TORTOISE ENERGY INDEPENDENCE FUND, INC. Form N-CSRS July 25, 2018

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## **FORM N-CSR**

# CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-22690

#### Tortoise Energy Independence Fund, Inc.

(Exact name of registrant as specified in charter)

#### 11550 Ash Street, Suite 300, Leawood, KS 66211

(Address of principal executive offices) (Zip code)

# P. Bradley Adams Diane Bono 11550 Ash Street, Suite 300, Leawood, KS 66211

(Name and address of agent for service)

#### 913-981-1020

Registrant's telephone number, including area code

Date of fiscal year end: November 30

Date of reporting period: May 31, 2018

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Quarterly Report | May 31, 2018

# **2018 2nd Quarter Report** Closed-End Funds

2018 2nd Quarter Report to Stockholders

This combined report provides you with a comprehensive review of our funds that span the entire energy value chain.

Tortoise specializes in energy investing across the energy value chain, including infrastructure and MLPs.

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#### TTP and TPZ distribution policies

Tortoise Pipeline & Energy Fund, Inc. ("TTP") and Tortoise Power and Energy Infrastructure Fund, Inc. ("TPZ") are relying on exemptive relief permitting them to make long-term capital gain distributions throughout the year. Each of TTP and TPZ, with approval of its Board of Directors (the "Board"), has adopted a distribution policy (the "Policy") with the purpose of distributing over the course of each year, through periodic distributions as nearly equal as practicable and any required special distributions, an amount closely approximating the total taxable income of TTP and TPZ during such year and, if so determined by the Board, all or a portion of the return of capital paid by portfolio companies to TTP and TPZ during such year. In accordance with its Policy, TTP distributes a fixed amount per common share, currently \$0.4075, each quarter to its common shareholders and TPZ distributes a fixed amount per common share, currently \$0.125, each month to its common shareholders. These amounts are subject to change from time to time at the discretion of the Board. Although the level of distributions is independent of TTP's and TPZ's performance, TTP and TPZ expect such distributions to correlate with its performance over time. Each quarterly and monthly distribution to shareholders is expected to be at the fixed amount established by the Board, except for extraordinary distributions in light of TTP's and TPZ's performance for the entire calendar year and to enable TTP and TPZ to comply with the distribution requirements imposed by the Internal Revenue Code. The Board may amend, suspend or terminate the Policy without prior notice to shareholders if it deems such action to be in the best interests of TTP, TPZ and their respective shareholders. For example, the Board might take such action if the Policy had the effect of shrinking TTP's or TPZ's assets to a level that was determined to be detrimental to TTP or TPZ shareholders. The suspension or termination of the Policy could have the effect of creating a trading discount (if TTP's or TPZ's stock is trading at or above net asset value), widening an existing trading discount, or decreasing an existing premium. You should not draw any conclusions about TTP's or TPZ's investment performance from the amount of the distribution or from the terms of TTP's or TPZ's distribution policy. Each of TTP and TPZ estimates that it has distributed more than its income and net realized capital gains; therefore, a portion of your distribution may be a return of capital. A return of capital may occur, for example, when some or all of the money that you invested in TTP or TPZ is paid back to you. A return of capital distribution does not necessarily reflect TTP's or TPZ's investment performance and should not be confused with "yield" or "income." The amounts and sources of distributions reported are only estimates and are not being provided for tax reporting purposes. The actual amounts and sources of the amounts for tax reporting purposes will depend upon TTP's and TPZ's investment experience during the remainder of their fiscal year and may be subject to changes based on tax regulations. TTP and TPZ will send you a Form 1099-DIV for the calendar year that will tell you how to report these distributions for federal income tax purposes.

# **Closed-end fund comparison**

		Primary		Total assets (\$	Portfolio mix by asset	Portfolio mix by
	Name/Ticker Tortoise Energy Infrastructure Corp.	focus	Structure	millions) <sup>1</sup>	type <sup>2</sup>	structure <sup>2</sup>
	NYSE: TYG Inception: 2/2004 Tortoise MLP Fund, Inc.	Midstream MLPs	C-corp	\$2,306.0		
	NYSE: NTG Inception: 7/2010 Tortoise Pipeline & Energy Fund, Inc.	Natural gas infrastructure MLPs	C-corp	\$1,314.4		
ı	NYSE: TTP Inception: 10/2011 Tortoise Energy Independence Fund, Inc.	North American pipeline companies	Regulated investment company	\$261.9		
	NYSE: NDP Inception: 7/2012 Tortoise Power	North American oil & gas producers	Regulated investment company	\$249.1		
	and Energy Infrastructure Fund, Inc. NYSE: TPZ Inception: 7/2009	Power & energy infrastructure companies (Fixed income & equity)	Regulated investment company	\$195.9		
1 As of 6/30 2 As of 5/3	0/2018	,	1 /	,		

<sup>2</sup> As of 5/31/2018

(unaudited)

Second guarter 2018 report to closed-end fund stockholders

Dear stockholders,

The broad energy sector had a strong recovery in the second fiscal quarter with the S&P Energy Select Sector® Index, returning 14.7% during the fiscal quarter ending May 31, 2018. We believe that energy fundamentals remained intact throughout the volatility, while technicals drove market sentiment. In our view, the missing piece of the puzzle for a sustained recovery has been an increase in fund flows and institutional investment into the energy sector. During the fiscal quarter, these catalysts have started making an impact and we believe it bodes well for the energy sector, which was the top performing sector in the S&P 500 during the period.

#### **Upstream**

With improving commodity prices, performance of upstream oil and gas producers, as represented by the Tortoise North American Oil and Gas Producers Index<sup>SM</sup>, returned a robust 19.2% for the second fiscal quarter.

Crude oil prices hit another milestone during the second fiscal quarter, with West Texas Intermediate (WTI) crossing \$70 per barrel in early May. Oil prices opened the fiscal quarter at \$61.64 per barrel, peaked at \$72.24 on May 21, 2018 and dipped back to below \$70 to end the fiscal quarter at \$67.04. Increased geopolitical risk partly drove performance as Venezuelan production continued to decline and sanctions likely result in reduced Iranian production later this year. Further, OPEC agreed to modestly increase supply to account for declines, though agreed upon levels remained below the previously agreed upon quota.

Yet not all crude oil prices are the same. During the second quarter, the average price per barrel of oil sold in Midland, TX, the heart of the Permian basin, was approximately \$8 cheaper than a barrel of oil sold in Cushing, OK, the WTI pricing hub. For context, during the first quarter of 2018, the differential was just \$0.37, according to Bloomberg. We believe the differential widened due to the lack of infrastructure to transport the increasing supply of oil produced in the Permian. We expect the trend to continue, and may widen even further until new pipeline infrastructure is expected to become operational in late 2019. The spread between WTI and Brent also grew to its widest levels since 2014, with rising U.S. production and reduced supply from foreign producers with Venezuela and Iran as the key culprits.

U.S. crude oil production is expected to average 10.8 million barrels per day (MMbbl/d)<sup>1</sup> in 2018, as estimates continue to increase<sup>1</sup>. Though specifically from the Permian basin, we expect a temporary slowdown in production growth to allow infrastructure to catch up with the prolific supply. Due to increased domestic production, total net imports of crude oil and petroleum product are expected to fall from an annual average of 3.7 million b/d in 2017 to an average of 2.5 million b/d in 2018 and fall further to 1.6 million b/d in 2019, which if achieved would be the lowest level since 1959<sup>1</sup>.

Natural gas prices were relatively stable during the second fiscal quarter, though prices were inconsistent throughout the country. The Northeast saw higher prices with additional takeaway capacity coming out of the Marcellus. In the Permian, pressure continued to mount with the additional associated natural gas production leading to significant basis differentials. Natural gas prices opened the fiscal quarter at \$2.66 per million British thermal units (MMBtu), hit the low for the quarter at \$2.58 on March 23, 2018, then peaked to end the fiscal quarter at \$2.94.

Natural gas production is expected to average 79.5 billion cubic feet per day (bcf/d) in 2018 and 85.5 bcf/d in 2019<sup>2</sup>. Growing U.S. production supports more exports of liquefied natural gas (LNG) as exports are forecast to increase by nearly 60% from 2017-2018 and another 70% from 2018-2019<sup>1</sup> with existing facilities ramping and new facilities expected to come on-line.

#### **Midstream**

The midstream energy market stabilized in the second fiscal quarter following greater clarity on those companies most impacted by the FERC income tax allowance ruling in March. Midstream companies continued to simplify their structure by eliminating incentive distribution rights (IDRs) and through M&A activity. We think the proliferation of IDR elimination will continue, which will be beneficial in the long term, in our view. We continue to have high conviction for the MLP model due to its value of not having entity level tax exposure.

It is notable that on July 18, the FERC issued its final notice of proposed rule-making related to the treatment of income taxes for natural gas cost of service pipelines and it included a few changes from the March ruling. We think the final notice provides clarifications and believe changes will positively impact MLPs that operate cost of service pipelines.

As part of the evolution of midstream energy, many companies have continued to strengthen their balance sheets. In addition, increased U.S. production translated to strong midstream cash flow growth, improving distribution coverage and leverage ratios. Higher distribution coverage is expected over the next several years as a result of operating leverage driven by volume growth, new projects coming online and slowed distribution growth by some companies. With higher coverage, companies are expected to direct an increasing amount of internal cash flow to funding capital expenditures. Companies are also expected to benefit from balance sheet capacity as leverage is projected to decline over the next three years. We believe higher distribution coverage and lower leverage results in greater distribution sustainability.

Pipeline companies, as measured by the Tortoise North American Pipeline Index<sup>SM</sup>, returned 8.6% in the second fiscal quarter. MLPs, as represented by the Tortoise MLP Index<sup>®</sup>, also improved, returning 5.5% for the same period. Our outlook for capital investments is approximately \$120 billion for 2018 to 2020 in MLPs, pipelines and related organic projects. We believe these projects are critical to relieve takeaway capacity constraints, particularly in the aforementioned Permian basin where additional infrastructure is needed to reach its full production capabilities.

(unaudited)

#### **Downstream**

The International Maritime Organization requires a reduction in marine fuel sulphur in 2020, otherwise known as IMO 2020. This regulation is expected to significantly reduce greenhouse gas emissions. Approximately 3 MMbbl/d of high sulphur fuel oil will be displaced by low sulphur fuel oil. Given the increased demand, low sulphur fuel oil prices are forecasted to rise. In addition, other light refined products like gasoline, may experience higher prices as well due to greater demand for cleaner products. U.S. refiners stand to profit from this development, along with benefitting from the aforementioned price differential between WTI and Midland priced crude oil.

As a result of coal to natural gas switching, the share of U.S. total utility-scale electricity generation from natural gas-fired power plants is expected to rise by 2% in 2018 and coal production is expected to decline by 2% in 2018 as domestic coal consumption is expected to decline by 5% and exports are anticipated to decline by 4% in 2018<sup>1</sup>.

#### **Capital markets**

Capital markets activity slowed during the second fiscal quarter with MLPs and other pipeline companies raising nearly \$14 billion in total capital, with the majority of the issuance in debt. There were no initial public offerings (IPOs) during the period. We believe that many companies have continued to embrace the self-funding model for growth projects in lieu of accessing the capital markets.

Merger and acquisition activity among MLPs and other pipeline companies was consistent with the previous fiscal quarter with more than \$20 billion in activity announced. The largest announced transaction of the second fiscal quarter was The Williams Companies plan to acquire Williams Partners L.P. as part of its simplification efforts valued at nearly \$10 billion.

#### **Concluding thoughts**

As we transition into the second half of 2018, we see tremendous opportunity unfolding across the energy sector with crude oil supply tightening in the face of strong demand, and the U.S. in an enviable position to become the incremental supplier of natural gas to the world. In our view, the fundamental health of midstream companies continues to only strengthen, valuations are near multi-year lows and wide natural gas and crude oil price locational differentials provide clear demand for more infrastructure. We think midstream energy is well positioned for years to come.

Sincerely,

The Tortoise Energy Team

The S&P Energy Select Sector® Index is a capitalization-weighted index of S&P 500® Index companies in the energy sector involved in the development or production of energy products. The Tortoise North American Oil and Gas Producers Index<sup>SM</sup> is a float-adjusted, capitalization-weighted index of North American energy companies engaged primarily in the production of crude oil, condensate, natural gas or natural gas liquids (NGLs). The Tortoise North American Pipeline Index<sup>SM</sup> is a float adjusted, capitalization-weighted index of energy pipeline companies domiciled in the United States and Canada. The Tortoise MLP Index® is a float-adjusted, capitalization-weighted index of energy master limited partnerships.

The Tortoise indices are the exclusive property of Tortoise Index Solutions, LLC, which has contracted with S&P Opco, LLC (a subsidiary of S&P Dow Jones Indices LLC) to calculate and maintain the Tortoise MLP Index®, Tortoise North American Pipeline IndexSM and Tortoise North American Oil and Gas Producers IndexSM (the "Indices"). The Indices are not sponsored by S&P Dow Jones Indices or its affiliates or its third party licensors (collectively, "S&P Dow Jones Indices LLC"). S&P Dow Jones Indices will not be liable for any errors or omission in calculating the Indices. "Calculated by S&P Dow Jones Indices" and its related stylized mark(s) are service marks of S&P Dow Jones Indices and have been licensed for use by Tortoise Index Solutions, LLC and its affiliates. S&P® is a registered trademark of Standard & Poor's Financial Services LLC ("SPFS"), and Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones").

It is not possible to invest directly in an index.

Performance data quoted represent past performance; past performance does not guarantee future results. Like any other stock, total return and market value will fluctuate so that an investment, when sold, may be worth more or less than its original cost.

- 1 Energy Information Administration, June 2018 2 PIRA Natural Gas, June 2018

(unaudited)

# Energy Infrastructure Corp. (TYG)

## **Fund description**

TYG seeks a high level of total return with an emphasis on current distributions paid to stockholders. TYG invests primarily in equity securities of master limited partnerships (MLPs) and their affiliates that transport, gather, process or store natural gas, natural gas liquids (NGLs), crude oil and refined petroleum products.

#### **Fund performance review**

The midstream energy market stabilized in the second fiscal quarter following greater clarity on those companies most impacted by the FERC income tax allowance ruling in March. Many midstream companies have experienced improving distribution coverage and leverage ratios over the last several quarters. Average coverage ratios for the fund's portfolio companies has increased from 1.22x in 1Q 2016 to 1.30x in 1Q 2018 and the average leverage ratio has declined from 4.3x to 3.7x during the same period. We believe this improvement helps insulate the fund's distribution. The fund's market-based and NAV-based returns for the fiscal quarter ending May 31, 2018 were both 6.0% (including the reinvestment of distributions). Comparatively, the Tortoise MLP Index® returned 5.5% for the same period.

## Second fiscal quarter highlights

Second fiscal quarter nighlights	
Distributions paid per share	\$0.6550
Distribution rate (as of 5/31/2018)	9.1%
Quarter-over-quarter distribution increase	0.0%
Year-over-year distribution increase	0.0%
Cumulative distributions paid per share to	
stockholders since inception in February 2004	\$31.7725
Market-based total return	6.0%
NAV-based total return	6.0%
Premium (discount) to NAV (as of 5/31/2018)	8.2%

#### Key asset performance drivers

Top five contributors	Company type	Performance driver
Magellan Midstream	company type	Raised 2018 guidance with potential for further increase on
Partners, L.P.	Midstream refined product pipeline MLP	fundamental improvement
Enterprise Products	Midstream natural gas/natural gas liquids	·
Partners L.P.	pipeline MLP	Delivered steady cash flow and healthy project backlog
Energy Transfer	Midstream natural gas/natural gas liquids	
Partners, L.P.	pipeline MLP	Strong volume growth across integrated pipeline network
Western Gas		
Partners, LP	Midstream gathering and processing MLP	Positive outlook from parent company's Permian basin footprint
Plains All American		
Pipeline, L.P.	Midstream crude oil pipeline MLP	Expected crude oil production growth from Permian basin
Bottom five		
contributors	Company type	Performance driver
Buckeye Partners, L.P.	Refined product pipeline MLP	Weaker than expected earnings tied to storage market fundamentals
Enbridge Energy		
Partners, L.P.	Midstream crude oil pipeline MLP	Strategic review with lower distribution viewed unfavorably by market
Spectra Energy		FFD01
Partners, LP	Natural gas pipeline MLP	FERC income tax allowance ruling
Dominion Energy	Midstream natural gas/natural gas liquids	
Midstream Partners, LP	pipeline MLP	Parent company activity and equity offering
	A.C. 1	Concern on drop-down inventory following proposed acquisition of
Andeavor Logistics LP	Midstream crude oil pipeline MLP	parent company
uniike the tuna return, ii	ndex return is pre-expenses and taxes.	

Performance data quoted represent past performance; past performance does not guarantee future results. Like any other stock, total return and market value will fluctuate so that an investment, when sold, may be worth more or less than its original cost. Portfolio composition is subject to change due to ongoing management of the fund. References to specific securities or sectors should not be

construed as a recommendation by the fund or its adviser. See Schedule of Investments for portfolio weighting at the end of the fiscal quarter.

(unaudited)

### Fund structure and distribution policy

The fund is structured as a corporation and is subject to federal and state income tax on its taxable income. The fund has adopted a distribution policy in which the Board of Directors considers many factors in determining distributions to stockholders. Particular emphasis is given to Distributable cash flow ("DCF") and distribution coverage. Distribution coverage is DCF divided by distributions paid to stockholders. Over the long term, the fund expects to distribute substantially all of its DCF to holders of common stock. The fund's Board of Directors reviews the distribution rate quarterly, and may adjust the quarterly distribution throughout the year. Although the level of distributions is independent of the funds' performance in the short term, the fund expects such distributions to correlate with its performance over time.

#### Distributable cash flow and distributions

DCF is distributions received from investments less expenses. The total distributions received from investments include the amount received as cash distributions from investments, paid-in-kind distributions, and dividend and interest payments. Income also includes the premiums received from sales of covered call options, net of amounts paid to buy back out-of-the-money options. The total expenses include current or anticipated operating expenses, leverage costs and current income taxes. Current income taxes include taxes paid on 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.

Distributions received from investments increased approximately 2.6% as compared to 1st quarter 2018 primarily due to the impact of trading activity within the fund's portfolio. Operating expenses, consisting primarily of fund advisory fees, decreased approximately 6.7% during the quarter due to lower asset-based fees. Overall leverage costs increased approximately 2.2% as compared to 1st quarter 2018 primarily due to increased leverage utilization during the quarter. As a result of the changes in income and expenses, DCF increased approximately 4.4% as compared to 1st quarter 2018. During the quarter, the fund issued 1,216,545 shares in a private placement transaction. This transaction had a one-time negative impact to distribution coverage of 2.3%. The fund paid a quarterly distribution of \$0.655 per share, which was equal to the distribution paid in the prior quarter and 2nd quarter 2017. The fund has paid cumulative distributions to stockholders of \$31.7725 per share since its inception in Feb. 2004.

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 other investments 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 and other investments 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 may not be included as income for GAAP purposes, and includes distributions related to direct investments when the purposes and includes distributions related to direct investments when the purposes are included in lieu of receiving cash

income for GAAP purposes, and includes distributions related to direct investments when the purchase price is reduced in lieu of receiving cash distributions. Net premiums on options written (premiums received less amounts paid to buy back out-of-the-money options) with expiration dates during the fiscal quarter are included in the DCF calculation, whereas GAAP recognizes the net effect of options written as realized and unrealized gains (losses). Income for DCF purposes is reduced by amortizing the cost of certain investments that may not have a residual value after a known time period. 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, realized and unrealized gains (losses) on interest rate swap settlements, distributions to preferred stockholders, other recurring leverage expenses, as well as taxes paid on net investment income.

"Net Investment Income (Loss), before Income Taxes" on the Statement of Operations is adjusted as follows to reconcile to DCF for YTD and 2nd quarter 2018 (in thousands):

	YTD 2018	2nd Qtr 2018
Net Investment Loss,		
before Income Taxes	\$ (31,986)	\$ (25,004)
Adjustments to reconcile to DCF:		
Distributions characterized as		
return of capital	96,139	58,132
Other	673	(24)
DCF	\$ 64,826	\$ 33,104
Leverene		

The fund's leverage utilization increased \$19.5 million during 2nd quarter 2018 and represented 29.5% of total assets at May 31, 2018. The fund has maintained compliance with its applicable coverage ratios. At quarter-end, including the impact of interest rate swaps, approximately 78% of the leverage cost was fixed, the weighted-average maturity was 4.2 years and the weighted-average annual rate on leverage was 3.69%. These rates will vary in the future as a result of changing floating rates, utilization of the fund's credit facilities and as leverage and swaps mature or are redeemed. During the quarter, \$10 million Senior Notes with a fixed interest rate of 4.35% matured. The fund utilized its credit facilities to facilitate the maturity of the Senior Notes.

#### Income taxes

During 2nd quarter 2018, the fund's deferred tax liability increased by \$23.5 million to \$235.4 million, primarily as a result of the increase in value of its investment portfolio. The fund had net realized gains of \$25.2 million during the quarter. To the extent that the fund has taxable income, it will owe federal and state income taxes. Tax payments can be funded from investment earnings, fund assets, or borrowings.

Please see the Financial Statements and Notes to Financial Statements for additional detail regarding critical accounting policies, results of operations, leverage, taxes and other important fund information.

For further information regarding the calculation of distributable cash flow and distributions to stockholders, as well as a discussion of the tax impact on distributions and results and recent tax reform, please visit www.tortoiseadvisors.com.

(unaudited)

#### TYG 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 the fund believes is meaningful to understanding operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and the fund believes 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 the full financial statements.

Total from investments			2017		20	018
Distributions and dividends from investments   \$44,556   \$45,456   \$44,323   \$43,107   \$44		Q2 <sup>(1)</sup>	Q3 <sup>(1)</sup>	Q4 <sup>(1)</sup>	Q1 <sup>(1)</sup>	Q2 <sup>(1)</sup>
Dividends paid in stock						
Premiums on options written		\$ 44,556	\$ 45,456	\$ 44,323	T -, -	\$ 4
Total from investments	·	_	_	_		
Costs and Current Taxes		-	-	= -		
Costs and Current Taxes		45,034	45,871	44,350	44,028	4
Advisory fees						
Other operating expenses	Costs and Current Taxes					
Selected Financial Information	Advisory fees	,	5,950	,	5,487	
Distributable cash flow before leverage costs and current taxes   38,058   39,480   38,374   38,111   38	Other operating expenses	443	441	443	430	
Leverage costs   2		6,976	6,391	5,976	5,917	
Current income tax expense(3)	Distributable cash flow before leverage costs and current taxes	38,058	39,480	38,374	38,111	3
Distributable Cash Flow(4)   \$31,739   \$33,118   \$32,009   \$31,722   \$33,1     As a percent of average total assets(5)   Total from investments   6.49 %   7.13 %   7.53 %   7.78 %	Leverage costs <sup>(2)</sup>	6,319	6,362	6,365	6,389	
As a percent of average total assets(5)  Total from investments Operating expenses before leverage costs and current taxes Distributable cash flow before leverage costs and current taxes 1.01 % 0.99 % 1.01 % 1.04 % 0.99 Distributable cash flow before leverage costs and current taxes S.48 % 6.14 % 6.52 % 6.74 %  As a percent of average net assets(5)  Total from investments Operating expenses before leverage costs and current taxes 1.88 % 13.48 % 14.12 % 12.90 % 1.73 % 1.87 % 2.00 % 1.73 % 1.87 % 2.00 % 2.00 % 1.87 %	Current income tax expense(3)	_	_	_	_	
Total from investments Operating expenses before leverage costs and current taxes Distributable cash flow before leverage costs and current taxes As a percent of average net assets(5)  Total from investments Operating expenses before leverage costs and current taxes 11.88 % Operating expenses before leverage costs and current taxes 11.88 % Operating expenses before leverage costs and current taxes 11.88 % Operating expenses before leverage costs and current taxes 1.84 % Operating expenses before leverage costs and current taxes 1.87 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.87 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage costs and current taxes 1.88 % Operating expenses before leverage for period % Operating expenses before leverage costs and current taxes 1.84 % Operating expenses before leverage for seriod \$0.00.00 \$0.6550 \$0.06	Distributable Cash Flow <sup>(4)</sup>	\$31,739	\$33,118	\$32,009	\$31,722	\$33,1
Operating expenses before leverage costs and current taxes Distributable cash flow before leverage costs and current taxes 5.48 % 6.14 % 6.52 % 6.74 % 8.20	As a percent of average total assets <sup>(5)</sup>					
Distributable cash flow before leverage costs and current taxes   5.48 %   6.14 %   6.52 %   6.74 %   As a percent of average net assets(5)	Total from investments	6.49 %	7.13 %	7.53 %	7.78 %	
Distributable cash flow before leverage costs and current taxes   5.48 %   6.14 %   6.52 %   6.74 %   As a percent of average net assets(5)	Operating expenses before leverage costs and current taxes	1.01 %	0.99 %	1.01 %	1.04 %	0.99
Total from investments	Distributable cash flow before leverage costs and current taxes	5.48 %	6.14 %	6.52 %	6.74 %	
Comparison of the expenses before leverage costs and current taxes   1.84 %   1.88 %   1.90 %   1.73 %   1.87 %   2.00 %   1.87 %   2.00 %   1.87 %   2.00 %   1.87 %   2.00 %   1.87 %   2.00 %   1.87 %   2.00	As a percent of average net assets <sup>(5)</sup>					
Leverage costs and current taxes   1.67 %   1.87 %   2.03 %   1.87 %   9.30 %   9.	Total from investments	11.88 %	13.48 %	14.12 %	12.90 %	
Selected Financial Information	Operating expenses before leverage costs and current taxes	1.84 %	1.88 %	1.90 %	1.73 %	
Selected Financial Information	Leverage costs and current taxes	1.67 %	1.87 %	2.03 %	1.87 %	2.00
Distributions paid on common stock         \$ 32,115         \$ 32,253         \$ 32,299         \$ 33,604         \$ 3           Distributions paid on common stock per share         0.6550         0.6550         0.6550         0.6550         0           Distribution coverage percentage for period(6)         98.8 %         102.7 %         99.1 %         94.4 %           Net realized gain, net of income taxes, for the period         7,226         35,440         4,981         7,427         2           Total assets, end of period(7)         2,596,302         2,467,104         2,235,315         2,212,708         2,32           Average total assets during period(7)(8)         2,751,522         2,552,438         2,363,776         2,296,522         2,20           Leverage(9)         700,700         700,000         690,200         667,300         68           Leverage as a percent of total assets         27.0 %         28.4 %         30.9 %         30.2 %           Net unrealized depreciation, end of period         (223,262)         (330,549)         (418,421)         (311,939)         (23           Average net assets during period(10)         1,504,136         1,349,973         1,259,521         1,383,798         1,29           Net asset value per common share         28.53         26.30 <td< td=""><td>Distributable cash flow</td><td>8.37 %</td><td>9.73 %</td><td>10.19 %</td><td>9.30 %</td><td></td></td<>	Distributable cash flow	8.37 %	9.73 %	10.19 %	9.30 %	
Distributions paid on common stock per share         0.6550         0.6550         0.6550         0.6550         0.6550         0           Distribution coverage percentage for period(6)         98.8 %         102.7 %         99.1 %         94.4 %           Net realized gain, net of income taxes, for the period         7,226         35,440         4,981         7,427         2           Total assets, end of period(7)         2,596,302         2,467,104         2,235,315         2,212,708         2,32           Average total assets during period(7)(8)         2,751,522         2,552,438         2,363,776         2,296,522         2,20           Leverage(9)         700,700         700,000         690,200         667,300         68           Leverage as a percent of total assets         27.0 %         28.4 %         30.9 %         30.2 %           Net unrealized depreciation, end of period         (223,262)         (330,549)         (418,421)         (311,939)         (23           Average net assets, end of period         1,400,652         1,296,782         1,181,528         1,315,850         1,39           Average net assets during period(10)         1,504,136         1,349,973         1,259,521         1,383,798         1,29           Net asset value per common share         28.53	Selected Financial Information					
Distribution coverage percentage for period <sup>(6)</sup> 98.8 %         102.7 %         99.1 %         94.4 %           Net realized gain, net of income taxes, for the period         7,226         35,440         4,981         7,427         2           Total assets, end of period <sup>(7)</sup> 2,596,302         2,467,104         2,235,315         2,212,708         2,32           Average total assets during period <sup>(7)(8)</sup> 2,751,522         2,552,438         2,363,776         2,296,522         2,20           Leverage <sup>(9)</sup> 700,700         700,000         690,200         667,300         68           Leverage as a percent of total assets         27.0 %         28.4 %         30.9 %         30.2 %           Net unrealized depreciation, end of period         (223,262)         (330,549)         (418,421)         (311,939)         (23           Average net assets, end of period         1,400,652         1,296,782         1,181,528         1,315,850         1,39           Average net assets during period <sup>(10)</sup> 1,504,136         1,349,973         1,259,521         1,383,798         1,29           Net asset value per common share         28.53         26.30         23.93         25.59           Market value per share         31.76         28.47         25.86         27.70 </td <td>Distributions paid on common stock</td> <td>\$ 32,115</td> <td>\$ 32,253</td> <td>\$ 32,299</td> <td>\$ 33,604</td> <td>\$ 3</td>	Distributions paid on common stock	\$ 32,115	\$ 32,253	\$ 32,299	\$ 33,604	\$ 3
Net realized gain, net of income taxes, for the period       7,226       35,440       4,981       7,427       2         Total assets, end of period(7)       2,596,302       2,467,104       2,235,315       2,212,708       2,32         Average total assets during period(7)(8)       2,751,522       2,552,438       2,363,776       2,296,522       2,20         Leverage(9)       700,700       700,000       690,200       667,300       68         Leverage as a percent of total assets       27.0 %       28.4 %       30.9 %       30.2 %         Net unrealized depreciation, end of period       (223,262)       (330,549)       (418,421)       (311,939)       (23         Net assets, end of period       1,400,652       1,296,782       1,181,528       1,315,850       1,39         Average net assets during period(10)       1,504,136       1,349,973       1,259,521       1,383,798       1,29         Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70	Distributions paid on common stock per share	0.6550	0.6550	0.6550	0.6550	0
Total assets, end of period <sup>(7)</sup> 2,596,302         2,467,104         2,235,315         2,212,708         2,32           Average total assets during period <sup>(7)</sup> (8)         2,751,522         2,552,438         2,363,776         2,296,522         2,20           Leverage (9)         700,700         700,000         690,200         667,300         68           Leverage as a percent of total assets         27.0 %         28.4 %         30.9 %         30.2 %           Net unrealized depreciation, end of period         (223,262)         (330,549)         (418,421)         (311,939)         (23           Net assets, end of period         1,400,652         1,296,782         1,181,528         1,315,850         1,39           Average net assets during period <sup>(10)</sup> 1,504,136         1,349,973         1,259,521         1,383,798         1,29           Net asset value per common share         28.53         26.30         23.93         25.59           Market value per share         31.76         28.47         25.86         27.70	Distribution coverage percentage for period <sup>(6)</sup>	98.8 %	102.7 %	99.1 %	94.4 %	
Average total assets during period <sup>(7)(8)</sup> Leverage <sup>(9)</sup> Leverage as a percent of total assets  27.0 %  1,400,652  1,296,782  2,255,438  2,363,776  2,296,522  2,20  667,300  68  27.0 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  28.4 %  30.9 %  30.2 %  20.4 %  20		7,226	35,440	4,981	7,427	2
Leverage(9)       700,700       700,000       690,200       667,300       68         Leverage as a percent of total assets       27.0 %       28.4 %       30.9 %       30.2 %         Net unrealized depreciation, end of period       (223,262)       (330,549)       (418,421)       (311,939)       (23         Net assets, end of period       1,400,652       1,296,782       1,181,528       1,315,850       1,39         Average net assets during period(10)       1,504,136       1,349,973       1,259,521       1,383,798       1,29         Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70	Total assets, end of period <sup>(7)</sup>	2,596,302	2,467,104	2,235,315	2,212,708	2,32
Leverage(9)       700,700       700,000       690,200       667,300       68         Leverage as a percent of total assets       27.0 %       28.4 %       30.9 %       30.2 %         Net unrealized depreciation, end of period       (223,262)       (330,549)       (418,421)       (311,939)       (23         Net assets, end of period       1,400,652       1,296,782       1,181,528       1,315,850       1,39         Average net assets during period(10)       1,504,136       1,349,973       1,259,521       1,383,798       1,29         Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70	Average total assets during period <sup>(7)(8)</sup>	2,751,522	2,552,438	2,363,776	2,296,522	2,20
Net unrealized depreciation, end of period       (223,262)       (330,549)       (418,421)       (311,939)       (23         Net assets, end of period       1,400,652       1,296,782       1,181,528       1,315,850       1,39         Average net assets during period <sup>(10)</sup> 1,504,136       1,349,973       1,259,521       1,383,798       1,29         Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70		700,700	700,000	690,200	667,300	
Net assets, end of period       1,400,652       1,296,782       1,181,528       1,315,850       1,39         Average net assets during period <sup>(10)</sup> 1,504,136       1,349,973       1,259,521       1,383,798       1,29         Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70	Leverage as a percent of total assets	27.0 %	28.4 %	30.9 %	30.2 %	
Net assets, end of period       1,400,652       1,296,782       1,181,528       1,315,850       1,39         Average net assets during period <sup>(10)</sup> 1,504,136       1,349,973       1,259,521       1,383,798       1,29         Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70	Net unrealized depreciation, end of period	(223,262)	(330,549)	(418,421)	(311,939)	(23
Average net assets during period <sup>(10)</sup> 1,504,136       1,349,973       1,259,521       1,383,798       1,29         Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70		1,400,652	1,296,782	1,181,528	1,315,850	
Net asset value per common share       28.53       26.30       23.93       25.59         Market value per share       31.76       28.47       25.86       27.70						
Market value per share 31.76 28.47 25.86 27.70						, -
		31.76	28.47	25.86	27.70	
	Shares outstanding (000's)	49,093	49,311	49,379	51,416	5

<sup>(1)</sup> 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.

swap settlements, and amortization on certain investments.

<sup>(2)</sup> Leverage costs include interest expense, distributions to preferred stockholders, interest rate swap expenses and other recurring leverage expenses.

<sup>(3)</sup> 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").

<sup>&</sup>quot;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 distributions, the dividends paid in stock and increased liquidation value, the premium on dividends paid in kind, the net premiums on options written and amortization of debt issuance costs; and decreased by realized and unrealized gains (losses) on interest rate

- (5) Annualized.

- (6) Distributable Cash Flow divided by distributions paid.
  (7) Includes deferred issuance and offering costs on senior notes and preferred stock.
  (8) Computed by averaging month-end values within each period.
  (9) Leverage consists of senior notes, preferred stock and outstanding borrowings under credit facilities.
- (10) Computed by averaging daily net assets within each period.

## **Tortoise**

MLP Fund, Inc. (NTG)

## **Fund description**

NTG seeks to provide stockholders with a high level of total return with an emphasis on current distributions. NTG invests primarily in master limited partnerships (MLPs) and their affiliates that own and operate a network of pipeline and energy-related logistical infrastructure assets with an emphasis on those that transport, gather, process and store natural gas and natural gas liquids (NGLs). NTG targets midstream MLPs benefiting from U.S. natural gas production and consumption expansion with minimal direct commodity exposure.

#### **Fund performance review**

The midstream energy market stabilized in the second fiscal quarter following greater clarity on those companies most impacted by the FERC income tax allowance ruling in March. Many midstream companies have experienced improving distribution coverage and leverage ratios over the last several quarters. Average coverage ratios for the fund's portfolio companies has increased from 1.24x in 1Q 2016 to 1.30x in 1Q 2018 and the average leverage ratio has declined from 4.4x to 3.8x during the same period. We believe this improvement helps insulate the fund's distribution. The fund's market-based and NAV-based returns for the fiscal quarter ending May 31, 2018 were 7.4% and 5.7%, respectively (including the reinvestment of distributions). Comparatively, the Tortoise MLP Index® returned 5.5% for the same period.

#### Second fiscal quarter highlights

occond hacai quarter inginights	
Distributions paid per share	\$0.4225
Distribution rate (as of 5/31/2018)	9.2%
Quarter-over-quarter distribution increase	0.0%
Year-over-year distribution increase	0.0%
Cumulative distributions paid per share to	
stockholders since inception in July 2010	\$12.9250
Market-based total return	7.4%
NAV-based total return	5.7%
Premium (discount) to NAV (as of 5/31/2018)	8.7%

#### Key asset performance drivers

Enterprise Products Partners L.P.	Midstream natural gas/natural gas	Delivered steady cash flow and healthy project backlog
i aitileis E.i .	liquids pipeline MLP	Strong volume growth
Energy Transfer	Midstream natural	across
Partners, L.P.	gas/natural gas liquids pipeline MLP	integrated pipeline network
EnLink Midstream	Midstream gathering	Midcontinent (STACK) volume growth
Partners, LP	and processing company	expectations
Western Gas Partners, LP	Midstream gathering and processing MLP	Positive outlook from parent company's Permian basin footprint Expected crude oil
Plains All American Pipeline, L.P.	Midstream crude oil pipeline MLP	production growth from Permian basin
Dominion Energy Midstream Partners, LP	Midstream natural gas/natural gas liquids pipeline MLP	FERC income tax allowance ruling
Buckeye Partners, L.P.	Refined product pipeline MLP	Weaker than expected earnings tied to storage

Enbridge Energy Midstream crude oil Partners, L.P. pipeline MLP

Spectra Energy
Partners, LP
EQT Midstream
Partners, LP
gas/natural gas
liquids pipeline MLP
gas/natural gas
liquids pipeline MLP

market fundamentals
Strategic review with lower
distribution viewed
unfavorably by market
FERC income tax
allowance ruling
Uncertainty around
simplification transaction

7

Unlike the fund return, index return is pre-expenses and taxes.

Performance data quoted represent past performance; past performance does not guarantee future results. Like any other stock, total return and market value will fluctuate so that an investment, when sold, may be worth more or less than its original cost. Portfolio composition is subject to change due to ongoing management of the fund. References to specific securities or sectors should not be construed as a recommendation by the fund or its adviser. See Schedule of Investments for portfolio weighting at the end of the fiscal quarter.

(unaudited)

MLP Fund, Inc. (NTG) (continued)

## Fund structure and distribution policy

The fund is structured as a corporation and is subject to federal and state income tax on its taxable income. The fund has adopted a distribution policy in which the Board of Directors considers many factors in determining distributions to stockholders. Particular emphasis is given to Distributable cash flow ("DCF") and distribution coverage. Distribution coverage is DCF divided by distributions paid to stockholders. Over the long term, the fund expects to distribute substantially all of its DCF to holders of common stock. The fund's Board of Directors reviews the distribution rate quarterly, and may adjust the quarterly distribution throughout the year. Although the level of distributions is independent of the funds' performance in the short term, the fund expects such distributions to correlate with its performance over time.

#### Distributable cash flow and distributions

DCF is distributions received from investments less expenses. The total distributions received from investments include the amount received as cash distributions from MLPs, paid-in-kind distributions, and dividend and interest payments. Income also includes the premiums received from sales of covered call options, net of amounts paid to buy back out-of-the-money options. The total expenses include current or anticipated operating expenses, leverage costs and current income taxes. Current income taxes include taxes paid on 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.

Distributions received from investments decreased approximately 0.4% as compared to 1st quarter 2018 due primarily to the impact of trading activity within the fund's portfolio. Operating expenses, consisting primarily of fund advisory fees, decreased approximately 6.5% during the quarter due to lower asset-based fees. Leverage costs increased approximately 1.7% as compared to 1st quarter 2018 due to increased leverage utilization as well as higher interest rates during the quarter. As a result of the changes in income and expenses, DCF increased approximately 0.2% as compared to 1st quarter 2018. The fund paid a quarterly distribution of \$0.4225 per share, which was equal to the distribution paid in the prior quarter and 2nd quarter 2017. The fund has paid cumulative distributions to stockholders of \$12.925 per share since its inception in July 2010.

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, common stock and other investments 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, common stock and other investments 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 may not be 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. Net premiums on options written (premiums received less amounts paid to buy back out-of-the-money options) with expiration dates during the fiscal quarter are included in the DCF calculation, whereas GAAP recognizes the net effect of options written as realized and unrealized gains (losses). 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.

"Net Investment Income (Loss), before Income Taxes" on the Statement of Operations is adjusted as follows to reconcile to DCF for YTD and 2nd quarter 2018 (in thousands):

	YTD 2018	2nd Qtr 2018
Net Investment Loss, before Income Taxes Adjustments to reconcile to DCF:	\$(16,828)	\$ (11,305)
Distributions characterized as return of capital Other	54,566 785	30,412 178
DCF Leverage	\$ 35,523	\$ 19,285

The fund's leverage utilization increased by \$2.7 million during 2nd quarter 2018 and represented 33.1% of total assets at May 31, 2018. The fund has maintained compliance with its applicable coverage ratios. At quarter-end, approximately 72% of the leverage cost was fixed, the weighted-average maturity was 3.9 years and the weighted-average annual rate on leverage was 3.76%. These rates will vary in the future as a result of changing floating rates, utilization of the fund's credit facility and as leverage matures or is redeemed. During the quarter, \$20 million Senior Notes with a weighted-average fixed interest rate of 3.56% matured. The fund utilized its credit facility to facilitate the maturity of the Senior Notes.

#### Income taxes

During 2nd quarter 2018, the fund's deferred tax liability increased by \$13.3 million to \$88.2 million, primarily as a result of the increase in value of its investment portfolio. The fund had net realized gains of \$10.0 million during the quarter. As of May 31, 2018, the fund had net operating losses of \$55 million for federal income tax purposes. To the extent that the fund has taxable income in the future that is not offset by net operating losses, it will owe federal and state income taxes. Tax payments can be funded from investment earnings, fund assets, or borrowings.

Please see the Financial Statements and Notes to Financial Statements for additional detail regarding critical accounting policies, results of operations, leverage, taxes and other important fund information.

For further information regarding the calculation of distributable cash flow and distributions to stockholders, as well as a discussion of the tax impact on distributions and results and recent tax reform, please visit www.tortoiseadvisors.com.

(unaudited)

#### NTG 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 the fund believes is meaningful to understanding operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and the fund believes 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 the full financial statements.

	2017			2018						
		Q2 <sup>(1)</sup>		Q3 <sup>(1)</sup>		Q4 <sup>(1)</sup>	Q1 <sup>(1)</sup>			Q2 <sup>(1)</sup>
Total Income from Investments										
Distributions and dividends from investments	\$	26,705	\$	27,094	\$	26,506	\$	26,429	\$	26,857
Dividends paid in stock		_				_		546		_
Premiums on options written		297		242		32				_
Total from investments		27,002		27,336		26,538		26,975		26,857
Operating Expenses Before Leverage										
Costs and Current Taxes										
Advisory fees, net of fees waived	3	,828	3	,490	3	,279	3	,294	3	,054
Other operating expenses		332		324		312		316		321
	4	.160	3	.814	3	.591	3	.610	3	,375
Distributable cash flow before leverage costs and current taxes	7	22,842	O	23,522	Ü	22,947	Ü	23,365		23,482
Leverage costs <sup>(2)</sup>		4,124		4,146		4,147		4,127		4,197
Current income tax expense <sup>(3)</sup>		7,127		,10		7,177		7,127		-,107
Distributable Cash Flow <sup>(4)</sup>	\$	18,718	\$	19,376	\$	18,800	\$	19,238	\$	19,285
Distributuale outsit flow	Ψ	10,710	Ψ	10,070	Ψ	10,000	Ψ	10,200	Ψ	10,200
As a percent of average total assets <sup>(5)</sup>										
Total from investments		6.69%		7.30%		7.69%		8.01%		8.29%
Operating expenses before leverage costs and current taxes		1.03%		1.02%		1.04%		1.07%		1.04%
Distributable cash flow before leverage costs and current taxes		5.66%		6.28%		6.65%		6.94%		7.25%
As a percent of average net assets <sup>(5)</sup>		3.00 /8		0.2076		0.05 /6		0.34 /6		7.2576
Total from investments		11.27%		12.67%		13.27%		12.85%		13.99%
Operating expenses before leverage costs and current taxes		1.74%		1.77%		1.80%		1.72%		1.76%
Leverage costs and current taxes		1.72%		1.92%		2.07%		1.97%		2.19%
Distributable cash flow		7.81%		8.98%		9.40%		9.16%		10.04%
Distributable easif now		7.0170		0.5076		3.40 /0		3.1070		10.0478
Selected Financial Information										
Distributions paid on common stock	\$	19,891	\$	19,925	\$	19,962	\$	19,962	\$	19,997
Distributions paid on common stock per share		0.4225		0.4225		0.4225		0.4225		0.4225
Distribution coverage percentage for period <sup>(6)</sup>		94.1%		97.2%		94.2%		96.4%		96.4%
Net realized gain (loss), net of income taxes, for the period		2,126		13,289		(1,122)		(575)		9,963
Total assets, end of period <sup>(7)</sup>	1	,509,815	1	,437,520	1	,327,977	1	,298,112	1	,338,664
Average total assets during period <sup>(7)(8)</sup>	1	,601,462	1	,486,578	1	,384,718	1	,365,793	1	,284,852
Leverage <sup>(9)</sup>		442,700		439,300		443,800		440,400		443,100
Leverage as a percent of total assets		29.3%		30.6%		33.4%		33.9%		33.1%
Net unrealized appreciation, end of period		123,020		69,547		24,370		70,322		114,138
Net assets, end of period		886,964		823,888		754,085		776,371		802,440
Average net assets during period <sup>(10)</sup>		950,384		855,842		802,165		851,387		761,577
Net asset value per common share		18.81		17.44		15.96		16.40		16.93
Market value per common share		18.99		17.70		15.90		17.54		18.40
Shares outstanding (000's)		47,161		47,247		47,247		47,330		47,406

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

(4) amortization of debt issuance costs.

 $<sup>\</sup>begin{tabular}{ll} \end{tabular} \begin{tabular}{ll} \end{tabular} \beg$ 

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

Includes taxes paid on net investment income and foreign taxes, if any. Taxes related to realized gains are excluded from the calculation of

<sup>(3)</sup> Distributable Cash Flow ("DCF").

"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 distributions, the dividends paid in stock and increased liquidation value, the premium on dividends paid in kind and

- (5) Annualized.
- (6) Distributable Cash Flow divided by distributions paid.
  (7) Includes deferred issuance and offering costs on senior notes and preferred stock.
  (8) Computed by averaging month-end values within each period.
- (9) Leverage consists of senior notes, preferred stock and outstanding borrowings under the credit facility.
- (10) Computed by averaging daily net assets within each period.

Pipeline & Energy Fund, Inc. (TTP)

## **Fund description**

TTP seeks a high level of total return with an emphasis on current distributions paid to stockholders. TTP invests primarily in equity securities of North American pipeline companies that transport natural gas, natural gas liquids (NGLs), crude oil and refined products and, to a lesser extent, in other energy infrastructure companies.

## **Fund performance review**

The midstream energy market stabilized in the second fiscal quarter following greater clarity on those companies most impacted by the FERC income tax allowance ruling in March. The fund's market-based and NAV-based returns for the fiscal quarter ending May 31, 2018 were 5.0% and 10.4%, respectively (including the reinvestment of distributions). Comparatively, the Tortoise North American Pipeline Index<sup>SM</sup> returned 8.6% for the same period.

#### Second fiscal quarter highlights

Distributions paid per share	\$0.4075
Distribution rate (as of 5/31/2018)	9.4%
Quarter-over-quarter distribution increase	0.0%
Year-over-year distribution increase	0.0%
Cumulative distributions paid per share to	
stockholders since inception in October 2011	\$10.9125
Market-based total return	5.0%
NAV-based total return	10.4%
Premium (discount) to NAV (as of 5/31/2018)	(7.2)%

Please refer to the inside front cover of the report for important information about the fund's distribution policy.

The fund's covered call strategy, which focuses on independent energy companies that are key pipeline transporters, enabled the fund to generate current income. The notional amount of the fund's covered calls averaged approximately 8.9% of total assets, and their out-of-the-money percentage at the time written averaged approximately 6.2% during the fiscal quarter.

#### Key asset performance drivers

ONEOK, Inc.	Midstream natural gas/natural gas liquids pipeline company	NGL volume growth benefitting integrated pipeline network
Plains GP Holdings, L.P. EnLink Midstream, LLC	Midstream crude oil pipeline company Midstream gathering and processing company	Expected crude oil production growth from Permian basin Midcontinent (STACK) volume growth expectations
SemGroup Corporation	Midstream crude oil pipeline company	Alleviated equity concerns with preferred offering and higher expected demand for Cushing storage
Targa Resources Corp.	Midstream gathering and processing company	Permian basin wet gas volume growth
Enbridge Energy Management, L.L.C. Buckeye Partners, L.P.	Midstream crude oil pipeline company Refined product pipeline MLP	Regulation uncertainty on pipeline replacement project Weaker than expected earnings tied to storage

TransCanada Midstream natural Corporation gas/natural gas

liquids pipeline company

Concho Resources Inc. Upstream oil and

gas producer The Williams Midstream natural Companies, Inc. gas/gathering and

processing company

Unlike the fund return, index return is pre-expenses.

market fundamentals Higher leverage causing need for asset divestitures to fund capital projects

Widening Permian basin oil price differentials Simplification uncertainty

Performance data quoted represent past performance; past performance does not guarantee future results. Like any other stock, total return and market value will fluctuate so that an investment, when sold, may be worth more or less than its original cost. Portfolio composition is subject to change due to ongoing management of the fund. References to specific securities or sectors should not be construed as a recommendation by the fund or its adviser. See Schedule of Investments for portfolio weighting at the end of the fiscal quarter.

(unaudited)

## Fund structure and distribution policy

The fund is structured to qualify as a Regulated Investment Company ("RIC") allowing the fund to pass-through to shareholders the income and capital gains earned by the fund, thus avoiding double-taxation. To qualify as a RIC, the fund must meet specific income, diversification and distribution requirements. Regarding income, at least 90 percent of the fund's gross income must be from dividends, interest and capital gains. The fund must meet quarterly diversification requirements including the requirement that at least 50 percent of the assets be in cash, cash equivalents or other securities with each single issuer of other securities not greater than 5 percent of total assets. No more than 25 percent of total assets can be invested in any one issuer other than government securities or other RIC's. The fund must also distribute at least 90 percent of its investment company income. RIC's are also subject to excise tax rules which require RIC's to distribute approximately 98 percent of net income and net capital gains to avoid a 4 percent excise tax.

The fund has adopted a distribution policy which is included on the inside front cover of this report. To summarize, the fund intends to distribute an amount closely approximating the total taxable income for the year and, if so determined by the Board, distribute all or a portion of the return of capital paid by portfolio companies during the year. The fund may designate a portion of its distributions as capital gains and may also distribute additional capital gains in the last calendar quarter of the year to meet annual excise distribution requirements. The fund distributes a fixed amount per common share, currently \$0.4075, each quarter to its common shareholders. This amount is subject to change from time to time at the discretion of the Board. Although the level of distributions is independent of the funds' performance in the short term, the fund expects such distributions to correlate with its performance over time.

#### Distributable cash flow and distributions

Distributable cash flow ("DCF") is income from investments less expenses. Income from investments includes the amount received as cash or paid-in-kind distributions from common stock, master limited partnerships ("MLPs"), affiliates of MLPs, and pipeline and other energy companies in which the fund invests, and dividend payments on short-term investments. Income also includes the premiums received from sales of covered call options, net of amounts paid to buy back out-of-the-money options. The total expenses include current or anticipated operating expenses and leverage costs.

Distributions received from investments increased approximately 12.5% as compared to 1st quarter 2018, primarily due to non-recurring items including the timing of distributions from investments as well as higher income on premiums from sales of covered call options. Operating expenses, consisting primarily of fund advisory fees, decreased approximately 5.4% during the quarter primarily due to lower asset based fees and other operating expenses. Leverage costs increased 2.6% as compared to 1st quarter 2018 primarily as a result of increased interest rates during the quarter. As a result of the changes in income and expenses, DCF increased approximately 18.8% as compared to 1st quarter 2018. In addition, the fund had net realized losses on investments of \$1.1 million during 2nd quarter 2018. The fund paid a quarterly distribution of \$0.4075 per share, which was unchanged over the prior quarter and 2nd quarter 2017. The fund has paid cumulative distributions to stockholders of \$10.9125 per share since its inception in October 2011.

The Key Financial Data table discloses the calculation of DCF and should be read in conjunction with this discussion. The difference between income from investments in the DCF calculation and total investment income as reported in the Statement of Operations, is reconciled as follows: (1) the Statement of Operations, in conformity with U.S. generally accepted accounting principles ("GAAP"), recognizes distributions and dividend income from MLPs, common stock and other investments on their ex-dates, whereas the DCF calculation may reflect distributions and dividend income on their pay dates; (2) GAAP recognizes that a significant portion of the cash distributions received from MLPs, common stock and other investments are characterized as a return of capital and therefore excluded from investment income, whereas the DCF calculation includes the return of capital; (3) income from investments in the DCF calculation includes the value of dividends paid-in-kind (additional stock or units), whereas such amounts may not be included as income for GAAP purposes; and (4) net premiums on options written (premiums received less amounts paid to buy back out-of-the-money options) with expiration dates during the fiscal quarter are included in the DCF calculation, whereas GAAP recognizes the net effect of options written as realized and unrealized gains (losses).

"Net Investment Income (Loss)" on the Statement of Operations is adjusted as follows to reconcile to DCF for YTD and 2nd quarter 2018 (in thousands):

Net Investment Loss \$ (792 ) \$ (670 Adjustments to reconcile to DCF:
Net premiums on options written 2,419 1,294

Distributions characterized as return of capital	5,250	3,145			
Dividends paid in stock	743	346			
Other	79	65			
DCF	\$ 7,699	\$ 4,180			

## Leverage

The fund's leverage utilization increased by \$0.3 million during 2nd quarter 2018 and represented 27.1% of total assets at May 31, 2018. The fund has maintained compliance with its applicable coverage ratios. At quarter-end, approximately 63% of the leverage cost was fixed, the weighted-average maturity was 1.9 years and the weighted-average annual rate on leverage was 3.66%. These rates will vary in the future as a result of changing floating rates, utilization of the fund's credit facility and as leverage matures or is redeemed.

Please see the Financial Statements and Notes to Financial Statements for additional detail regarding critical accounting policies, results of operations, leverage and other important fund information.

For further information regarding the calculation of distributable cash flow and distributions to stockholders, as well as a discussion of the tax impact on distributions, please visit www.tortoiseadvisors.com.

(unaudited)

#### TTP 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 the fund believes is meaningful to understanding operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and the fund believes 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 the full financial statements.

Operating Expenses Before Leverage Costs         Q2(1)         Q3(1)         Q4(1)         Q1(1)         Q2(1)           Dividends and distributions from investments, net of foreign taxes withheld         \$3,778         \$3,780         \$3,559         \$3,498         \$4,009           Dividends paid in stock         238         242         329         397         346           Net premiums on options written         1,135         1,126         967         1,125         1,294           Total from investments         5,151         5,148         4,855         5,020         5,649           Operating Expenses Before Leverage Costs         822         756         729         732         683		2017						2018				
Dividends and distributions from investments, net of foreign taxes withheld         \$3,778         \$3,780         \$3,559         \$3,498         \$4,009           Dividends paid in stock         238         242         329         397         346           Net premiums on options written         1,135         1,126         967         1,125         1,294           Total from investments         5,151         5,148         4,855         5,020         5,649           Operating Expenses Before Leverage Costs           Advisory fees, net of fees waived         822         756         729         732         683		Q2 <sup>(1)</sup>		Q3 <sup>(1)</sup>		Q4 <sup>(1)</sup>		Q1 <sup>(1)</sup>		Q2 <sup>(1)</sup>		
net of foreign taxes withheld     \$3,7/8     \$3,780     \$3,559     \$3,498     \$4,009       Dividends paid in stock     238     242     329     397     346       Net premiums on options written     1,135     1,126     967     1,125     1,294       Total from investments     5,151     5,148     4,855     5,020     5,649       Operating Expenses Before Leverage Costs       Advisory fees, net of fees waived     822     756     729     732     683	Total Income from Investments											
Dividends paid in stock 238 242 329 397 346  Net premiums on options written 1,135 1,126 967 1,125 1,294  Total from investments 5,151 5,148 4,855 5,020 5,649  Operating Expenses Before Leverage Costs  Advisory fees, net of fees waived 822 756 729 732 683	Dividends and distributions from investments,	<b>ሰ</b> 0 770		<u></u>		ΦΩ EEO		ФО 400		<b># 4 000</b>		
Net premiums on options written       1,135       1,126       967       1,125       1,294         Total from investments       5,151       5,148       4,855       5,020       5,649         Operating Expenses Before Leverage Costs         Advisory fees, net of fees waived       822       756       729       732       683	net of foreign taxes withheld	φ3,776		<b>\$3,780</b>		<b>Ф</b> 3,559		<b>\$3,496</b>		\$4,009		
Total from investments         5,151         5,148         4,855         5,020         5,649           Operating Expenses Before Leverage Costs         Advisory fees, net of fees waived         822         756         729         732         683	Dividends paid in stock	238		242		329		397		346		
Operating Expenses Before Leverage Costs Advisory fees, net of fees waived 822 756 729 732 683	Net premiums on options written	1,135		1,126		967		1,125		1,294		
Advisory fees, net of fees waived 822 756 729 732 683	Total from investments	5,151		5,148		4,855		5,020		5,649		
· ··· <b>,</b> ··· · · · · · · · · · · · · · · · · ·	Operating Expenses Before Leverage Costs											
	Advisory fees, net of fees waived	822		756		729		732		683		
Other operating expenses 145 146 132 149 150	Other operating expenses	145		146		132		149		150		
967 902 861 881 833		967		902		861		881		833		
Distributable cash flow before leverage costs 4,184 4,246 3,994 4,139 4,816	Distributable cash flow before leverage costs	4,184		4,246		3,994		4,139		4,816		
Leverage costs <sup>(2)</sup> 563 578 579 620 636	Leverage costs <sup>(2)</sup>	563		578		579		620		636		
<b>Distributable Cash Flow</b> (3) \$3,621 \$3,668 \$3,415 \$3,519 \$4,180	Distributable Cash Flow <sup>(3)</sup>	\$3,621		\$3,668		\$3,415		\$3,519		\$4,180		
Net realized gain (loss) on investments and foreign currency	Net realized gain (loss) on investments and foreign currency	<b>ሰ / 0 ፫ 7</b>	`	Ф.ООО		<b>ተ</b> ጋር 4		Ф.ГОО		Φ/4 440	`	
\$(357 ) \$292 \$354 \$532 \$(1,118 ) translation, for the period	translation, for the period	\$ (357	)	\$292		\$354		\$532		\$(1,118	)	
As a percent of average total assets <sup>(4)</sup>	As a percent of average total assets <sup>(4)</sup>											
		6.89	%	7.35	%	7.28	%	7.70	%	9.03	%	
Operating expenses before leverage costs 1.29 % 1.29 % 1.29 % 1.35 % 1.33 %	Operating expenses before leverage costs	1.29	%	1.29	%	1.29	%	1.35	%	1.33	%	
Distributable cash flow before leverage costs 5.60 % 6.06 % 5.99 % 6.35 % 7.70 %	Distributable cash flow before leverage costs	5.60	%	6.06	%	5.99	%	6.35	%	7.70	%	
As a percent of average net assets <sup>(4)</sup>	As a percent of average net assets <sup>(4)</sup>											
Total from investments 8.88 % 9.93 % 9.79 % 10.24 % 12.65 %	Total from investments	8.88	%	9.93	%	9.79	%	10.24	%	12.65	%	
Operating expenses before leverage costs 1.67 % 1.74 % 1.74 % 1.80 % 1.87 %	Operating expenses before leverage costs	1.67	%	1.74	%	1.74	%	1.80	%	1.87	%	
Leverage costs 0.97 % 1.11 % 1.17 % 1.26 % 1.42 %	Leverage costs	0.97	%	1.11	%	1.17	%	1.26	%	1.42	%	
Distributable cash flow 6.24 % 7.08 % 6.88 % 7.18 % 9.36 %	Distributable cash flow	6.24	%	7.08	%	6.88	%	7.18	%	9.36	%	
Selected Financial Information	Selected Financial Information											
Distributions paid on common stock \$4,081 \$4,082 \$4,082 \$4,081		\$4.081		\$4.082		\$4.082		\$4.082		\$4.081		
Distributions paid on common stock per share 0.4075 0.4075 0.4075 0.4075 0.4075	•											
Total assets, end of period <sup>(5)</sup> 278,733  274,878  259,175  245,155  258,764			3									
Average total assets during period <sup>(5)(6)</sup> 296,418  278,007  267,349  264,274  248,147		,		-		-						
Leverage <sup>(7)</sup> 67,400 68,000 69,300 69,800 70,100		,		,		,		,				
			%								%	
Net unrealized depreciation, end of period (13,246) (21,276) (27,789) (38,233) (17,798)						-						
Net assets, end of period 210,076 199,503 188,517 173,723 187,444			,			, ,	` ' '				` ' '	
Average net assets during period <sup>(8)</sup> 230,203  205,675  198,953  198,872  177,138				-		-		,				
Net asset value per common share 20.97 19.92 18.82 17.34 18.71			-			-						
Market value per common share 19.97 18.43 17.01 16.93 17.36												
Shares outstanding (000's) 10,016 10,016 10,016 10,016												

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

<sup>(1)</sup> the period from September through November.

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

<sup>&</sup>quot;Net investment income (loss)" on the Statement of Operations is adjusted as follows to reconcile to Distributable Cash Flow ("DCF"): increased by net premiums on options written, the return of capital on distributions, the dividends paid in stock and increased liquidation value, the premium

<sup>(3)</sup> on dividends paid in kind and amortization of debt issuance costs.

<sup>(4)</sup> Annualized.

<sup>(5)</sup> Includes deferred issuance and offering costs on senior notes and preferred stock.

<sup>(6)</sup> Computed by averaging month-end values within each period.

<sup>(7)</sup> Leverage consists of senior notes, preferred stock and outstanding borrowings under the revolving credit facility.

<sup>(8)</sup> Computed by averaging daily net assets within each period.

## **Tortoise**

Energy Independence Fund, Inc. (NDP)

#### **Fund description**

NDP seeks a high level of total return with an emphasis on current distributions paid to stockholders. NDP invests primarily in equity securities of upstream North American energy companies that engage in the exploration and production of crude oil, condensate, natural gas and natural gas liquids that generally have a significant presence in North American oil and gas fields, including shale reservoirs.

#### **Fund performance review**

The fund's market-based and NAV-based returns for the fiscal quarter ending May 31, 2018 were 9.5% and 10.9%, respectively (including the reinvestment of distributions). Comparatively, the Tortoise North American Oil and Gas Producers Index<sup>SM</sup> returned 19.2% for the same period. Liquids producers, particularly those in the Eagle Ford contributed the most to performance during the period.

#### Second fiscal quarter highlights

Distributions paid per share	\$0.4375
Distribution rate (as of 5/31/2018)	14.0%
Quarter-over-quarter distribution increase	0.0%
Year-over-year distribution increase	0.0%
Cumulative distributions paid per share to	\$10.0625
stockholders since inception in July 2012	φ10.0023
Market-based total return	9.5%
NAV-based total return	10.9%
Premium (discount) to NAV (as of 5/31/2018)	2.4%

The fund utilizes a covered call strategy, which seeks to generate income while reducing overall volatility. The premium income generated from this strategy helped to lower NAV volatility during the quarter. The notional amount of the fund's covered calls averaged approximately 72.4% of total assets and their out-of-the-money percentage at the time written averaged approximately 8.6% during the fiscal quarter.

Unlike the fund return, index return is pre-expenses.

Performance data quoted represent past performance: past performance does not guarantee future results. Like any other stock, total return and market value will fluctuate so that an investment, when sold, may be worth more or less than its original cost. Portfolio composition is subject to change due to ongoing management of the fund. References to specific securities or sectors should not be construed as a recommendation by the fund or its adviser. See Schedule of Investments for portfolio weighting at the end of the fiscal quarter.

### **Key asset performance drivers**

rsCompany type	Performance driver Higher oil prices and widening Permian basis differential propelled
Upstream oil and gas producer	non-Permian oil producers
	Higher oil prices and widening Permian basis differential propelled
Upstream oil and gas producer	non-Permian oil producers
	Higher oil prices and widening Permian basis differential propelled
Upstream oil and gas producer	non-Permian oil producers
Heater as all and as a good as a	Higher oil prices and widening Permian basis differential propelled
Upstream oil and gas producer	non-Permian oil producers Higher oil prices and widening Permian basis differential propelled
Unstream oil and das producer	non-Permian oil producers
opolicum on and gas producer	non i cimian on producers
Company type	Performance driver
	Widening Permian basis differential resulting in lower oil prices for Permian
Upstream oil and gas producer Midstream crude oil pipeline company	producers Higher leverage causing need for asset divestitures to fund capital projects
	Upstream oil and gas producer Company type Upstream oil and gas producer

Enbridge Energy Management, L.L.C. Cabot Oil & Gas

Corporation Upstream liquids producer Midstream refined product/crude oil

Buckeye Partners, L.P. pipeline company

Diamondback Energy, Inc.

Energy, Inc. Upstream oil and gas producer

Potential to slow production growth due to delays in the completion of a new pipeline in the Northeast

Weaker than expected earnings tied to storage market fundamentals Widening Permian basis differential resulting in lower oil prices for Permian

producers

(unaudited)

Energy Independence Fund, Inc. (NDP) (continued)

#### Fund structure and distribution policy

The fund is structured to qualify as a Regulated Investment Company ("RIC") allowing the fund to pass-through to shareholders the income and capital gains earned by the fund, thus avoiding double-taxation. To qualify as a RIC, the fund must meet specific income, diversification and distribution requirements. Regarding income, at least 90 percent of the fund's gross income must be from dividends, interest and capital gains. The fund must meet quarterly diversification requirements including the requirement that at least 50 percent of the assets be in cash, cash equivalents or other securities with each single issuer of other securities not greater than 5 percent of total assets. No more than 25 percent of total assets can be invested in any one issuer other than government securities or other RIC's. The fund must also distribute at least 90 percent of its investment company income. RIC's are also subject to excise tax rules which require RIC's to distribute approximately 98 percent of net income and net capital gains to avoid a 4 percent excise tax.

The fund has adopted a distribution policy which intends to distribute an amount closely approximating the total taxable income for the year and, if so determined by the Board, distribute all or a portion of the return of capital paid by portfolio companies during the year. The fund may designate a portion of its distributions as capital gains and may also distribute additional capital gains in the last calendar quarter of the year to meet annual excise distribution requirements. Distribution amounts are subject to change from time to time at the discretion of the Board. Although the level of distributions is independent of the funds' performance in the short term, the fund expects such distributions to correlate with its performance over time.

#### Distributable cash flow and distributions

Distributable cash flow ("DCF") is income from investments less expenses. Income from investments includes the amount received as cash or paid-in-kind distributions from investments and dividend payments on short-term investments. Income also includes the premiums received from sales of covered call options, net of amounts paid to buy back out-of-the-money options. The total expenses include current or anticipated operating expenses and leverage costs.

Distributions received from investments increased approximately 3.2% as compared to 1st quarter 2018, primarily due to higher income on premiums from sales of covered call options. Operating expenses, consisting primarily of fund advisory fees, decreased approximately 3.4% during the quarter due to lower asset-based fees and other operating expenses. Total leverage costs increased approximately 15.7% as compared to 1st quarter 2018, primarily due to an increase in interest rates during the quarter. As a result of the changes in income and expenses, DCF increased by approximately 3.3% as compared to 1st quarter 2018. In addition, the fund had net realized losses on investments of \$17.0 million during 2nd quarter 2018.

The fund maintained its quarterly distribution of \$0.4375 per share during 2nd quarter 2018, which was equal to the distribution paid in the prior quarter and 2nd quarter 2017. The fund has paid cumulative distributions to stockholders of \$10.0625 per share since its inception in July 2012.

The Key Financial Data table discloses the calculation of DCF and should be read in conjunction with this discussion. The difference between income from investments in the DCF calculation and total investment income as reported in the Statement of Operations, is reconciled as follows: (1) the Statement of Operations, in conformity with U.S. generally accepted accounting principles ("GAAP"), recognizes distributions and dividend income from MLPs, common stock and other investments on their ex-dates, whereas the DCF calculation may reflect distributions and dividend income on their pay dates; (2) GAAP recognizes that a significant portion of the cash distributions received from MLPs, common stock and other investments are characterized as a return of capital and therefore excluded from investment income, whereas the DCF calculation includes the return of capital; (3) income from investments in the DCF calculation includes the value of dividends paid-in-kind (additional stock or units), whereas such amounts may not be included as income for GAAP purposes; and (4) net premiums on options written (premiums received less amounts paid to buy back out-of-the-money options) with expiration dates during fiscal quarter are included in the DCF calculation, whereas GAAP recognizes the net effect of options written as realized and unrealized gains (losses).

"Net Investment Income (Loss)" on the Statement of Operations is adjusted as follows to reconcile to DCF for YTD and 2nd quarter 2018 (in thousands):

	YTD 2018	2nd Qtr 2018
Net Investment Loss Adjustments to reconcile to DCF:	\$ (2,296)	\$ (1,453)
Net premiums on options written	11,550 2,730	5,923 1,644

Distributions characterized as return of capital Other DCF

346 152 \$ 12,330 \$ 6,266

## Leverage

The fund's leverage utilization decreased \$2.2 million as compared to 1st quarter 2018. The fund utilizes all floating rate leverage that had an interest rate of 2.80% and represented 26.8% of total assets at quarter-end. The fund has maintained compliance with its applicable coverage ratios. The interest rate on the fund's leverage will vary in the future along with changing floating rates.

Please see the Financial Statements and Notes to Financial Statements for additional detail regarding critical accounting policies, results of operations, leverage and other important fund information.

For further information regarding the calculation of distributable cash flow and distributions to stockholders, as well as a discussion of the tax impact on distributions, please visit www.tortoiseadvisors.com.

(unaudited)

#### NDP 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 the fund believes is meaningful to understanding operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and the fund believes 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 the full financial statements.

	2017 Q2 <sup>(1)</sup>		Q3 <sup>(1)</sup>		Q4 <sup>(1)</sup>		2018 Q1 <sup>(1)</sup>		Q2 <sup>(1)</sup>	
Total Income from Investments										
Distributions and dividends from investments,	\$1,516		\$1,526		\$1,441		\$1,453		\$1,442	
net of foreign taxes withheld	<b>¥</b> 1,515		¥ 1,0=0		¥ ·,···		+ 1,100		¥ ·,··=	
Dividends paid in stock	129		132		135		194		142	
Net premiums on options written	5.425		5.754		5,720		5.627		5.923	
Total from investments	7,070		7,412		7,296		7,274		7,507	
Operating Expenses Before Leverage Costs	.,		.,		.,		.,		.,	
Advisory fees, net of fees waived	791		686		681		693		662	
Other operating expenses	140		135		125		141		144	
amer abaraning anternace	931		821		806		834		806	
Distributable each flow hefers leverage each	6,139		-				6,440		6.701	
Distributable cash flow before leverage costs	285		6,591 322		6,490 325		6,440 376		435	
Leverage costs <sup>(2)</sup> Distributable Cash Flow <sup>(3)</sup>			-							
Net realized gain (loss) on investments and foreign	\$5,854		\$6,269		\$6,165		\$6,064		\$6,266	
currency translation, for the period	\$(6,084)		\$(2,332	١	\$(18,793	1	\$5,881		\$(16,976	2 \
As a percent of average total assets <sup>(4)</sup>	Ψ (0,004 )		Ψ (2,002	,	ψ(10,730	' )	ψ5,001		φ(10,370	,
Total from investments	9.70	%	11.55	%	11.60	%	11.56	%	12.33	%
Operating expenses before leverage costs		%	1.28	%	1.28	%	1.32	%	1.32	%
Distributable cash flow before leverage costs	-	%	10.27	%	10.32	%	10.24	%	11.01	%
As a percent of average net assets <sup>(4)</sup>	0.42	70	10.27	70	10.02	70	10.24	70	11.01	70
Total from investments	12.60	%	15.93	%	15.77	%	15.42	%	17.01	%
Operating expenses before leverage costs		%	1.76	%	1.74	%	1.77	%	1.83	%
Leverage costs		%	0.69	%	0.70	%	0.80	%	0.99	%
Distributable cash flow		%	13.48	%	13.33	%	12.85	%	14.19	%
Distributable dash now	10.10	,0	10.10	70	10.00	,0	12.00	,0		,0
Selected Financial Information										
Distributions paid on common stock	\$6.360		\$6,369		\$6,380		\$6,380		\$6,391	
Distributions paid on common stock per share	0.4375		0.4375		0.4375		0.4375		0.4375	
Total assets, end of period	264,083		238,932	2	255,302	2	236,174	1	245,59	3
Average total assets during period <sup>(5)</sup>	289,030		254,645		252,19		255,282		241,58	
Leverage <sup>(6)</sup>	64,600			64,500		68,000		65,800		
Leverage as a percent of total assets		%	27.1	%	25.3	%	28.8	%	26.8	%
Net unrealized depreciation, end of period			(63.116	(63,116) (19,852)		:)	(41,518	)	(4,811	)
Net assets, end of period	198,379		171,942		187,889		166,253		176,26	
Average net assets during period <sup>(7)</sup>	222,615		184,587		185,583		191,359		175,12	
Net asset value per common share	13.63		11.79		12.88		11.38		12.18	
Market value per common share	14.43		12.61		12.39		11.80		12.47	
Shares outstanding (000's)	14,559		14,584		14,584		14,607		14,633	
<b>.</b> ,	,		,		,		,		,	

<sup>(1)</sup> 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.

<sup>(2)</sup> Leverage costs include interest expense and other recurring leverage expenses.

<sup>(3) &</sup>quot;Net investment income (loss)" on the Statement of Operations is adjusted as follows to reconcile to Distributable Cash Flow ("DCF"): increased by net premiums on options written, the return of capital on distributions the distributions paid in stock and the premium on dividends paid in kind.

<sup>(4)</sup> Annualized.

<sup>(5)</sup> Computed by averaging month-end values within each period.

<sup>(6)</sup> Leverage consists of outstanding borrowings under the revolving credit facility.

<sup>(7)</sup> Computed by averaging daily net assets within each period.

# Power and Energy Infrastructure Fund, Inc. (TPZ)

## **Fund description**

TPZ seeks to provide a high level of current income to stockholders, with a secondary objective of capital appreciation. TPZ seeks to invest primarily in fixed income and dividend-paying equity securities of power and energy infrastructure companies that provide stable and defensive characteristics throughout economic cycles.

## **Fund performance review**

The midstream energy market stabilized in the second fiscal quarter following greater clarity on those companies most impacted by the FERC income tax allowance ruling in March. The fund's market-based and NAV-based returns for the fiscal quarter ending May 31, 2018 were 2.1% and 4.1%, respectively (including the reinvestment of distributions). Comparatively, the TPZ Benchmark Composite\* returned 1.7% for the same period. The fund's fixed income holdings restrained performance as midstream energy equity had solid performance during the period.

#### Second fiscal quarter highlights

Monthly distributions paid per share \$0.1250 Distribution rate (as of 5/31/2018) 7.9% Quarter-over-quarter distribution increase 0.0% Year-over-year distribution increase 0.0% Cumulative distribution to stockholders since inception in July 2009 \$14.5250 Market-based total return 2.1% NAV-based total return 4.1% Premium (discount) to NAV (as of 5/31/2018) (9.8)%

The TPZ Benchmark Composite includes the BofA Merrill Lynch U.S. Energy Index (CIEN), the BofA Merrill Lynch U.S. Electricity Index (CUEL) \* and the Tortoise MLP Index® (TMLP). It is comprised of a blend of 70% fixed income and 30% equity securities issued by companies in the power and energy infrastructure sectors.

Please refer to the inside front cover of the report for important information about the fund's distribution policy.

#### Key asset performance drivers

ONEOK, Inc. Plains GP	Midstream natural gas/natural gas liquids pipeline company	NGL volume growth benefitting integrated pipeline network
Holdings, L.P.	Midstream crude oil pipeline company	Expected crude oil production growth from Permian basin
Energy Transfer	Midstream natural gas/natural gas liquids	Charles and are a second and a second as a second
Partners, L.P.	pipeline MLP	Strong volume growth across integrated pipeline network
Tallgrass Energy GP, LP Targa Resources Corp.	Midstream natural gas/natural gas liquids pipeline company Midstream gathering and processing company	Announcement of simplification transaction Permian basin wet gas volume growth

**Enbridge Energy** Higher leverage causing need for asset divestitures to fund capital Management, L.L.C. Midstream crude oil pipeline company projects TransCanada Midstream natural gas/natural gas liquids Higher leverage causing need for asset divestitures to fund capital Corporation pipeline company Buckeye Partners, L.P. Refined product pipeline MLP Weaker than expected earnings tied to storage market fundamentals High leverage leading to need for divestitures and regulation uncertainty Midstream crude oil pipeline company Enbridge Inc. on pipeline project SemGroup Corp

(fixed income) Midstream crude oil pipeline company High leverage requirement to fund projects *Unlike the fund return, index return is pre-expenses.* 

Performance data quoted represent past performance; past performance does not guarantee future results. Like any other stock, total return and market value will fluctuate so that an investment, when sold, may be worth more or less than its original cost. Portfolio composition is subject to change due to ongoing management of the fund. References to specific securities or sectors should not be construed as a recommendation by the fund or its adviser. See Schedule of Investments for portfolio weighting at the end of the fiscal quarter.

(unaudited)

## Fund structure and distribution policy

The fund is structured to qualify as a Regulated Investment Company ("RIC") allowing the fund to pass-through to shareholders the income and capital gains earned by the fund, thus avoiding double-taxation. To qualify as a RIC, the fund must meet specific income, diversification and distribution requirements. Regarding income, at least 90 percent of the fund gross income must be from dividends, interest and capital gains. The fund must meet quarterly diversification requirements including the requirement that at least 50 percent of the assets be in cash, cash equivalents or other securities with each single issuer of other securities not greater than 5 percent of total assets. No more than 25 percent of total assets can be invested in any one issuer other than government securities or other RIC's. The fund must also distribute at least 90 percent of its investment company income. RIC's are also subject to excise tax rules which require RIC's to distribute approximately 98 percent of net income and net capital gains to avoid a 4 percent excise tax.

The fund has adopted a distribution policy which is included on the inside front cover of this report. To summarize, the fund intends to distribute an amount closely approximating the total taxable income for the year and, if so determined by the Board, distribute all or a portion of the return of capital paid by portfolio companies during the year. The fund may designate a portion of its distributions as capital gains and may also distribute additional capital gains in the last calendar quarter of the year to meet annual excise distribution requirements. The fund distributes a fixed amount per common share, currently \$0.125, each month to its common shareholders. This amount is subject to change from time to time at the discretion of the Board. Although the level of distributions is independent of the funds' performance in the short term, the fund expects such distributions to correlate with its performance over time.

#### Distributable cash flow and distributions

Distributable cash flow ("DCF") is income from investments less expenses. Income from investments includes the accrued interest from corporate bonds, cash distributions and paid-in-kind distributions from master limited partnerships ("MLPs") and other equity investments and dividends earned from short-term investments. The total expenses include current or anticipated operating expenses and leverage costs.

Distributions received from investments increased approximately 3.0% as compared to 1st quarter 2018 due primarily to the impact of trading activity within the fund's portfolio. Operating expenses, consisting primarily of fund advisory fees, decreased approximately 1.8% during the quarter due to lower asset-based fees and other operating expenses. Total leverage costs increased approximately 7.2% as compared to 1st quarter 2018, primarily due to an increase in interest rates during the quarter. As a result of the changes in income and expenses, DCF increased approximately 3.7% as compared to 1st quarter 2018. In addition, the fund had net realized gains on investments of \$2.2 million during 2nd quarter 2018.

The fund paid monthly distributions of \$0.125 per share during 2nd quarter 2018, which was unchanged over the prior quarter and 2nd quarter 2017. The fund's Board of Directors has declared monthly distributions of \$0.125 per share to be paid during 3rd quarter 2018. The fund has paid cumulative distributions to stockholders of \$14.525 per share since its inception in July 2009.

The Key Financial Data table discloses the calculation of DCF and should be read in conjunction with this discussion. The difference between income from investments in the DCF calculation and total investment income as reported in the Statement of Operations, is reconciled as follows: (1) U.S. generally accepted accounting principles ("GAAP"), recognizes distribution income from MLPs, common stock and other investments on their ex-dates, whereas the DCF calculation may reflect distribution income on their pay dates; (2) GAAP recognizes that a significant portion of the cash distributions received from MLPs, common stock and other investments are characterized as a return of capital and therefore excluded from investment income, whereas the DCF calculation includes the return of capital; (3) income from investments in the DCF calculation includes the value of dividends paid-in-kind (additional stock or units), whereas such amounts may not be included as income for GAAP purposes; and (4) amortization of premium or discount for all securities is calculated using the yield to worst methodology for GAAP purposes while yield to call is used in calculating amortization for long-dated hybrid securities in the DCF calculation. 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 and realized and unrealized gains (losses) on interest rate swap settlements as leverage costs.

"Net Investment Income (Loss)" on the Statement of Operations is adjusted as follows to reconcile to DCF for YTD and 2nd quarter 2018 (in thousands):

	Y I D 2018	2na Qtr 2018
Net Investment Income (loss)	\$ 643	\$ (261 )
Adjustments to reconcile to DCF:		
Dividends paid in stock	498	230

Distributions characterized as return of capital Other DCF

3,660 2,448 35 45 \$ 4,836 \$ 2,462

#### Leverage

The fund's leverage utilization increased \$2.0 million as compared to 1st quarter 2018 and represented 25.8% of total assets at May 31, 2018. The fund has maintained compliance with its applicable coverage ratios. At quarter-end, including the impact of interest rate swaps, approximately 29% of the leverage cost was fixed, the weighted-average maturity was 0.7 years and the weighted-average annual rate on leverage was 2.63%. These rates will vary in the future as a result of changing floating rates and as swaps mature or are redeemed.

Please see the Financial Statements and Notes to Financial Statements for additional detail regarding critical accounting policies, results of operations, leverage and other important fund information.

For further information regarding the calculation of distributable cash flow and distributions to stockholders, as well as a discussion of the tax impact on distributions, please visit www.tortoiseadvisors.com.

(unaudited)

#### TPZ 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 the fund believes is meaningful to understanding operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and the fund believes 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 the full financial statements.

	2017						2018			
	Q2 <sup>(1)</sup>		Q3(1)		Q4 <sup>(1)</sup>		Q1 <sup>(1)</sup>		Q2 <sup>(1)</sup>	
Total Income from Investments										
Interest earned on corporate bonds	\$1,508		\$1,480		\$1,424		\$1,340		\$1,345	
Distributions and dividends from investments,										
net of foreign taxes withheld	1,657		1,715		1,650		1,697		1,830	
Dividends paid in stock	162		166		218		268		230	
Total from investments	3,327		3,361		3,292		3,305		3,405	
Operating Expenses Before Leverage Costs										
Advisory fees	525		501		487		481		463	
Other operating expenses	130		130		115		130		137	
	655		631		602		611		600	
Distributable cash flow before leverage costs	2,672		2,730		2,690		2,694		2,805	
Leverage costs <sup>(2)</sup>	269		292		287		320		343	
Distributable Cash Flow <sup>(3)</sup>	\$2,403		\$2,438		\$2,403		\$2,374		\$2,462	
Net realized gain (loss) on investments and foreign	<b>4</b> =,		<b>+</b> =,		<b>+</b> =,		<del>+</del> =,=: :		<b>*</b> =, · · · =	
currency										
translation, for the period	\$5,008		\$815		\$(4,503	)	\$1,733		\$2,220	
As a percent of average total assets <sup>(4)</sup>						,				
Total from investments	5.99	%	6.31	%	6.42	%	6.62	%	6.95	%
Operating expenses before leverage costs	1.18	%	1.18	%	1.17	%	1.22	%	1.23	%
Distributable cash flow before leverage costs	4.81	%	5.13	%	5.25	%	5.40	%	5.72	%
As a percent of average net assets <sup>(4)</sup>										
Total from investments	7.84	%	8.45	%	8.60	%	8.78	%	9.51	%
Operating expenses before leverage costs	1.54	%	1.59	%	1.57	%	1.62	%	1.68	%
Leverage costs	0.63	%	0.73	%	0.75	%	0.85	%	0.96	%
Distributable cash flow	5.67	%	6.13	%	6.28	%	6.31	%	6.87	%
Selected Financial Information	ΦΩ CΩ7		<b>ተ</b> 0		<b>ФО 007</b>		<b>#0.007</b>		<b>#0.007</b>	
Distributions paid on common stock Distributions paid on common stock per share	\$2,607 0.3750		\$2,606 0.3750		\$2,607 0.3750		\$2,607 0.3750		\$2,607 0.3750	
Total assets, end of period	213,441	ı	213,99		202,29		196,676	2	198,54	
Average total assets during period <sup>(5)</sup>	220,356		211,40		202,29		202,425		196,34	
Leverage (6)	51,300	,	51,400		53,400		49,200	,	51,200	
Leverage as a percent of total assets	24.0	%	24.0	%	26.4	%	25.0	%	25.8	%
Net unrealized appreciation, end of period	21,461	/0	17,555		15,138		10,686	/0	14,171	
Net assets, end of period	161,413	₹	155,73		148,24		143,808	₹	146,64	
Average net assets during period <sup>(7)</sup>	168,319		157,84		153,56		152,650		142,04	
Net asset value per common share	23.22	,	22.40	•	21.33	•	20.69	,	21.10	•
Market value per common share	21.84		20.33		19.94		19.02		19.04	
Shares outstanding (000's)	6,951		6,951		6,951		6,951		6,951	
( /	-,		-,		-,		-,		-,	

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

<sup>(1)</sup> the period from September through November.

<sup>(2)</sup> Leverage costs include interest expense, interest rate swap expenses and other recurring leverage expenses.

<sup>&</sup>quot;Net investment income (loss)" on the Statement of Operations is adjusted as follows to reconcile to Distributable Cash Flow ("DCF"): increased by the return of capital on distributions, the dividends paid in stock and increased liquidation value and the premium on dividends paid in kind; and

<sup>(3)</sup> decreased by realized and unrealized gains (losses) on interest rate swap settlements.

<sup>(4)</sup> Annualized.

<sup>(5)</sup> Computed by averaging month-end values within each period.

<sup>(6)</sup> Leverage consists of outstanding borrowings under the revolving credit facility.

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

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#### TYG Schedule of Investments (unaudited)

May 31, 2018

	Shares	Fair Value		
Master Limited Partnerships — 157.7%				
Crude Oil Pipelines — 27.0% United States — 27.0%				
Andeavor Logistics LP	3,435,751	\$ 147,393,718		
BP Midstream Partners LP Enbridge Energy Partners, L.P.	1,150,764 6,279,732	24,591,827 61,855,360		
Plains All American Pipeline, L.P.	5,058,264	118,869,204		
Shell Midstream Partners, L.P.	1,071,403	23,988,713 376,698,822		
Natural Gas/Natural Gas Liquids Pipelines — 45.9% United States — 45.9%				
Dominion Energy Midstream Partners. LP	014.075	11 700 100		
Energy Transfer Partners, L.P.	914,075 11,642,117	11,700,160 221,083,802		
Enterprise Products Partners L.P.	5,881,128	169,964,599		
EQT Midstream Partners, LP	1,721,718	96,123,516		
Spectra Energy Partners, LP Tallgrass Energy Partners, LP	1,362,652 2,295,999	41,070,331 100,266,276		
rangrass Energy Farmors, Er	2,200,000	640,208,684		
Natural Gas Gathering/Processing — 34.7% United States — 34.7%				
Antero Midstream Partners LP	2,530,696	76,553,554		
DCP Midstream, LP	1,081,052	45,306,889		
EnLink Midstream Partners, LP  Noble Midstream Partners LP	4,469,701 272,732	76,431,887 14,064,789		
Rice Midstream Partners LP	1,843,425	34.048.060		
Western Gas Partners, LP	2,776,231	143,447,856		
Williams Partners L.P.	2,379,549	94,706,050 484,559,085		
Refined Product Pipelines — 50.1%		404,339,003		
United States — 50.1%	0.000.704	04.044.050		
Buckeye Partners, L.P. Buckeye Partners, L.P. <sup>(2)(3)</sup>	2,338,731 531,133	84,311,253 17,904,494		
Holly Energy Partners, L.P.	3,011,130	88,466,999		
Magellan Midstream Partners, L.P.	2,663,894	186,206,191		
MPLX LP NuStar Energy L.P.	4,478,227 1,365,641	160,813,132 33,376,266		
Phillips 66 Partners LP	1,530,570	80.048.811		
Valero Energy Partners LP	1,180,378	48,383,694		
Total Master Limited Partnerships		699,510,840		
(Cost \$1,953,337,594)		2,200,977,431		
Common Stock — 3.6%				
Natural Gas/Natural Gas Liquids Pipelines — 3.6% United States — 3.6%				
ONEOK, Inc. (Cost \$37,120,862)	734,248	50,046,343		
(000: \$07,120,002)	, 07,270	50,040,040		

#### Preferred Stock — 3.1%

Crude Oil Pipelines — 0.4% United States — 0.4%

SemGroup Corporation, 7.000% <sup>(2)(4)(5)</sup> Natural Gas Gathering/Processing — 1.8%	6,277	6,006,024
United States — 1.8%		
Targa Resources Corp., 9.500% <sup>(2)(4)</sup>	21,758	24,508,022
Oil and Gas Production — 0.9%	,	,,-
United States — 0.9%		
Anadarko Petroleum Corporation,		
7.500%, 06/07/2018	392,800	12,899,552
Total Preferred Stock		
(Cost \$39,486,912)		43,413,598
Private Investment — 1.3%		
Renewables — 1.3%		
United States — 1.3%		
Tortoise HoldCo II, LLC(2)(4)(6)		
(Cost \$31,905,015)	N/A	18,233,731
(,,,		-,, -
Short-Term Investment — 0.0%		
United States Investment Company — 0.0%		
Invesco Government & Agency Portfolio — Institutional Class,		
1.64% <sup>(7)</sup> (Cost \$258,866)	258,866	258,866
Total Investments — 165.7%		•
(Cost \$2,062,109,249)		2,312,929,969
Interest Rate Swap Contracts — 0.0%		_,0:_,0=0,000
\$15,000,000 notional — net unrealized appreciation		66,427
Other Assets and Liabilities — 0.4%		5,362,056
Deferred Tax Liability — (16.9)%		(235,454,350 )
Credit Facility Borrowings — (8.6)%		(119,300,000)
Senior Notes — (28.8)%		(402,500,000)
Mandatory Redeemable Preferred Stock		
at Liquidation Value — (11.8)%		(165,000,000 )
Total Net Assets Applicable to		

 $\begin{tabular}{ll} (1) \label{table} Calculated as a percentage of net assets applicable to common stockholders. \end{tabular}$ 

Restricted securities have a total fair value of \$66,652,271, which represents 4.8% of net assets. See Note 6 to the financial statements for

(2) further disclosure.

Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Buckeye Partners, L.P. by a

- (3) 12.5% discount to the average VWAP of Buckeye Partners, L.P. shares for the ten consecutive trading days prior to the ex-dividend date. Securities have been valued by using significant unobservable inputs in accordance with fair value procedures, as more fully described in Note 2 (4) to the financial statements.
- (5) Security distributions are paid-in-kind. Cash value of the 7.0% coupon is added to the liquidation preference of the preferred stock.
- (6) Deemed to be an affiliate of the fund.

Common Stockholders — 100.0%

- (7) Rate indicated is the current yield as of May 31, 2018.
- (8) See Note 12 to the financial statements for further disclosure.

See accompanying Notes to Financial Statements.

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1,396,104,102

#### NTG Schedule of Investments (unaudited)

May 31, 2018

	Shares	Fair Value
Master Limited Partnerships — 157.7%		
Crude Oil Pipelines — 26.7% United States — 26.7%		
Andeavor Logistics LP BP Midstream Partners LP	1,782,583 669,236	\$ 76,472,811 14,301,573
Enbridge Energy Partners, L.P. Plains All American Pipeline, L.P.	3,648,575 3,133,427	35,938,464 73,635,534
Shell Midstream Partners, L.P.	636,259	14,245,839 214,594,221
Natural Gas/Natural Gas Liquids Pipelines — 48.7% United States — 48.7% Dominion Energy Midstream		
Partners, LP	1,046,211	13,391,501
Energy Transfer Partners, L.P.	7,137,078	135,533,111
Enterprise Products Partners L.P. EQT Midstream Partners, LP	3,901,817 876,720	112,762,511 48,947,278
Spectra Energy Partners, LP	768,567	23,164,609
Tallgrass Energy Partners, LP	1,308,009	57,120,753 390,919,763
Natural Gas Gathering/Processing — 40.3% United States — 40.3%		
Antero Midstream Partners LP	986,395	29,838,449
DCP Midstream, LP	1,037,581	43,485,020
EnLink Midstream Partners, LP	3,314,385	56,675,983
Noble Midstream Partners LP Rice Midstream Partners LP	155,562 1,133,910	8,022,332 20,943,318
Western Gas Partners, LP	1,662,809	85,917,341
Williams Partners L.P.	1,965,491	78,226,542 323,108,985
Refined Product Pipelines — 42.0% United States — 42.0%		
Buckeye Partners, L.P.	1,209,010	43,584,810
Buckeye Partners, L.P. (2)(3)	398,583	13,436,233
Holly Energy Partners, L.P.	1,819,436	53,455,030
Magellan Midstream Partners, L.P. MPLX LP	893,762 2,433,963	62,473,964 87,403,611
NuStar Energy L.P.	793,760	19,399,494
Phillips 66 Partners LP	848,518	44,377,491
Valero Energy Partners LP	319,528	13,097,453 337,228,086
Total Master Limited Partnerships (Cost \$1,187,282,288)		1,265,851,055
Common Stock — 5.9%		
Natural Gas/Natural Gas Liquids Pipelines — 5.9% United States — 5.9%		
ONEOK, Inc.		
(Cost \$35,035,061)	692,991	47,234,267

Preferred Stock — 3.0%

Crude Oil Pipelines — 0.5% United States — 0.5%

SemGroup Corporation, 7.000%(2)(4)(5)  Natural Gas Gathering/Processing — 1.7%	3,763			3,600,553
United States — 1.7%  Targa Resources Corp., 9.500% <sup>(2)(4)</sup> Oil and Gas Production — 0.8%  United States — 0.8%	12,252			13,800,546
Anadarko Petroleum Corporation, 7.500%, 06/07/2018 Total Preferred Stock	199,500			6,551,580
(Cost \$21,613,516)				23,952,679
Short-Term Investment — 0.0%				
United States Investment Company — 0.0%				
Invesco Government & Agency Portfolio — Institutional Class, 1.64% <sup>(6)</sup> (Cost \$134,081)		134,081		134,081
Total Investments — 166.6%		,,,,,,		,,,,
(Cost \$1,244,064,946)				1,337,172,082
Other Assets and Liabilities — (0.4)% Deferred Tax Liability — (11.0)%				(3,393,492) (88,238,303)
Credit Facility Borrowings — (8.6)%				(69,100,000)
Senior Notes — (32.9)%				(264,000,000 )
Mandatory Redeemable Preferred Stock at Liquidation Value — (13.7)%				(110,000,000 )
Total Net Assets Applicable to				(110,000,000)
Common Stockholders — 100.0%		\$	;	802,440,287

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

Restricted securities have a total fair value of \$30,837,332, which represents 3.8% of net assets. See Note 6 to the financial statements for

(2) further disclosure.

Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Buckeye Partners, L.P. by a

(3) 12.5% discount to the average VWAP of Buckeye Partners, L.P. shares for the ten consecutive trading days prior to the ex-dividend date. Securities have been valued by using significant unobservable inputs in accordance with fair value procedures, as more fully described in Note 2

(4) to the financial statements.

(5) Security distributions are paid-in-kind. Cash value of the 7.0% coupon is added to the liquidation preference of the preferred stock.

(6) Rate indicated is the current yield as of May 31, 2018.

See accompanying Notes to Financial Statements.

#### TTP Schedule of Investments (unaudited)

May 31, 2018

Common Stock — 91.2%	Shares		Fair Va	lue
Common Stock — 91.2%				
Crude Oil Pipelines — 32.9%				
Canada — 16.2%				
Gibson Energy Inc. Enbridge Inc.	421,656	188,122	\$	2,582,579 13,100,852
Inter Pipeline Ltd.	421,030	434,018		8,197,672
Pembina Pipeline Corporation	187,888	- ,		6,535,361
United States — 16.7%	070 070			04 570 004
Plains GP Holdings, L.P. SemGroup Corporation	878,270	382,241		21,579,094 9,670,697
Schlaroup Sorporation		502,241		61,666,255
Natural Gas Gathering/Processing — 17.1%				
United States — 17.1% EnLink Midstream, LLC		E20 200		0 290 040
Targa Resources Corp.	280,249	530,288		9,280,040 13,628,509
The Williams Companies, Inc.	200,210	337,385		9,062,161
				31,970,710
Natural Gas/Natural Gas Liquids Pipelines — 29.3% Canada — 8.1%				
TransCanada Corporation		365,598		15,292,964
United States — 21.2%		,		
Cheniere Energy Partners LP		00.000		0.000.000
Holdings, LLC ONEOK, Inc.	375,137	86,096		2,602,682 25,569,338
Tallgrass Energy GP, LP	070,107	534,777		11,503,053
				54,968,037
Oil and Gas Production — 11.9% United States — 11.9%				
Anadarko Petroleum Corporation <sup>(2)</sup>		18,200		1,270,360
Antero Resources Corporation <sup>(2)(3)</sup>	56,800	,		1,085,448
Cabot Oil & Gas Corporation <sup>(2)</sup>	00.000	43,300		989,405
Carrizo Oil & Gas, Inc. <sup>(2)(3)</sup> Cimarex Energy Co. <sup>(2)</sup>	22,600	17,100		570,876 1,588,932
Concho Resources Inc. (2)(3)	19,500	17,100		2,677,545
Continental Resources, Inc.(2)(3)		20,000		1,346,800
Diamondback Energy, Inc. <sup>(2)</sup>	7,300	10.000		881,548
EOG Resources, Inc. <sup>(2)</sup> EQT Corporation <sup>(2)</sup>	33,000	19,300		2,273,733 1,700,820
Laredo Petroleum, Inc. <sup>(2)(3)</sup>	00,000	75,800		703,424
Newfield Exploration Company <sup>(2)(3)</sup>	38,000			1,111,120
Noble Energy, Inc. <sup>(2)</sup> Parsley Energy, Inc. <sup>(2)(3)</sup>	29,800	32,200		1,149,540 878,504
PDC Energy, Inc. (2)(3)	29,600	9,400		568,606
Pioneer Natural Resources Company <sup>(2)</sup>	6,500	-,		1,255,150
Range Resources Corporation <sup>(2)</sup>	FF 666	83,700		1,325,808
WPX Energy, Inc. <sup>(2)(3)</sup>	55,300			1,007,013 22,384,632
Total Common Stock				22,004,002
(Cost \$181,404,910)				170,989,634

Master Limited Partnerships and Related Companies — 39.4%

Crude Oil Pipelines — 8.8%

United States — 8.8% Andeavor Logistics LP BP Midstream Partners LP Enbridge Energy Management, L.L.C. <sup>(4)</sup> Genesis Energy L.P. Shell Midstream Partners, L.P.	28,388 1,024,748 132,089	71,626 46,531	1,217,845 1,530,647 9,735,109 1,021,821 2,957,473 16,462,895
Natural Gas/Natural Gas Liquids Pipelines — 11.6% United States — 11.6% Energy Transfer Equity, L.P. Energy Transfer Partners, L.P. Enterprise Products Partners L.P. EQT Midstream Partners, LP Tallgrass Energy Partners, LP	43,645 145,209 68,079	714,412 3,592	754,186 13,566,684 4,196,540 200,541 2,973,010 21,690,961
Natural Gas Gathering/Processing — 3.8% United States — 3.8% DCP Midstream, LP EnLink Midstream Partners, LP Rice Midstream Partners LP Western Gas Partners, LP	6,327 150,313	92,339 50,531	265,164 1,578,997 2,776,281 2,610,937 7,231,379
Refined Product Pipelines — 15.2% United States — 15.2% Buckeye Partners, L.P. Buckeye Partners, L.P.(5)(6) Holly Energy Partners, L.P. Magellan Midstream Partners, L.P. MPLX LP NuStar Energy L.P. Phillips 66 Partners LP Valero Energy Partners LP	60,021 35,211 135,021 15,417	67,521 168,476 245,647 73,200	2,434,132 2,023,308 4,949,825 2,461,249 8,821,184 3,299,913 3,828,360 631,943
Total Master Limited Partnerships and Related Companies (Cost \$82,216,338)  See accompanying Notes to Financial Statements.			28,449,914 73,835,149
Tortoise			21

#### TTP Schedule of Investments (unaudited) (continued)

May 31, 2018

Preferred Stock — 7.1%	Shares		Fair Value		
Treferred Glock — 7.1%					
Crude Oil Pipelines — 1.5%					
United States — 1.5% SemGroup Corporation., 7.000% <sup>(5)(7)(8)</sup>	2,877		\$	2,752,801	
Natural Gas Gathering/Processing — 1.2%	_,0		•	_,. 0_,00 .	
United States — 1.2% Targa Resources Corp., 9.500% <sup>(5)(7)</sup>	9 -	108		2,374,433	
Oil and Gas Production — 2.9%	۷,	100		2,374,433	
United States — 2.9%					
Anadarko Petroleum Corporation, 7.500%, 06/07/2018	39,500			1,297,180	
Hess Corporation,	,			, ,	
8.000%, 02/01/2019	60,0	000		4,107,900 5,405,080	
Power — 1.5%				3,403,080	
United States — 1.5%					
Sempra Energy, 6.000%, 01/15/2021	28,8	811		2,857,763	
Total Preferred Stock	20,0	,,,		2,007,700	
(Cost \$12,590,724)				13,390,077	
Short-Term Investment — 0.1%					
United States Investment Company — 0.1%					
Invesco Government & Agency Portfolio — Institutional Class,					
1.64% <sup>(9)</sup> (Cost \$143,245)	143,2	245		143,245	
Total Investments — 137.8% (Cost \$276,355,217)				258,358,105	
Total Value of Options Written				230,330,103	
(Premiums received \$340,310) — (0.1)%				(138,412)	
Other Assets and Liabilities — (0.4)% Credit Facility Borrowings — (10.7)%				(675,923 ) (20,100,000)	
Senior Notes — (18.1)%				(34,000,000 )	
Mandatory Redeemable Preferred Stock at Liquidation Value — (8.5)%				(16,000,000 )	
Total Net Assets Applicable to				(10,000,000 )	
Common Stockholders — 100.0%			\$	187,443,770	

- (1) Calculated as a percentage of net assets applicable to common stockholders.
- (2) All or a portion of the security represents cover for outstanding call option contracts written.
- (3) Non-income producing security.

Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Enbridge Energy Partners, L.P. by (4) the average closing price of Enbridge Energy Management, L.L.C. shares for the ten consecutive trading days prior to the ex-dividend date.

Restricted securities have a total fair value of \$7,150,542, which represents 3.8% of net assets. See Note 6 to the financial statements for further (5) disclosure.

- Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Buckeye Partners, L.P. by a
- (6) 12.5% discount to the average VWAP of Buckeye Partners, L.P. shares for the ten consecutive trading days prior to the ex-dividend date. Securities have been valued by using significant unobservable inputs in accordance with fair value procedures, as more fully described in Note 2 (7) to the financial statements.
- (8) Security distributions are paid-in-kind. Cash value of the 7.0% coupon is added to the liquidation preference of the preferred stock.
- (9) Rate indicated is the current yield as of May 31, 2018.

See accompanying Notes to Financial Statements.

#### NDP Schedule of Investments (unaudited)

May 31, 2018

	Shares		Fair Value
Common Stock — 101.4%			
Natural Gas Gathering/Processing — 0.7% United States — 0.7%			
Targa Resources Corp.  Oil and Gas Production — 97.6%	26,507		\$1,289,036
United States — 97.6%			
Anadarko Petroleum Corporation <sup>(2)</sup>	000 000	126,800	8,850,640
Antero Resources Corporation <sup>(2)(3)</sup> Cabot Oil & Gas Corporation <sup>(2)</sup> Carrizo Oil & Gas, Inc. <sup>(2)(3)</sup>	339,000 117,100	662,200	6,478,290 15,131,270 2,957,946
Centennial Resource Development, Inc. <sup>(3)</sup> Cimarex Energy Co. <sup>(2)</sup>	69,900	117,239	2,063,406 6,495,108
Concho Resources Inc. <sup>(2)(3)</sup> Continental Resources, Inc. <sup>(2)(3)</sup>	225,200	83,600	11,479,116 15,164,968
Devon Energy Corporation <sup>(2)</sup> Diamondback Energy, Inc. <sup>(2)</sup>	98,900	254,634	10,585,135 11,943,164
EOG Resources, Inc. <sup>(2)</sup>	107 000	141,800	16,705,458
EQT Corporation <sup>(2)</sup> Laredo Petroleum, Inc. <sup>(2)(3)</sup>	107,800	276,800	5,556,012 2,568,704
Newfield Exploration Company <sup>(2)(3)</sup> Parsley Energy, Inc. <sup>(2)(3)</sup>	180,300	226,000	5,271,972 6,662,480
PDC Energy, Inc. <sup>(2)(3)</sup> Pioneer Natural Resources Company <sup>(2)</sup>	49,100	114,400	2,970,059 22,090,640
Range Resources Corporation <sup>(2)</sup>	460,300	·	7,291,152
SM Energy Company <sup>(2)</sup> Wildhorse Resource Development		97,200	2,546,640
Corporation <sup>(2)(3)</sup> WPX Energy, Inc. <sup>(2)(3)</sup>	107,600	454,000	2,890,136 8,267,340
Oilfield Services — 3.1%			173,969,636
United States — 3.1%			
Fairmount Santrol Holdings Inc. (2)(3) U.S. Silica Holdings, Inc. (2)	117,100	337,800	1,901,814 3,621,903 5,523,717
Total Common Stock			3,323,717
(Cost \$187,416,205)			180,782,389
Master Limited Partnerships and Related Companies — 34.3%			
Crude Oil Pipelines — 8.5% United States — 8.5%			
Andeavor Logistics LP BP Midstream Partners LP	57,607	70,583	2,471,340 1,508,359
Enbridge Energy Management, L.L.C. <sup>(4)</sup> Plains All American Pipeline, L.P.	420,585		3,995,557
Shell Midstream Partners, L.P.	139,785	168,322	3,955,567 3,129,786 15,060,609
Natural Gas/Natural Gas Liquids Pipelines — 6.4% United States — 6.4%			10,000,009
Energy Transfer Equity, L.P.	44,365	240.000	766,627
Energy Transfer Partners, L.P. EQT Midstream Partners, LP	24,303	342,200	6,498,378 1,356,837
Spectra Energy Partners, LP		61,928	1,866,510

Tallgrass Energy Partners, LP  Natural Gas Gathering/Processing — 7.6%	20,140		879,514 11,367,866
United States — 7.6% Antero Midstream Partners LP DCP Midstream, LP EnLink Midstream Partners, LP Noble Midstream Partners LP Rice Midstream Partners LP Western Gas Partners, LP Williams Partners L.P.	75,672 86,700 40,357 42,688	123,274 25,215 17,480	2,289,078 5,166,413 1,482,570 1,300,338 745,394 903,192 1,698,982
Refined Product Pipelines — 11.8% United States — 11.8% Buckeye Partners, L.P. Buckeye Partners, L.P.(5)(6) Holly Energy Partners, L.P. Magellan Midstream Partners, L.P. MPLX LP NuStar Energy L.P. Phillips 66 Partners LP Valero Energy Partners LP	36,581 166,922 121,726 85,677	56,411 22,216 59,614 26,106	13,585,967 1,318,745 1,901,615 4,904,168 1,552,898 4,371,181 1,456,966 4,480,907 1,070,085 21,056,565
Total Master Limited Partnerships and Related Companies (Cost \$60,851,308) See accompanying Notes to Financial Statements.			61,071,007
Tortoise			23

#### NDP Schedule of Investments (unaudited) (continued)

May 31, 2018

	Shares		Fair Value
Preferred Stock — 1.9%			
Natural Gas Gathering/Processing — 1.2% United States — 1.2%		•	
Targa Resources Corp., 9.500% <sup>(5)(7)</sup> Oil and Gas Production — 0.7%	1,997	\$	2,249,403
United States — 0.7%			
Anadarko Petroleum Corporation, 7.500%, 06/07/2018 Total Preferred Stock (Cost \$3,081,404)	36,900		1,211,796 3,461,199
Short-Term Investment — 0.1%			
United States Investment Company — 0.1% Invesco Government & Agency Portfolio — Institutional Class,			
1.64% <sup>(8)</sup> (Cost \$149,556)	149,556		149,556
Total Investments — 137.7% (Cost \$251,498,473)			245,464,151
Total Value of Options Written (Premiums received \$1,872,735) — (0.4)%			(648,957)
Other Assets and Liabilities — (0.4)% Credit Facility Borrowings — (36.9)% Total Net Assets Applicable to			(753,222 ) (65,800,000)
Common Stockholders — 100.0%		\$	178,261,972

- (1) Calculated as a percentage of net assets applicable to common stockholders.
- (2) All or a portion of the security represents cover for outstanding call option contracts written.
- (3) Non-income producing security.

Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Enbridge Energy Partners, L.P. by (4) the average closing price of Enbridge Energy Management, L.L.C. shares for the ten consecutive trading days prior to the ex-dividend date. Restricted securities have a total fair value of \$4,151,018, which represents 2.3% of net assets. See Note 6 to the financial statements for further (5) disclosure.

Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Buckeye Partners, L.P. by a (6) 12.5% discount to the average VWAP of Buckeye Partners, L.P. shares for the ten consecutive trading days prior to the ex-dividend date. Securities have been valued by using significant unobservable inputs in accordance with fair value procedures, as more fully described in Note 2 (7) to the financial statements.

(8) Rate indicated is the current yield as of May 31, 2018.

See accompanying Notes to Financial Statements.

#### TPZ Schedule of Investments (unaudited)

May 31, 2018

	Principal	Fair Value
Corporate Bonds — 65.7%	Amount	Fair Value
Crude Oil Pipelines — 10.5% Canada — 5.4%		
Enbridge Inc.,		
5.500%, 07/15/2077	\$ 8,500,000	\$7,851,875
United States — 5.1% SemGroup Corp.,		
6.375%, 03/15/2025	6,000,000	5,670,000
SemGroup Corp.,	0.000.000	1 005 000
5.625%, 11/15/2023	2,000,000	1,865,000 15,386,875
Natural Gas/Natural Gas Liquids Pipelines — 25.6% Canada — 4.7%		
TransCanada Corporation,	7,000,000	0.000.000
5.625%, 05/20/2075 United States — 20.9%	7,000,000	6,860,000
Cheniere Corp.,		
7.000%, 06/30/2024	4,000,000	4,380,040
Cheniere Corp., 5.875%, 03/31/2025	2,000,000	2,087,500
Columbia Pipeline Group, Inc.,		
3.300%, 06/01/2020 Florida Gas Transmission Co., LLC,	2,000,000	1,996,148
5.450%, 07/15/2020 <sup>(2)</sup>	1,500,000	1,561,347
Kinder Morgan, Inc.,	4 000 000	4 074 700
6.500%, 09/15/2020 Kinder Morgan, Inc.,	4,000,000	4,271,792
4.300%, 03/01/2028	3,000,000	2,941,830
Midcontinent Express Pipeline LLC,	0.000.000	0.055.000
6.700%, 09/15/2019 <sup>(2)</sup> ONEOK, Inc.,	2,000,000	2,055,000
4.250%, 02/01/2022	4,500,000	4,588,200
ONEOK, Inc., 7.500%, 09/01/2023	2,000,000	2,325,516
Ruby Pipeline, LLC,	2,000,000	2,323,310
6.000%, 04/01/2022 <sup>(2)</sup>	1,340,909	1,420,314
Southern Star Central Corp., 5.125%, 07/15/2022 <sup>(2)</sup>	3,000,000	3,022,500
5.1.2576, 677.16.2022	0,000,000	37,510,187
Natural Gas Gathering/Processing — 11.5% United States — 11.5%		
Blue Racer Midstream, LLC,		
6.125%, 11/15/2022 <sup>(2)</sup>	4,000,000	4,070,880
DCP Midstream LLC,		
9.750%, 03/15/2019 <sup>(2)</sup> The Williams Companies, Inc.,	4,000,000	4,207,880
7.875%, 09/01/2021	5,000,000	5,601,250
The Williams Companies, Inc.,	0.000.000	0.011.050
4.550%, 06/24/2024	3,000,000	3,011,250 16,891,260
Oil and Gas Production — 1.6%		, - ,
United States — 1.6% Carrizo Oil & Gas, Inc.,		
7.500%, 09/15/2020	215,000	216,075

EQT Corporation, 8.125%, 06/01/2019	2,000,000	2,096,762 2,312,837
Power/Utility — 15.0%		
United States — 15.0%		
The AES Corporation, 5.500%, 04/15/2025	4,000,000	4,040,000
5.500%, 04/15/2025 CMS Energy Corp.,	4,000,000	4,040,000
8.750%, 06/15/2019	1,729,000	1,822,940
Dominion Resources, Inc.,	1,720,000	1,022,010
5.750%, 10/01/2054	4,000,000	4,234,940
Duquesne Light Holdings, Inc.,		
6.400%, 09/15/2020(2)	3,000,000	3,189,975
Duquesne Light Holdings, Inc.,		
5.900%, 12/01/2021 <sup>(2)</sup>	2,000,000	2,142,716
NRG Energy, Inc.,	0.000.000	0.000.000
6.250%, 07/15/2022 NRG Yield Operating LLC,	2,000,000	2,060,000
5.375%, 08/15/2024	2,500,000	2,487,500
NV Energy, Inc.,	2,000,000	2,407,000
6.250%, 11/15/2020	1,000,000	1,073,238
Pattern Energy Group Inc.,		
5.875%, 02/01/2024 <sup>(2)</sup>	1,000,000	1,012,500
		22,063,809
Refining — 1.5%		
United States — 1.5%		
HollyFrontier Corporation,	2,000,000	0.154.400
5.875%, 04/01/2026 Total Corporate Bonds	2,000,000	2,154,400
(Cost \$95,340,812)		96,319,368
See accompanying Notes to Financial Statements.		30,010,000
Tortoise		25
		_0

#### TPZ Schedule of Investments (unaudited) (continued)

May 31, 2018

	Shares		Fair Value	
Master Limited Partnerships and Related Companies — 38.0%				
Crude Oil Pipelines — ৪.1%				
United States — 8.1%		50.004	Φ 0.450.000	
Andeavor Logistics LP BP Midstream Partners LP	56,069	50,201	\$ 2,153,623 1,198,195	
Enbridge Energy Management, L.L.C. <sup>(3)</sup> Shell Midstream Partners, L.P.	89,044	680,957	6,469,089 1,993,695	
Natural Gas/Natural Gas Liquids Pipelines — 10.5%			11,814,602	
United States — 10.5% Energy Transfer Partners, L.P.	560,771		10,649,041	
Enterprise Products Partners L.P.		98,682	2,851,910	
Tallgrass Energy Partners, LP	44,952		1,963,054 15,464,005	
Natural Gas Gathering/Processing — 4.9% United States — 4.9%				
EnLink Midstream Partners, LP Rice Midstream Partners LP	128,687	102,565	2,200,548 1,894,376	
Western Gas Partners, LP	59,565	102,000	3,077,723	
Refined Product Pipelines — 14.5%			7,172,647	
United States — 14.5% Buckeye Partners, L.P.	39,201		1,413,196	
Buckeye Partners, L.P. <sup>(2)(4)</sup> Holly Energy Partners, L.P.	147,585	47,320	1,595,157 4,336,047	
Magellan Midstream Partners, L.P. MPLX LP	140,992	36,250	2,533,875 5,063,022	
NuStar Energy L.P.		102,338	2,501,141	
Phillips 66 Partners LP Valero Energy Partners LP	53,422	24,067	2,793,971 986,506	
Total Master Limited Partnerships			21,222,915	
and Related Companies (Cost \$50,913,899)			55,674,169	
Common Stock — 23.1%				
Crude Oil Pipelines — 4.9% United States — 4.9%				
Plains GP Holdings, L.P.  Natural Gas/Natural Gas Liquids Pipelines — 12.5%	292,549		7,187,929	
United States — 12.5% Cheniere Energy Partners LP				
Holdings, LLC ONEOK, Inc.	138,376	68,680	2,076,196 9,431,707	
Tallgrass Energy GP, LP	100,070	318,878	6,859,066	
Natural Gas Gathering/Processing — 5.7%			18,366,969	
United States — 5.7% EnLink Midstream LLC		125,234	2,191,595	
Targa Resources Corp.	125,849		6,120,037 8,311,632	
Total Common Stock (Cost \$25,842,040)			33,866,530	
See accompanying Notes to Financial Statements.			55,000,550	

#### TPZ Schedule of Investments (unaudited) (continued)

May 31, 2018

D. (   O	Shares		Fair V	alue
Preferred Stock — 6.0%				
Crude Oil Pipelines — 1.4%				
United States — 1.4%				
SemGroup Corporation,				
7.000%(2)(5)(6)	2,120		\$	2,028,480
Natural Gas Gathering/Processing — 1.3%				
United States — 1.3%				
Targa Resources Corp.,				
9.500%(2)(5)		1,685		1,897,970
Oil and Gas Production — 0.5%				
United States — 0.5%				
Anadarko Petroleum Corporation,				
7.500%, 06/07/2018	24,400			801,296
Power/Utility — 2.8%				
United States — 2.8% DTE Energy,				
6.500%, 10/01/2019		39.600		2,038,608
Sempra Energy,		39,000		2,030,000
6.000%, 01/15/2021	21,189			2,101,737
0.00070, 01710/2021	21,100			4,140,345
Total Preferred Stock				.,,
(Cost \$8,608,787)				8,868,091
				, ,
Short-Term Investment — 0.1%				
United States Investment Company — 0.1%				
Invesco Government & Agency Portfolio — Institutional Class,				
1.64% <sup>(7)</sup> (Cost \$194,156)		194,156		194,156
Total Investments — 132.9%		101,100		101,100
(Cost \$180,899,694)				194,922,314
Interest Rate Swap Contracts — 0.1%				104,022,014
\$15,000,000 notional — net unrealized appreciation				148,479
Other Assets and Liabilities — 1.9%				2,778,567
Credit Facility Borrowings — (34.9)%				(51,200,000 )
Total Net Assets Applicable to				, , , , ,
Common Stockholders — 100.0%			\$	146,649,360

<sup>(1)</sup> Calculated as a percentage of net assets applicable to common stockholders.

Restricted securities have a total fair value of \$28,204,719 which represents 19.2% of net assets. See Note 6 to the financial statements for

Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Enbridge Energy Partners, L.P. by (3) the average closing price of Enbridge Energy Management, L.L.C. shares for the ten consecutive trading days prior to the ex-dividend date.

Security distributions are paid-in-kind. Rate determined by dividing the cash value of a distribution declared by Buckeye Partners, L.P. by a

See accompanying Notes to Financial Statements.

<sup>(2)</sup> further disclosure.

<sup>(4) 12.5%</sup> discount to the average VWAP of Buckeye Partners, L.P. shares for the ten consecutive trading days prior to the ex-dividend date. Securities have been valued by using significant unobservable inputs in accordance with fair value procedures, as more fully described in Note 2 (5) to the financial statements.

<sup>(6)</sup> Security distributions are paid-in-kind. Cash value of the 7.0% coupon is added to the liquidation preference of the preferred stock.

<sup>(7)</sup> Rate indicated is the current yield as of May 31, 2018.

<sup>(8)</sup> See Note 12 to the financial statements for further disclosure.

# Schedule of Interest Rate Swap Contracts (unaudited) May 31, 2018

		_
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Counterparty The Bank of Nova Scotia The Bank of Nova Scotia	Maturity Date 09/02/2018 09/02/2021	Notional Amount \$ 5,000,000 10,000,000 \$ 15,000,000	Fixed Rate Paid by TYG 1.815% 2.381%	Floating Rate Received by TYG 1-month U.S. Dollar LIBOR 1-month U.S. Dollar LIBOR	Unrealized Appreciation \$ 3,358 63,069 \$ 66,427
TPZ					
	Maturity	Notional	Fixed Rate Paid by	Floating Rate Received by	Unrealized
Counterparty	Date	Amount	TPZ	TPZ	Appreciation
Wells Fargo Bank, N.A.	08/06/2018	\$ 6,000,000	1.950%	3-month U.S. Dollar LIBOR	\$ 111,027
Wells Fargo Bank, N.A.	11/29/2019	6,000,000	1.330%	3-month U.S. Dollar LIBOR	6,107
Wells Fargo Bank, N.A.	08/06/2020	3,000,000	2.180%	3-month U.S. Dollar LIBOR	31,345
		\$ 15,000,000			\$ 148,479
See accompanying Notes to Financial Statem	ients.				
28					Tortoise

#### Schedule of Options Written (unaudited)

May 31, 2018

#### TTP

115					
	Expiration	Strike			
Call Options Written	Date	Price	Contracts	Notional Value	Fair Value
Anadarko Petroleum Corporation	June 2018	\$ 74.50	182	\$ 1,355,900	\$ (4,277 )
Antero Resources Corporation	June 2018	20.00	568	1,136,000	(11,360)
Cabot Oil & Gas Corporation	June 2018	25.00	433	1,082,500	(6,495)
Carrizo Oil & Gas, Inc.	June 2018	27.00	100	270,000	(4,200)
Carrizo Oil & Gas, Inc.	June 2018	28.25	126	355,950	(2,347 )
Cimarex Energy Co.	June 2018	103.50	171	1,769,850	(2,899)
Concho Resources Inc.	June 2018	157.50	195	3,071,250	(1,578 )
Continental Resources, Inc.	June 2018	72.50	200	1,450,000	(6,000)
Diamondback Energy, Inc.	June 2018	145.00	73	1,058,500	(365)
EOG Resources, Inc.	June 2018	131.50	193	2,537,950	(804)
EQT Corporation	June 2018	56.25	330	1,856,250	(9,051)
Laredo Petroleum, Inc.	June 2018	10.25	758	776,950	(7,012)
Newfield Exploration Company	June 2018	30.50	380	1,159,000	(15,869)
Noble Energy, Inc.	June 2018	38.35	322	1,234,870	(5,222)
Parsley Energy, Inc.	June 2018	33.45	298	996,810	(2,663 )
PDC Energy, Inc.	June 2018	67.00	94	629,800	(1,708)
Pioneer Natural Resources Company	June 2018	220.00	65	1,430,000	(812 )
Range Resources Corporation	June 2018	16.00	837	1,339,200	(50,220)
•	June 2018	20.00	553	1,106,000	(5,530)
WPX Energy, Inc.		20.00	555		,
Total Value of Call Options Written (Premiums received)	red \$340,310)			\$ 24,616,780	\$ (138,412)

#### NDP

	Expiration	Strike			
Call Options Written	Date	Price	Contracts	Notional Value	Fair Value
Anadarko Petroleum Corporation	June 2018	\$ 75.00	724	\$ 5,430,000	\$ (17,376 )
Anadarko Petroleum Corporation	June 2018	76.00	544	4,134,400	(6,800)
Antero Resources Corporation	June 2018	20.80	3,390	7,051,200	(20,774)
Cabot Oil & Gas Corporation	June 2018	25.25	6,622	16,720,550	(54,765)
Carrizo Oil & Gas, Inc.	June 2018	29.00	1,171	3,395,900	(19,907)
Cimarex Energy Co.	June 2018	106.50	699	7,444,350	(5,974)
Concho Resources Inc.	June 2018	165.00	836	13,794,000	(4,180 )
Continental Resources, Inc.	June 2018	72.50	2,252	16,327,000	(67,560)
Devon Energy Corporation	June 2018	45.00	2,546	11,457,000	(61,104)
Diamondback Energy, Inc.	June 2018	145.50	989	14,389,950	(3,354)
EOG Resources, Inc.	June 2018	135.00	1,418	19,143,000	(3,545)
EQT Corporation	June 2018	57.00	1,078	6,144,600	(22,756)
Fairmount Santrol Holdings Inc.	June 2018	6.80	3,378	2,297,040	(6,240 )
Laredo Petroleum, Inc.	June 2018	10.65	2,768	2,947,920	(14,708)
Newfield Exploration Company	June 2018	31.45	1,803	5,670,435	(37,278)
Parsley Energy, Inc.	June 2018	35.00	2,260	7,910,000	(11,300)
PDC Energy, Inc.	June 2018	69.00	491	3,387,900	(3,385)
Pioneer Natural Resources Company	June 2018	225.00	1,144	25,740,000	(14,300)
Range Resources Corporation	June 2018	16.35	4,603	7,525,905	(194,476)
SM Energy Company	June 2018	29.00	972	2,818,800	(21,099)
US Silica Holdings Inc.	June 2018	35.00	1,171	4,098,500	(5,855)
Wildhorse Resource Development Corporation	June 2018	29.00	1,076	3,120,400	(23,908)
WPX Energy, Inc.	June 2018	20.50	4,540	9,307,000	(28,313 )
Total Value of Call Options Written (Premiums received	red \$1,872,735)			\$ 200,255,850	\$ (648,957)

**Total Value of Call Options Written** (Premiums received \$1,872,735) See accompanying Notes to Financial Statements.

#### Statements of Assets & Liabilities (unaudited)

May 31, 2018

	Tortoise Energy Infrastructure	Tortoise MLP
	Corp.	Fund, Inc.
Assets	¢ 2.204.606.228	Ф 1 007 170 000
Investments in unaffiliated securities at fair value <sup>(1)</sup> Investments in affiliated securities at fair value <sup>(2)</sup>	\$ 2,294,696,238	\$ 1,337,172,082
Receivable for Adviser fee waiver	18,233,731 99,534	_
Receivable for investments sold	33,334	_
Unrealized appreciation of interest rate swap contracts, net	66,427	
Dividends, distributions and interest receivable from investments	791,963	428,388
Current tax asset	13,899,297	595,221
Prepaid expenses and other assets	785,578	468,153
Total assets	2,328,572,768	1,338,663,844
Liabilities	2,020,072,700	1,000,000,044
Call options written, at fair value <sup>(3)</sup>	_	_
Payable to Adviser	3,501,046	2,038,373
Accrued directors' fees and expenses	41,555	39,552
Payable for investments purchased	219,919	_
Accrued expenses and other liabilities	8,379,818	3,660,792
Deferred tax liability	235,454,350	88,238,303
Credit facility borrowings	119,300,000	69,100,000
Senior notes, net <sup>(4)</sup>	401,840,677	263,670,125
Mandatory redeemable preferred stock, net <sup>(5)</sup>	163,731,301	109,476,412
Total liabilities	932,468,666	536,223,557
Net assets applicable to common stockholders	\$ 1,396,104,102	\$ 802,440,287
Net Assets Applicable to Common Stockholders Consist of:		
Capital stock, \$0.001 par value per share	\$ 52,698	\$ 47,406
Additional paid-in capital	881,733,851	526,384,462
Undistributed (accumulated) net investment income (loss), net of income taxes	(264,717,748)	(150,950,498)
Undistributed (accumulated) net realized gain (loss), net of income taxes	1,018,398,525	312,821,239
Net unrealized appreciation (depreciation), net of income taxes	(239,363,224 )	114,137,678
Net assets applicable to common stockholders	\$ 1,396,104,102	\$ 802,440,287
Capital shares:		
Authorized	100,000,000	100,000,000
Outstanding	52,697,884	47,406,283
Net Asset Value per common share outstanding (net assets applicable		
to common stock, divided by common shares outstanding)	\$ 26.49	\$ 16.93
(1) Investments in unaffiliated securities at cost	\$ 2,030,204,234	\$ 1,244,064,946
(2) Investments in affiliated securities at cost	\$ 31,905,015	\$ —
(3) Call options written, premiums received	\$ —	\$ <b>—</b>
(4) Deferred debt issuance and offering costs	\$ 659,323	\$ 329,875
(5) Deferred offering costs	\$ 1,268,699	\$ 523,588
See accompanying Notes to Financial Statements.		

Tortoise		Tortoise Power
Pipeline	Tortoise Energy	and Energy
& Energy	Independence	Infrastructure
Fund, Inc.	Fund, Inc.	Fund, Inc.
\$258,358,105	\$ 245,464,151	\$ 194,922,314
—	—	—
—	—	—
_	_ _	1,866,710 148,479
356,871 —	83,236 —	1,568,432
48,577	45,523	34,726
258,763,553	245,592,910	198,540,661
138,412	648,957	
458,019	443,044	307,496
31,315	31,235	29,978
672,920	407,702	353,827
—	—	—
20,100,000	65,800,000	51,200,000
33,937,174	—	—
15,981,943	—	—
71,319,783	67,330,938	51,891,301
\$187,443,770	\$ 178,261,972	\$ 146,649,360
\$10,016	\$ 14,633	\$ 6,951
213,686,650	253,185,090	128,799,420
—	(5,211,478 )	84,727
(8,454,724)	(64,915,728 )	3,587,104
(17,798,172)	(4,810,545 )	14,171,158
\$187,443,770	\$ 178,261,972	\$ 146,649,360
100,000,000	100,000,000	100,000,000
10,016,413	14,632,899	6,951,333
\$18.71	\$ 12.18	\$ 21.10
\$276,355,217	\$ 251,498,473	\$ 180,899,694
\$—	\$ —	\$ —
\$340,310	\$ 1,872,735	\$ —
\$62,826	\$ —	\$ —
\$18,057	\$ —	\$ —

See accompanying Notes to Financial Statements.

**Statements of Operations** (unaudited) Period from December 1, 2017 through May 31, 2018

	Tortoise Energy Infrastructure Corp.	Tortoise MLP
Investment Income Distributions from master limited partnerships Dividends and distributions from common stock Dividends and distributions from preferred stock Dividends from private investment	\$ 85,063,675 1,253,951 1,843,237 250,000	\$ 51,010,411 1,146,880 999,934
Less return of capital on distributions Less foreign taxes withheld Net dividends and distributions from investments Interest from corporate bonds	(96,138,686) — (7,727,823)	(54,565,856) — (1,408,631) —
Dividends from money market mutual funds	1,840	5,472
Total Investment Income (loss) Operating Expenses	(7,725,983 )	(1,403,159 )
Advisory fees Administrator fees Professional fees Directors' fees Stockholder communication expenses Custodian fees and expenses	10,741,135 243,631 190,453 102,098 106,791 47,623	6,347,598 216,405 118,342 87,454 66,288 29,120
Fund accounting fees Registration fees Stock transfer agent fees Franchise fees Other operating expenses  Total Operating Expenses	44,667 23,392 7,144 1,934 93,573 11,602,441	38,003 23,326 6,171 — 51,078 6,983,785
Leverage Expenses Interest expense Distributions to mandatory redeemable preferred stockholders Amortization of debt issuance costs Other leverage expenses	8,999,557 3,460,000 216,345 144,122	6,065,846 2,221,125 116,916 37,298
Total Leverage Expenses	12,820,024	8,441,185
Total Expenses Less fees waived by Adviser (Note 4) Net Expenses Net Investment Income (Loss), before Income Taxes Deferred tax benefit	24,422,465 (162,702 ) 24,259,763 (31,985,746) 6,424,801	15,424,970 — 15,424,970 (16,828,129) 3,266,537
Net Investment Income (Loss)  Realized and Unrealized Gain (Loss) on Investments and Interest Rate Swaps  Net realized gain (loss) on investments in unaffiliated securities  Net realized gain (loss) on options  Net realized loss on interest rate swap settlements  Net realized loss on foreign currency and translation of other	(25,560,945 ) 42,224,787 11,596 (48,437)	(13,561,592) 12,106,622 —
assets and liabilities denominated in foreign currency Net realized gain (loss), before income taxes Deferred tax expense Net realized gain (loss) Net unrealized appreciation (depreciation) of investments in unaffiliated securities Net unrealized depreciation of investments in affiliated securities Net unrealized appreciation of options	42,187,946 (9,546,542 ) 32,641,404 73,580,389 (4,493,829)	12,106,622 (2,718,578 ) 9,388,044 56,180,757
Net unrealized appreciation of interest rate swap contracts  Net unrealized appreciation of other assets and liabilities due to foreign currency translation  Net unrealized appreciation (depreciation), before income taxes	224,130 — 69,310,690	 56,180,757

Deferred tax benefit	109,746,643	33,586,528
Net unrealized appreciation (depreciation)	179,057,333	89,767,285
Net Realized and Unrealized Gain	211,698,737	99,155,329
Net Increase in Net Assets Applicable to Common Stockholders		
Resulting from Operations	\$ 186,137,792	\$ 85,593,737

See accompanying Notes to Financial Statements.

Toı Fund, I	rtoise Pipeline & Energy Inc.	Tortoise Energy Independence Fund, Inc.	Tortoise Power and Energy Infrastructure Fund, Inc.
\$	2,803,040	\$ 2,278,571	\$ 2,183,276
	4,500,146	445,979	1,015,244
	373,855	164,045	248,774
	(5,249,617) (223,372 ) 2,204,052 — 2,206 2,206,258		(3,659,419) (3,565) (215,690) 2,729,263 1,265 2,514,838
	1,414,744	1,354,538	944,013
	51,445	49,256	39,748
	76,972	75,612	73,385
	60,839	60,786	57,820
	35,637	26,226	43,653
	9,931	9,112	5,171
	23,678	23,386	13,976
	12,329	12,874	12,158
	6,694	6,396	7,597
	21,884	21,764	13,986
	1,714,153	1,639,950	1,211,507
	903,723 343,201 28,428 8,976	811,531 — — —	660,912 
	1,284,328	811,531	660,912
	2,998,481	2,451,481	1,872,419
	—	—	—
	2,998,481	2,451,481	1,872,419
	(792,223)	(2,296,720)	642,419
			— 642,419
	(585,363)	(11,095,167)	3,953,354
	(1,522,729 )	914,419	—
	—	—	(8,035)
	(283 ) (2,108,375)	<u>(</u> 10,180,748)	(554 ) 3,944,765
	(2,108,375 ) 9,819,428		3,944,765 (1,073,067)
	170,578 —	1,141,242 —	
	567		234
	9,990,573	15,041,379	(967,138)
	—		—

9,990,573	15,041,379	(967,138 )
7,882,198	4,860,631	2,977,627
\$ 7,089,975	\$	