TORTOISE ENERGY INFRASTRUCTURE CORP
Form 497
July 27, 2012
Table of Contents

PROSPECTUS SUPPLEMENT

(To prospectus dated April 5, 2012)

$30,000,000

Tortoise Energy Infrastructure Corporation

Common Stock

We have entered into a Controlled Equity Offering SM Sales Agreement (the Sales Agreement) with Cantor Fitzgerald & Co. (Cantor , or the Sales Agent) relating to our shares of common stock offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of the Sales Agreement, we may offer and sell from time to time shares of our common stock having an aggregate sales price of up to $30,000,000 through the Sales Agent.

We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded master limited partnerships (MLPs) in the energy infrastructure sector. Under normal circumstances, we invest at least 90% of our total assets (including assets obtained through leverage) in securities of energy infrastructure companies and invest at least 70% of our total assets in equity securities of MLPs. We are a nondiversified, closed-end management investment company. This prospectus supplement, together with the accompanying prospectus dated April 5, 2012, sets forth the information that you should know before investing.

Our currently outstanding shares of common stock are, and the shares offered pursuant to this prospectus supplement and accompanying prospectus will be, listed on the New York Stock Exchange (NYSE) under the symbol TYG. The last reported sale price of our common stock on July 20, 2012 was $41.16 per share. The net asset value (NAV) per share of our common stock at the close of business on July 20, 2012 was $35.68.

Sales of common stock, if any, will be made by means of ordinary brokers transactions on the NYSE or otherwise at market prices prevailing at the time of the sale, at prices related to the prevailing market prices or at negotiated prices. As of July 20, 2012, we have sold in this offering an aggregate of 87,846 shares of our common stock, representing net proceeds to us of $3,417,506.47, after payment of commissions of $34,520.27 in the aggregate.

Under the terms of the Sales Agreement, we will pay the Sales Agent a total commission up to 2.0% of the gross sales price per share for any common stock sold through the Sales Agent. If the Sales Agent engages in special selling efforts, as that term is used in Regulation M under the Securities Exchange Act of 1934, the Sales Agent will receive from us a commission agreed upon at the time of sale.

The Sales Agent is not required to sell any specific number or dollar amount of common shares, but will use its commercially reasonable efforts to sell the common shares offered by this prospectus supplement and the accompanying prospectus. There is no arrangement for common shares to be received in an escrow, trust or similar arrangement.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page 30 of the accompanying prospectus.

The Securities and Exchange Commission has not approved or disapproved these securities or passed upon the adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Cantor Fitzgerald & Co.

The date of this prospectus supplement is July 27, 2012.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and the statement of additional information. We have not, and the Sales Agent has not, authorized anyone to provide you with different information. We are not making an offer of these securities where the offer is not permitted. The information appearing in this prospectus supplement, the accompanying prospectus and the statement of additional information is accurate only as of the dates on their respective covers. Our business, financial condition and prospects may have changed since such dates. We will advise investors of any material changes to the extent required by applicable law.

Table of Contents

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

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

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

Currently known risk factors that could cause actual results to differ materially from our expectations include, but are not limited to, the factors described in the Risk Factors section of the prospectus accompanying this prospectus supplement. We urge you to review carefully these sections for a more complete discussion of the risks of an investment in our common stock.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary contains basic information about us and the offering but does not contain all of the information that is important to your investment decision. You should read this summary together with the more detailed information contained elsewhere in this prospectus supplement and accompanying prospectus and in the statement of additional information, especially the information set forth under the heading Risk Factors beginning on page 30 of the accompanying prospectus. When used in this prospectus supplement, the terms we, us, and our refer to Tortoise Energy Infrastructure Corporation, unless specified otherwise.

The Company

We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded MLPs in the energy infrastructure sector. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. For purposes of our investment objective, total return includes capital appreciation of, and all distributions received from, securities in which we invest regardless of the tax character of the distributions.

We are a nondiversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the 1940 Act). We were organized as a corporation on October 30, 2003, pursuant to a charter (the Charter) governed by the laws of the State of Maryland. Our fiscal year ends on November 30. We commenced operations in February 2004 following our initial public offering. Our common stock is listed on the NYSE under the symbol TYG. As of May 31, 2012, we had net assets of approximately $907.1 million attributable to our common stock. As of July 20, 2012 we had outstanding $73 million of our Mandatory Redeemable Preferred Stock due December 31, 2019 and approximately $195 million of our privately placed Senior Notes.

We have established an unsecured credit facility with U.S. Bank N.A. serving as a lender and the lending syndicate agent on behalf of other lenders participating in the credit facility, which currently allows us to borrow up to $85 million. Outstanding balances under the credit facility generally accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 1.25%, with a fee of 0.20% on any unused balance of the credit facility. As of July 20, 2012 the current rate is 1.50%. The credit facility remains in effect through June 17, 2013. We may draw on the facility from time to time in accordance with our investment policies. As of July 20, 2012, we had outstanding $79.5 million under the credit facility.

Investment Adviser

Tortoise Capital Advisors, L.L.C., a registered investment adviser specializing in managing portfolios of investments in MLPs and other energy companies (the Adviser), serves as our investment adviser. As of June 30, 2012, the Adviser managed assets of approximately $7.7 billion in the energy sector, including the assets of publicly traded closed-end funds, an open-end fund and other accounts. The Adviser s investment committee is comprised of five portfolio managers. See Management of the Company in the accompanying prospectus.

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

Table of Contents

Recent Developments

Common Stock Distribution. On June 1, 2012, we paid a distribution in the amount of $0.56 per common share to stockholders of record as of May 23, 2012.

Amendment to Credit Facility. On June 18, 2012, we entered into an amendment to our credit facility with U.S. Bank, N.A. and a lending syndicate. The amendment extends the credit facility through June 17, 2013.

The Offering

Common stock offered	Up to $30,000,000
Use of proceeds	We intend to use the net proceeds of this offering primarily to repay short-term debt outstanding under our credit facility and to invest in energy infrastructure companies in accordance with our investment objective and policies or for working capital purposes. See Use of Proceeds.
Risk factors	See the section titled Risk Factors and other information included in the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.
NYSE symbol	TYG
Stockholder transaction expenses:	
Sales load (as a percentage of offering price)	Up to 2.00%
Offering expenses borne by us (as a percentage of offering price)	0.43%
Dividend reinvestment plan fees(1)	None

(1) Stockholders will pay a transaction fee plus brokerage charges if they direct the Plan Agent to sell common stock held in a dividend reinvestment account. See Automatic Dividend Reinvestment and Cash Purchase Plan in the accompanying prospectus.

Example

This example replaces the example as set forth on page 9 of the accompanying prospectus with respect to this offering.

The following example illustrates the expenses that common stockholders would pay on a $1,000 investment in common stock assuming (1) a sales load of 2.00% and offering expenses of 0.43% of the offering price; (2) total annual expenses of 8.20% of net assets attributable to shares of common stock; (3) a 5% annual return; and (4) all distributions are reinvested at net asset value:

	1 Year	3 Years	5 Years	10 Years
Total Expenses Paid by Common Stockholders(1)	$ 103	$ 253	$ 393	$ 708

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

(1) Includes deferred income tax expense.

Table of Contents

ISSUANCE BELOW NET ASSET VALUE

The offering price per common share in this offering, after deducting all expenses of issuance, including the compensation paid to the Sales Agent, may be below our NAV per common share. The NAV of our currently outstanding shares of common stock will be diluted upon the issuance of any shares of common stock below NAV. At our Annual Meeting of Stockholders held on May 24, 2012, our stockholders granted us the authority to sell shares of our common stock for less than NAV, subject to certain conditions. See Description of Securities Common Stock Issuance of Additional Shares in the accompanying prospectus.

USE OF PROCEEDS

We intend to use the net proceeds of this offering primarily to repay short-term debt outstanding under our credit facility and to invest in energy infrastructure companies in accordance with our investment objective and policies or for working capital purposes.

Table of Contents

CAPITALIZATION

The following table sets forth our capitalization: (i) as of May 31, 2012, (ii) pro forma to reflect the subsequent borrowing under our credit facility through July 20, 2012, the issuance of 61,389 shares of common stock under our at-the-market offering program during the period from June 1, 2012 through July 20, 2012 and the issuance of 33,964 shares of common stock pursuant to our dividend reinvestment plan on June 1, 2012; and (iii) pro forma as adjusted to reflect the issuance of shares offered hereby (assuming the sale of 644,994 common shares at a price of $41.16 per share (the last reported sale price of our common shares on the New York Stock Exchange on July 20, 2012)). Actual sales, if any, of our common shares, and the actual application of the proceeds thereof, under this prospectus supplement and the accompanying prospectus may be different than as set forth in the table below. In addition, the price per share of any such sale may be greater or less than $41.16, depending on the market price of our common stock at the time of any such sale. As indicated below, common stockholders will bear the offering costs associated with this offering.

	Actual May 31, 2012 (Unaudited)	Pro Forma (Unaudited)	Pro Forma as Adjusted (Unaudited)
Short-term debt:			
Unsecured credit facility: $85,000,000 available(1)	$ 45,300,000	$ 79,500,000	$ 53,597,006
Long-term debt:			
Tortoise Notes, denominations of $25,000 or any multiple thereof(2)	194,975,000	194,975,000	194,975,000
Preferred Stock:			
Mandatory Redeemable Preferred Shares, $10.00 stated value per share at liquidation; 7,300,000 shares authorized/outstanding actual, pro forma and pro forma as adjusted(2)	73,000,000	73,000,000	73,000,000
Net Assets Applicable to Common Stockholders Consist of:			
Capital Stock, $0.001 par value, 100,000,000 common shares authorized; 27,919,062 common shares issued and outstanding actual; 28,014,415 common shares issued and outstanding pro forma; 28,659,409 common shares issued and outstanding pro forma as adjusted(2)	27,919	28,014(3)	28,659(3)(5)
Additional paid-in capital	367,363,429	370,940,071(4)	396,842,420(4)(6)
Accumulated net investment loss, net of income taxes	(84,473,872)	(84,473,872)	(84,473,872)
Undistributed realized gain, net of income taxes	205,419,325	205,419,325	205,419,325
Net unrealized appreciation of investments, net of income taxes	418,760,060	418,760,060	418,760,060
Net assets applicable to common stockholders	$ 907,096,861	$ 910,673,598	$ 936,576,592

(1) We have an unsecured credit facility with U.S. Bank, N.A. and a lending syndicate that allows us to borrow up to $85 million. The amended credit facility expires on June 17, 2013. As of July 20, 2012, we had $79.5 million borrowed under our credit facility. The Pro Forma as Adjusted column reflects using all of the proceeds from this offering to repay short-term debt outstanding under our credit facility; however, we may use a portion of the proceeds to invest in energy infrastructure companies in accordance with our investment objective and policies.

Table of Contents

(2) None of these outstanding shares/notes are held by us or for our account.

(3) Reflects the issuance of 61,389 shares of common stock (aggregate par value $61) under our at-the-market offering program during the period from June 1, 2012 through July 20, 2012 and the issuance of 33,964 shares of common stock (aggregate par value $34) pursuant to our dividend reinvestment plan on June 1, 2012.

(4) Reflects the issuance of 61,389 shares of common stock during the period from June 1, 2012 through July 20, 2012 in an aggregate amount of $2,362,184 less $0.001 par value per share ($61) and the issuance of 33,964 shares of common stock pursuant to our dividend reinvestment plan on June 1, 2012 in an aggregate amount of $1,214,553 less $0.001 par value per share ($34).

(5) Pro forma as adjusted common stock reflects the issuance of 644,994 shares of common stock offered hereby (aggregate par value $645).

(6) Pro forma as adjusted additional paid-in capital reflects the proceeds from the issuance of shares of common stock offered hereby ($26,547,953), less $0.001 par value per share of common stock ($645), less the sales commission ($530,959) and less the estimated offering expenses borne by us ($114,000) related to the issuance of the shares of common stock in this offering.

Table of Contents

FINANCIAL HIGHLIGHTS

Information contained in the table below under the heading Per Common Share Data and Supplemental Data and Ratios shows our per common share operating performance. Except where noted, the information in this table is derived from our financial statements audited by Ernst & Young LLP, whose report on such financial statements is contained in our 2011 Annual Report and is incorporated by reference into the statement of additional information, both of which are available from us upon request. The information as of May 31, 2012, and for the period from December 1, 2011 through May 31, 2012, appears in our unaudited interim financial statements as filed with the SEC in our most recent stockholder report for the period ended May 31, 2012, which report is incorporated by reference into the statement of additional information, and both of which are available from us upon request. See Where You Can Find More Information in this prospectus supplement.

	Period from December 1, 2011 through May 31, 2012 *(Unaudited)*	Year Ended November 30, 2011	Year Ended November 30, 2010	Year Ended November 30, 2009	Year Ended November 30, 2008	Year Ended November 30, 2007
Per Common Share Data(1)						
Net Asset Value, beginning of period	$ 33.37	$ 32.91	$ 25.53	$ 17.36	$ 32.96	$ 31.82
Income (Loss) from Investment Operations						
Net investment loss(2)(3)	(0.29)	(0.77)	(0.66)	(0.16)	(0.29)	(0.61)
Net realized and unrealized gains (losses) on investments and interest rate swap contracts(2)(3)	0.51	3.35	10.10	10.65	(12.76)	4.33
Total income (loss) from investment operations	0.22	2.58	9.44	10.49	(13.05)	3.72
Distributions to Auction Preferred Stockholders						
Net investment income						
Return of capital			(0.01)	(0.19)	(0.40)	(0.39)
Total distributions to auction preferred stockholders			(0.01)	(0.19)	(0.40)	(0.39)
Distributions to Common Stockholders						
Net investment income						
Return of capital	(1.12)	(2.20)	(2.16)	(2.16)	(2.23)	(2.19)
Total distributions to common stockholders	(1.12)	(2.20)	(2.16)	(2.16)	(2.23)	(2.19)
Capital Stock Transactions						
Underwriting discounts and offering costs on issuance of common and auction preferred stock(4)					(0.01)	(0.08)
Premiums less underwriting discounts and offering costs on issuance of common stock(5)	0.02	0.08	0.11	0.03	0.09	0.08
Total capital stock transactions	0.02	0.08	0.11	0.03	0.08	
Net Asset Value, end of period	$ 32.49	$ 33.37	$ 32.91	$ 25.53	$ 17.36	$ 32.96
Per common share market value, end of period	$ 37.36	$ 39.35	$ 36.25	$ 29.50	$ 17.11	$ 32.46
	(2.21)%	15.25%	31.58%	88.85%	(42.47)%	(4.43)%

Total Investment Return Based on Market Value(6)

Table of Contents

	Period from December 1, 2011 through May 31, 2012 *(Unaudited)*	Year Ended November 30, 2011	Year Ended November 30, 2010	Year Ended November 30, 2009	Year Ended November 30, 2008	Year Ended November 30, 2007
Supplemental Data and Ratios						
Net assets applicable to common stockholders, end of period (000 s)	$ 907,097	$ 925,419	$ 890,879	$ 613,601	$ 407,031	$ 618,412
Average Net Assets (000 s)	$ 986,501	$ 912,567	$ 782,541	$ 500,661	$ 573,089	$ 659,996
Ratio of Expenses to Average Net Assets(7)						
Advisory fees	1.60%	1.57%	1.53%	1.54%	1.82%	1.79%
Other operating expenses	0.13	0.16	0.21	0.26	0.27	0.25
Expense reimbursement	(0.01)	(0.01)		(0.03)	(0.19)	(0.19)
Subtotal	1.72	1.72	1.74	1.77	1.90	1.85
Leverage expenses(8)	1.68	1.75	2.11	2.54	3.42	2.71
Income tax expense (benefit)(9)	0.78	4.63	17.89	29.98	(32.24)	6.44
Total expenses	4.18%	8.10%	21.74%	34.29%	(26.92)%	11.00%
Ratio of net investment loss to average net assets before expense reimbursement(7)(8)	(1.63)%	(2.32)%	(2.23)%	(0.97)%	(2.09)%	(2.08)%
Ratio of net investment loss to average net assets after expense reimbursement(7)(8)	(1.62)%	(2.31)%	(2.23)%	(0.94)%	(1.90)%	(1.89)%
Portfolio turnover rate	5.23%	17.70%	10.26%	17.69%	5.81%	9.30%
Short-term borrowings, end of period (000 s)	$ 45,300	$ 47,900	$ 38,200	$ 10,400		$ 38,050
Long-term debt obligations, end of period (000 s)	$ 194,975	$ 194,975	$ 169,975	$ 170,000	$ 210,000	$ 235,000
Preferred stock, end of period (000 s)	$ 73,000	$ 73,000	$ 73,000	$ 70,000	$ 70,000	$ 185,000
Per common share amount of long-term debt obligations outstanding, end of period	$ 6.98	$ 7.03	$ 6.28	$ 7.07	$ 8.96	$ 12.53
Per common share amount of net assets, excluding long-term debt obligations, end of period	$ 39.47	$ 40.40	$ 39.19	$ 32.60	$ 26.32	$ 45.49
Asset coverage, per $1,000 of principal amount of long-term debt obligations and short-term borrowings(10)(11)	$ 5,079	$ 5,111	$ 5,630	$ 4,789	$ 3,509	$ 3,942
Asset coverage ratio of long-term debt obligations and short-term borrowings(10)(11)	508%	511%	563%	479%	351%	394%
Asset coverage, per $25,000 liquidation value per share of auction preferred stock(11)(12)				$ 86,262	$ 64,099	$ 58,752
Asset coverage, per $10 liquidation value per share of mandatory redeemable preferred stock(12)	$ 39	$ 39	$ 42			
Asset coverage ratio of preferred stock(11)(12)	390%	393%	417%	345%	256%	235%

(1) *Information presented relates to a share of common stock outstanding for the entire period.*

(2) *The per common share data for the years ended November 30, 2011, 2010, 2009, 2008, and 2007 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) *The per common share data for the year ended November 30, 2008 reflects the cumulative effect of adopting ASC 740-10, which was a $1,165,009 increase to the beginning balance of accumulated net investment loss, or $(0.06) per share.*

(4) Represents the dilution per common share from underwriting and other offering costs for the year ended November 30, 2008. Represents the effect of the issuance of preferred stock for the year ended November 30, 2007.

(5) Represents the premium on the shelf offerings of $0.03 per share, less the underwriting and offering costs of $0.01 per share for the period from December 1, 2011 through May 31, 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. Represents the premium on the shelf offerings of $0.34 per share, less the underwriting and offering costs of $0.25 per share for the year ended November 30, 2008. Represents the premium on the shelf offerings of $0.21 per share, less the underwriting and offering costs of $0.13 per share for the year ended November 30, 2007.

Table of Contents

(6) Not annualized for periods less than one full year. Total investment return is calculated assuming a purchase of common stock at the beginning of the period and a sale at the closing price on the last day of the period reported (excluding brokerage commissions). The calculation also assumes reinvestment of distributions at actual prices pursuant to the Company s dividend reinvestment plan.

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

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

(9) For the period from December 1, 2011 through May 31, 2012, the Company accrued $3,860,271 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. For the year ended November 30, 2008, the Company accrued $260,089 for net current income tax expense and $185,024,497 for deferred income tax benefit. For the year ended November 30, 2007, the Company accrued $344,910 for current income tax expense and $42,171,411 for net deferred income tax expense.

(10) 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 period divided by long-term debt obligations and short-term borrowings outstanding at the end of the period.

(11) As of November 30, 2008, the Company had restricted cash in the amount of $20,400,000 to be used to redeem long-term debt obligations with a par value of $20,000,000, which are excluded from these asset coverage calculations.

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

Table of Contents

PLAN OF DISTRIBUTION

We have entered into a Sales Agreement under which we may issue and sell from time to time shares of our common stock having an aggregate sales price of up to $30,000,000 through the Sales Agent as our agent or as principal. Sales of the shares of common stock, if any, will be made by means of ordinary brokers transactions on the NYSE or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. As agent, the Sales Agent will not engage in any transactions that stabilize our common stock.

The Sales Agent will offer the common stock subject to the terms and conditions of the Sales Agreement on a daily basis or as otherwise agreed upon by us and the Sales Agent. We will designate the maximum amount of common stock to be sold through the Sales Agent on a daily basis or otherwise determine such maximum amount together with the Sales Agent. Subject to the terms and conditions of the Sales Agreement, the Sales Agent will use its commercially reasonable efforts to sell on our behalf all of the designated common stock. We may instruct the Sales Agent not to sell common stock if the sales cannot be effected at or above the price designated by us in any such instruction. We or the Sales Agent may suspend the offering of the common stock being made through the Sales Agent under the Sales Agreement upon proper notice to the other party.

Under the terms of the Sales Agreement, the Sales Agent will receive from us a total commission up to 2.0% of the gross sales price per share of common stock for any shares sold through the Sales Agent. The actual commission will be agreed upon at the time of sale by us and the Sales Agent. The remaining sales proceeds, after deducting any expenses payable by us and any transaction fees imposed by any governmental, regulatory, or self-regulatory organization in connection with the sales, will equal our net proceeds for the sale of such common stock. If the Sales Agent engages in special selling efforts, as that term is used in Regulation M under the Securities Exchange Act of 1934, as amended (the 1934 Act), the Sales Agent will receive from us a commission agreed upon at the time of sale.

The Sales Agent will provide written confirmation to us before the opening of trading on the NYSE on the day immediately following each day on which shares of common stock are sold under the Sales Agreement. Each confirmation will include the number of shares of common stock sold on that day, the net proceeds to us and the compensation payable by us to the Sales Agent.

Settlement for sales of common stock will occur, unless the parties agree otherwise, on the third business day that is also a trading day following the date on which any sales were made in return for payment of the net proceeds to us. There is no arrangement for funds to be received in escrow, trust or similar arrangement.

We will report at least quarterly the number of shares of common stock sold through the Sales Agent in connection with the sales of common stock.

In connection with the sales of the common stock on our behalf, the Sales Agent may be deemed to be an underwriter within the meaning of the 1933 Act, and the compensation paid to the Sales Agent may be deemed to be underwriting commissions or discounts. We have agreed in the Sales Agreement to provide indemnification and contribution to the Sales Agent against certain liabilities, including liabilities under the 1933 Act.

In the ordinary course of their business, the Sales Agent and/or its affiliates have in the past performed, and may continue to perform, investment banking, broker dealer, lending, financial advisory, or other services for us for which they have received, or may receive, separate fees.

If the Sales Agent or we have reason to believe that the exemptive provisions set forth in Rule 101(c)(1) of Regulation M under the 1934 Act are not satisfied, that party will promptly notify the others and sales of common stock under the Sales Agreement will be suspended until that or other exemptive provisions have been satisfied in the judgment of the Sales Agent and us.

We estimate that the total expenses of the offering payable by us, excluding commissions payable to the Sales Agent under the Sales Agreement, will be approximately $114,000.

Table of Contents

The offering of shares of common stock pursuant to the Sales Agreement will terminate upon the earlier of (1) the sale of shares of our common stock having an aggregate sales price of $30,000,000 and (2) the termination of the Sales Agreement by the Sales Agent or us.

As of July 20, 2012, we have sold in this offering an aggregate of 87,846 shares of our common stock, representing net proceeds to us of $3,417,506.47, after payment of commissions of $34,520.27 in the aggregate.

LEGAL MATTERS

Certain legal matters in connection with the securities offered hereby will be passed upon for us by Husch Blackwell LLP, Kansas City, Missouri (Husch Blackwell). Certain legal matters in connection with the securities offered hereby will be passed upon for the Sales Agent by Andrews Kurth LLP, New York, New York (Andrews Kurth). Husch Blackwell and Andrews Kurth may rely on the opinion of Venable LLP, Baltimore, Maryland, on certain matters of Maryland law.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the 1934 Act, and the 1940 Act and are required to file reports, including annual and semi-annual reports, proxy statements and other information with the SEC. We voluntarily file quarterly shareholder reports.

Our 2011 annual shareholder report, as filed with the SEC and which contains our audited financial statements as of November 30, 2011 and for the year then ended, notes thereto, and other information about us is incorporated by reference into our statement of additional information. Our 2012 second quarter report, as filed with the SEC and containing our unaudited financial statements as of May 31, 2012, notes thereto, and other information about us is incorporated by reference into our statement of additional information. These documents are available on the SEC s EDGAR system and can be inspected and copied for a fee at the SEC s public reference room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Additional information about the operation of the public reference room facilities may be obtained by calling the SEC at (202) 551-5850.

This prospectus supplement and the accompanying prospectus do not contain all of the information in our registration statement, including amendments, exhibits, and schedules. Statements in this prospectus supplement and the accompanying prospectus about the contents of any contract or other document are not necessarily complete and in each instance reference is made to the copy of the contract or other document filed as an exhibit to the registration statement, each such statement being qualified in all respects by this reference.

Additional information about us can be found on our Adviser s website at www.tortoiseadvisors.com and in our registration statement (including amendments, exhibits, and schedules) on Form N-2 filed with the SEC. Information included on our Adviser s website does not form part of this prospectus supplement. The SEC maintains a web site (http://www.sec.gov) that contains our registration statement, other documents incorporated by reference, and other information we have filed electronically with the SEC, including proxy statements and other reports we have filed with the SEC.

Table of Contents

Base Prospectus

$375,000,000

Tortoise Energy Infrastructure Corporation

Common Stock

Preferred Stock

Debt Securities

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

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

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

Our common stock is listed on the New York Stock Exchange (NYSE) under the symbol TYG. As of March 16, 2012, the last reported sale price for our common stock was $41.16.

Investing in our securities involves certain risks. You could lose some or all of your investment. See Risk Factors beginning on page 33 of this prospectus. You should consider carefully these risks together with all of the other information contained in this prospectus and any prospectus supplement before making a decision to purchase our securities.

The Securities and Exchange Commission has not approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Prospectus dated April 5, 2012

Table of Contents

This prospectus provides you with a general description of the securities that we may offer. Each time we use this prospectus to offer securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. This prospectus, together with any prospectus supplement, sets forth concisely the information that you should know before investing. You should read this prospectus and any related prospectus supplement, which contain important information, before deciding whether to invest in our securities. You should retain this prospectus and any related prospectus supplement for future reference. A statement of additional information, dated April 5, 2012, as supplemented from time to time, containing additional information, has been filed with the Securities and Exchange Commission (SEC) and is incorporated by reference in its entirety into this prospectus. You may request a free copy of the statement of additional information, the table of contents of which is on page 69 of this prospectus, request a free copy of our annual, semi-annual and quarterly reports, request other information or make stockholder inquiries, by calling toll-free at 1-866-362-9331 or by writing to us at 11550 Ash Street, Suite 300, Leawood, Kansas 66211. Our annual, semi-annual and quarterly reports and the statement of additional information also are available on our investment adviser s website at www.tortoiseadvisors.com. Information included on our website does not form part of this prospectus. You can review and copy documents we have filed at the SEC s Public Reference Room in Washington, D.C. Call 1-202-551-5850 for information. The SEC charges a fee for copies. You can get the same information free from the SEC s website (http://www.sec.gov). You may also e-mail requests for these documents to publicinfo@sec.gov or make a request in writing to the SEC s Public Reference Section, 100 F Street, N.E., Room 1580, Washington, D.C. 20549.

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

Table of Contents

TABLE OF CONTENTS

You should rely only on the information contained or incorporated by reference in this prospectus and any related prospectus supplement in making your investment decisions. We have not authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus and any prospectus supplement do not constitute an offer to sell or solicitation of an offer to buy any securities in any jurisdiction where the offer or sale is not permitted. The information appearing in this prospectus and in any related prospectus supplement is accurate only as of the dates on their covers.

Table of Contents

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

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

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

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

Table of Contents

PROSPECTUS SUMMARY

The following summary contains basic information about us and our securities. It is not complete and may not contain all of the information you may want to consider. You should review the more detailed information contained in this prospectus and in any related prospectus supplement and in the statement of additional information, especially the information set forth under the heading Risk Factors beginning on page 33 of this prospectus.

The Company

We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded master limited partnerships (MLPs) in the energy infrastructure sector. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. For purposes of our investment objective, total return includes capital appreciation of, and all distributions received from, securities in which we invest regardless of the tax character of the distributions.

We are a nondiversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the 1940 Act). We were organized as a corporation on October 30, 2003, pursuant to a charter (the Charter) governed by the laws of the State of Maryland. Our fiscal year ends on November 30. We commenced operations in February 2004 following our initial public offering. Our common stock is listed on the New York Stock Exchange (NYSE) under the symbol TYG. As of January 31, 2012, we had net assets of approximately $1,001.7 million attributable to our common stock. As of the date of this prospectus, we have outstanding $73 million of our Mandatory Redeemable Preferred Stock (the Tortoise Preferred Shares) and approximately $195 million of our privately placed Senior Notes (the Tortoise Notes).

We have established an unsecured credit facility with U.S. Bank N.A. serving as a lender and the lending syndicate agent on behalf of other lenders participating in the credit facility, which currently allows us to borrow up to $85 million. Outstanding balances under the credit facility generally accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 1.25%, with a fee of 0.20% on any unused balance of the credit facility. As of the date of this prospectus, the current rate is 1.49%. The credit facility remains in effect through June 18, 2012. We currently expect to seek to renew the credit facility at an amount sufficient to meet our operating needs. We may draw on the facility from time to time in accordance with our investment policies. As of the date of this prospectus, we have outstanding approximately $69.8 million under the credit facility.

Investment Adviser

Tortoise Capital Advisors, L.L.C., a registered investment adviser specializing in managing portfolios of investments in MLPs and other energy companies (the Adviser), serves as our investment adviser. As of January 31, 2012, the Adviser managed assets of approximately $7.8 billion in the energy sector, including the assets of publicly traded closed-end management investment companies, an open-end fund and other accounts. The Adviser s investment committee is comprised of five portfolio managers. See Management of the Company .

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

The Offering

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

Table of Contents

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

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

Use of Proceeds

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

Federal Income Tax Status of Company

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

Distributions

Our Board of Directors has adopted a policy of declaring what it believes to be sustainable distributions. In determining distributions, our Board of Directors considers a number of current and anticipated factors, including, among others: distributable cash flow; realized and unrealized gains; leverage amounts and rates; current and deferred taxes payable; and potential volatility in returns from our investments and the overall market. Over the long term, we expect to distribute substantially all of our DCF to holders of our common stock. As of the date of this prospectus, we have paid distributions every quarter since the completion of our first full

Table of Contents

fiscal quarter ended on May 31, 2004. There is no assurance that we will continue to make regular distributions. If distributions paid to holders of our common and preferred stock exceed the current and accumulated earnings and profit allocated to the particular shares held by a stockholder, the excess of such distribution will constitute, for federal income tax purposes, a tax-free return of capital to the extent of the stockholder s basis in the shares and capital gain thereafter. A return of capital reduces the basis of the shares held by a stockholder, which may increase the amount of gain recognized upon the sale of such shares. Our preferred stock and debt securities will pay distributions and interest, respectively, in accordance with their terms. So long as we have preferred stock and debt securities outstanding, we may not declare distributions on common or preferred stock unless we meet applicable asset coverage tests.

Principal Investment Policies

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

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

We have adopted the following additional nonfundamental investment policies:

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

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

SEE REVERSE SIDE

1. Election of Directors.

COHEN & STEERS DIVIDEND MAJORS FUND, INC.

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨

PREFERRED SHARES

2. To transact such other business as may properly come before the meeting.

	FOR	AGAINST	ABSTAIN
1.2 Richard E. Kroon	¨	¨	¨

The Shares of common stock represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director.

	FOR	AGAINST	ABSTAIN
1.3 Willard H. Smith Jr.	¨	¨	¨

Please Sign, Date and Return the Proxy Card

Promptly Using the Enclosed Envelope.

Signature **Signature** **Date**

Note: Please be sure to sign and date this proxy.

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COHEN & STEERS PREMIUM INCOME REALTY FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the common stock of Cohen & Steers Premium Income Realty Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign exactly as your name(s) appear(s) on the books of the Fund. Joint owners should sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

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Address Change/Comments (Mark the corresponding box on the reverse side)

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X **Votes must be indicated**

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for Address

Change or

Comments
SEE REVERSE SIDE

1. Election of Directors.

COHEN & STEERS PREMIUM INCOME REALTY FUND, INC.

COMMON SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
1.2 Richard E. Kroon	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

The Shares of common stock represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director. voted FOR the election of all the nominees for Director.

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COHEN & STEERS PREMIUM INCOME REALTY FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the Taxable Auction Market Preferred Shares and Auction Market Preferred Shares (together, the Preferred Shares) of Cohen & Steers Premium Income Realty Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

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SEE REVERSE SIDE

1. Election of Directors.

COHEN & STEERS PREMIUM INCOME REALTY FUND, INC.

PREFERRED SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
	FOR	AGAINST	ABSTAIN
1.2 Richard E. Kroon	¨	¨	¨
	FOR	AGAINST	ABSTAIN
1.3 Willard H. Smith Jr.	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

The Preferred Shares represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director.

Please Sign, Date and Return the Proxy Card

Promptly Using the Enclosed Envelope.

Signature **Signature** **Date**

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COHEN & STEERS QUALITY INCOME REALTY FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the common stock of Cohen & Steers Quality Income Realty Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

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for Address

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Comments
SEE REVERSE SIDE

1. Election of Directors.

COHEN & STEERS QUALITY INCOME REALTY FUND, INC.

COMMON SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
	FOR	AGAINST	ABSTAIN
1.2 Richard E. Kroon	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

The Shares of common stock represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director.

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COHEN & STEERS QUALITY INCOME REALTY FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the Taxable Auction Market Preferred Shares and Auction Market Preferred Shares (together, the Preferred Shares) of Cohen & Steers Quality Income Realty Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

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1. Election of Directors.

COHEN & STEERS QUALITY INCOME REALTY FUND, INC.

PREFERRED SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	··	··	··
1.2 Richard E. Kroon	··	··	··
1.3 Willard H. Smith Jr.	··	··	··

2. To transact such other business as may properly come before the meeting.

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Signature **Signature** **Date**

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COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the common stock of Cohen & Steers REIT and Preferred Income Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

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1. Election of Directors.

COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

COMMON SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
1.2 Richard E. Kroon	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

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COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the Auction Market Preferred Shares of Cohen & Steers REIT and Preferred Income Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign exactly as your name(s) appear(s) on the books of the Fund. Joint owners should sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

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Address Change/Comments (Mark the corresponding box on the reverse side)

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X **Votes must be indicated**

(x) in Black or Blue ink.

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for Address

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Comments
SEE REVERSE SIDE

1. Election of Directors.

COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.

AUCTION MARKET PREFERRED SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
	FOR	AGAINST	ABSTAIN
1.2 Richard E. Kroon	¨	¨	¨
	FOR	AGAINST	ABSTAIN
1.3 Willard H. Smith Jr.	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

The Auction Market Preferred Shares represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director.

Please Sign, Date and Return the Proxy Card

Promptly Using the Enclosed Envelope.

Signature **Signature** **Date**
Note: Please be sure to sign and date this proxy.

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COHEN & STEERS TOTAL RETURN REALTY FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the common stock of Cohen & Steers Total Return Realty Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

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1. Election of Directors.

COHEN & STEERS TOTAL RETURN REALTY FUND, INC.

COMMON SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
1.2 Richard E. Kroon	¨	¨	¨
1.3 Willard H. Smith Jr.	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

The Shares of common stock represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director.

Please Sign, Date and Return the Proxy Card

Promptly Using the Enclosed Envelope.

Signature **Signature** **Date**

Note: Please be sure to sign and date this proxy.

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COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the common stock of Cohen & Steers Worldwide Realty Income Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

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SEE REVERSE SIDE

1. Election of Directors.

COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.

COMMON SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
1.2 Richard E. Kroon	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

The Shares of common stock represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director.

Please Sign, Date and Return the Proxy Card

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COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.

280 PARK AVENUE

NEW YORK, NEW YORK 10017

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Revoking such prior appointments, the undersigned appoints Lester J. Lay and Lisa R. Savitzky (or, if only one shall act, then that one) proxies with the power of substitution to vote all the Auction Preferred Shares of Cohen & Steers Worldwide Realty Income Fund, Inc. (the Fund) registered in the name of the undersigned at the Annual Meeting of Stockholders to be held at the offices of Cohen & Steers Capital Management, Inc., 280 Park Avenue, New York, New York 10017 on April 17, 2008 at 10:00 a.m., and at any adjournments thereof.

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1. Election of Directors.

COHEN & STEERS WORLDWIDE REALTY INCOME FUND, INC.

AUCTION PREFERRED SHARES

Nominees:	FOR	AGAINST	ABSTAIN
1.1 Bonnie Cohen	¨	¨	¨
1.2 Richard E. Kroon	¨	¨	¨
1.3 Willard H. Smith Jr.	¨	¨	¨

2. To transact such other business as may properly come before the meeting.

The shares of Auction Preferred Shares represented by this Proxy will be voted in accordance with the specifications made above. If no specifications are made, such shares will be voted FOR the election of all the nominees for Director.

Please Sign, Date and Return the Proxy Card

Promptly Using the Enclosed Envelope.

Signature **Signature** **Date**

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