issuance costs	1,730,130
Changes in operating assets and liabilities:	
Increase in prepaid expenses and other assets	(25,399)
Increase in payable for investments purchased	178,208
Increase in payable to Adviser, net of fees waived	657,368
Increase in current tax liability	16,407,439
Increase in accrued expenses and other liabilities	787,844
Total adjustments	<u>(298,716,172)</u>
Net cash used in operating activities	<u>\$ (27,939,517)</u>
<b>Non-Cash Financing Activities</b>	
Reinvestment of distributions by common stockholders in additional common shares	<u>\$ 4,269,494</u>

See accompanying Notes to Financial Statements.

## FINANCIAL HIGHLIGHTS

Year Ended November 30

	2013	2012	2011	2010	2009
<b>Per Common Share Data<sup>(1)</sup></b>					
Net Asset Value, beginning of year	\$ 36.06	\$ 33.37	\$ 32.91	\$ 25.53	\$ 17.36
Income from Investment Operations					
Net investment loss <sup>(2)</sup>	(0.73)	(0.64)	(0.77)	(0.66)	(0.16)
Net realized and unrealized gains on investments and interest rate swap contracts <sup>(2)</sup>	10.27	5.51	3.35	10.10	10.65
Total income 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 <sup>(3)</sup>	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 <sup>(4)</sup>	33.77%	5.62%	15.25%	31.58%	88.85%
<b>Supplemental Data and Ratios</b>					
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
Fee waiver <sup>(5)</sup>	(0.00)	(0.01)	(0.01)	—	(0.03)
Subtotal	1.73	1.72	1.72	1.74	1.77
Leverage expenses <sup>(6)</sup>	1.59	1.67	1.75	2.11	2.54
Income tax expense <sup>(7)</sup>	14.05	8.37	4.63	17.89	29.98
Total expenses	17.37%	11.76%	8.10%	21.74%	34.29%

See accompanying Notes to Financial Statements.

## FINANCIAL HIGHLIGHTS *(Continued)*

Year Ended November 30

	2013	2012	2011	2010	2009
Ratio of net investment loss to average net assets before fee waiver <sup>(6)</sup>	(1.78)%	(1.82)%	(2.32)%	(2.23)%	(0.97)%
Ratio of net investment loss to average net assets after fee waiver <sup>(6)</sup>	(1.78)%	(1.81)%	(2.31)%	(2.23)%	(0.94)%
Portfolio turnover rate	13.40%	12.86%	17.70%	10.26%	17.69%
Short-term borrowings, end of year (000's)	\$ 27,600	\$ 63,400	\$ 47,900	\$ 38,200	\$ 10,400
Long-term debt obligations, end of year (000's)	\$ 300,000	\$ 194,975	\$ 194,975	\$ 169,975	\$ 170,000
Preferred stock, end of year (000's)	\$ 80,000	\$ 73,000	\$ 73,000	\$ 73,000	\$ 70,000
Per common share amount of long-term debt obligations outstanding, end of year	\$ 10.44	\$ 6.89	\$ 7.03	\$ 6.28	\$ 7.07
Per common share amount of net assets, excluding long-term debt obligations, end of year	\$ 53.80	\$ 42.95	\$ 40.40	\$ 39.19	\$ 32.60
Asset coverage, per \$1,000 of principal amount of long-term debt obligations and short-term borrowings <sup>(8)</sup>	\$ 5,047	\$ 5,232	\$ 5,111	\$ 5,630	\$ 4,789
Asset coverage ratio of long-term debt obligations and short-term borrowings <sup>(8)</sup>	505%	523%	511%	563%	479%
Asset coverage, per \$25,000 liquidation value per share of auction preferred stock <sup>(9)</sup>	—	—	—	—	\$ 86,262
Asset coverage, per \$10 liquidation value per share of mandatory redeemable preferred stock <sup>(9)</sup>	\$ 41	\$ 41	\$ 39	\$ 42	—
Asset coverage ratio of preferred stock <sup>(9)</sup>	406%	408%	393%	417%	345%

(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, 2012, 2011, 2010, and 2009 do not reflect the change in estimate of investment income and return of capital, for the respective year. See Note 2C to the financial statements for further disclosure.

(3) 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.

(4) Total investment return is calculated assuming a purchase of common stock at the beginning of the year and a sale 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 year ended November 30, 2013.

(6) The expense ratios and net investment loss ratios do not reflect the effect of distributions to auction preferred stockholders.

(7) 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 long-term debt obligations, short-term borrowings and preferred stock at the end of the year divided by long-term debt obligations and short-term borrowings outstanding at the end of the year.

(9) Represents value of total assets less all liabilities and indebtedness not represented by long-term debt obligations, short-term borrowings and preferred stock at the end of the year divided by long-term debt obligations, short-term borrowings and preferred stock outstanding at the end of the year.

See accompanying Notes to Financial Statements.

# NOTES TO FINANCIAL STATEMENTS

November 30, 2013

## 1. Organization

Tortoise Energy Infrastructure Corporation (the "Company") was organized as a Maryland corporation on October 29, 2003, and is a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the "1940 Act"). The Company's investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. The Company seeks to provide its stockholders with an efficient vehicle to invest in the energy infrastructure sector. The Company commenced operations on February 27, 2004. The Company's stock is listed on the New York Stock Exchange under the symbol "TYG."

## 2. Significant Accounting Policies

### A. Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, recognition of distribution income and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

### B. Investment Valuation

The Company primarily owns securities that are listed on a securities exchange or over-the-counter market. The Company values those securities at their last sale price on that exchange or over-the-counter market on the valuation date. If the security is listed on more than one exchange, the Company uses the price from the exchange that it considers to be the principal exchange on which the security is traded. Securities listed on the NASDAQ will be valued at the NASDAQ Official Closing Price, which may not necessarily represent the last sale price. If there has been no sale on such exchange or over-the-counter market on such day, the security will be valued at the mean between the last bid price and last ask price on such day.

The Company may invest up to 30 percent of its total assets in restricted securities. Restricted securities are subject to statutory or contractual restrictions on their public resale, which may make it more difficult to obtain a valuation and may limit the Company's ability to dispose of them. Investments in private placement securities and other securities for which market quotations are not readily available will be valued in good faith by using fair value procedures approved by the Board of Directors. Such fair value procedures consider factors such as discounts to publicly traded issues, time until conversion date, securities with similar yields, quality, type of issue, coupon, duration and rating. If events occur that affect the value of the Company's portfolio securities before the net asset value has been calculated (a "significant event"), the portfolio securities so affected will generally be priced using fair value procedures. The Company did not hold any restricted securities as of November 30, 2013.

An equity security of a publicly traded company acquired in a direct placement transaction may be subject to restrictions on resale that can affect the security's liquidity and fair value. Such securities that are convertible or otherwise will become freely tradable will be valued based on the market value of the freely tradable security less an applicable discount. Generally, the discount will initially be equal to the discount at which the Company purchased the securities. To the extent that such securities are convertible or otherwise become freely tradable within a time frame that may be reasonably determined, an amortization schedule may be used to determine the discount.

The Company generally values debt securities at prices based on market quotations for such securities, except those securities purchased with 60 days or less to maturity are valued on the basis of amortized cost, which approximates market value.

The Company generally values its interest rate swap contracts using industry-accepted models which discount the estimated future cash flows based on the stated terms of the interest rate swap agreement by using interest rates currently available in the market, or based on dealer quotations, if available.

### C. Security Transactions and Investment Income

Security transactions are accounted for on the date the securities are purchased or sold (trade date). Realized gains and losses are reported on an identified cost basis. Interest income is recognized on the accrual basis, including amortization of premiums and accretion of discounts. Dividend and distribution income is recorded on the ex-dividend date. Distributions received from the Company's investments in master limited partnerships ("MLPs") generally are comprised of ordinary income and return of capital from the MLPs. The Company allocates distributions between investment income and return of capital based on estimates made at the time such distributions are received. Such estimates are based on information provided by each MLP and other industry sources. These estimates may subsequently be revised based on actual allocations received from MLPs after their tax reporting periods are concluded, as the actual character of these distributions is not known until after the fiscal year end of the Company.

During the year ended November 30, 2013, the Company reallocated the amount of 2012 investment income and return of capital it recognized based on the 2012 tax reporting information received from the individual MLPs. This reclassification amounted to an increase in pre-tax net investment income of approximately \$2,245,000 or \$0.078 per share (\$1,413,000 or \$0.049 per share, net of deferred tax expense), a decrease in unrealized appreciation of investments of approximately \$1,547,000 or \$0.054 per share (\$974,000 or \$0.034 per share, net of deferred tax benefit), and a decrease in realized gains of approximately \$698,000 or \$0.024 per share (\$439,000 or \$0.015 per share, net of deferred tax benefit) for the year ended November 30, 2013.

### D. Distributions to Stockholders

Distributions to common stockholders are recorded on the ex-dividend date. The Company may not declare or pay distributions to its common stockholders if it does not meet asset coverage ratios required under the 1940 Act or the rating agency guidelines for its debt and preferred stock following such distribution. The character of distributions to common stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. For tax purposes, the Company's distributions to common stockholders for the year ended November 30, 2013 were 100 percent qualified dividend income. For book purposes, the source of the Company's distributions to common stockholders for the year ended November 30, 2013 was 100 percent return of capital.

Distributions to mandatory redeemable preferred ("MRP") stockholders are accrued daily based on a fixed annual rate and paid on the first business day of each month. The Company may not declare or pay distributions to its preferred stockholders if it does not meet a 200 percent asset coverage ratio for its debt or the rating agency basic maintenance amount for the debt following such distribution. The character

## NOTES TO FINANCIAL STATEMENTS

(Continued)

of distributions to MRP stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. For tax purposes, the Company's distributions to MRP stockholders for the year ended November 30, 2013 were 100 percent qualified dividend income. For book purposes, the source of the Company's distributions to MRP stockholders for the year ended November 30, 2013 was 100 percent return of capital.

### E. Federal Income Taxation

The Company, as a corporation, is obligated to pay federal and state income tax on its taxable income. Currently, the highest regular marginal federal income tax rate for a corporation is 35 percent. The Company may be subject to a 20 percent federal alternative minimum tax ("AMT") on its federal alternative minimum taxable income to the extent that its AMT exceeds its regular federal income tax.

The Company invests its assets primarily in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Company reports its allocable share of the MLP's taxable income in computing its own taxable income. The Company's tax expense or benefit is included in the Statement of Operations based on the component of income or gains (losses) to which such expense or benefit relates. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

### F. Offering and Debt Issuance Costs

Offering costs related to the issuance of common and preferred stock are charged to additional paid-in capital when the stock is issued. Offering costs (excluding underwriter discounts and commissions) of \$58,210 related to the issuance of common stock were recorded to additional paid-in capital during the year ended November 30, 2013. Debt issuance costs related to long-term debt obligations and MRP Stock are capitalized and amortized over the period the debt and MRP Stock is outstanding. Capitalized costs (excluding underwriter commissions) were recorded during the year ended November 30, 2013 for the Series J Notes (\$13,833), Series K Notes (\$9,222), Series L Notes (\$18,444) and MRP B Stock (\$186,514) that were each issued in December 2012, Series M Notes (\$85,456), Series N Notes (\$65,736), Series O Notes (\$98,603), Series P Notes (\$78,882) and Series Q Notes (\$65,736) that were each issued in September 2013 and Series R Notes (\$170,121), Series S Notes (\$68,008) and Series T Notes (\$170,121) that were each issued in November 2013.

### G. Derivative Financial Instruments

The Company uses derivative financial instruments (principally interest rate swap contracts) in an attempt to manage interest rate risk. The Company has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. The Company does not hold or issue derivative financial instruments for speculative purposes. All derivative financial instruments are recorded at fair value with changes in fair value during the reporting period, and amounts accrued under the agreements, included as unrealized gains or

losses in the accompanying Statement of Operations. The fair value of derivative financial instruments in a loss position are offset against the fair value of derivative financial instruments in a gain position, with the net fair value appropriately reflected as an asset or liability within the accompanying Statement of Assets & Liabilities. Cash settlements under the terms of the derivative instruments and the termination of such contracts are recorded as realized gains or losses in the accompanying Statement of Operations.

### H. Indemnifications

Under the Company's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Company. In addition, in the normal course of business, the Company may enter into contracts that provide general indemnification to other parties. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred, and may not occur. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

### I. Recent Accounting Pronouncements

In December 2011, the FASB issued ASU 2011-11 "Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities". ASU 2011-11 requires new disclosures for recognized financial instruments and derivative instruments that are either offset on the balance sheet in accordance with the offsetting guidance in ASC 210-20-45 or ASC 815-10-45 or are subject to an enforceable master netting arrangement or similar arrangement. ASU 2011-11 is effective for periods beginning on or after January 1, 2013 and must be applied retrospectively.

In January 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-01 "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities" ("ASU 2013-01") which amended Accounting Standards Codification Subtopic 210-20, Balance Sheet Offsetting. ASU 2013-01 clarified the scope of ASU No. 2011-11 "Disclosures about Offsetting Assets and Liabilities" ("ASU 2011-11"). ASU 2013-01 clarifies the scope of ASU 2011-11 as applying to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are offset either in accordance with other requirements of U.S. GAAP or subject to an enforceable master netting arrangement or similar agreement. The guidance in ASU 2013-01 and ASU 2011-11 is effective for interim and annual periods beginning on or after January 1, 2013. The additional disclosures required by these amendments are reflected within the financial statements.

### 3. Concentration Risk

Under normal circumstances, the Company intends to invest at least 90 percent of its total assets in securities of energy infrastructure companies, and to invest at least 70 percent of its total assets in equity securities of MLPs. The Company will not invest more than 10 percent of its total assets in any single issuer as of the time of purchase. The Company may invest up to 25 percent of its assets in debt securities, which may include below investment grade securities. In determining application of these policies, the term "total assets" includes assets obtained through leverage.

## NOTES TO FINANCIAL STATEMENTS

(Continued)

Companies that primarily invest in a particular sector may experience greater volatility than companies investing in a broad range of industry sectors. The Company may, for defensive purposes, temporarily invest all or a significant portion of its assets in investment grade securities, short-term debt securities and cash or cash equivalents. To the extent the Company uses this strategy, it may not achieve its investment objective.

### 4. Agreements

The Company has entered into an Investment Advisory Agreement with Tortoise Capital Advisors, L.L.C. (the "Adviser"). Under the terms of the agreement, the Company pays the Adviser a fee equal to an annual rate of 0.95 percent of the Company's average monthly total assets (including any assets attributable to leverage and excluding any net deferred tax asset) minus accrued liabilities (other than net deferred tax liability, debt entered into for purposes of leverage and the aggregate liquidation preference of outstanding preferred stock) ("Managed Assets"), in exchange for the investment advisory services provided. The Adviser has contractually agreed to waive all fees due under the Investment Advisory Agreement related to the net proceeds received from the issuance of additional common stock under the at-the-market equity program for a six month period following the date of issuance.

U.S. Bancorp Fund Services, LLC serves as the Company's administrator. The Company pays the administrator a monthly fee computed at an annual rate of 0.04 percent of the first \$1,000,000,000 of the Company's Managed Assets, 0.01 percent on the next \$500,000,000 of Managed Assets and 0.005 percent on the balance of the Company's Managed Assets.

Computershare Trust Company, N.A. serves as the Company's transfer agent and registrar and Computershare Inc. serves as the Company's dividend paying agent and agent for the automatic dividend reinvestment and cash purchase plan.

U.S. Bank, N.A. serves as the Company's custodian. The Company pays the custodian a monthly fee computed at an annual rate of 0.004 percent of the Company's portfolio assets, plus portfolio transaction fees.

### 5. Income Taxes

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting and tax purposes. Components of the Company's deferred tax assets and liabilities as of November 30, 2013, are as follows:

Deferred tax assets:	
Net operating loss carryforwards	\$ 26,512
Deferred tax liabilities:	
Basis reduction of investment in MLPs	98,181,600
Net unrealized gains on investment securities	414,928,588
	<u>513,110,188</u>
Total net deferred tax liability	<u>\$ 513,083,676</u>

At November 30, 2013, a valuation allowance on deferred tax assets was not deemed necessary because the Company believes it is more likely than not that there is an ability to realize its deferred tax assets through future taxable income.

Any adjustments to the Company's estimates of future taxable income will be made in the period such determination is made. The Company recognizes the tax benefits of uncertain tax positions only when the position is "more likely than not" to be sustained upon examination by the tax authorities based on the technical merits of the tax position. The Company's policy is to record interest and penalties on uncertain tax positions as part of tax expense. As of November 30, 2013, the Company had no uncertain tax positions and no penalties and interest were accrued. The Company does not expect any change to its unrecognized tax positions in the twelve months subsequent to November 30, 2013. Tax years subsequent to the year ending November 30, 2003 remain open to examination by federal and state tax authorities.

Total income tax expense differs from the amount computed by applying the federal statutory income tax rate of 35 percent to net investment loss and net realized and unrealized gains on investments for the year ended November 30, 2013, as follows:

Application of statutory income tax rate	\$152,184,483
State income taxes, net of federal tax benefit	9,000,625
Change in deferred tax liability due to change in overall tax rate	1,094,939
Nondeductible payments on preferred stock	2,331,524
Dividends received deduction	<u>(575,418)</u>
Total income tax expense	<u>\$164,036,153</u>

Total income taxes are computed by applying the federal statutory rate plus a blended state income tax rate. During the year, the Company re-evaluated its blended state income tax rate, increasing the overall rate from 36.96 percent to 37.07 percent due to anticipated state apportionment of income and gains.

For the year ended November 30, 2013, the components of income tax expense include the following:

Current tax expense (benefit)	
Federal	\$ 22,208,843
State	1,868,815
AMT	<u>(787,180)</u>
Total current tax expense	<u>23,290,478</u>
Deferred tax expense	
Federal	132,886,394
State (net of federal tax benefit)	<u>7,859,281</u>
Total deferred tax expense	<u>140,745,675</u>
Total income tax expense	<u>\$164,036,153</u>

As of November 30, 2013, the Company had net operating losses for state income tax purposes of approximately \$461,000. If not utilized, these net operating losses will expire in the years ending November 30, 2020 through November 30, 2032.

As of November 30, 2013, the aggregate cost of securities for federal income tax purposes was \$801,338,631. The aggregate gross unrealized appreciation for all securities in which there was an excess of fair value over tax cost was \$1,380,022,897, the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over fair value was \$0 and the net unrealized appreciation was \$1,380,022,897.

## NOTES TO FINANCIAL STATEMENTS

(Continued)

### 6. Fair Value of Financial Instruments

Various inputs are used in determining the fair value of the Company's financial instruments. These inputs are summarized in the three broad levels listed below:

- Level 1 – quoted prices in active markets for identical investments
- Level 2 – other significant observable inputs (including quoted prices for similar investments, market corroborated inputs, etc.)
- Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following table provides the fair value measurements of applicable Company assets by level within the fair value hierarchy as of November 30, 2013. These assets are measured on a recurring basis.

Description	Fair Value at November 30, 2013	Level 1	Level 2	Level 3
<b>Assets</b>				
Equity Securities:				
Common Stock <sup>(a)</sup>	\$ 9,742,936	\$ 9,742,936	\$ –	\$ –
Master Limited Partnerships and Related Companies <sup>(a)</sup>	2,171,442,359	2,171,442,359	–	–
Other Securities:				
Short-Term Investment <sup>(b)</sup>	176,233	176,233	–	–
Interest Rate Swap Contracts	4,142,703	–	4,142,703	–
Total Assets	\$ 2,185,504,231	\$ 2,181,361,528	\$ 4,142,703	\$ –

(a) All other industry classifications are identified in the Schedule of Investments.

(b) Short-term investment is a sweep investment for cash balances in the Company at November 30, 2013.

The Company did not hold any Level 3 securities during the year ended November 30, 2013. The Company utilizes the beginning of reporting period method for determining transfers between levels. There were no transfers between levels during the year ended November 30, 2013.

### Valuation Techniques

In general, and where applicable, the Company uses readily available market quotations based upon the last updated sales price from the principal market to determine fair value. This pricing methodology applies to the Company's Level 1 investments.

An equity security of a publicly traded company acquired in a private placement transaction without registration under the Securities Act of 1933, as amended (the "1933 Act"), is subject to restrictions on resale that can affect the security's fair value. If such a security is convertible into publicly-traded common shares, the security generally will be valued at the common share market price adjusted by a percentage discount due to the restrictions and categorized as Level 2 in the fair value hierarchy. If the security has characteristics that are dissimilar to the class of security that trades on the open market, the security will generally be valued and categorized as Level 3 in the fair value hierarchy.

Interest rate swap contracts are valued by using industry-accepted models which discount the estimated future cash flows based on a forward rate curve and the stated terms of the interest rate swap agreement by using interest rates currently available in the market, or based on dealer quotations, if available, and are categorized as Level 2 in the fair value hierarchy.

### 7. Investment Transactions

For the year ended November 30, 2013, the Company purchased (at cost) and sold securities (proceeds received) in the amount of \$354,176,842 and \$265,673,849 (excluding short-term debt securities), respectively.

### 8. Long-Term Debt Obligations

The Company has \$300,000,000 aggregate principal amount of private senior notes (collectively, the "Notes") outstanding at November 30, 2013. During the year ended November 30, 2013, the Company issued Notes with an aggregate principal amount of \$135,000,000. The Series J, Series K, and Series L Notes were issued on December 19, 2012, the Series M, Series N, Series O, Series P and Series Q Notes were issued on September 27, 2013 and the Series R, Series S and Series T Notes were issued on November 20, 2013. The Company has agreed to issue additional amounts of Series R (\$12,500,000), Series S (\$5,000,000) and Series T Notes (\$12,500,000) on January 22, 2014. The Company's Series F Notes with a notional amount of \$29,975,000 and fixed interest rate of 4.50 percent were paid in full upon maturity on December 21, 2012.

The Notes are unsecured obligations of the Company and, upon liquidation, dissolution or winding up of the Company, will rank: (1) senior to all of the Company's outstanding preferred shares; (2) senior to all of the Company's outstanding common shares; (3) on parity with any unsecured creditors of the Company and any unsecured senior securities representing indebtedness of the Company and (4) junior to any secured creditors of the Company. Holders of the Notes are entitled to receive periodic cash interest payments until maturity. The Notes are not listed on any exchange or automated quotation system.

The Notes are redeemable in certain circumstances at the option of the Company. The Notes are also subject to a mandatory redemption if the Company fails to meet asset coverage ratios required under the 1940 Act or the rating agency guidelines if such failure is not waived or cured. At November 30, 2013, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its senior notes.

The estimated fair value of each series of fixed-rate Notes was calculated, for disclosure purposes, by discounting future cash flows by a rate equal to the current U.S. Treasury rate with an equivalent maturity date, plus either 1) the spread between the interest rate on recently issued debt and the U.S. Treasury rate with a similar maturity date or 2) if there has not been a recent debt issuance, the spread between the AAA corporate finance debt rate and the U.S. Treasury rate with an equivalent maturity date plus the spread between the fixed rates of the Notes and the AAA corporate finance debt rate. The estimated fair value of the Series H and Series Q Notes approximates the carrying amount because the interest rate fluctuates with changes in interest rates available in the current market. The estimated fair

## NOTES TO FINANCIAL STATEMENTS

(Continued)

values in the table below are Level 2 valuations within the fair value hierarchy. The following table shows the maturity date, interest rate, payment frequency, notional/carrying amount and estimated fair value for each series of Notes outstanding at November 30, 2013.

Series	Maturity Date	Interest Rate	Payment Frequency	Notional/ Carrying Amount	Estimated Fair Value
Series E	April 10, 2015	6.11%	Quarterly	\$ 110,000,000	\$ 117,475,841
Series G	December 21, 2016	5.85%	Quarterly	30,000,000	33,695,824
Series H	May 12, 2014	1.59% <sup>(1)</sup>	Quarterly	15,000,000	15,000,000
Series I	May 12, 2018	4.35%	Quarterly	10,000,000	10,755,514
Series J	December 19, 2019	3.30%	Semi-Annual	15,000,000	15,324,227
Series K	December 19, 2022	3.87%	Semi-Annual	10,000,000	10,158,846
Series L	December 19, 2024	3.99%	Semi-Annual	20,000,000	20,125,638
Series M	September 27, 2017	2.75%	Semi-Annual	13,000,000	13,241,514
Series N	September 27, 2018	3.15%	Semi-Annual	10,000,000	10,233,180
Series O	September 27, 2020	3.78%	Semi-Annual	15,000,000	15,422,517
Series P	September 27, 2023	4.39%	Semi-Annual	12,000,000	12,449,665
Series Q	September 27, 2018	1.60% <sup>(2)</sup>	Quarterly	10,000,000	10,000,000
Series R	January 22, 2022	3.77%	Semi-Annual	12,500,000	12,480,021
Series S	January 22, 2023	3.99%	Semi-Annual	5,000,000	5,003,561
Series T	January 22, 2024	4.16%	Semi-Annual	12,500,000	12,521,234
				<u>\$ 300,000,000</u>	<u>\$ 313,887,582</u>

(1) Floating rate resets each quarter based on 3-month LIBOR plus 1.35 percent. The current rate is effective for the period from November 12, 2013 through February 12, 2014. The weighted-average interest rate for the year ended November 30, 2013 was 1.63 percent.

(2) Floating rate resets each quarter based on 3-month LIBOR plus 1.35 percent. The current rate is effective for the period from September 27, 2013 through December 27, 2013. The weighted-average interest rate for the period from September 27, 2013 (date of issuance) through November 30, 2013 was 1.60 percent.

### 9. Preferred Stock

The Company has 20,000,000 shares of preferred stock authorized. Of that amount, the Company has 8,000,000 authorized shares of Mandatory Redeemable Preferred ("MRP") B Stock and all 8,000,000 shares are outstanding at November 30, 2013. The MRP B Stock has a liquidation value of \$10.00 per share plus any accumulated but unpaid distributions, whether or not declared. The Company issued 8,000,000 shares of MRP B Stock on December 6, 2012 and they are mandatorily redeemable on December 31, 2027. The MRP B Stock pays cash distributions on the first business day of each month at an annual rate of 4.375 percent. The shares of MRP B Stock trade on the NYSE under the symbol "TYG Pr B."

The MRP B Stock has rights determined by the Board of Directors. Except as otherwise indicated in the Company's Charter or Bylaws, or as otherwise required by law, the holders of MRP B Stock have voting rights equal to the holders of common stock (one vote per MRP B share) and will vote together with the holders of shares of common stock as a single class except on matters affecting only the holders of preferred stock or the holders of common stock. The 1940 Act requires that the holders of any preferred stock (including MRP B Stock), voting separately as a single class, have the right to elect at least two directors at all times.

At November 30, 2013, the estimated fair value of the MRP B Stock is based on the closing market price of \$8.55 per share and is a Level 1 valuation within the fair value hierarchy. The following table shows the mandatory redemption date, fixed rate, number of shares outstanding, aggregate liquidation preference and estimated fair value as of November 30, 2013.

Series	Mandatory Redemption Date	Fixed Rate	Shares Outstanding	Aggregate Liquidation Preference	Estimated Fair Value
MRP B Stock	December 31, 2027	4.375%	8,000,000	\$ 80,000,000	\$ 68,400,000

The MRP B Stock is redeemable in certain circumstances at the option of the Company. Under the Investment Company Act of 1940, the Company may not declare dividends or make other distributions on shares of common stock or purchases of such shares if, at the time of the declaration, distribution or purchase, asset coverage with respect to the outstanding MRP B Stock would be less than 200 percent. The MRP B Stock is also subject to a mandatory redemption if the Company fails to meet an asset coverage ratio of at least 225 percent as determined in accordance with the 1940 Act or a rating agency basic maintenance amount if such failure is not waived or cured. At November 30, 2013, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its MRP B Stock.

The Company defeased its MRP Stock at liquidation value in the amount of \$73,000,000 on December 6, 2012. The Company paid a premium of \$730,000 upon redemption. The unamortized balance of allocated capital costs was expensed and resulted in a total loss on early redemption of \$1,496,146 which is included in amortization of debt issuance costs in the accompanying Statement of Operations.

### 10. Credit Facility

As of November 30, 2013, the Company has an \$85,000,000 unsecured, revolving credit facility that matures on June 16, 2014. U.S. Bank, N.A. serves as a lender and the lending syndicate agent on behalf of other lenders participating in the credit facility. Effective June 17, 2013, outstanding balances generally accrue interest at a variable annual rate equal to one-month LIBOR plus 1.125 percent and unused portions of the credit facility accrue a non-usage fee equal to an annual rate of 0.15 percent. For the period from December 1, 2012 through June 16, 2013, outstanding balances accrued interest at a variable annual rate equal to one-month LIBOR plus 1.25 percent and unused portions of the credit facility accrued a non-usage fee equal to an annual rate of 0.20 percent.

The average principal balance and interest rate for the year during which the credit facility was utilized during the year ended November 30, 2013 was approximately \$49,600,000 and 1.38 percent, respectively. At November 30, 2013, the principal balance outstanding was \$27,600,000 at an interest rate of 1.29 percent.

Under the terms of the credit facility, the Company must maintain asset coverage required under the 1940 Act. If the Company fails to maintain the required coverage, it may be required to repay a portion of an outstanding balance until the coverage requirement has been met. At November 30, 2013, the Company was in compliance with the terms of the credit facility.

## NOTES TO FINANCIAL STATEMENTS

(Continued)

### 11. Interest Rate Swap Contracts

The Company has entered into interest rate swap contracts in an attempt to protect itself from increasing interest expense on its leverage resulting from increasing interest rates. A decline in interest rates may result in a decline in the value of the swap contracts, which may result in a decline in the net assets of the Company. At the time the interest rate swap contracts reach their scheduled termination, there is a risk that the Company would not be able to obtain a replacement transaction, or that the terms of the replacement would not be as favorable as on the expiring transaction. In addition, if the Company is required to terminate any swap contract early due to the net assets of the Company falling below \$450,000,000, the net asset value of the Company declining 50 percent during a span of 12 months, or the Company failing to maintain a required 300 percent asset coverage of the liquidation value of the outstanding debt, then the Company could be required to make a termination payment to the extent of the Company's net liability position, in addition to redeeming all or some of the debt. The Company segregates a portion of its assets as collateral for the amount of any net liability of its interest rate swap contracts. Details of the interest rate swap contracts outstanding as of November 30, 2013, are as follows:

Counterparty	Effective Date	Maturity Date	Notional Amount	Fixed Rate Paid by the Company	Floating Rate Received by the Company	Unrealized Appreciation
Wells Fargo Bank, N.A.	03/31/2015	03/31/2018	\$ 15,000,000	1.465%	3-month U.S. Dollar LIBOR	\$ 48,812
Wells Fargo Bank, N.A.	03/31/2015	03/31/2020	15,000,000	2.006%	3-month U.S. Dollar LIBOR	302,034
Wells Fargo Bank, N.A.	03/31/2015	03/31/2022	25,000,000	2.396%	3-month U.S. Dollar LIBOR	921,820
Wells Fargo Bank, N.A.	03/31/2015	03/31/2023	15,000,000	2.555%	3-month U.S. Dollar LIBOR	651,952
Wells Fargo Bank, N.A.	03/31/2015	03/31/2025	40,000,000	2.803%	3-month U.S. Dollar LIBOR	2,218,085
			<u>\$110,000,000</u>			<u>\$4,142,703</u>

The Company is exposed to credit risk on the interest rate swap contracts if the counterparty should fail to perform under the terms of the interest rate swap contracts. The amount of credit risk is limited to the net appreciation of the interest rate swap contracts, if any, as no collateral is pledged by the counterparty. In addition, if the counterparty to the interest rate swap contracts defaults, the Company would incur a loss in the amount of the receivable and would not receive amounts due from the counterparty to offset the interest payments on the Company's leverage.

The unrealized appreciation of interest rate swap contracts in the amount of \$4,142,703 for the year ended November 30, 2013 is included in the Statement of Operations. The Company entered into the above interest rate swap contracts during the month of February 2013. Prior to that, the Company did not have any open swap arrangements during the year ended November 30, 2013.

The following table presents a gross presentation, the effects of offsetting, and a net presentation of the Company's interest rate swap contracts at November 30, 2013.

Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statement of Assets & Liabilities	Net Amounts of Assets Presented in the Statement of Assets & Liabilities	Gross Amounts Not Offset in the Statement of Assets & Liabilities		Net Amount
				Financial Instruments	Cash Collateral Received	
Interest Rate Swap Contracts	\$4,142,703	\$ -	\$4,142,703	\$ -	\$ -	\$4,142,703

### 12. Common Stock

The Company has 100,000,000 shares of capital stock authorized and 28,732,841 shares outstanding at November 30, 2013. Transactions in common stock for the year ended November 30, 2013, were as follows:

Shares at November 30, 2012	28,296,347
Shares sold through shelf offerings	339,239
Shares issued through reinvestment of distributions	97,255
Shares at November 30, 2013	<u>28,732,841</u>

### 13. Subsequent Events

On January 15, 2014, the Company entered into an amendment to its credit facility to increase the capacity of the facility to \$107,500,000. Outstanding balances generally will accrue interest at a variable annual rate equal to one-month LIBOR plus 1.125 percent and unused portions of the facility will accrue a fee equal to an annual rate of 0.15 percent.

During the period from December 1, 2013 through the date the financial statements were issued, the Company issued 86,387 shares of common stock under its at-the-market equity offering program for gross proceeds of approximately \$4.2 million.

The Company has performed an evaluation of subsequent events through the date the financial statements were issued and has determined that no additional items require recognition or disclosure.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

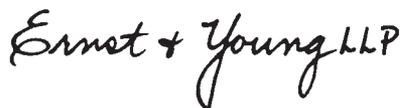
### **The Board of Directors and Stockholders Tortoise Energy Infrastructure Corporation**

We have audited the accompanying statement of assets and liabilities of Tortoise Energy Infrastructure Corporation (the Company), including the schedule of investments, as of November 30, 2013, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights,

assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2013, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Tortoise Energy Infrastructure Corporation at November 30, 2013, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Kansas City, Missouri  
January 21, 2014

## COMPANY OFFICERS AND DIRECTORS *(Unaudited)*

November 30, 2013

Name and Age*	Position(s) Held with Company, Term of Office and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director <sup>(1)</sup>	Other Public Company Directorships Held
<b>Independent Directors**</b>				
Conrad S. Ciccotello (Born 1960)	Director since 2003	Associate Professor of Risk Management and Insurance, Robinson College of Business, Georgia State University (faculty member since 1999); Director of Personal Financial Planning Program; Investment Consultant to the University System of Georgia for its defined contribution retirement plan; Formerly Faculty Member, Pennsylvania State University (1997-1999); Published a number of academic and professional journal articles on investment company performance and structure, with a focus on MLPs.	7	CorEnergy Infrastructure Trust, Inc. (formerly Tortoise Capital Resources Corporation)
John R. Graham (Born 1945)	Director since 2003	Executive-in-Residence and Professor of Finance (part-time), College of Business Administration, Kansas State University (has served as a professor or adjunct professor since 1970); Chairman of the Board, President and CEO, Graham Capital Management, Inc., primarily a real estate development, investment and venture capital company; Owner of Graham Ventures, a business services and venture capital firm; Part-time Vice President Investments, FB Capital Management, Inc. (a registered investment adviser) since 2007; formerly, CEO, Kansas Farm Bureau Financial Services, including seven affiliated insurance or financial service companies (1979-2000).	7	CorEnergy Infrastructure Trust, Inc. (formerly Tortoise Capital Resources Corporation)
Charles E. Heath (Born 1942)	Director since 2003	Retired in 1999, Formerly Chief Investment Officer, GE Capital's Employers Reinsurance Corporation (1989-1999). Chartered Financial Analyst ("CFA") designation since 1974.	7	CorEnergy Infrastructure Trust, Inc. (formerly Tortoise Capital Resources Corporation)

(1) This number includes Tortoise Energy Capital Corporation ("TYY"), Tortoise North American Energy Corporation ("TYN"), Tortoise Power and Energy Infrastructure Fund, Inc. ("TPZ"), Tortoise MLP Fund, Inc. ("NTG"), Tortoise Pipeline & Energy Fund, Inc. ("TTP"), Tortoise Energy Independence Fund, Inc. ("NDP") and the Company. Our Adviser also serves as the investment adviser to TYY, TYN, TPZ, NTG, TTP and NDP.

\* The address of each director and officer is 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

\*\* Subsequent to fiscal year-end, Mr. Graham passed away. Effective January 1, 2014, Mr. Rand C. Berney joined the Company's Board of Directors as an independent director. Mr. Berney also joined the Board of Directors of each of TYY, TYN, TPZ, NTG, TTP and NDP. Mr. Berney was born in 1955. Mr. Berney is Executive-in-Residence and Professor for Professional Financial Planning course and Professional Ethics course, College of Business Administration, Kansas State University since 2012. He was formerly Senior Vice President of Corporate Shared Services of ConocoPhillips from April 2009 to 2012, Vice President and Controller of ConocoPhillips from 2002 to April 2009, and Vice President and Controller of Phillips Petroleum Company from 1997 to 2002. Mr. Berney is a member of the Oklahoma Society of CPAs, the Financial Executive Institute, American Institute of Certified Public Accountants, the Institute of Internal Auditors and the Institute of Management Accountants.

## COMPANY OFFICERS AND DIRECTORS *(Unaudited) (Continued)*

November 30, 2013

Name and Age*	Position(s) Held with Company, Term of Office and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director <sup>(1)</sup>	Other Public Company Directorships Held
<b>Interested Directors and Officers<sup>(2)</sup></b>				
H. Kevin Birzer (Born 1959)	Director and Chairman of the Board since 2003	Managing Director of the Adviser and member of the Investment Committee of the Adviser since 2002; Member, Fountain Capital Management, LLC ("Fountain Capital"), a registered investment adviser, (1990-May 2009); Director and Chairman of the Board of each of TYY, TYN, TPZ, NTG, TTP and NDP since its inception; Director and Chairman of the Board of Tortoise Capital Resources Corporation ("TTO") from its inception through November 30, 2011. CFA designation since 1988.	7	None
Terry Matlack (Born 1956)	Chief Executive Officer since May 2011; Director since November 12, 2012	Managing Director of the Adviser and member of the Investment Committee of the Adviser since 2002; Director of each of the Company, TYY, TYN, TPZ, and TTO from its inception to September 15, 2009; Director of each of TYY, TYN, TPZ, NTG, TTP and NDP since November 12, 2012; Chief Executive Officer of NTG since 2010, of each of TYY, TYN and TPZ since May 2011, and of each of TTP and NDP since its inception; Chief Financial Officer of each of the Company, TYY, TYN and TPZ from its inception to May 2011, and of TTO from its inception to June 2012. CFA designation since 1985.	7	None
P. Bradley Adams (Born 1960)	Chief Financial Officer since May 2011	Managing Director of the Adviser since January 2013; Director of Financial Operations of the Adviser from 2005 to January 2013; Chief Financial Officer of NTG since 2010, of each of TYY, TYN and TPZ since May 2011, and of each of TTP and NDP since its inception; Assistant Treasurer of each of the Company, TYY and TYN from November 2005 to May 2011, of TPZ from its inception to May 2011, and of TTO from its inception to June 2012.	N/A	None
Zachary A. Hamel (Born 1965)	President since May 2011	Managing Director of the Adviser and member of the Investment Committee of the Adviser since 2002; Joined Fountain Capital in 1997 and was a Partner there from 2001 through September 2012. President of NTG since 2010, of each of TYY and TPZ since May 2011, and of each of TTP and NDP since its inception; Senior Vice President of TYY from 2005 to May 2011, of the Company from 2007 to May 2011, of TYN since 2007, of TPZ from its inception to May 2011 and of TTO from 2005 through November 2011. CFA designation since 1998.	N/A	None
Kenneth P. Malvey (Born 1965)	Senior Vice President since April 2007; Treasurer since November 2005	Managing Director of the Adviser and member of the Investment Committee of the Adviser since 2002; Joined Fountain Capital in 2002 and was a Partner there from 2004 through September 2012. Treasurer of each of TYY and TYN since 2005, of each of TPZ, NTG, TTP and NDP since its inception, and of TTO from 2005 through November 2011; Senior Vice President of TYN since 2007, of each of TYY, TPZ, NTG, TTP and NDP since its inception, and of TTO from 2005 through November 2011. CFA designation since 1996.	N/A	None
David J. Schulte (Born 1961)	Senior Vice President since May 2011	Managing Director of the Adviser and member of the Investment Committee of the Adviser since 2002; Managing Director of Corridor InfraTrust Management, LLC, an affiliate of the Adviser; President and Chief Executive Officer of each of the Company, TYY and TPZ from its inception to May 2011; Chief Executive Officer of TYN from 2005 to May 2011 and President of TYN from 2005 to September 2008; Chief Executive Officer of TTO (now CORR) since 2005 and President from 2005 to April 2007 and since June 2012; Senior Vice President of NTG since 2010, of each of TYY, TYN and TPZ since May 2011, and of each of TTP and NDP since its inception. CFA designation since 1992.	N/A	CorEnergy Infrastructure Trust, Inc. ("CORR") (formerly Tortoise Capital Resources Corporation)

(1) This number includes TYY, TYN, TPZ, NTG, TTP, NDP and the Company. Our Adviser also serves as the investment adviser to TYY, TYN, TPZ, NTG, TTP and NDP.

(2) As a result of their respective positions held with our Adviser or its affiliates, these individuals are considered "interested persons" within the meaning of the 1940 Act.

\* The address of each director and officer is 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

## ADDITIONAL INFORMATION *(Unaudited)*

### Director and Officer Compensation

The Company does not compensate any of its directors who are “interested persons,” as defined in Section 2(a)(19) of the 1940 Act, nor any of its officers. For the year ended November 30, 2013, the aggregate compensation paid by the Company to the independent directors was \$129,500. The Company did not pay any special compensation to any of its directors or officers.

### Forward-Looking Statements

This report contains “forward-looking statements” within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. 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 the Company’s actual results are the performance of the portfolio of investments held by it, the conditions in the U.S. and international financial, petroleum and other markets, the price at which shares of the Company will trade in the public markets and other factors discussed in filings with the SEC.

### Proxy Voting Policies

A description of the policies and procedures that the Company uses to determine how to vote proxies relating to portfolio securities owned by the Company and information regarding how the Company voted proxies relating to the portfolio of securities during the 12-month period ended June 30, 2013 are available to stockholders (i) without charge, upon request by calling the Company at (913) 981-1020 or toll-free at (866) 362-9331 and on the Company’s Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com); and (ii) on the SEC’s Web site at [www.sec.gov](http://www.sec.gov).

### Form N-Q

The Company files its complete schedule of portfolio holdings for the first and third quarters of each fiscal year with the SEC on Form N-Q. The Company’s Form N-Q is available without charge upon request by calling the Company at (866) 362-9331 or by visiting the SEC’s Web site at [www.sec.gov](http://www.sec.gov). In addition, you may review and copy the Company’s Form N-Q at the SEC’s Public Reference Room in Washington D.C. You may obtain information on the operation of the Public Reference Room by calling (800) SEC-0330.

The Company’s Form N-Qs are also available on the Company’s Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com).

### Statement of Additional Information

The Statement of Additional Information (“SAI”) includes additional information about the Company’s directors and is available upon request without charge by calling the Company at (866) 362-9331 or by visiting the SEC’s Web site at [www.sec.gov](http://www.sec.gov).

### Certifications

The Company’s Chief Executive Officer has submitted to the New York Stock Exchange the annual CEO certification as required by Section 303A.12(a) of the NYSE Listed Company Manual.

The Company has filed with the SEC, as an exhibit to its most recently filed Form N-CSR, the certification of its Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act.

### Privacy Policy

In order to conduct its business, the Company collects and maintains certain nonpublic personal information about its stockholders of record with respect to their transactions in shares of the Company’s securities. This information includes the

stockholder’s address, tax identification or Social Security number, share balances, and distribution elections. We do not collect or maintain personal information about stockholders whose share balances of our securities are held in “street name” by a financial institution such as a bank or broker.

We do not disclose any nonpublic personal information about you, the Company’s other stockholders or the Company’s former stockholders to third parties unless necessary to process a transaction, service an account, or as otherwise permitted by law.

To protect your personal information internally, we restrict access to nonpublic personal information about the Company’s stockholders to those employees who need to know that information to provide services to our stockholders. We also maintain certain other safeguards to protect your nonpublic personal information.

### Automatic Dividend Reinvestment and Cash Purchase Plan

The Company’s Automatic Dividend Reinvestment and Cash Purchase Plan (the “Plan”) allows participating common stockholders to reinvest distributions, including dividends, capital gains and return of capital in additional shares of the Company’s common stock and allows registered holders of the Company’s common stock to make optional cash investments, in accordance with the Plan, on a monthly basis.

If a stockholder’s shares are registered directly with the Company or with a brokerage firm that participates in the Company’s Plan, all distributions are automatically reinvested for stockholders by the Agent in additional shares of common stock of the Company (unless a stockholder is ineligible or elects otherwise). Stockholders holding shares that participate in the Plan in a brokerage account may not be able to transfer the shares to another broker and continue to participate in the Plan. Stockholders who elect not to participate in the Plan will receive all distributions payable in cash paid by check mailed directly to the stockholder of record (or, if the shares are held in street or other nominee name, then to such nominee) by Computershare, as dividend paying agent. Distributions subject to tax (if any) are taxable whether or not shares are reinvested.

Any single investment pursuant to the cash purchase option under the Plan must be in an amount of at least \$100 and may not exceed \$5,000 per month unless a request for waiver has been granted. A request for waiver should be directed to the Company at 1-866-362-9331 and the Company has the sole discretion to grant any requested waiver. Optional cash investments may be delivered to the Agent by personal check, by automatic or electronic bank account transfer or by online access at [www.computershare.com](http://www.computershare.com). The Company reserves the right to reject any purchase order. Stockholders who hold shares in street or other nominee name who want to participate in optional cash investments should contact their broker, bank or other nominee and follow their instructions. There is no obligation to make an optional cash investment at any time, and the amount of such investments may vary from time to time. Optional cash investments must be received by the Agent no later than two business days prior to the monthly investment date (the “payment date”) for purchase of common shares on the next succeeding purchase date under the Plan. Scheduled optional cash purchases may be cancelled or refunded upon a participant’s written request received by the Agent at least two business days prior to the purchase date. Participants will not be able to instruct the Agent to purchase common shares at a specific time or at a specific price.

If on the distribution payment date or the purchase date for optional cash investments, the net asset value per share of the common stock is equal to or less than the market price per share of common stock plus estimated brokerage commissions, the Company will issue additional shares of common stock to participants. The number of shares will be determined by the greater of the net asset value per share or 95 percent of the market price. Otherwise, shares generally will be

## ADDITIONAL INFORMATION *(Unaudited)*

*(Continued)*

purchased on the open market by the Agent as soon as possible following the payment date or purchase date, but in no event later than 30 days after such date except as necessary to comply with applicable law. There are no brokerage charges with respect to shares issued directly by the Company as a result of distributions payable either in shares or in cash or as a result of optional cash investments. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Agent's open-market purchases in connection with the reinvestment of distributions or optional cash investments. If a participant elects to have the Agent sell part or all of his or her common stock and remit the proceeds, such participant will be charged a transaction fee of \$15.00 plus his or her pro rata share of brokerage commissions on the shares sold.

Participation is completely voluntary. Stockholders may elect not to participate in the Plan, and participation may be terminated or resumed at any time without penalty, by giving notice in writing, by telephone or Internet to Computershare, the Plan Agent, at the address set forth below. Such termination will be effective with respect to a particular distribution if notice is received prior to such record date.

Additional information about the Plan may be obtained by writing to Computershare Trust Company, N.A., P.O. Box 30170, College Station, TX 77842-3170. You may also contact Computershare by phone at (800) 426-5523 or visit their Web site at [www.computershare.com](http://www.computershare.com).

### Approval of the Investment Advisory Agreement

In approving the renewal of the Investment Advisory Agreement in November 2013, the directors who are not "interested persons" (as defined in the Investment Company Act of 1940) of the Company ("Independent Directors") requested and received extensive data and information from the Adviser concerning the Company and the services provided to it by the Adviser under the Investment Advisory Agreement. In addition, the Independent Directors requested and received data and information from the Adviser, which also included information from independent, third-party sources, regarding the factors considered in their evaluation.

### Factors Considered

The Independent Directors considered and evaluated all the information provided by the Adviser. The Independent Directors did not identify any single factor as being all-important or controlling, and each Independent Director may have attributed different levels of importance to different factors. In deciding to renew the agreement, the Independent Directors' decision was based on the following factors.

**Nature, Extent and Quality of Services Provided.** The Independent Directors considered information regarding the history, qualification and background of the Adviser and the individuals responsible for the Adviser's investment program, the adequacy of the number of the Adviser personnel and other Adviser resources and plans for growth, use of affiliates of the Adviser, and the particular expertise with respect to energy infrastructure companies, MLP markets and financing (including private financing). The Independent Directors concluded that the nature of the Company and the specialized expertise of the Adviser in the niche market of MLPs made it qualified to serve as the adviser. Further, the Independent Directors recognized that the Adviser's commitment to a long-term investment horizon correlated well to the investment strategy of the Company.

**Investment Performance of the Company and the Adviser, Costs of the Services To Be Provided and Profits To Be Realized by the Adviser and its Affiliates from the Relationship, and Fee Comparisons.** The Independent Directors reviewed and evaluated information regarding the Company's performance (including quarterly, last twelve months, and from inception) and the performance of the other Adviser accounts (including other investment companies), and information regarding the nature of the markets during the performance period, with a particular focus on the

MLP sector. The Independent Directors also considered the Company's performance as compared to comparable closed-end funds for the relevant periods.

The Adviser provided detailed information concerning its cost of providing services to the Company, its profitability in managing the Company, its overall profitability, and its financial condition. The Independent Directors reviewed with the Adviser the methodology used to prepare this financial information. This financial information regarding the Adviser is considered in order to evaluate the Adviser's financial condition, its ability to continue to provide services under the Investment Advisory Agreement, and the reasonableness of the current management fee, and was, to the extent possible, evaluated in comparison to other investment advisers to closed-end funds with similar investment objectives and strategies.

The Independent Directors considered and evaluated information regarding fees charged to, and services provided to, other investment companies advised by the Adviser (including the impact of any fee waiver or reimbursement arrangements and any expense reimbursement arrangements), fees charged to separate institutional accounts by the Adviser, and comparisons of fees of closed-end funds with similar investment objectives and strategies, including other MLP investment companies, to the Company. The Independent Directors concluded that the fees and expenses that the Company is paying under the Investment Advisory Agreement, as well as the operating expense ratios of the Company, are reasonable given the quality of services provided under the Investment Advisory Agreement and that such fees and expenses are reasonable compared to the fees charged by advisers to comparable funds.

**Economies of Scale.** The Independent Directors considered information from the Adviser concerning whether economies of scale would be realized as the Company grows, and whether fee levels reflect any economies of scale for the benefit of the Company's stockholders. The Independent Directors concluded that economies of scale are difficult to measure and predict overall. Accordingly, the Independent Directors reviewed other information, such as year-over-year profitability of the Adviser generally, the profitability of its management of the Company specifically, and the fees of competitive funds not managed by the Adviser over a range of asset sizes. The Independent Directors concluded the Adviser is appropriately sharing any economies of scale through its reasonable fee structure and through reinvestment in its business resources to provide stockholders additional content and services.

**Collateral Benefits Derived by the Adviser.** The Independent Directors reviewed information from the Adviser concerning collateral benefits it receives as a result of its relationship with the Company. They concluded that the Adviser generally does not use the Company's or stockholder information to generate profits in other lines of business, and therefore does not derive any significant collateral benefits from them.

The Independent Directors did not, with respect to their deliberations concerning their approval of the continuation of the Investment Advisory Agreement, consider the benefits the Adviser may derive from relationships the Adviser may have with brokers through soft dollar arrangements because the Adviser does not employ any such arrangements in rendering its advisory services to the Company. Although the Adviser may receive research from brokers with whom it places trades on behalf of clients, the Adviser does not have soft dollar arrangements or understandings with such brokers regarding receipt of research in return for commissions.

### Conclusions of the Directors

As a result of this process, the Independent Directors, assisted by the advice of legal counsel that is independent of the Adviser, and taking into account all of the factors discussed above and the information provided by the Adviser, unanimously concluded that the Investment Advisory Agreement between the Company and the Adviser is fair and reasonable in light of the services provided and should be renewed.



**Tortoise Energy Infrastructure Corp.**

## Office of the Company and of the Investment Adviser

Tortoise Capital Advisors, L.L.C.  
11550 Ash Street, Suite 300  
Leawood, Kan. 66211  
(913) 981-1020  
(913) 981-1021 (fax)  
www.tortoiseadvisors.com

## Managing Directors of Tortoise Capital Advisors, L.L.C.

P. Bradley Adams  
H. Kevin Birzer  
Zachary A. Hamel  
Kenneth P. Malvey  
Terry Matlack  
David J. Schulte

## Board of Directors of Tortoise Energy Infrastructure Corp.

**H. Kevin Birzer, Chairman**  
Tortoise Capital Advisors, L.L.C.

**Terry Matlack**  
Tortoise Capital Advisors, L.L.C.

**Rand C. Berney**  
Independent (effective 1/1/14)

**Conrad S. Ciccotello**  
Independent

**Charles E. Heath**  
Independent

## ADMINISTRATOR

U.S. Bancorp Fund Services, LLC  
615 East Michigan St.  
Milwaukee, Wis. 53202

## CUSTODIAN

U.S. Bank, N.A.  
1555 North Rivercenter Drive, Suite 302  
Milwaukee, Wis. 53212

## TRANSFER, DIVIDEND DISBURSING AND DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN AGENT

Computershare Trust Company, N.A. / Computershare Inc.  
P.O. Box 30170  
College Station, Tex. 77842-3170  
(800) 426-5523  
www.computershare.com

## LEGAL COUNSEL

Husch Blackwell LLP  
4801 Main St.  
Kansas City, Mo. 64112

## INVESTOR RELATIONS

(866) 362-9331  
info@tortoiseadvisors.com

## STOCK SYMBOL

Listed NYSE Symbol: TYG

This report is for stockholder information. This is not a prospectus intended for use in the purchase or sale of fund shares. **Past performance is no guarantee of future results and your investment may be worth more or less at the time you sell.**

## Tortoise Capital Advisors' Closed-end Funds

Pureplay MLP Funds				Broader Funds			
Name	Ticker	Focus	Total Assets <sup>(1)</sup> (\$ in millions)	Name	Ticker	Focus	Total Assets <sup>(1)</sup> (\$ in millions)
Tortoise Energy Infrastructure Corp.	<b>TYG</b> <b>LISTED</b> <b>NYSE</b>	Midstream Equity	\$2,257	Tortoise Pipeline & Energy Fund, Inc.	<b>TTP</b> <b>LISTED</b> <b>NYSE</b>	Pipeline Equity	\$409
Tortoise Energy Capital Corp.	<b>TYE</b> <b>LISTED</b> <b>NYSE</b>	Midstream Equity	\$1,164	Tortoise Energy Independence Fund, Inc.	<b>NDP</b> <b>LISTED</b> <b>NYSE</b>	North American Upstream Equity	\$454
Tortoise MLP Fund, Inc.	<b>NTG</b> <b>LISTED</b> <b>NYSE</b>	Natural Gas Infrastructure Equity	\$1,982	Tortoise Power and Energy Infrastructure Fund, Inc.	<b>TPZ</b> <b>LISTED</b> <b>NYSE</b>	Power & Energy Infrastructure Debt & Dividend Paying Equity	\$235
Tortoise North American Energy Corp.	<b>TYN</b> <b>LISTED</b> <b>NYSE</b>	Midstream/Upstream Equity	\$285				

(1) As of 12/31/13

**TYG**  
**LISTED**  
**NYSE**



**Tortoise Energy Infrastructure Corp.**

*...Steady Wins®*

**Tortoise Capital Advisors, L.L.C.**  
**Investment Adviser to**  
**Tortoise Energy Infrastructure Corp.**