CorEnergy Infrastructure Trust, Inc.
Form 424B5
November 17, 2014
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Registration NO. 333-176944

The information in this preliminary prospectus supplement, which relates to an effective registration statement under the Securities Act of 1933, as amended, is not complete and may be changed. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell these securities or a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement dated November 17, 2014

PROSPECTUS SUPPLEMENT

(To prospectus dated June 7, 2012)

13,000,000 Shares

Common Stock

We are selling 13,000,000 shares of our common stock.

Our shares of common stock trade on the New York Stock Exchange (NYSE) under the symbol CORR. On November 14, 2014, the last sale price of our shares as reported on the NYSE was $7.19 per share. We intend to use the net proceeds from this offering to fund the acquisition of the ownership and operations of an approximately 263 mile interstate natural gas pipeline system in and around St. Louis and extending into central Missouri.

There are restrictions on transfer and ownership of our common stock intended, among other purposes, to preserve our status as a real estate investment trust for U.S. federal income tax purposes, as described in The Offering section beginning on page S-6 of this prospectus supplement.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page S-8 of this prospectus supplement and on page 11 of the accompanying prospectus.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to us	$	$

The underwriters may also exercise their option to purchase up to an additional 1,950,000 shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.

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

The shares will be ready for delivery on or about November , 2014.

Book-Running Managers

BofA Merrill Lynch **Wells Fargo Securities**

The date of this prospectus supplement is , 2014.

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

We are providing information to you about this offering of our common stock in two parts. The first part is this prospectus supplement, which provides the specific details regarding this offering and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which provides general information, including information about our common stock and information that may not apply to this offering.

This prospectus supplement may add, update or change information contained in or incorporated by reference in the accompanying prospectus. If the information in this prospectus supplement is inconsistent with any information contained in or incorporated by reference in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede the inconsistent information contained in or incorporated by reference in the accompanying prospectus. It is important for you to read and consider all of the information contained in this prospectus supplement and the accompanying prospectus before making your investment decision. You should also read and consider the additional information incorporated by reference in this prospectus supplement and the accompanying prospectus before making your investment decision. See Where You Can Find More Information and Incorporation of Certain Information by Reference in this prospectus supplement and the accompanying prospectus.

Ultra Petroleum leases a substantial portion of our net leased property, which is a significant source of revenues and operating income, and under the requirements of the Exchange Act, we include Summary Consolidated Balance Sheets and Consolidated Statements of Operations for Ultra Petroleum in our periodic reports and incorporate them by reference in this prospectus supplement. Ultra Petroleum is currently subject to the reporting requirements of the Exchange Act and is required to file with the SEC annual reports containing audited financial statements and quarterly reports containing unaudited financial statements. The audited financial statements and unaudited financial statements of Ultra Petroleum can be found on the SEC s website at www.sec.gov. We have not prepared the financial statements of Ultra Petroleum from which the summary information incorporated by reference in this prospectus supplement from our periodic reports is derived and, although we have no reason to believe they are not accurate in all material respects, we are not able to confirm the accuracy of the Ultra Petroleum financial statements. We cannot assure you that there have not been any material adverse changes since the date of the information incorporated by reference in this prospectus supplement.

We have not, and the underwriters have not, authorized any other person to provide you with information or to make any representation other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus that we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of the specified dates. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates. We will advise investors of any material changes to the extent required by applicable law.

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FORWARD LOOKING STATEMENTS

Certain statements included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein may be deemed forward looking statements within the meaning of the federal securities laws. In many cases, these forward looking statements may be identified by the use of words such as will, may, should, could, believes, expects, anticipates, estimates, intends, projects, goals, ob plans, seeks, or similar expressions. Any forward looking statement speaks only as of the date on which it is made and is qualified in its entirety by reference to the factors discussed throughout this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.

Although we believe the expectations reflected in any forward looking statements are based on reasonable assumptions, forward looking statements are not guarantees of future performance or results and we can give no assurance that these expectations will be attained. Our actual results may differ materially from those indicated by these forward looking statements due to a variety of known and unknown risks and uncertainties. In addition to the risk factors discussed in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, such known risk and uncertainties include, without limitation:

- the ability of our tenants and borrowers to make payments under their respective leases, our reliance on certain major tenants and our ability to re-lease properties that become vacant;
- our ability to obtain suitable tenants for our properties;
- changes in economic and business conditions, including the financial condition of our tenants and general economic conditions in the energy industry, and in the particular sectors of that industry served by each of our infrastructure assets;
- the inherent risks associated with owning real estate, including prevailing real estate market conditions, governing laws and regulations, including potential liabilities relating to environmental matters, and illiquidity of real estate investments;
- the impact of laws and governmental regulations applicable to certain of our infrastructure assets, including additional costs imposed on our business or other adverse impacts as a result of any unfavorable changes in such laws or regulations;
- our ability to sell properties at an attractive price;
- our ability to repay debt financing obligations;
- our ability to refinance amounts outstanding under our credit facility at maturity on terms favorable to us;

the loss of any member of our management team;

our ability to comply with certain debt covenants;

our ability to integrate acquired properties and operations into existing operations;

our continued ability to access the debt or equity markets;

the availability of other debt and equity financing alternatives;

market conditions affecting our debt and equity securities;

changes in interest rates under our current credit facility and under any additional variable rate debt arrangements that we may enter into in the future;

our ability to successfully implement our selective acquisition strategy;

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- our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;

- changes in U.S. federal or state tax rules or regulations that could have adverse tax consequences;

- declines in the market value of our investment securities; and

- changes in U.S. federal income tax regulations (and applicable interpretations thereof), or in the composition or performance of our assets that could impact our ability to continue to qualify as a real estate investment trust for U.S. federal income tax purposes.

This list of risks and uncertainties is only a summary and is not intended to be exhaustive. For a discussion of these and other factors that could cause actual results to differ from those contemplated in the forward looking statements, please see the Risk Factors section of this prospectus supplement beginning on page S-8, the Risk Factors section of the accompanying prospectus beginning on page 11 thereof, and the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2013, as amended. We disclaim any obligation to update or revise any forward looking statements to reflect actual results or changes in the factors affecting the forward looking information.

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GLOSSARY OF DEFINED TERMS

Certain of the defined terms used in this prospectus supplement are set forth below.

2011 Pipeline Act: Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011

AFFO: Adjusted Funds from Operations

Ancillary Property: Certain real and personal property associated with the MoGas Transaction, including approximately 10.28 acres of real property owned by UPS that includes office and storage space leased to MoGas Pipeline and land leased to the operator of a small cement plant owned by a third party

Arc Logistics: Arc Logistics Partners LP, the parent of Arc Terminals Holdings LLC

bcf/d: billon cubic feet per day

Black Bison: Black Bison Water Services, LLC

Company or CorEnergy: CorEnergy Infrastructure Trust, Inc.

Corridor: Corridor InfraTrust Management, LLC, an affiliate of Tortoise Capital Advisors, L.L.C.

Corridor Bison: Corridor Bison, LLC

DOT: U.S. Department of Transportation

EIP: Eastern Interconnect Project

EPAct 2005: Energy Policy Act of 2005

Exchange Act: Securities Exchange Act of 1934, as amended

FERC: Federal Energy Regulatory Commission

FFO: Funds from Operations

HCAs: high consequence areas

IRS: Internal Revenue Service

KeyBank: KeyBank National Association

LCP Oregon: LCP Oregon Holdings, LLC

LDCs: Local distribution companies

Lightfoot: Lightfoot Capital Partners, LP

Liquids Gathering System or **Pinedale LGS**: a system of pipelines and central gathering facilities

MMbtu: million British thermal units

MoGas Asset Owners: MoGas Pipeline LLC and United Property Systems, LLC

MoGas Pipeline: MoGas Pipeline LLC

MoGas Transaction: the acquisition of the MoGas Asset Owners

MoGas TRS: Corridor MoGas, Inc., a newly-formed taxable REIT subsidiary for the MoGas Transaction that is wholly-owned by the Company

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Mowood: Mowood, LLC

NGA: Natural Gas Act of 1938

NGPSA: Natural Gas Pipeline Safety Act

NPGA: Natural Gas Policy Act of 1978

Omega: Omega Pipeline, LLC

PHMSA: Pipeline and Hazardous Materials Safety Administration

Pinedale LP: Pinedale Corridor, LP

Pipeline System: an approximately 263 mile pipeline system in and around St. Louis and extending into central Missouri

PIPES Act: Pipeline Inspection, Protection, Enforcement, and Safety Act of 2006

PNM: Public Service Company of New Mexico

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

Prudential: Prudential Financial, Inc.

PSI Act: Pipeline Safety Improvement Act of 2002

Purchase Agreement: the Limited Liability Company Interests Purchase Agreement for the purchase of the MoGas Asset Owners by MoGas TRS

Regions Bank: lender and administrative agent for the syndicate of financial institutions

REIT: real estate investment trust

Seller: Mogas Energy, LLC

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

Ultra Petroleum: Ultra Petroleum Corp.

UPS: United Property Systems, LLC

VantaCore: VantaCore Partners LP

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PROSPECTUS SUPPLEMENT SUMMARY

This summary contains basic information about us and the offering but does not contain all of the information that is important to your investment decision. You should read this summary together with the more detailed information contained elsewhere in this prospectus supplement and the accompanying prospectus, and the documents incorporated herein and therein by reference, especially the information set forth in the Risk Factors section of this prospectus supplement beginning on page S-8 and the Risk Factors section of the accompanying prospectus beginning on page 11 thereof, as well as other information contained in our publicly available filings with the Securities and Exchange Commission. When used in this prospectus supplement, the terms we, us, our and CorEnergy refer to CorEnergy Infrastructure Trust, Inc. and its subsidiaries unless specified otherwise.

The Company

We are primarily focused on acquiring and financing midstream and downstream real estate assets within the U.S. energy infrastructure sector and concurrently entering into long-term triple net participating leases with energy companies. We also may provide other types of capital, including loans secured by energy infrastructure assets. Targeted assets include pipelines, terminals, storage tanks, transmission lines and gathering systems, among others. These sale-leaseback or real property mortgage transactions provide the energy company with a source of capital that is an alternative to sources such as corporate borrowing, bond offerings or equity offerings. We expect to receive participation features in the financial performance or value of the underlying infrastructure real property asset. The triple net lease structure requires that the tenant pay all operating expenses of the business conducted by the tenant, including real estate taxes, insurance, utilities, and expenses of maintaining the asset in good working order.

We intend to acquire assets that are accretive to our stockholders and support our growth as a diversified energy infrastructure real estate investment trust (REIT). Our principal objective is to provide stockholders with an attractive risk-adjusted total return, with an emphasis on distributions and long-term distribution growth.

Acquisition of Entities Owning the MoGas Pipeline System (the MoGas Transaction)

Transaction Terms

MoGas Transaction Overview

On November 17, 2014, the Company entered into a Limited Liability Company Interests Purchase Agreement (the Purchase Agreement) with Mogas Energy, LLC (Seller) to acquire all of the membership interests of two entities that own and operate an approximately 263 mile interstate natural gas pipeline system in and around St. Louis and extending into central Missouri (the Pipeline System) and certain related real and personal property (Ancillary Property). The Pipeline System is regulated by the Federal Energy Regulatory Commission (FERC), delivers natural gas to both investor-owned and municipal local distribution systems and has eight firm transportation customers. The Pipeline System receives natural gas at three receipt points and delivers that natural gas at 22 delivery points.

Limited Liability Company Interests Purchase Agreement

Pursuant to the Purchase Agreement, Seller will transfer to Corridor MoGas, Inc., a newly-formed taxable REIT subsidiary that is wholly-owned by the Company (MoGas TRS) all of the membership interests in the two entities. The aggregate purchase price to be paid is $125.0 million, subject to adjustment in the event the working capital of the entities at closing is above or below a target set forth in the Purchase Agreement.

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Either party has the right to terminate the Purchase Agreement in the event the MoGas Transaction does not close within seven business days of the date of execution of the Purchase Agreement, or November 26, 2014. The Purchase Agreement can be terminated in certain other limited circumstances.

The Company anticipates retaining the 15 employees of the entities after the closing of the Purchase Agreement.

The Company anticipates using all of the proceeds from this offering to capitalize MoGas TRS with debt and equity, permitting it to fund the purchase price due under the Purchase Agreement, together with borrowings under our revolving line of credit. The Company has entered into a commitment letter with Regions Bank, as lender and administrative agent for a syndicate of financial institutions (Regions Bank), for an increase in its existing revolving line of credit to $90 million (subject to Borrowing Base capacity that is currently estimated at approximately $89 million) that it will use to fund the MoGas Transaction. The Company expects to enter into a definitive credit facility prior to the closing of the MoGas Transaction. The amount of the line of credit expected to be used for this transaction is approximately $38.6 million. The remainder will be used for future acquisitions. This will increase our floating rate debt. See Risk Factors Our use of leverage increase the risk of investing in our securities and will increase the cost borne by common stockholders in our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2013. Immediately following the MoGas Transaction, the Company anticipates entering into, at the subsidiary level, an approximately $3.0 million working capital line of credit with Regions Bank to fund the Pipeline System s business.

MoGas TRS Capital Structure

Upon completion of this offering, the Company will make an approximately $37.5 million equity investment in MoGas TRS. In addition, the Company will make a subordinated, secured loan of approximately $87.5 million to MoGas TRS. As a result, MoGas TRS will have a debt to equity ratio of approximately 70:30 immediately following the offering, and the Company loan to MoGas TRS will be subordinated to the $3.0 million working capital revolving line of credit loan by Regions Bank at the subsidiary level.

Subsequent Arrangements

The Company has entered into a non-binding letter of intent that contemplates the sale of selected assets and the operations of the Pipeline System to a third party for $3.5 million. The sale may also include a change in the ownership structure to a triple-net lease arrangement.

These subsequent arrangements are contingent on a number of matters, including execution of mutually acceptable definitive agreements, financing and obtaining regulatory approval.

MoGas Transaction Rationale

We believe that the key characteristics of the MoGas Transaction align with our targeted strategy and investment criteria. Those investment criteria include:

Fixed Asset-Intensive Investments. We target investments in fixed assets that characteristically display relatively inelastic demand, resulting in low volatility and low cyclicality.

Long-life Assets with Stable Cash Flows and Limited Commodity Price Sensitivity. We seek real property assets having the potential to generate stable cash flows over long periods of time. Pipeline System is subject to transportation contracts with long grade counterparties, among others. These contracts are subject to large fixed payments with limited commodity risk. The Pipeline System transports gas to 12 counties in eastern and central Missouri, including the greater St. Louis area.

Growth Opportunities. We generally seek to enter into transactions that provide base cash flow and variable cash flow over the term of the lease or participation in growth opportunities.

Experienced Management Team. We target assets operated by management teams that have a track record of success and that often have substantial knowledge and focus in particular segments of the energy infrastructure sector or with certain types of assets.

Limited Technological Risk. We generally target opportunities involving the application of proven technologies and limited geological, drilling or development risk.

There is no guarantee that the MoGas Transaction will actually be consummated, or consummated on the terms or in the manner described in this prospectus supplement. The offering of our shares described in this prospectus supplement is not conditioned on the closing of the MoGas Transaction.

Structure of the MoGas Transaction

A chart showing the proposed pro forma structure following the MoGas Transaction is set forth below. For additional information on the MoGas Transaction, see The MoGas Transaction .

Current Asset Portfolio

Currently, our most significant asset is the Pinedale LGS, which represents $212 million of our $324 million in consolidated assets as of September 30, 2014.

Pinedale LGS

In December 2012, our subsidiary, Pinedale Corridor, LP (Pinedale LP), acquired from an indirectly wholly-owned subsidiary of Ultra Petroleum Corp. (Ultra Petroleum) a system of gathering, storage, and pipeline facilities (the Liquids Gathering System or Pinedale LGS), with associated real property rights in the Pinedale Anticline in Wyoming. The Pinedale LGS consists of more than 150 miles of pipelines with 107 receipt points and four above-ground central gathering facilities. We then entered into a triple-net lease agreement for these assets with another subsidiary of Ultra Petroleum. The system is used by Ultra Petroleum as a method of separating water, condensate and associated flash gas from a unified stream and subsequently selling or treating and disposing of the separated products. A subsidiary of Prudential Financial, Inc. owns an 18.95 percent economic interest in Pinedale LP.

In addition to the Pinedale LGS, we currently own five other principal assets, as described below.

Portland Terminal Facility

In January 2014, our subsidiary, LCP Oregon Holdings, LLC (LCP Oregon), closed on a purchase and sale agreement. LCP Oregon acquired a petroleum products terminal facility located in Portland, Oregon (the Portland Terminal Facility), with certain associated real property rights for $40 million in cash. LCP Oregon entered into a long-term triple net lease agreement on January 21, 2014, relating to the use of the Portland Terminal Facility with Arc Terminals Holdings LLC, an indirect wholly-owned subsidiary of Arc Logistics.

The Portland Terminal Facility is a rail and marine facility adjacent to the Willamette River in Portland, Oregon. The 42-acre site has 84 tanks with a total storage capacity of approximately 1,500,000 barrels. The Portland Terminal Facility is capable of receiving, storing and delivering crude oil and refined petroleum products. Products are received and delivered via railroad or marine facilities (up to Panamax size vessels). The marine facilities are accessed through a neighboring terminal facility via an owned pipeline. The Portland Terminal Facility offers heating systems, emulsions and an on-site product testing laboratory as ancillary services.

Black Bison Financing Note Receivable

In March 2014, our subsidiary Corridor Bison, LLC (Corridor Bison) entered into a Loan Agreement with Black Bison Water Services, LLC (Black Bison WS), pursuant to which Corridor Bison agreed to loan Black Bison WS up to $11.5 million. Corridor Bison increased the loan to $12 million on July 24, 2014. On July 24, 2014, our taxable REIT subsidiary, CorEnergy BBWS, Inc. entered into a TRS Loan Agreement, pursuant to which CorEnergy BBWS, Inc. agreed to loan Black Bison WS up to $3.3 million. The proceeds of the loan and the TRS loan are to be used by Black Bison WS and its affiliates to finance the acquisition and development of real property that will provide water sourcing, water disposal, or water treating and recycling services for the oil and natural gas industry. Borrowings under the Financing Note Receivable total $15.3 million.

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Eastern Interconnect Project (EIP)

We own a 40 percent undivided interest in the EIP transmission assets, which move electricity across New Mexico between Albuquerque and Clovis. The physical assets include 216 miles of 345 kilovolts transmission lines, towers, easement rights, converters and other grid support components. These assets are leased on a triple net basis through April 1, 2015 to Public Service Company of New Mexico (PNM), an independent electric utility company serving approximately 500 thousand customers in New Mexico. PNM is a subsidiary of PNM Resources Inc. (NYSE: PNM). On November 1, 2012, we entered into a purchase agreement with PNM to sell our interest in the EIP upon lease termination on April 1, 2015 for $7.7 million. PNM also accelerated its remaining lease payments to us. Both lease payments due in 2013 were paid upon execution of that purchase agreement on November 1, 2012. The three remaining lease payments due April 1, 2014, October 1, 2014 and April 1, 2015, were paid in full on January 2, 2014.

Mowood, LLC

Mowood Corridor, Inc. is a wholly-owned taxable REIT subsidiary of the Company. Mowood, LLC (Mowood) is the holding company of Omega Pipeline, LLC (Omega). Omega is a natural gas local distribution company located on the Fort Leonard Wood military installation in south-central Missouri. Omega has a long-term contract with the Department of Defense, which is currently subject to renewal in 2015, to provide natural gas and gas distribution assets to Fort Leonard Wood through Omega s approximately 70 mile pipeline distribution system on the post. In addition, Omega provides natural gas marketing services to several customers in the surrounding area. We own indirectly 100 percent of the equity interests in Mowood.

Lightfoot Capital Partners, LP and Lightfoot Capital Partners GP LLC

We hold a direct investment in Lightfoot Capital Partners, LP (6.7 percent) and Lightfoot Capital Partners GP LLC (1.5 percent) (collectively Lightfoot). Lightfoot s assets include an ownership interest in Gulf LNG, a 1.5 billion cubic feet per day (bcf/d) receiving, storage, and regasification terminal in Pascagoula, Mississippi, and common units and subordinated units representing an approximately 40 percent aggregate limited partner interest, and a noneconomic general partner interest, in Arc Logistics Partners LP (NYSE: ARCX) (Arc Logistics), a fee-based, growth-oriented Delaware limited partnership formed by Lightfoot to own, operate, develop and acquire a diversified portfolio of complementary energy logistics assets that is principally engaged in the terminaling, storage, throughput and transloading of crude oil and petroleum products. In November 2013, Arc Logistics completed its initial public offering of common units. We hold observation rights on Lightfoot s Board of Directors.

VantaCore Partners LP

As of September 30, 2014, we held an approximately 11 percent direct investment in VantaCore Partners LP (VantaCore), a private company. Effective as of October 1, 2014, Natural Resource Partners L.P. completed its acquisition of VantaCore. Our portion of the sale proceeds was approximately $13.6 million, of which $2.9 million will be held in escrow pending certain post-closing obligations or the expiration of certain time periods.

Principal Executive Offices

Our principal executive offices are located at 1100 Walnut Street, Suite 3350, Kansas City, MO 64106. Our telephone number is (816) 875-3705, or toll-free (877) 699-2677. Our website can be found at http://corenergy.corridortrust.com. The information contained on or connected to our website is not, and you must not consider the information to be, a part of this prospectus supplement or the accompanying prospectus.

Recent Developments

Dividend

Our Board of Directors has declared a quarterly cash dividend of $0.130 per share of common stock, payable on November 28, 2014 to all stockholders of record as of the close of business on November 14, 2014. This dividend is not payable with respect to any shares of common stock sold in this offering.

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THE OFFERING

Shares of common stock offered by CorEnergy Infrastructure Trust, Inc.	13,000,000 shares.
Shares of common stock outstanding after the offering	44,648,904 shares (or 46,598,904 shares if the underwriters exercise their option to purchase 1,950,000 additional shares from us in full).
Use of proceeds	We estimate that our net proceeds from this offering, after deducting underwriting discounts and estimated offering expenses, will be approximately $ million (or $ million if the underwriters exercise their option to purchase 1,950,000 additional shares from us). We intend to use the net proceeds from this offering to fund the MoGas Transaction, together with cash on hand and borrowings under our revolving line of credit. See Use of Proceeds and The MoGas Transaction. This offering of shares is not conditioned on the consummation of the MoGas Transaction.
Risk factors	See the Risk Factors section of this prospectus supplement beginning on page S-8, the Risk Factors section of the accompanying prospectus beginning on page 11 thereof, and the risk factors described in Item 1A. Risk Factors in our most recent Annual Report on Form 10-K, as amended, filed with the SEC, which is incorporated by reference herein, for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.
New York Stock Exchange symbol	CORR
REIT status and transfer restrictions	We are a REIT for U.S. federal income tax purposes.
	To assist us in maintaining our qualification as a REIT, among other purposes, our Amended and Restated Charter includes various restrictions on the ownership and transfer of our stock, including among others, a restriction that, subject to certain exceptions, prohibits any person from owning more than 9.8% (in value or in number, whichever is more restrictive) of our outstanding shares of common stock or 9.8% in value of our outstanding shares of capital stock.
Distributions	

Our Board of Directors has indicated that it intends to approve an increase in our quarterly distribution payable to stockholders from $.13 to $.135 per share subject to the closing of the MoGas Transaction. The $.135 per share distribution is expected to apply beginning with the first quarter of 2015. While we intend to continue to make distributions on a quarterly basis to our stockholders out of assets legally available for distribution, there is no assurance that we will continue to make regular distributions. See Risk Factors.

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Our Board of Directors will determine the amount of any distribution. A REIT is generally required to distribute during the taxable year an amount equal to at least 90% of the REIT taxable income (determined under Internal Revenue Code section 857(b)(2), without regard to the deduction for dividends paid). We intend to adhere to this requirement in order to maintain our qualification as a REIT.

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RISK FACTORS

You should carefully consider the risks described below, in the Risk Factors section of the accompanying prospectus beginning on page 11 thereof and in the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2013, as amended, together with all other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before you decide to invest in shares of our common stock.

Risks Related To the MoGas Transaction

MoGas Pipeline s natural gas transmission operations are subject to regulation by the FERC.

MoGas Pipeline s business operations are subject to regulation by the FERC, including the types and terms of services MoGas Pipeline may offer to its customers, construction of new facilities, creation, modification or abandonment of services or facilities, recordkeeping and relationships with affiliated companies. Compliance with these requirements can be costly and burdensome and FERC action in any of these areas could adversely affect MoGas Pipeline s ability to compete for business, construct new facilities, offer new services or recover the full cost of operating its pipelines. This regulatory oversight can result in longer lead times to develop and complete any future project than competitors that are not subject to the FERC s regulations. For example, the contemplated transactions described herein under the heading The MoGas Transaction Subsequent Arrangements cannot be completed prior to the receipt of regulatory approval from the FERC. We cannot give any assurance regarding the likely future regulations under which MoGas Pipeline will operate its natural gas transmission business or the effect such regulations could have on MoGas Pipeline s business, financial condition and results of operations.

Rate regulation could limit MoGas Pipeline s ability to recover the full cost of operating its pipelines, including a reasonable return.

The rates MoGas Pipeline can charge for its natural gas transmission operations are regulated by the FERC pursuant to the Natural Gas Act of 1938 (NGA). Under the NGA, MoGas Pipeline may only charge rates that have been determined to be just and reasonable by the FERC and is prohibited from unduly preferring or unreasonably discriminating against any person with respect to its rates or terms and conditions of service. The FERC establishes both the maximum and minimum rates MoGas Pipeline can charge. The basic elements that the FERC considers are the costs of providing service, the volumes of gas being transported or stored, the rate design, the allocation of costs between services, the capital structure and the rate of return a natural gas company is permitted to earn.

MoGas Pipeline may not be able to recover all of its costs through existing or future rates. Proposed rate increases may be challenged by protest and allowed to go into effect subject to refund. Even if a rate increase is permitted by the FERC to become effective, the rate increase may not be adequate. To the extent MoGas Pipeline s costs increase in an amount greater than its revenues increase, or there is a lag between MoGas Pipeline s cost increases and its ability to file for and obtain rate increases, MoGas Pipeline s operating results would be negatively affected.

MoGas Pipeline s existing rates may be challenged in a proceeding before FERC. In such a proceeding, the FERC may reduce MoGas Pipeline s rates if the FERC finds the rates are not just and reasonable or are unduly discriminatory. Any successful challenge against MoGas Pipeline s rates could have an adverse impact on its future revenues associated with providing transmission services. In addition, future changes to laws, regulations and policies may impair MoGas Pipeline s ability to recover costs, which could adversely impact its financial condition and results of operations.

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MoGas Pipeline could be subject to penalties and fines if it fails to comply with FERC regulations.

Should the FERC find that MoGas Pipeline has failed to comply with all applicable FERC-administered statutes, rules, regulations, and orders, or with the terms of MoGas Pipeline s tariffs on file with the FERC, MoGas Pipeline could be subject to substantial penalties and fines. Under the Energy Policy Act of 2005 (EPAct 2005), the FERC has civil penalty authority under the NGA and Natural Gas Policy Act of 1978 (NGPA) to impose penalties for violations of up to $1,000,000 per day for each violation, to revoke existing certificate authority and to order disgorgement of profits associated with any violation.

The revenues of MoGas Pipeline s business are generated under contracts that are subject to cancellation on an annual basis.

Substantially all of the revenues of MoGas Pipeline s business are generated under transportation contracts which have an initial term of at least one year and renew automatically on a month-to-month basis, but are subject to cancellation by the customer on 365 days notice. If MoGas Pipeline is unable to succeed in replacing any contracts cancelled by local distribution companies (LDCs) or other customers that account for a significant portion of its revenues, or in renegotiating such contracts on terms substantially as favorable as the existing contracts, MoGas Pipeline could suffer a material reduction in its revenues, financial results and cash flows. The maintenance or replacement of existing contracts with MoGas Pipeline s customers at rates sufficient to maintain current or projected revenues and cash flows ultimately depends on a number of factors beyond its control, including competition from other pipelines, the proximity of supplies to the markets, and the price of, and demand for, natural gas. In addition, changes in state regulation of LDCs may cause them to exercise their cancellation rights in order to turn back their capacity when the contracts expire. Recently, two key customer have taken steps to negotiate terms other than those to which they first became subject on November 1 of this year by providing notice of termination to MoGas Pipeline in accordance with the terms of their contracts.

MoGas Pipeline depends on certain key customers for a significant portion of its revenues. The loss of any of these key customers could result in a decline in MoGas Pipeline s business.

MoGas Pipeline relies on certain key customers for a significant portion of its revenues. Laclede Gas, Ameren Energy and Omega Pipeline Company (an affiliate of the Company) accounted for approximately 48%, 24% and 18%, respectively, of MoGas Pipeline s contracted revenues for the year ended December 31, 2013. The loss of all or even a portion of the contracted volumes of these or other customers, as a result of competition, creditworthiness, inability to negotiate extensions or replacements of contracts or otherwise, could have a material adverse effect on MoGas Pipeline s business, financial condition and results of operations, unless it is able to contract for comparable volumes from other customers at favorable rates.

MoGas Pipeline is exposed to the credit risk of its customers and its credit risk management may not be adequate to protect against such risk.

MoGas Pipeline is subject to the risk of loss resulting from nonpayment and/or nonperformance by its customers. MoGas Pipeline s credit procedures and policies may not be adequate to fully eliminate customer credit risk. If MoGas Pipeline fails to adequately assess the creditworthiness of existing or future customers, unanticipated deterioration in their creditworthiness and any resulting increase in nonpayment and/or nonperformance by them and inability to re-market the resulting capacity could have a material adverse effect on MoGas Pipeline s business, financial condition and results of operations. MoGas Pipeline may not be able to effectively re-market such capacity during and after insolvency proceedings involving a customer.

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MoGas Pipeline s operations are subject to operational hazards and unforeseen interruptions. If a significant accident or event occurs that results in a business interruption or shutdown for which MoGas Pipeline is not adequately insured, its operations and financial results could be materially adversely affected.

MoGas Pipeline s operations are subject to many hazards inherent in the transmission of natural gas, including:

- aging infrastructure, mechanical or other performance problems;
- damage to pipelines, facilities and related equipment caused by tornadoes, floods, fires and other natural disasters, explosions and acts of terrorism;
- inadvertent damage from third parties, including from construction, farm and utility equipment;
- leaks of natural gas and other hydrocarbons or losses of natural gas as a result of the malfunction of equipment or facilities;
- operator error;
- environmental hazards, such as natural gas leaks, product and waste spills, pipeline and tank ruptures, and unauthorized discharges of products, wastes and other pollutants into the surface and subsurface environment, resulting in environmental pollution; and
- explosions.

These risks could result in substantial losses due to personal injury and/or loss of life, severe damage to and destruction of property and equipment and pollution or other environmental damage and may result in curtailment or suspension of MoGas Pipeline s related operations or services. A natural disaster or other hazard affecting the areas in which MoGas Pipeline operates could have a material adverse effect on MoGas Pipeline s operations and the financial results of its business.

Pipeline safety integrity programs and repairs may impose significant costs and liabilities on MoGas Pipeline.

The Federal Office of Pipeline Safety within the U.S. Department of Transportation requires pipeline operators to develop integrity management programs to comprehensively evaluate certain areas along their pipelines and to take additional measures to protect pipeline segments located in high consequence areas where a leak or rupture could potentially do the most harm. As an operator, MoGas Pipeline is required to:

- perform ongoing assessments of pipeline integrity;

- identify and characterize applicable threats to pipeline segments that could impact a high consequence area;
- improve data collection, integration and analysis;
- repair and remediate the pipeline as necessary; and
- implement preventative and mitigating actions.

MoGas Pipeline is required to maintain pipeline integrity testing programs that are intended to assess pipeline integrity. Any repair, remediation, preventative or mitigating actions could require significant capital and operating expenditures. Should MoGas Pipeline fail to comply with the Federal Office of Pipeline Safety s rules and related regulations and orders, it could be subject to significant penalties and fines, which could have a material adverse effect on MoGas Pipeline s business, results of operations and financial condition.

Certain of MoGas Pipeline s services may be subject to fixed-price negotiated rate contracts that are not subject to adjustment, even if its cost to perform such services exceeds the revenues received from such contracts.

Under FERC policy, a regulated service provider and a customer may mutually agree to sign a contract for service at a negotiated rate which may be above or below the FERC regulated, cost-based recourse rate for that service. These negotiated rate contracts are not generally subject to adjustment for increased costs which could be produced by inflation or other factors relating to the specific facilities being used to perform the services. Any shortfall of revenue as result of these negotiated rate contracts could decrease MoGas Pipeline s cash flow.

MoGas Pipeline competes with other pipelines.

The principal elements of competition among pipelines are availability of capacity, rates, terms of service, access to supplies, flexibility and reliability of service. Additionally, FERC s policies promote competition in natural gas markets by increasing the number of natural gas transmission options available to MoGas Pipeline s customer base. Any current or future pipeline system or other form of transmission that delivers natural gas into the areas that MoGas Pipeline serves could offer transmission services that are more desirable to shippers than those MoGas Pipeline provides because of price, location, facilities or other factors. Increased competition could reduce the volumes of product MoGas Pipeline transports or, in instances where MoGas Pipeline does not have long-term contracts with fixed rates, could cause MoGas Pipeline to decrease the transmission rates it can charge its customers. Competition could intensify the negative impact of factors that adversely affect the demand for MoGas Pipeline s services, such as adverse economic conditions, weather, higher fuel costs and taxes or other regulatory actions that increase the cost, or limit the use, of products MoGas Pipeline transports.

The expansion of MoGas Pipeline s existing assets and construction of new assets is subject to regulatory, environmental, political, legal and economic risks, which could adversely affect MoGas Pipeline s results of operations and financial condition.

One of the ways MoGas Pipeline may grow its business is through the expansion of its existing assets and construction of additional energy infrastructure assets. The construction of additions or modifications to MoGas Pipeline s existing pipelines, and the construction of other new energy infrastructure assets, involve numerous regulatory, environmental, political and legal uncertainties beyond MoGas Pipeline s control and will require the expenditure of significant capital that it would be required to raise. If MoGas Pipeline undertakes these projects they may not be completed on schedule, at the budgeted cost or at all. Moreover, MoGas Pipeline s revenues may not increase immediately upon the expenditure of funds on a particular project. For instance, if MoGas Pipeline expands a new pipeline, the construction may occur over an extended period of time, and MoGas Pipeline will not receive any material increases in revenues until the project is completed. Any new pipelines may not be able to attract enough throughput to achieve MoGas Pipeline s expected investment return, which could adversely affect its results of operations and financial condition. The construction of new pipelines may also require MoGas Pipeline to obtain new rights-of-way, and it may become more expensive for it to obtain these new rights-of-way or to renew existing rights-of-way. If the cost of renewing or obtaining new rights-of-way increases, MoGas Pipeline s cash flows could be adversely affected, which also could have a material adverse effect on its results of operation and financial condition.

Compliance, or any failure to comply, with existing or new environmental laws or regulations, or an accidental release of pollutants into the environment, could cause MoGas Pipeline to incur significant costs and liabilities and adversely impact its business.

MoGas Pipeline s operations are subject to extensive federal, regional, state and local laws and regulations relating to protection of the environment. These laws include, for example, the Clean Air Act (CAA),

the Clean Water Act, CERCLA, the Resource Conservation and Recovery Act, OPA, OSHA and analogous state laws. These laws and regulations may restrict or impact MoGas Pipeline s business activities in many ways, including requiring the acquisition of permits or other approvals to conduct regulated activities, restricting the manner in which it disposes of wastes, requiring remedial action to remove or mitigate contamination, requiring capital expenditures to comply with pollution control requirements, and imposing substantial liabilities for pollution resulting from its operations. Failure to comply with these laws and regulations may trigger a variety of administrative, civil and criminal enforcement measures, including the assessment of monetary penalties, the imposition of remedial requirements and the issuance of orders enjoining future operations. The resulting costs, some or all of which MoGas Pipeline may not be able to recover through insurance or increased revenues, could have a material adverse effect on its business, results of operations and financial condition.

MoGas Pipeline s assets and operations, as well as its customers assets and operations, can be affected by weather and other natural phenomena.

MoGas Pipeline s assets and operations and its customers assets and operations can be adversely affected by floods, earthquakes, landslides, tornadoes and other natural phenomena and weather conditions, including extreme or unseasonable temperatures, making it more difficult for MoGas Pipeline to realize the historic rates of return associated with its assets and operations. A significant disruption in MoGas Pipeline s or its customers operations, or a significant liability for which MoGas Pipeline is not fully insured, could have a material adverse effect on MoGas Pipeline s business, results of operations, and financial condition.

If third-party pipelines and other facilities interconnected to MoGas Pipeline s pipelines and facilities become unavailable to transport natural gas, MoGas Pipeline s business and revenues could be adversely affected.

MoGas Pipeline depends upon third-party pipelines and other facilities that provide delivery options to and from its pipelines. For example, its pipelines interconnect, directly or indirectly, with virtually every major interstate pipeline in the eastern portion of the U.S. and a significant number of intrastate pipelines. Because MoGas Pipeline does not own these third-party pipelines or facilities, their continuing operation is not within its control. If these pipeline connections were to become unavailable for current or future volumes of natural gas due to repairs, damage, lack of capacity or any other reason, MoGas Pipeline s ability to operate efficiently and continue shipping natural gas to end markets could be restricted, thereby reducing its revenues. Any temporary or permanent interruption at any key pipeline interconnect which causes a material reduction in volumes transported on its pipelines could have a material adverse effect on MoGas Pipeline s business, results of operations and financial condition.

MoGas Pipeline does not own all of the land on which its pipelines are located, which could disrupt MoGas Pipeline s operations.

MoGas Pipeline does not own all of the land on which its pipelines are located, and MoGas Pipeline is therefore subject to the possibility of more onerous terms and/or increased costs to retain necessary land use rights required to conduct its operations. MoGas Pipeline obtains the rights to construct and operate its pipelines on land owned by third parties and governmental agencies for a specific period of time. In certain instances, MoGas Pipeline s rights-of-way may be subordinate to that of government agencies, which could result in costs or interruptions to MoGas Pipeline s service. Restrictions on MoGas Pipeline s ability to use its rights-of-way, through MoGas Pipeline s inability to renew right-of-way contracts or otherwise, could have a material adverse effect on its business, results of operations and financial condition.

The lack of availability of natural gas resources may cause customers to seek alternative energy resources, which could materially affect MoGas Pipeline s revenues, earnings and cash flows.

MoGas Pipeline s natural gas business is dependent on the continued availability of natural gas production and reserves. Prices for natural gas, regulatory limitations on the development of natural gas supplies or a shift in supply sources could adversely affect development of additional reserves and production that are

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accessible by MoGas Pipeline s facilities. Lack of commercial quantities of natural gas available to these assets could cause customers to seek alternative energy resources, thereby reducing their reliance on MoGas Pipeline s services, which in turn would materially affect its revenues, earnings and cash flows.

MoGas Pipeline is exposed to costs associated with lost and unaccounted for volumes.

A certain amount of natural gas is naturally lost in connection with its transmission across a pipeline system, and under MoGas Pipeline s contractual arrangements with its customers, MoGas Pipeline is entitled to retain a specified volume of natural gas in order to compensate it for such lost and unaccounted for volumes as well as the natural gas used to run MoGas Pipeline s compressor stations, which we refer to as fuel usage. The level of fuel usage and lost and unaccounted for volumes on MoGas Pipeline s transmission system may exceed the natural gas volumes retained from its customers as compensation for fuel usage and lost and unaccounted for volumes pursuant to its contractual agreements. The FERC-approved tariffs of MoGas Pipeline provide for annual filings to adjust the amount of gas retained from customers to eliminate any overages or shortfalls from the prior year. Future exposure to the volatility of natural gas prices as a result of gas imbalances on MoGas Pipeline s systems could have a material adverse effect on its business, financial condition and results of operations.

A terrorist attack, act of cyber-terrorism or armed conflict could harm MoGas Pipeline s business.

Terrorist activities, anti-terrorist efforts and other armed conflicts involving the U.S., whether or not targeted at MoGas Pipeline s assets or the assets of its customers, could adversely affect the U.S. and global economies and could prevent MoGas Pipeline from meeting its financial and other obligations. MoGas Pipeline could experience loss of business, delays or defaults in payments from customers or disruptions of fuel supplies and markets if domestic and global utilities are direct targets or indirect casualties of an act of terror or war. Additionally, MoGas Pipeline relies on financial and operational computer systems to process information critically important for conducting various elements of its business. Any act of cyber-terrorism or other cyber-attack resulting in a failure of MoGas Pipeline s computer systems, or those of its customers, suppliers or others with whom it does business, could materially disrupt MoGas Pipeline s ability to operate its businesses and could result in a financial loss and possibly do harm to MoGas Pipeline s reputation. Accordingly, terrorist activities and the threat of potential terrorist activities (including cyber-terrorism) and any resulting economic downturn could adversely affect MoGas Pipeline s business, financial condition and results of operations.

Reductions in demand for natural gas and low market prices of commodities adversely affect MoGas Pipeline s operations and cash flows.

MoGas Pipeline s regulated business is generally economically stable and not significantly affected in the short term by changing commodity prices. However, MoGas Pipeline s business can be negatively affected in the long term by sustained downturns in the economy or long-term conservation efforts, which could affect long-term demand and market prices for natural gas. These factors are beyond MoGas Pipeline s control and could impair its ability to meet long-term goals.

Most of MoGas Pipeline s revenues are based on regulated tariff rates, which include the recovery of certain fuel costs. However, lower overall economic output would reduce the volume of natural gas transported, resulting in lower earnings and cash flows. Transmission revenues could be affected by long-term economic declines, resulting in the non-renewal of long-term contracts at the time of expiration. Lower demand for natural gas and oil, along with lower prices for natural gas, could result from multiple factors that affect the markets where MoGas Pipeline operates, including:

weather conditions, such as abnormally mild winter or summer weather, resulting in lower energy usage for heating or cooling purposes, respectively;

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reduced supply of and demand for energy commodities, including any decrease in the production of natural gas, could negatively affect MoGas Pipeline s transmission businesses due to lower throughput; and

reduced capacity and transmission service into, or out of, MoGas Pipeline s markets.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately $ million after deducting the underwriting discount and our estimated offering expenses, or $ million if the underwriters exercise their option to purchase 1,950,000 additional shares from us. We intend to use the net proceeds of this offering to fund the MoGas Transaction, together with borrowings under our revolving line of credit. See The MoGas Transaction.

THE MOGAS TRANSACTION

The Purchase Agreement, Acquisition of MoGas Pipeline LLC and Intercompany Loan

MoGas Transaction Overview

On November 17, 2014, the Company entered into a Purchase Agreement with the Seller to acquire all of the membership interests in MoGas Pipeline LLC (MoGas Pipeline). MoGas Pipeline is the owner and operator of an approximately 263 mile interstate natural gas Pipeline System in and around St. Louis and extending into central Missouri. The Pipeline System is regulated by the FERC, delivers natural gas to both investor-owned and municipal local distribution systems and has three principal customers. The Pipeline System receives natural gas at three receipt points and delivers that natural gas at 22 delivery points. In addition, MoGas TRS will acquire the membership interests of United Property Systems, LLC, which owns approximately 10.28 acres of real property that includes office and storage space leased to MoGas Pipeline and land leased to an operator of a small cement plant owned by a third party.

Limited Liability Company Interests Purchase Agreement

Pursuant to the Purchase Agreement, Seller will transfer to MoGas TRS, a newly-formed taxable REIT subsidiary that is wholly-owned by the Company, all of the membership interests in MoGas Pipeline and UPS. The aggregate purchase price to be paid is $125.0 million, subject to adjustment in the event the working capital of the MoGas Asset Owners at closing is above or below a target set forth in the Purchase Agreement. The amount to be paid Seller at closing will be reduced by $7.0 million, which will be placed in an indemnity escrow account. The Purchase Agreement describes the circumstances under which escrowed funds are to be released and the party to receive such released funds. In addition, the Purchase Agreement contains an extensive set of representations and warranties by Seller concerning the MoGas Asset Owners, the assets they own, and the businesses they operate. Subject to certain thresholds and caps, the Company is indemnified by Seller (with potential recourse against the indemnity escrow account described above) in the event of a breach by Seller of one or more of its representations, warranties, or covenants set forth in the Purchase Agreement. The Purchase Agreement is included as an exhibit to our Form 8-K filed with the SEC on November 17, 2014. Prospective investors in this offering are encouraged to read the Purchase Agreement in its entirety, as the description included in this prospectus supplement is merely a summary of certain of its provisions.

Either party has the right to terminate the Purchase Agreement in the event the MoGas Transaction does not close within seven business days of the date of execution of the Purchase Agreement, or November 26, 2014. The Purchase Agreement can be terminated in certain other limited circumstances.

The Company anticipates retaining the 15 employees of the MoGas Asset Owners after the closing of the Purchase Agreement.

The Company anticipates using all of the proceeds from this offering to capitalize MoGas TRS with debt and equity, permitting it to fund the purchase price due under the Purchase Agreement, together with borrowings under our revolving line of credit. The Company has entered into a commitment letter with Regions Bank for an increase in its existing revolving line of credit to $90 million (subject to Borrowing Base capacity that is currently estimated at approximately $89 million) that it will use to fund the MoGas Transaction. The

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Company expects to enter into a definitive credit facility prior to the closing of the MoGas Transaction. The amount of the line of credit expected to be used for this transaction is approximately $38.6 million. The remainder will be used for future acquisitions. This will increase our floating rate debt. See Risk Factors Our use of leverage increase the risk of investing in our securities and will increase the cost borne by common stockholders in our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2013. Immediately following the MoGas Transaction, the Company anticipates entering into, at the subsidiary level, an approximately $3.0 million working capital line of credit with Regions Bank to fund the Pipeline System s business.

Following the closing of the Purchase Agreement, the Pipeline System and the Ancillary Property will account for approximately 28% of our total assets on a pro forma consolidated basis for the nine months ended September 30, 2014, and the revenue from operation of the Pipeline System and lease of the Ancillary Property is expected to account for approximately 26% of our total revenue on a pro forma consolidated basis for the nine months ended September 30, 2014, and approximately 26% of our total revenue on a pro forma consolidated basis for our most recent fiscal year ended December 31, 2013.

MoGas TRS Capital Structure

Upon completion of this offering, the Company will make an approximately $37.5 million equity investment in MoGas TRS. In addition, the Company will make a subordinated, secured loan of approximately $87.5 million to MoGas TRS. As a result, MoGas TRS will have a debt to equity ratio of approximately 70:30 immediately following the offering, and the Company loan to MoGas TRS will be subordinated to the $3.0 million working capital revolving line of credit loan by Regions Bank to MoGas Pipeline.

The MoGas Pipeline Assets and Business

MoGas Pipeline operates approximately 263 miles of interstate natural gas pipeline throughout Missouri and Illinois through which MoGas Pipeline transports and delivers natural gas to large investor-owned local distribution systems, municipally owned and operated distributions systems, industrial end users and the Department of Defense s Fort Leonard Wood army post, all in Missouri. MoGas Pipeline was created in 2008 by the combination of three affiliated natural gas pipeline operations, Missouri Interstate Gas, LLC (MIG), Missouri Gas Company, LLC (MGC), and Missouri Pipeline Company, LLC (MPC). Prior to 2008, MGC and MPC operated as intrastate pipelines in Missouri, subject to regulation by the Missouri Public Service Commission, and MIG operated as a FERC regulated interstate pipeline between Missouri and Illinois, traversing the Mississippi River. By 2006, it became apparent that it would be beneficial to the companies and customers to consolidate the three companies to operate as one single interstate system. Accordingly, the companies sought and received FERC approval for consolidation and certification, and the company began FERC-regulated service as a single entity on June 1, 2008. Today, MoGas Pipeline provides firm and interruptible natural gas transportation service with receipt points at Centerpoint Energy-Mississippi River Transmission Corporation on the east and Panhandle Eastern Pipe Line Company (PEPL) and Rockies Express Pipeline on the west ends of the Pipeline System. Rates are governed by MoGas Pipeline s tariff, which is regulated and approved by FERC. The Pipeline System is divided into two zones for transportation rate purposes. Zone 1 encompasses the former MPC and MIG systems (thereby primarily running east-west) and Zone 2 includes the former MGC system. MoGas historical transportation volumes are as follows: for the six months ended December 31, 2011 4,134,220 MMbtu; for the year ended December 31, 2012 8,438,149 MMbtu; for the year ended December 31, 2013 12,670,339 MMbtu; and for the six months ended June 30, 2014 7,081,447 MMbtu. The Pipeline System s capacity is dependent on a variety of operational conditions, but it is as high as 138,000 MMBtu/day.

Customers and Contracts

As of September 30, 2014, MoGas Pipeline had eight firm transportation customers. Its three largest customers for the year ended December 31, 2013 were Laclede Gas, Ameren Energy and Omega Pipeline Company (an affiliate of the Company). Contracts with these three customers accounted for approximately 48%, 24% and 18%, respectively, of MoGas Pipeline s contracted revenues for the year ended December 31, 2013.

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Under transportation agreements governed by its FERC-approved natural gas tariff, MoGas Pipeline offers its customers firm and interruptible transportation services. Recently, two key customers have taken steps to negotiate terms other than those to which they first became subject on November 1 of this year, by providing notice of termination to MoGas Pipeline in accordance with the terms of their contracts.

MoGas Pipeline is currently involved in litigation relating to whether the FERC correctly decided to allow an historical acquisition premium to be included in MoGas Pipeline s rate base when its rates first became subject to FERC approval in 2008. In 2009, MoGas Pipeline and its customers reached a rate settlement, under which MoGas Pipeline s current rates are unaffected by the outcome of the litigation. However, if the pending matter results in an adverse ruling, MoGas Pipeline may be required to refund a portion of rates collected from its customers before the settlement. That refund risk is borne substantially in its entirety by Seller under the Purchase Agreement.

FERC Regulation

General. The Pipeline System operations are regulated by the FERC under the Natural Gas Act of 1938 (NGA) and the Natural Gas Policy Act of 1978 (NGPA), and the FERC s regulations under those statutes. Generally, the FERC s authority extends to:

- interstate transportation of natural gas;
- rates, charges, and operating terms and conditions for natural gas transportation services;
- the types of services MoGas Pipeline may offer its customers;
- certification and construction of new facilities;
- initiation, acquisition, extension or abandonment of services or facilities;
- maintenance of accounts and records;
- affiliate interactions;
- depreciation and amortization policies; and
- the initiation and discontinuation of services.

MoGas Pipeline holds certificates of public convenience and necessity issued by the FERC pursuant to Section 7 of the NGA permitting the construction, ownership, and operation of their respective interstate natural gas pipeline facilities and the provision of related activities and services. These certificate authorizations require MoGas Pipeline to provide on a nondiscriminatory basis open-access services to all customers who qualify under their respective FERC-approved tariff.

The FERC regulates the rates and charges for transportation of natural gas in interstate commerce. Interstate pipeline companies may only charge rates that they have been authorized to charge by the FERC. In addition, interstate pipeline companies may only charge rates that have been found to be just and reasonable. The NGA prohibits interstate pipeline companies from unduly preferring or unreasonably discriminating against any person with respect to pipeline rates or terms and conditions of service.

The maximum and minimum recourse rates that may be charged by MoGas Pipeline for transportation services are established through the FERC s ratemaking process. The maximum filed recourse rates for these services are based on the cost of service including recovery of and a return on the company s actual prudent historical cost investment.

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Pursuant to the FERC s jurisdiction over rates, proposed rate increases may be challenged by protest and existing rates may be challenged by complaint or *sua sponte* by the FERC. Any successful challenge to MoGas Pipeline s existing or proposed rates, or changes in FERC s ratemaking policies, could have an adverse impact on MoGas Pipeline s revenues. See the discussion above regarding the ongoing litigation on an historical acquisition premium.

Most interstate pipeline companies are authorized to offer discounts from their FERC-approved maximum recourse rates when competition warrants such discounts. Interstate pipeline companies are also generally permitted to offer negotiated rates different from rates established in their tariff if, among other requirements, such companies tariffs offer the recourse rate to a prospective shipper as an alternative to the negotiated rate. Interstate pipeline companies must make offers of rate discounts and negotiated rates on a basis that is not unduly discriminatory.

Energy Policy Act of 2005. The Energy Policy Act of 2005 (EPAct 2005) amended the NGA, to add an anti-market manipulation provision which makes it unlawful for any entity to engage in prohibited behavior in contravention of rules and regulations to be prescribed by the FERC and provided the FERC with additional civil penalty authority. In Order No. 670, the FERC promulgated rules implementing the anti-market manipulation provision of EPAct 2005. The rules make it unlawful to, in connection with the purchase or sale of natural gas subject to the jurisdiction of the FERC, or the purchase or sale of transportation services subject to the jurisdiction of the FERC, for any entity, directly or indirectly, to: (1) use or employ any device, scheme or artifice to defraud; (2) make any untrue statement of material fact or omit to make any such statement necessary to make the statements made not misleading; or (3) engage in any act or practice that operates as a fraud or deceit upon any person. The anti-market manipulation rule does not apply to activities that relate only to intrastate or other non-jurisdictional sales or gathering, but does apply to activities of gas pipelines companies that provide interstate services, as well as otherwise nonjurisdictional entities to the extent the activities are conducted in connection with gas sales, purchases or transportation subject to FERC jurisdiction. EPAct 2005 also amended the NGA and the NGPA to give the FERC authority to impose civil penalties for violations of these statutes, FERC rules, regulations and orders, or the terms of MoGas Pipeline s tariffs on file with the FERC, up to $1,000,000 per day per violation.

Failure to comply with the NGA, the NGPA and the other federal laws and regulations governing MoGas Pipeline s operations and business activities can result in the imposition of administrative, civil and criminal remedies.

Environmental Regulation

MoGas Pipeline s operations are also subject to extensive federal, state, and local laws and regulations relating to protection of the environment. Such regulations impose, among other things, restrictions, liabilities and obligations in connection with the generation, handling, use, storage, transportation, treatment and disposal of hazardous substances and waste and in connection with spills, releases and emissions of various substances into the environment. Environmental regulations also require that MoGas Pipeline s facilities, sites and other properties be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. These laws include, for example:

- the Clean Air Act and analogous state laws which impose obligations related to air emissions, including, in the case of the Clean Air Act, greenhouse gas emissions and regulations affecting reciprocating engines subject to Maximum Achievable Control Technology (MACT) standards;

the Water Pollution Control Act, commonly referred to as the Clean Water Act, and analogous state laws which regulate discharge of wastewater from MoGas Pipeline s facilities into state and federal waters;

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- the Comprehensive Environmental Response, Compensation and Liability Act, commonly referred to as CERCLA, or the Superfund law, and analogous state laws which regulate the cleanup of hazardous substances that may have been released at properties currently or previously owned or operated by MoGas Pipeline or locations to which it has sent wastes for disposal; and

- the Resource Conservation and Recovery Act and analogous state laws which impose requirements for the handling and discharge of solid and hazardous waste from the MoGas Pipeline facilities.

Pipeline Safety and Maintenance

The Pipeline System is subject to regulation by the Pipeline and Hazardous Materials Safety Administration (PHMSA) of the U.S. Department of Transportation (DOT) under the Natural Gas Pipeline Safety Act (NGPSA). The NGPSA regulates safety requirements in the design, construction, operation and maintenance of natural gas pipeline facilities. Pursuant to the authority granted under the NGPSA, PHMSA has promulgated regulations governing pipeline design, installation, testing, maximum operating pressures, pipeline patrols and leak surveys, minimum depth requirements, and emergency procedures, as well as other matters intended to ensure adequate protection for the public and to prevent accidents and failures.

The NGPSA has been amended from time to time, including by the Pipeline Safety Improvement Act of 2002 (PSI Act) and the Pipeline Inspection, Protection, Enforcement, and Safety Act of 2006 (PIPES Act). The PSI Act established mandatory inspections for all U.S. natural gas transportation pipelines, and some gathering lines in high consequence areas (HCAs), which are areas where a release could have the most significant adverse consequences, including high population areas. The PIPES Act required mandatory inspections for certain natural gas transmission pipelines in HCAs and required that rulemaking be issued for, among other things, pipeline control room management. Pursuant to the authority granted under the NGPSA, as amended, PHMSA has established a series of rules requiring pipeline operators to develop and implement integrity management programs for natural gas transmission pipelines in HCAs that require the performance of frequent inspections and other precautionary measures. PHMSA may assess penalties for violations of these and other requirements imposed by its regulations. The Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011 (2011 Pipeline Act) was enacted in 2012 and increased maximum civil penalties for certain violations to $200,000 per violation per day, and from a total cap of $1.0 million to $2.0 million. In addition, the 2011 Pipeline Act reauthorized the federal pipeline safety programs of PHMSA through September 30, 2015, and directs the Secretary of Transportation to undertake a number of reviews, studies and reports, some of which may result in additional natural gas pipeline safety rulemaking. A number of the provisions of the 2011 Pipeline Act have the potential to cause owners and operators of pipeline facilities to incur significant capital expenditures and/or operating costs.

Subsequent Arrangements

The Company has entered into a non-binding letter of intent that contemplates the sale of selected assets and the operations of the Pipeline System to a third party for $3.5 million. The sale may also include a change in the ownership structure to triple net lease arrangement.

These subsequent arrangements are contingent on a number of matters, including execution of mutually acceptable definitive agreements, financing and obtaining the regulatory approval.

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CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2014:

on an actual basis;

on an as adjusted basis to give effect to the issuance of the 13,000,000 shares of common stock offered hereby, after deducting $ million for the underwriting discounts and commissions payable by us and estimated offering expenses of approximately $5.1 million; and

on a pro forma as adjusted basis, assuming the MoGas Transaction had occurred on September 30, 2014.

You should read this table in conjunction with Use of Proceeds, Pro Forma Financial Information, our financial statements and notes thereto incorporated by reference in this prospectus supplement.

	As of September 30, 2014		
	Historical	As Adjusted	Pro Forma As Adjusted
Cash and cash equivalents	$ 5,476,216	$	$
Debt:			
Long-term debt	67,942,000		
Total Debt:	67,942,000		
Stockholders equity			
Capital stock, non-convertible, $0.001 par value; 31,644,877 shares issued and outstanding, actual and pro forma as adjusted	31,645	44,645	44,645
Additional paid-in capital	217,893,695		
Accumulated retained earnings			
Accumulated other comprehensive income	650,547	650,547	650,547
Total stockholders equity	218,575,887	695,192	695,192
Total capitalization	$ 286,517,887	$ 695,192	$ 695,192

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PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial information gives effect to the MoGas Transaction, the issuance by us of common stock and the use of net proceeds from this offering as described in Use of Proceeds . The preliminary allocation of the acquisition costs related to the MoGas Transaction used in the unaudited pro forma condensed consolidated financial information is based on management s preliminary valuation. The estimates and assumptions are subject to change upon the finalization of valuations, which are contingent upon final appraisals of plant and equipment, identifiable intangible assets and adjustments to other accounts. Revisions to the preliminary purchase price allocation could result in significant deviations from the accompanying pro forma financial information. The unaudited pro forma condensed consolidated financial information also gives effect to:

- the increase in rent from the Portland Lease Agreement as a result of construction at the Portland Terminal Facility incurred by LCP Oregon,
- the Loan Agreement with Black Bison WS, including the initial and subsequent Loan draws in the amount of $15.3 million, and
- the disposition of the Company s investment in VantaCore Partners LP as a result of Natural Resource Partners L.P. s completion of its acquisition of VantaCore Partners LP.

These items are reflected as Historical Adjustments.

The pro forma condensed consolidated statements of income reflect adjustments as if the related transactions had occurred on January 1, 2013. The historical results of operations included in the unaudited pro forma condensed consolidated statements of income for the fiscal year ended December 31, 2013 were derived from the audited financial statements of CorEnergy incorporated by reference in this prospectus supplement. The historical results of operations included in the unaudited pro forma condensed consolidated statements of income for the nine months ended September 30, 2014 were derived from the unaudited financial statements of CorEnergy incorporated by reference in this prospectus supplement.

The pro forma consolidated balance sheet reflects adjustments as if the related transactions had occurred on September 30, 2014. The historical balance sheet of CorEnergy included in the unaudited pro forma condensed consolidated balance sheet was derived from the unaudited financial statements of CorEnergy incorporated by reference into this prospectus supplement.

This unaudited pro forma condensed consolidated financial information has been prepared by management for illustrative purposes only. The unaudited pro forma condensed consolidated financial information is not intended to represent or be indicative of the financial position or results of operations in future periods or the results that actually would have been realized had CorEnergy engaged in the MoGas Transaction and the other transactions which are provided for in the pro forma financial information during the specified periods. The unaudited pro forma condensed consolidated financial information, including the notes thereto, is qualified in its entirety by reference to, and should be read in conjunction with, the historical financial statements and notes thereto incorporated by reference in this prospectus supplement.

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CorEnergy Infrastructure Trust, Inc.

Unaudited Pro Forma Consolidated Balance Sheet

	At September 30, 2014		
	Historical	Pro Forma Adjustments	Pro Forma Combined
Assets			
Leased property, net of accumulated depreciation	$ 268,670,473	$	$ 268,670,473
Property and equipment, net of accumulated depreciation	3,116,874	121,468,400 (3)	124,585,274
Other equity securities, at fair value	25,420,877		25,420,877
Financing note receivable and related accrued interest receivable, net	15,510,956		15,510,956
Cash and cash equivalents	5,476,216	88,329,150 (1)	5,476,216
		38,582,352 (2)	
		(125,000,000) (3)	
		(602,400) (4)	
		(2,148,000) (2)	
		838,898 (5)	
Lease receivable	1,421,211		1,421,211
Accounts receivable	1,086,587	2,666,551 (5)	3,753,138
Warrant Investment	508,000		508,000
Intangible lease asset, net of accumulated amortization	145,971		145,971
Deferred debt issuance costs, net of accumulated amortization	1,081,881	2,148,000 (2)	3,229,881
Deferred lease costs, net of accumulated amortization	811,164		811,164
Hedged derivative asset	577,584		577,584
Prepaid expenses and other assets	497,391	184,550 (5)	681,941
Goodwill		3,031,600 (3)	3,031,600
Total Assets	$ 324,325,185	$ 129,499,101	$ 453,824,286
Liabilities and Stockholders Equity			
Liabilities			
Current maturities of long-term debt	$ 3,528,000	$	$ 3,528,000
Long-term debt	64,414,000	38,582,352 (2)	102,996,352
Accounts payable and other accrued liabilities	3,329,284	3,189,999 (5)	6,519,283
Deferred tax liability	5,573,233		5,573,233
Income tax payable	75,522		75,522
Unearned income	1,422,458		1,422,458
Total Liabilities	$ 78,342,497	$ 41,772,351	$ 120,114,848
Equity			

Capital stock, non-convertible, $0.001 par value; 31,644,877 shares issued and outstanding at September 30, 2014 (100,000,000 shares authorized)	$ 31,645	$ 13,000 (1)	$ 44,645
Additional paid-in capital	217,893,695	88,316,150 (1)	306,209,845
Accumulated retained earnings		(602,400) (4)	(602,400)
Accumulated other comprehensive income	650,547		650,547
Total CorEnergy Equity	218,575,887	87,726,750	306,302,637
Non-controlling Interest	27,406,801		27,406,801
Total Equity	245,982,688	87,726,750	333,709,438
Total Liabilities and Stockholders Equity	$ 324,325,185	$ 129,499,101	$ 453,824,286

See accompanying notes to pro forma financial statements

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CorEnergy Infrastructure Trust, Inc.

Unaudited Pro Forma Condensed Consolidated Statement of Income

	For the Year Ended December 31, 2013				
	Historical	**Historical Adjustments**	**Historical Combined**	**Pro Forma Adjustments**	**Pro Forma Combined**
Revenue					
Lease Revenue	$ 22,552,976	$ 6,015,189 (14)	$ 28,568,165	$ 78,000 (6)	$ 28,646,165
Sales Revenue	8,733,044		8,733,044		8,733,044
Financing Revenue		1,935,290 (15)	1,935,290		1,935,290
Transportation Revenue				13,662,659 (7)	13,662,659
Total Revenue	$ 31,286,020	$ 7,950,479	$ 39,236,499	$ 13,740,659	$ 52,977,158
Expenses					
Cost of Sales (excluding depreciation expense)	6,734,665		6,734,665		6,734,665
Management fees, net of expense reimbursements	2,637,265	486,349 (16)	3,123,614	1,313,616 (8)	4,437,230
Asset acquisition expense	806,083		806,083		806,083
Professional fees	1,678,137	36,000 (17)	1,714,137		1,714,137
Depreciation expense	11,429,980	1,543,466 (18)	12,973,446	4,264,854 (3)	17,238,300
Amortization expense	61,305		61,305	537,000 (2)	598,305
Transportation, maintenance and general and administrative				2,572,185 (9)	2,572,185
Litigation charges				1,936,103 (10)	1,936,103
Operating expense	924,571		924,571		924,571
Directors fees	178,196		178,196		178,196
Other expenses	580,183	(839)(19)	579,344	280,495 (11)	859,839
Total Expenses	25,030,385	2,064,976	27,095,361	10,904,253	37,999,614
Operating Income	$ 6,255,635	$ 5,885,503	$ 12,141,138	$ 2,836,406	$ 14,977,544
Other Income (Expenses)					
Net distributions and dividend income	$ 584,814		$ 584,814		$ 584,814
Net realized and unrealized gain on trading securities	(251,213)		(251,213)		(251,213)
Net realized and unrealized gain on other equity securities	5,617,766	(3,336,615)(20)	2,281,151		2,281,151
Other income				58,288 (12)	58,288
Interest expense	(3,288,378)		(3,288,378)	(1,459,931) (2)	(4,748,309)

Total Other Income (Expenses)	2,662,989	(3,336,615)	(673,626)	(1,401,643)	(2,075,269)
Income before income taxes	8,918,624	2,548,888	11,467,512	1,434,763	12,902,275
Taxes					
Income tax expense, net	2,949,518	(566,210)(21)	2,383,308	(2,048,939) (13)	334,369
Net Income	5,969,106	3,115,098	9,084,204	3,483,702	12,567,906
Less: Net Income attributable to non-controlling interest	1,466,767		1,466,767		1,466,767
Net Income attributable to CORR Stockholders	$ 4,502,339	$ 3,115,098	$ 7,617,437	$ 3,483,702	$ 11,101,139
Earnings Per Common Share:					
Basic and Diluted	$ 0.19		$ 0.25		$ 0.25
Weighted Average Shares of Common Stock Outstanding:					
Basic and Diluted	24,149,396	6,940,974 (22)	31,090,370	13,000,000 (1)	44,090,370
Dividends declared per share	$ 0.375				

See accompanying notes to pro forma financial statements

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CorEnergy Infrastructure Trust, Inc.

Unaudited Pro Forma Condensed Consolidated Statement of Income

	For the Nine-Month Periods Ended September 30, 2014				
	Historical	Historical Adjustments	Historical Combined	Pro Forma Adjustments	Pro Forma Combined
Revenue					
Lease Revenue	$ 21,019,272	$ 636,079 (14)	$ 21,655,351	$ 116,554 (6)	$ 21,771,905
Sales Revenue	6,814,346		6,814,346		6,814,346
Financing Revenue	578,829	885,769 (15)	1,464,598		1,464,598
Transportation Revenue				10,316,109 (7)	10,316,109
Total Revenue	$ 28,412,447	$ 1,521,848	$ 29,934,295	$ 10,432,663	$ 40,366,958
Expenses					
Cost of Sales (excluding depreciation expense)	5,377,067		5,377,067		5,377,067
Management fees, net of expense reimbursements	2,359,054	(82,600)(16)	2,276,454	985,212 (8)	3,261,666
Asset acquisition expense	139,540		139,540		139,540
Professional fees	1,287,506		1,287,506		1,287,506
Depreciation expense	9,573,809	157,515 (18)	9,731,324	3,028,749 (3)	12,760,073
Amortization expense	46,026		46,026	402,750 (2)	448,776
Transportation, maintenance and general and administrative				3,120,196 (9)	3,120,196
Litigation charges				505,333 (10)	505,333
Operating expense	646,283		646,283		646,283
Directors fees	178,791		178,791		178,791
Other expenses	644,517	(13,250)(19)	631,267	210,371 (11)	841,638
Total Expenses	20,252,593	61,665	20,314,258	8,252,611	28,566,869
Operating Income (Loss)	$ 8,159,854	$ 1,460,183	$ 9,620,037	$ 2,180,052	$ 11,800,089
Other Income (Expenses)					
Net distributions and dividend income	$ 1,699,874	$ (1,152,726)(20)	$ 547,148	$	$ 547,148
Net realized and unrealized gain (loss) on trading securities					
Net realized and unrealized gain on other equity securities	2,512,738	(358,488)(20)	2,154,250		2,154,250
Other income				61,674 (12)	61,674

Interest expense	(2,623,972)		(2,623,972)	(1,094,948) (2)	(3,718,920)
Total Other Income (Expenses)	1,588,640	(1,511,214)	77,426	(1,033,274)	(955,848)
Income (Loss) before income taxes	9,748,494	(51,031)	9,697,463	1,146,778	10,844,241
Taxes					
Income tax expense (benefit), net	1,581,275	(403,330)(21)	1,177,945	(1,484,234)(13)	(306,289)
Net Income (Loss)	8,167,219	352,299	8,519,518	2,631,012	11,150,530
Less: Net Income (Loss) attributable to non-controlling interest	1,167,734		1,167,734		1,167,734
Net Income (Loss) attributable to CORR Stockholders	$ 6,999,485	$ 352,299	$ 7,351,784	$ 2,631,012	$ 9,982,796
Earnings (Loss) Per Common Share:					
Basic and Diluted	$ 0.23		$ 0.24		$ 0.23
Weighted Average Shares of Common Stock Outstanding:					
Basic and Diluted	31,090,370		31,090,370	13,000,000 (1)	44,090,370
Dividends declared per share	$ 0.384				

See accompanying notes to pro forma financial statements

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CorEnergy Infrastructure Trust, Inc.

Notes to the Unaudited Pro Forma Consolidated Financial Statements

Note 1. Basis of Presentation

These unaudited pro forma condensed consolidated financial statements and underlying pro forma and historical adjustments are based upon currently available information and certain estimates and assumptions made by management; therefore, actual results could differ materially from the pro forma information. However, we believe the assumptions provide a reasonable basis for presenting the significant effects of the transactions noted herein. We believe the pro forma and historical adjustments give appropriate effect to those assumptions and are properly applied in the pro forma information.

Note 2. Pro Forma Adjustments

(1) Assumes the Company will, in connection with this offering, issue 13,000,000 shares of $0.001 par value common stock at an estimated public offering price of $7.19 per share, the closing sale price of the common stock on the NYSE on November 14, 2014. Equity proceeds of $88.33 million, reflected as an increase to stockholders equity, are net of $5.1 million of equity issuance costs. A decrease of $1.00 per share would result in a corresponding reduction in proceeds of $12.29 million, net of a decrease in equity issuance costs of $715 thousand.

(2) Assumes the Company will, in connection with this offering, borrow from its existing credit facility with Regions Bank approximately $38.58 million. Outstanding balances under the credit facility will generally accrue interest at a variable annual rate equal to LIBOR plus 3.5%, or 3.73% as of November 14, 2014. The amount of incremental pro forma cash interest expense is $1,459,931 and $1,094,948 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. Estimated debt issuance costs of $2,148,000 will be paid from the proceeds of the credit facility and will be deferred and amortized over the life of the credit facility. The amount of pro forma amortization of these deferred debt issuance costs is $537,000 and $402,750 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. Funding of the credit facility is conditioned on certain actions, including the contribution of the borrowings under this offering to our wholly-owned subsidiary MoGas TRS. A 0.125% variance in interest rates would impact pro forma net income by $48,228 and $36,171 for the pro forma year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(3) Represents the purchase price of $125,000,000 for MoGas Pipeline and UPS. The purchase of MoGas Pipeline and UPS includes property and equipment of $121,468,400, goodwill of $3,031,600 and positive net working capital of $500,000 (see footnote 5 for detail on the working capital adjustment). The purchase price allocation is subject to finalization upon completion of asset appraisals. The amount of incremental pro forma depreciation expense is $4,264,854 and $3,028,749 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(4) Represents the use of proceeds to pay asset acquisition expense of $602,400. Asset acquisition expense is reflected as a reduction to accumulated retained earnings.

(5) Pursuant to the Purchase Agreement, a working capital settlement will be made to the extent working capital of MoGas Pipeline is not equal to $500,000. At September 30, 2014 the working capital of the acquired business is comprised of $2,666,551 of accounts receivable, $184,550 of prepaid expenses and other assets, and $3,189,999 of accounts payable and other accrued liabilities. Thus the pro forma financial statements reflect an adjustment of $838,898 as an increase to cash resulting from a reduction of the purchase price.

(6) Represents lease revenue from the UPS lease agreements with MoGas Pipeline and Western Ready-Mix. The amount of incremental pro forma lease revenue is $78,000 and $116,554 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. The amount of incremental pro forma lease revenue related to the MoGas Pipeline lease is $0 and $57,471 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. The amount of incremental pro forma lease revenue related to the Western Ready-Mix lease is $78,000 and $59,083 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

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(7) Represents transportation revenue generated from natural gas transportation services and recognized on firm contracted capacity regardless of the amount of natural gas that is transported. The amount of incremental pro forma transportation revenue is $13,662,659 and $10,316,109 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(8) Represents the adjustment for an approximate 1.0% annual management fee payable to our related party, external manager, Corridor, on approximately $126,734,102 of additional managed assets. Such fee results in an expense of $1,313,616 and $985,212 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(9) Represents the adjustment for transportation, maintenance and general and administrative operating expenses. The amount of incremental transportation, maintenance and general and administrative operating expenses is $2,572,185 and $3,120,196 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. During 2013, MoGas Pipeline entered into a termination agreement and severance package with its former president and select management team members. The difference of the former management team s and the current president s salaries in the amount of $1,425,668 has been removed from transportation, maintenance and general and administrative operating expenses for the year ended December 31, 2013.

(10) Represents the adjustment for litigation charges incurred by MoGas Pipeline. Litigation charges are $1,936,103 and $505,333 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. See Note 9 to the MoGas Pipeline Notes to Financial Statements included in this prospectus supplement.

(11) Represents the real estate taxes due for the real property owned by UPS and additional fees related to unused amounts on the Company s corporate line of credit. This results in an expense of $280,495 and $210,371 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(12) Represents interest income and other miscellaneous income earned by MoGas Pipeline. Interest income and other miscellaneous income is $58,288 and $61,674 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(13) Reflects income tax expense related to the effect of the pro forma adjustments of revenue and expenses, adjusted for certain book to tax adjustments, attributable to CORR stockholders and excluding those that relate to non-controlling interest at a combined estimated federal and state (net of federal benefit) statutory income tax rate of 40%.

Note 3. Historical Adjustments

(14) Represents lease revenue from the long-term triple net lease agreement with Arc Logistics, relating to the use of the Portland Terminal Facility. The amount of incremental pro forma lease revenue is $6,015,189 and $636,079 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(15) Represents the financing revenue from the loan agreement with Black Bison WS. The amount of incremental pro forma financing revenue is $1,935,290 and $885,769 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. Amortization expense on the payment of $244,889 of origination and related costs that qualify for deferral to be capitalized and amortized over the 10-year term of the mortgage are deducted from financing revenue. The amount of incremental pro forma deferred costs amortization is $61,364 and $3,134 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(16) Represents the adjustment for a 1.0% annual management fee payable to our related party, external manager, Corridor, on approximately $46 million of additional managed assets for the Portland Terminal Facility, and an average decrease of approximately $1.9 million due to the sale of VantaCore. Such fee results in an expense of $486,349 and benefit of $82,600 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(17) Represents the adjustment for the annual valuation services paid to our external professionals. Such fees result in an expense of $36,000 and $0 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(18) Represents the depreciation expense on leased property related to the Portland Terminal Facility of $46,303,976, including $1,777,956 of Asset Acquisition Costs capitalized, and amortized over the 30 year depreciable life of the leased property. The amount of incremental pro forma depreciation expense is $1,543,466 and $157,515 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(19) Represents registration, valuation and other fees payable annually, net of savings generated by the sale of VantaCore. Such adjustments result in a savings of $839 and $13,250 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(20) The realized and unrealized gains (losses) on other equity securities and the changes in distributions and dividend amounts reflected on the pro forma statements of income assume that VantaCore was sold on January 1, 2013. The pro forma adjustment to remove VantaCore activity results in a decrease of distributions and dividend income and net realized and unrealized gain on other equity securities. Distributions and dividend income decreased $0 and $1,152,726 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively. Net realized and unrealized gain on other equity securities decreased $3,336,615 and $358,488 for the year ended December 31, 2013 and the nine-month period ended September 30, 2014, respectively.

(21) Reflects income tax adjustment related to the effect of the pro forma adjustments due to the sale of VantaCore. Income tax expense adjustments have been calculated at historical rates for the period ended December 31, 2013 and September 30, 2014 of 37.26% and 38.11%, respectively.

(22) In connection with the Portland Terminal Facility, the Company issued 7,475,000 shares of $0.001 par value common stock at a public offering price of $6.50. The number of shares includes 975,000 of additional shares of common stock that were issued after the stock offering. The additional shares were sold pursuant to an over-allotment option granted to the underwriters of CorEnergy s public offering of 6,500,000 shares.

Performance Measurement

Prospectively, and with this pro forma information, we intend to provide standard performance measures utilized by REITs, including FFO as defined by the National Association of Real Estate Investment Trusts (NAREIT) (NAREIT FFO), as well as FFO adjusted for factors related to our investments in securities as historically presented by the company (FFO Adjusted for Securities Investments) and AFFO as historically presented by the Company.

NAREIT FFO

As defined by NAREIT, FFO represents net income (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, real estate-related depreciation and amortization (excluding amortization of deferred financing costs or loan origination costs) and after adjustments for unconsolidated partnerships and joint ventures.

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FFO ADJUSTED FOR SECURITIES INVESTMENTS

Due to the legacy investments that we hold, we have also historically presented a measure of FFO, which we refer to herein as FFO Adjusted for Securities Investments, derived by further adjusting NAREIT FFO for Distributions received from investment securities, Income tax expense, net and Net distributions and dividend income. Historically, we have labeled FFO Adjusted for Securities Investments as FFO in our periodic reports. Both NAREIT FFO and FFO Adjusted for Securities Investment are supplemental, non-GAAP financial measures.

We present NAREIT FFO and FFO Adjusted for Securities Investments because we consider them to be important supplemental measures of our operating performance and believe that they are frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO metrics when reporting their results. FFO Adjusted for Securities Investments is a key measure used by Corridor in assessing performance and in making resource allocation decisions.

Both NAREIT FFO and FFO Adjusted for Securities Investments are intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions, and that may also be the case with the energy infrastructure assets which we expect to acquire. Because NAREIT FFO and FFO Adjusted for Securities Investments exclude depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, they provide performance measures that, when compared year over year, reflect the impact to operations from trends in base and participating rent, company operating costs, development activities and interest costs, thereby providing perspective not immediately apparent from net income.

We calculate NAREIT FFO in accordance with standards established by the Board of Governors of the National Association of Real Estate Investment Trusts, in its March 1995 White Paper (as amended in November 1999 and April 2002) and FFO Adjusted for Securities Investments as NAREIT FFO with the additional adjustments described above due to our legacy investments. This may differ from the methodology for calculating FFO utilized by other equity REITs and, accordingly may not be comparable to such other REITs. NAREIT FFO and FFO Adjusted for Securities Investments do not represent amounts available for management s discretionary use because of needed capital replacement or expansion, debt service obligations or other commitments and uncertainties. Neither NAREIT FFO nor FFO as historically reported by the Company should be considered as an alternative to net income (loss) (computed in accordance with GAAP), as an indicator of our financial performance or cash flow from operating activities (computed in accordance with GAAP), as an indicator of our liquidity, or as an indicator of funds available for our cash needs, including our ability to make distributions or serve our indebtedness.

AFFO

AFFO is a supplemental, non-GAAP financial measure which we define as FFO Adjusted for Securities Investments plus transaction costs, amortization of debt issuance costs, deferred leasing costs, above market rent, and certain costs of a nonrecurring nature, less maintenance, capital expenditures (if any), amortization of debt premium and adjustments to lease revenue resulting from the EIP sale. Management uses AFFO as a measure of long-term sustainable operations performance.

We target a total return of 8% to 10% per annum on the infrastructure assets that we own, measured over the long term. We intend to generate this return from the base rent of our leases plus growth through acquisitions and participating portions of our rent. If we are successful growing our AFFO per share of common stock, we anticipate being able to increase distributions to our stockholders. In addition, the increase in our AFFO per share of common stock should result in capital appreciation. For our business as a whole, a key performance measure is AFFO yield, defined as AFFO divided by invested capital, which measures the sustainable return on capital that we have deployed.

AFFO does not represent amounts available for management s discretionary use because such amounts are needed for capital replacement or expansion, debt service obligations or other commitments and uncertainties. AFFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP), as an indicator of our financial performance or to cash flow from operating activities (computed in accordance with GAAP), as an indicator of our liquidity, or as an indicator of funds available for our cash needs, including our ability to make distributions or service our indebtedness.

In light of the per share AFFO growth that we foresee in our operations, we are targeting 1% to 3% annual dividend growth. We can provide no assurances regarding our total return or annual dividend growth. See our Risk Factors as disclosed in the Annual Report on Form 10-K for the calendar year ending December 31, 2013, as amended, for a discussion of the many factors that may affect our ability to make distributions at targeted rates, or at all.

Net income attributable to CORR does not include a contracted rate increase on November 1, 2014 or communicated maximum daily quantity (MDQ) decreases effective in 2015. These items would result in an impact on Net income attributable to CORR of $2.5 million and $1.9 million for a full year and nine month period, respectively, assuming historical volumes. NAREIT Funds from Operations, Funds from Operations Adjusted for Securities Investments, and Adjusted Funds from Operations would also be increased by the same amounts for a full year and nine month period, respectively. All contracts are evergreen on an annual basis, and are subject to a 365-day termination period.

Following is a comparison of NAREIT FFO, FFO Adjusted for Securities Investments and AFFO for the historical and pro forma twelve months ended December 31, 2013 and nine months ended September 30, 2014 attributable to CorEnergy stockholders:

	For the Year Ended December 31, 2013	
	Historical	**Pro Forma Combined**
Net Income attributable to CORR Stockholders	$ 4,502,339	$ 11,101,139
Add:		
Depreciation	11,429,980	17,238,300
Less:		
Non-Controlling Interest attributable to NAREIT FFO reconciling items	1,645,601	1,645,601
NAREIT Funds from Operations (NAREIT FFO)	$ 14,286,718	$ 26,693,838
Add:		
Distributions received from investment securities	1,789,893	270,275
Income tax expense, net	2,949,518	334,369
Less:		
Net distributions and dividend income	567,276	567,276
Net realized and unrealized loss on trading securities	(251,213)	(251,213)
Net realized and unrealized gain on other equity securities	5,617,766	2,281,151
Funds From Operations Adjusted for Securities Investments	$ 13,092,300	$ 24,701,268
Add:		
Transaction costs	806,083	806,083
Amortization of debt issuance costs	556,300	1,093,300
Amortization of deferred lease costs	61,305	61,305

Amortization of above market leases	291,940	291,940
Noncash costs associated with derivative instruments	40,290	40,290
Nonrecurring personnel costs	113,232	113,232
Less:		
EIP Lease Adjustment	2,171,236	2,171,236
Amortization of debt premium	121,436	121,436
Non-Controlling Interests attributable to AFFO reconciling items		
Adjusted funds from operations (AFFO)	$ 12,668,778	$ 24,814,746

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	For the Nine-Month Periods Ended September 30, 2014	
	Historical	Pro Forma Combined
Net Income attributable to CORR Stockholders	$ 6,999,485	$ 9,982,796
Add:		
Depreciation	9,573,809	12,760,073
Less:		
Non-Controlling Interest attributable to FFO reconciling items	1,234,365	1,234,365
NAREIT Funds from Operations (NAREIT FFO)	$ 15,338,929	$ 21,508,504
Add:		
Distributions received from investment securities	1,697,319	638,988
Income tax expense (benefit), net	1,581,275	(306,289)
Less:		
Net distributions and dividend income	1,686,637	1,686,637
Net realized and unrealized gain on other equity securities	2,512,738	2,154,250
Funds From Operations Adjusted for Securities Investments	$ 14,418,148	$ 18,000,316
Add:		
Transaction costs	139,540	139,540
Amortization of debt issuance costs	595,982	998,732
Amortization of deferred lease costs	46,026	46,026
Amortization of above market leases	218,954	218,954
Noncash costs associated with derivative instruments	(53,132)	(53,132)
Less:		
EIP Lease Adjustment	1,628,427	1,628,427
Non-Controlling Interests attributable to AFFO reconciling items	69,635	69,635
Adjusted funds from operations (AFFO)	$ 13,667,456	$ 17,652,374

NAREIT FFO

Pro forma NAREIT FFO for the twelve month period ended December 31, 2013 and nine-month period ended September 30, 2014 total approximately $26.7 and $21.5 million, respectively. NAREIT FFO was calculated in accordance with the National Association of Real Estate Investment Trust s definition above.

FFO Adjusted for Securities Investments

Pro forma FFO Adjusted for Securities Investments for the twelve month period ended December 31, 2013 and nine-month period ended September 30, 2014 total approximately $24.7 and $18.0 million, respectively. To calculate FFO Adjusted for Securities Investments, we have made further adjustments to NAREIT FFO for non-cash items impacting net income for the twelve month period ended December 31, 2013 and nine-month period ended September 30, 2014 by eliminating a net realized and unrealized gain on other equity securities of approximately $2.3 and $2.2 million, respectively; eliminating a net realized and unrealized loss on trading securities of approximately $251 and $0 thousand; removing net distribution and dividend income of approximately $567 thousand and $1.7 million; adding distributions received from investment securities of approximately $270 and $639 thousand respectively; and adding back income tax expense of approximately $334 and benefit of approximately $306 thousand, respectively.

AFFO

Pro forma AFFO for the twelve month period ended December 31, 2013 and nine-month period ended September 30, 2014 total approximately $24.8 and $17.7 million, respectively. In addition to the adjustments outlined in the AFFO definition above, we have included an adjustment to back out lease revenue associated with the EIP investment. Based on the economic return to CorEnergy resulting from the sale of our 40 percent undivided interest in EIP, we determined that it was appropriate to eliminate the portion of EIP lease income attributable to return of capital, as a means to more accurately reflect EIP lease revenue contribution to CorEnergy-sustainable FFO. CorEnergy believes that the portion of the EIP lease revenue attributable to return of capital, unless adjusted, overstates CorEnergy s distribution-paying capabilities and is not representative of sustainable EIP income over the life of the lease.

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UNDERWRITING

Merrill Lynch, Pierce, Fenner & Smith Incorporated is acting as representative of each of the underwriters named below. Subject to the terms and conditions set forth in an underwriting agreement among us and the underwriters, we have agreed to sell to the underwriters, and each of the underwriters has agreed, severally and not jointly, to purchase from us, the number of shares of common stock set forth opposite its name below.

Underwriter	Number of Shares
Merrill Lynch, Pierce, Fenner & Smith Incorporated	
Wells Fargo Securities, LLC	
Total	13,000,000

Subject to the terms and conditions set forth in the underwriting agreement, the underwriters have agreed, severally and not jointly, to purchase all of the shares sold under the underwriting agreement if any of these shares are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or the underwriting agreement may be terminated.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officers certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

Commissions and Discounts

The representative has advised us that the underwriters propose initially to offer the shares to the public at the public offering price set forth on the cover page of this prospectus supplement and to dealers at that price less a concession not in excess of $ per share. After the initial offering, the public offering price, concession or any other term of the offering may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to us. The information assumes either no exercise or full exercise by the underwriters of their option to purchase additional shares.

	Per Share	Without Option	With Option
Public offering price	$	$	$

Underwriting discount	$	$	$
Proceeds, before expenses, to us	$	$	$

The expenses of the offering, not including the underwriting discount, are estimated at $5.1 million and are payable by us. The underwriters may reimburse us for certain of our expenses in connection with this offering.

Option to Purchase Additional Shares

We have granted an option to the underwriters, exercisable for 30 days after the date of this prospectus, to purchase up to 1,950,000 additional shares at the public offering price, less the underwriting discount. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to that underwriter s initial amount reflected in the above table.

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No Sales of Similar Securities

We, our executive officers and directors have agreed not to sell or transfer any common stock or securities convertible into, exchangeable for, exercisable for, or repayable with common stock, for 90 days after the date of this prospectus supplement without first obtaining the written consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated. Specifically, we and these other persons have agreed, with certain limited exceptions, not to directly or indirectly

- offer, pledge, sell or contract to sell any common stock,
- sell any option or contract to purchase any common stock,
- purchase any option or contract to sell any common stock,
- grant any option, right or warrant for the sale of any common stock,
- lend or otherwise dispose of or transfer any common stock,
- request or demand that we file a registration statement related to the common stock, or
- enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lock-up provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition. In the event that either (x) during the last 17 days of the lock-up period referred to above, we issue an earnings release or material news or a material event relating to us occurs or (y) prior to the expiration of the lock-up period, we announce that we will release earnings results or become aware that material news or a material event will occur during the 16-day period beginning on the last day of the lock-up period, the restrictions described above shall continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event.

New York Stock Exchange Listing

The shares are listed on the New York Stock Exchange under the symbol CORR.

Price Stabilization, Short Positions

Until the distribution of the shares is completed, SEC rules may limit underwriters and selling group members from bidding for and purchasing our common stock. However, the representatives may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

In connection with the offering, the underwriters may purchase and sell our common stock in the open market. These transactions may include short sales, purchases on the open market to cover positions created by short sales and stabilizing transactions. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriters option to purchase additional shares described above. The underwriters may close out any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market compared to the price at which they may purchase shares through the option granted to them. Naked short sales are sales in excess of such option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of shares of common stock made by the underwriters in the open market prior to the completion of the offering.

Similar to other purchase transactions, the underwriters purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market. The underwriters may conduct these transactions on the NYSE, in the over-the-counter market or otherwise.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. In addition, neither we nor any of the underwriters make any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Electronic Distribution

In connection with the offering, certain of the underwriters or securities dealers may distribute prospectuses by electronic means, such as e-mail.

Other Relationships

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Notice to Prospective Investors in Switzerland

We have not and will not register with the Swiss Financial Market Supervisory Authority (FINMA) as a foreign collective investment scheme pursuant to Article 119 of the Federal Act on Collective Investment Scheme of 23 June 2006, as amended (CISA), and accordingly the securities being offered pursuant to this prospectus have not and will not be approved, and may not be licenseable, with FINMA. Therefore, the securities have not been authorized for distribution by FINMA as a foreign collective investment scheme pursuant to Article 119 CISA and the securities offered hereby may not be offered to the public (as this term is defined in Article 3 CISA) in or from Switzerland. The securities may solely be offered to qualified investors, as this term is defined in Article 10 CISA, and in the circumstances set out in Article 3 of the Ordinance on Collective Investment Scheme of 22 November 2006, as amended (CISO), such that there is no public offer. Investors, however, do not benefit from protection under CISA or

CISO or supervision by FINMA. This prospectus supplement and any other materials relating to the securities are strictly personal and confidential to each offeree and do not constitute an offer to any other person. This prospectus supplement may only be used by those qualified investors to whom it has been handed out in connection with the offer described herein and may neither directly or indirectly be distributed or made available to any person or entity other than its recipients. It may not be used in connection with any other offer and shall in particular not be copied and/or distributed to the public in Switzerland or from Switzerland. This prospectus does not constitute an issue prospectus as that term is understood pursuant to Article 652a and/or 1156 of the Swiss Federal Code of Obligations. We have not applied for a listing of the securities on the SIX Swiss Exchange or any other regulated securities market in Switzerland, and consequently, the information presented in this prospectus supplement does not necessarily comply with the information standards set out in the listing rules of the SIX Swiss Exchange and corresponding prospectus schemes annexed to the listing rules of the SIX Swiss Exchange.

Notice to Prospective Investors in Australia

No placement document, prospectus, product disclosure statement or other disclosure document has been lodged with the Australian Securities and Investments Commission, in relation to the offering. This prospectus supplement does not constitute a prospectus, product disclosure statement or other disclosure document under the Corporations Act 2001 (the Corporations Act), and does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under the Corporations Act.

Any offer in Australia of the shares may only be made to persons (the Exempt Investors) who are sophisticated investors (within the meaning of section 708(8) of the Corporations Act), professional investors (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the shares without disclosure to investors under Chapter 6D of the Corporations Act.

The shares applied for by Exempt Investors in Australia must not be offered for sale in Australia in the period of 12 months after the date of allotment under the offering, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act. Any person acquiring shares must observe such Australian on-sale restrictions.

This prospectus supplement contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any securities recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this prospectus supplement is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters.

Notice to Prospective Investors in Hong Kong

The shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to professional investors as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a prospectus as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No advertisement, invitation or document relating to the shares has been or may be issued or has been or may be in the possession of any person for the purposes of issue, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

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Notice to Prospective Investors in the Dubai International Financial Centre

This prospectus supplement relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (DFSA). This prospectus supplement is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this prospectus supplement nor taken steps to verify the information set forth herein and has no responsibility for the prospectus supplement. The shares to which this prospectus supplement relate may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this prospectus supplement, you should consult an authorized financial advisor.

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LEGAL MATTERS

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

EXPERTS

The consolidated financial statements of CorEnergy Infrastructure Trust, Inc. appearing in CorEnergy Infrastructure Trust, Inc. s Annual Report (Form 10-K/A-1) for the year ended December 31, 2013 including schedules appearing therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon, included therein, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the report of Ernst & Young LLP pertaining to such financial statements (to the extent covered by consents filed with the Securities and Exchange Commission) given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of VantaCore Partners LP and subsidiaries for the years ended December 31, 2013 and December 31, 2012, incorporated in this prospectus supplement by reference to CorEnergy Infrastructure Trust, Inc. s Amendment No. 2 on Form 10-K/A to its Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 31, 2014, have been audited by McGladrey LLP, an independent registered public accounting firm, as stated in their report incorporated by reference herein, and has been so incorporated in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of VantaCore Partners LP and subsidiaries for the year ended December 31, 2011, incorporated in this prospectus supplement by reference to CorEnergy Infrastructure Trust, Inc. s Amendment No. 2 on Form 10-K/A to its Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 31, 2014, have been audited by Cooper, Travis & Company, PLC, an independent registered public accounting firm, as stated in their report incorporated by reference herein, and has been so incorporated in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

The financial statements of MoGas Pipeline LLC and statement of revenues over expenses of property owned by MRV Banks (referred to as the Josephville Road Property) for the years ended December 31, 2013 and December 31, 2012, appearing in this prospectus supplement, have been audited by RubinBrown LLP, an independent public accounting firm, as stated in their reports thereon, included herein, and are included in reliance upon such reports and upon the authority of such firm as experts in accounting and auditing.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Exchange Act, and in accordance with those requirements, we file reports and other information with the SEC. The reports and other information can be inspected and copied at the public reference facilities maintained by the SEC at Room 1580, 100 F Street, N.E., Washington, D.C. 20549. Copies of this material can be obtained by mail from the Public Reference Section of the SEC at Room 1580,100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet website (http://www.sec.gov) that contains reports, proxy and information statements and other materials that are filed through the SEC Electronic Data Gathering, Analysis and Retrieval (EDGAR) system. In addition, our common stock is listed on the New York Stock Exchange, and we are required to file reports, proxy and information statements and other information with the New York Stock Exchange. These documents can be inspected at the principal office of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. We have filed with the SEC a registration statement on Form S-3 (Registration File No. 333-176944) covering the securities offered by this prospectus supplement. You should be aware that this prospectus supplement does not contain all of the information contained or incorporated by reference in that registration statement and its exhibits and schedules. You may inspect and obtain copies of the registration statement, including exhibits, schedules, reports and other information that we have filed with the SEC, as described in the preceding paragraph. Statements contained in this prospectus supplement concerning the contents of any document we refer you to are not necessarily complete and in each instance we refer you to the applicable document filed with the SEC for more complete information.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference the information that we file with the SEC, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus. Any statement contained in a document which is incorporated by reference in this prospectus supplement or the accompanying prospectus is automatically updated and superseded if information contained in this prospectus supplement, the accompanying prospectus, or information that we later file with the SEC modifies or replaces that information.

The documents listed below have been filed by us under the Exchange Act and are incorporated by reference in this prospectus supplement:

Our Annual Report on Form 10-K for the year ended December 31, 2013, as originally filed with the SEC on March 18, 2014 and as amended and filed with the SEC on March 19, 2014 and March 31, 2014.

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, as filed with the SEC on May 12, 2014.

Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, as filed with the SEC on August 11, 2014.

Our Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, as filed with the SEC on November 7, 2014.

Our Current Reports on Form 8-K as filed with the SEC on January 6, 2014, January 8, 2014, January 14, 2014, January 16, 2014, January 17, 2014, January 22, 2014, January 28, 2014, February 28, 2014, May 1, 2014, May 30, 2014, July 31, 2014, September 30, 2014, October 7, 2014 and October 31, 2014 (excluding any information that is deemed to have been furnished and not filed with the SEC).

The description of our common shares included in our registration statement on Form 8-A filed on February 1, 2007.

In addition, all documents filed by us under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information that is deemed to have been furnished and not filed with the SEC) after the date of this prospectus supplement and prior to the termination of the offering of the securities covered by this prospectus supplement, are incorporated by reference herein.

To obtain a free copy of any of the documents incorporated by reference in this prospectus supplement (other than exhibits, unless they are specifically incorporated by reference in such documents), please contact us at 1110 Walnut, Suite 3350, Kansas City, MO 64106.

As you read these documents, you may find some differences in information from one document to another. You should assume that the information appearing in this prospectus supplement or the accompanying prospectus is accurate only as of the date on their respective covers, and you should assume the information appearing in any document incorporated or deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate only as of the date of that document. Our business, financial condition, results of operations and prospects may have changed since those dates.

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INDEX TO MOGAS PIPELINE LLC FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS REPORT

Member

MoGas Pipeline LLC

St. Peters, Missouri

Report On The Financial Statements

We have audited the accompanying financial statements of MoGas Pipeline LLC, (a Limited Liability Corporation), which comprise the balance sheet as of December 31, 2013 and 2012, and the related statements of operations, member s equity and cash flows for the years then ended, and the related notes to the financial statements.

Management s Responsibility For The Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MoGas Pipeline LLC as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

/s/ RubinBrown LLP

Saint Louis, Missouri

March 17, 2014

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BALANCE SHEET

	December 31, 2013	December 31, 2012
Assets		
Natural Gas Pipeline, At Cost		
Plant in service	**$ 91,232,013**	$ 90,907,555
Less accumulated depreciation	**27,003,775**	24,307,843
Net Natural Gas Pipeline	**64,228,238**	66,599,712
Current Assets		
Cash and cash equivalents	**2,231,820**	1,800,745
Accounts receivable	**2,611,423**	2,540,460
Prepaid expenses	**80,505**	82,386
Total Current Assets	**4,923,748**	4,423,591
Other Assets		
Finance costs net of accumulated amortization of $139,992 in 2013 and $255,731 in 2012	**64,094**	302,228
Regulatory costs net of accumulated amortization of $597,167 in 2013 and $447,876 in 2012	**447,876**	597,167
Total Other Assets	**511,970**	899,395
	$ 69,663,956	$ 71,922,698
Member s Equity And Liabilities		
Member s Equity	**$ 38,428,265**	$ 36,067,338
Commitments and Contingencies (Notes 9, 10 and 11)		
Current Liabilities		
Current maturities of long-term debt	**3,687,500**	28,500,000
Accounts payable and accrued expenses	**441,691**	355,360
Accrued severance expenses related party (Note 10)	**540,000**	
Accrued litigation liabilities (Note 9)	**1,754,000**	7,000,000
Total Current Liabilities	**6,423,191**	35,855,360
Long-Term Debt	**24,812,500**	
	$ 69,663,956	$ 71,922,698

See the accompanying notes to financial statements.

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STATEMENTS OF OPERATIONS AND MEMBER S EQUITY

	For The Years Ended December 31, 2013		2012	
	Amount	**%**	**Amount**	**%**
Statement Of Operations				
Operating Revenues				
Transportation	**$ 13,662,659**	**100.0**	$ 12,475,598	100.0
Operating Expenses				
Transportation, maintenance and general and administrative	**3,997,853**	**29.3**	4,156,997	33.3
Depreciation and amortization	**3,370,801**	**24.7**	3,279,246	26.3
Litigation charges (Note 9)	**1,936,103**	**14.2**	7,000,000	56.1
Total Operating Expenses	**9,304,757**	**68.2**	14,436,243	115.7
Income (Loss) from Operations	**4,357,902**	**31.8**	(1,960,645)	(15.7)
Other Income (Expense)				
Interest expense	**(650,366)**	**(4.8)**	(1,322,384)	(10.5)
Change in fair value of interest rate swap			728,923	5.8
Miscellaneous income	**58,288**	**0.4**	92,105	0.7
Total Other Income (Expense)	**(592,078)**	**(4.4)**	(501,356)	(4.0)
Net Income (Loss)	**$ 3,765,824**	**27.4**	$ (2,462,001)	(19.7)
Statement Of Member s Equity				
Balance Beginning Of Year	**$ 36,067,338**		$ 43,409,339	
Equity Contribution	**7,182,103**			
Distributions	**(8,587,000)**		(4,880,000)	
Net Income (Loss)	**3,765,824**		(2,462,001)	
Balance End Of Year	**$ 38,428,265**		$ 36,067,338	

See the accompanying notes to financial statements.

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STATEMENT OF CASH FLOWS

	For The Years Ended December 31, 2013	2012
Cash Flows From Operating Activities		
Net income (loss)	**$ 3,765,824**	$ (2,462,001)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Interest rate swap fair value adjustment		(728,923)
Depreciation and amortization	**3,370,801**	3,279,246
Changes in assets and liabilities:		
Increase in accounts receivable	**(70,963)**	(48,472)
Decrease in prepaid expenses	**1,881**	2,166
Increase (decrease) in accounts payable and accrued expenses	**86,331**	(41,442)
Increase in accrued severance costs related party	**540,000**	
Increase in accrued litigation liabilities	**1,936,103**	7,000,000
Decrease in customer deposits		(10,000)
Net Cash Provided By Operating Activities	**9,629,977**	6,990,574
Cash Flows Used In Investing Activities		
Purchase of plant in service	**(407,816)**	(307,640)
Cash Flows From Financing Activities		
Principal payments on long-term debt		(150,000)
Payment of finance costs	**(204,086)**	(407,959)
Distributions	**(8,587,000)**	(4,880,000)
Net Cash Used In Financing Activities	**(8,791,086)**	(5,437,959)
Net Increase In Cash And Cash Equivalents	**431,075**	1,244,975
Cash And Cash Equivalents Beginning Of Year	**1,800,745**	555,770
Cash And Cash Equivalents End Of Year	**$ 2,231,820**	$ 1,800,745
Supplemental Disclosure Of Cash Flow Information		
Interest paid	**$ 597,191**	$ 1,325,731
Noncash Investing And Financing Activity		
Capital contributed by member paid directly to customers to settle litigation (see Note 9)	**$ 7,182,103**	$
Finance costs incurred through increase in accounts payable		150,000

See the accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 And 2012

1. Summary Of Accounting Policies

Estimates And Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basis Of Accounting

The accounting records of MoGas Pipeline LLC (the Company) are maintained in accordance with accounting principles generally accepted in the United States of America and the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission (FERC or Commission). The Company s natural gas transmission systems are subject to the jurisdiction of FERC in accordance with the Natural Gas Act of 1938, the Natural Gas Policy Act of 1978, and the Energy Policy Act of 2005. In accordance with FERC guidelines, the Company also maintains its accounts in accordance with accounting standards that provides guidance to account for the effects of certain types of regulation. The accounting treatment differs from the accounting required for businesses that do not apply its provisions.

Cash Equivalents

Cash equivalents consist of money market accounts.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from balances outstanding at year end. Based on management s assessment of the credit history with customers having outstanding balances and current relationships with them, it has concluded that realization losses on balances outstanding at year end will be immaterial.

Regulatory Assets And Liabilities

For utility operations subject to federal or state cost-of-service rate regulation, regulatory practices that assign costs to accounting periods may differ from accounting methods generally applied by nonregulated companies. When it is probable that regulators will permit the recovery of current costs through future rates charged to customers, the Company defers these costs as regulatory assets that otherwise would be expensed by nonregulated companies. Regulatory assets will be amortized into expense over the recovery period when authorized by the regulator.

Natural Gas Pipeline

The Company utilizes mass asset accounting for depreciation charges, plant and pipeline additions and retirements. Plant and pipeline are stated at cost. The cost of additions to the transmission plant and pipeline include contracted work, direct materials and labor, allocable overheads, interest on funds used during construction and certain other related costs.

Beginning in 2010, the Company incurred consulting and legal fees resulting from litigation claiming the Company improperly included a purported acquisition premium in determining its initial rates (Note 9). Total cost capitalized amounted to nil and $185,623 in 2013 and 2012, respectively. In accordance with FERC reporting requirements, the Company has capitalized these costs and included them as plant in service on the balance sheet. Total amounts capitalized at December 31, 2012 amounted to $1,164,336. The Company began depreciating these costs in 2011.

The cost of maintenance and repairs to plant and the cost of replacing minor items, not affecting substantial betterments, are charged to operating expense.

Depreciation expense for financial reporting purposes is computed using the straight-line method at rates established by regulatory authorities. Depreciation expense amounted to $2,779,290 and $2,786,069 for the years ended December 31, 2013 and 2012, respectively.

In December 2006, the Company adopted the provisions of a FERC accounting release that impacts certain costs the Company incurs related to their pipeline integrity programs. Under the release, the Company is required to prospectively expense certain pipeline integrity costs instead of capitalizing them as a part of plant in service. Pipeline integrity costs amounting to approximately $80,000 and $172,000 were expensed on the statement of operations in the years ended December 31, 2013 and 2012, respectively. The Company is unable to estimate how much additional expense will be required for future pipeline integrity costs on an annual basis.

Natural Gas Pipeline assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds its fair value. There was no indicator of impairment of such assets during the years ended December 31, 2013 and 2012.

Revenue Recognition

The Company generates revenue from natural gas transportation service and recognizes revenues on firm contracted capacity over the contract period regardless of the amount of natural gas that is transported. For interruptible or volumetric-based services, revenue is recorded when physical deliveries of natural gas are made at the delivery point agreed upon by both parties. The Company recognized revenue through 9:00 a.m. on January 1, 2014 and 2013. This is consistent with industry practices.

Accounting For Asset Retirement Obligations

The Company records a liability for retirement and removal costs of long-lived assets used in the business when the timing and/or amount of the settlement of those costs are relatively certain.

The Company has legal obligations associated with its natural gas pipelines and related transmission facilities. The Company s legal obligations associated with its natural gas transmission facilities relate primarily to purging and sealing the pipelines if they are abandoned. The Company also has obligations to remove hazardous materials associated with its natural gas transmission facilities if they are replaced. The Company accrues a liability on those legal obligations when it can estimate the timing and amount of their settlement. These obligations include those where the Company has plans to or otherwise will be legally required to replace, remove or retire the associated assets. Substantially all of the Company s natural gas pipelines can be maintained indefinitely and, as a result, the Company has not accrued a liability associated with purging and sealing them.

Income Taxes

The Company is taxed as a partnership under provisions of the Internal Revenue Code and similar sections of the state income tax laws. Therefore, taxable income or loss is reported to the individual members for inclusion in their respective tax returns.

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The Company follows rules for uncertain tax positions that require financial statement recognition of the impact of a tax position if a position is more likely than not of being sustained on audit, based on the technical merits of the position. The rules also provide guidance on measurement, derecognition, classification, interest and penalties, transition, and disclosure requirements for uncertain tax positions. The Company s federal and state tax returns for tax years 2010 and later remain subject to examination by taxing authorities.

Deferred Charges

Finance costs are being amortized on the straight line method over the life of the debt agreement. During 2013, the Company capitalized finance cost of $204,086 associated with the debt agreement (Note 4) which expires on January 31, 2014. During 2012, the Company capitalized finance cost of $557,959 associated with the debt agreement (Note 4) which had an original maturity date of July 31, 2013. Amortization expense amounted to $442,219 and $343,885 for the years ended December 31, 2013 and 2012, respectively.

Derivatives

The Company recognizes derivative instruments and hedging activities in the balance sheet at fair value. Derivatives that are not designated as hedges are recorded at fair value through current period earnings. Fair value for the Company s derivative financial instruments are based on quoted market prices of comparable contracts or, if none are available, on pricing models or formulas using current assumptions. The Company does not hold or issue derivative instruments for trading purposes.

Fair Value Of Financial Instruments

The carrying amount of the long-term debt approximates fair value as the interest rates fluctuate with current market rates or approximate current rates at which the Companies could borrow funds with similar terms.

Fair Value Measures

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The hierarchy of valuation techniques is based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company s market assumptions. Types of inputs create the following fair value hierarchy:

Level 1 Quoted unadjusted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 Model derived valuations in which one or more significant inputs or significant value drivers are unobservable.

Subsequent Events

Management has evaluated subsequent events through March 17, 2014, the date which the financial statements were available for issue.

2. Operations

MoGas Pipeline LLC, a single member limited liability company, is a wholly owned subsidiary of its parent, Mogas Energy, LLC (Mogas Energy or the Parent).

The Company earns revenue predominantly from the transportation of natural gas through its pipeline in Missouri and Illinois. The Company extends unsecured credit to its customers, which are comprised of municipalities and publicly traded natural gas companies located in eastern Missouri and western Illinois.

The Company received a Certificate of Convenience and Necessity from the FERC in April 2007. The Company filed a compliance tariff with FERC in July 2007 and received final approval as of June 1, 2008 to begin operations as an interstate pipeline.

3. Regulatory Costs

During 2009, certain organization and legal fees, related to a petition before FERC to be regulated as an interstate pipeline had accumulated costs of $862,246, have been included as regulatory costs on the balance sheet. During 2010, the Company incurred consulting and legal fees related to the petition totaling $182,797. Management believes it is probable that these costs will be recoverable and have included these costs on the balance sheet at $447,876 and $597,167 at December 31, 2013 and 2012, respectively, net of accumulated amortization of $597,167 and $447,876 in 2013 and 2012, respectively. Amortization of regulatory costs amounted to $149,292 for the years ended December 31, 2013 and 2012.

4. Long-Term Debt

At December 31, 2011, the Company had term promissory notes with banks that were secured by real and personal property of the Company. The notes were payable in quarterly principal payments of $75,000, plus interest at a variable rate of LIBOR plus the Applicable Margin Ratio of 1.25%,1.5% or 2% based on the Company s debt to EBITDA ratio. The notes became due on July 12, 2012. As described in Note 5, there were interest rate swaps associated with the notes that also expired in July 2012.

In July 2012, the Company amended the term promissory notes extending the maturity date to July 2013. In July 2013, the Company amended the term promissory notes extending the maturity date to January 2014. Interest on the notes is based on a variable interest rate of LIBOR plus 2% (2.17% at December 31, 2013). On a quarterly basis, the Company is required to deposit all Group Revenues, as defined in the amendment, into the Controlled Revenue Accounts (the Accounts). Amounts included in these Accounts can be used for operating expenses and permitted capital expenditures. Amounts remaining in excess of operating expenses and permitted capital expenses are to be used to make payment first on unpaid interest and bank fees of the Company and its parent company, then to prepay the outstanding term loans and line of credit of the parent company with the same financial institution. Upon payment of all parent company obligations, the Company must pay a minimum $75,000 principal payment on a quarterly basis plus amounts remaining in the Accounts in excess of operating expenses, permitted capital expenditures and unpaid interest and bank fees. The term promissory notes contain restrictions on interest rate coverage ratio and leverage ratio on a quarterly basis. The balance on the notes at December 31, 2013 and 2012 amounted to $28,500,000.

In February 2014, the Company amended the term promissory notes extending the maturity date to February 28, 2017. The amended notes require quarterly principal payments of $62,500, plus interest at a variable rate of LIBOR plus the Applicable Margin Ratio of 2.125% per annum. The amended note agreement required the Company to make a prepayment of $3,500,000 which was funded through a capital contribution from the Parent company subsequent to year end and applied to the principal balance in February 2014. The note also requires the Company to establish a litigation reserve fund account of $3,000,000 that is restricted to pay any settlement amounts, damages or other amounts payable to the plaintiffs of the municipalities litigation (Note 9). As required by the amended note agreement, in February 2014, the Company entered into two contracts to hedge the interest rate risk exposure on a portion of its long-term debt.

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The scheduled maturities of long-term debt after consideration of the subsequent refinancing of the Company s term promissory notes are as follows:

Year	Amount
2014	$ 3,687,500
2015	250,000
2016	250,000
2017	24,312,500
	$ 28,500,000

5. Interest Rate Swap

In July 2007, the Company entered into two contracts to hedge the interest rate risk exposure on a portion of its long-term debt. Payment under the term credit facility is based on LIBOR plus a spread. The Company entered into an $8,000,000 and $12,000,000 notional principal interest rate swap that effectively converted the floating rate LIBOR-based payments to fixed payments at 5.45%. These agreements expired in July 2012.

In August 2007, the Company entered into a contract to hedge the interest rate risk exposure on a portion of its long-term debt. Payment under the term credit facility is based on LIBOR plus a spread. The Company entered into an $8,500,000 notional principal interest rate swap that effectively converted the floating rate LIBOR-based payments to fixed payments at 5.1%. The agreement expired in July 2012.

No interest rate swaps existed at December 31, 2013 or 2012.

Additional interest expense paid during 2012, as a result of these agreements, amounted to approximately $748,800.

6. Miscellaneous Income

Miscellaneous income consists of:

	2013	**2012**
Interest income	**$ 58,044**	$ 71,935
Other miscellaneous income	**244**	20,170
	$ 58,288	$ 92,105

7. Significant Concentration

Three customers accounted for 90% and 86% of the Company s revenue during the years ended December 31, 2013 and 2012, respectively. Accounts receivable from these customers amounted to approximately 40% and 41% of total accounts receivable outstanding at December 31, 2013 and 2012, respectively.

8. Employee Benefit Plans

The Company established a profit sharing and 401(k) plan which covers all employees. Contributions to the plan are at the discretion of the Company s members to be determined annually. Employees can contribute to the plan, up to the maximum amount determined by the Internal Revenue Service. The Company matched $33,780 and $40,525 and made a discretionary profit sharing contribution of $35,000 and $40,000 in 2013 and 2012, respectively.

9. Contingencies

To provide context for the litigation described below, in October 2007, the Missouri Public Service Commission (MPSC) issued a Revised Report and Order (the Order) indicating that the Company violated their tariffs by granting transportation discounts to a customer without granting the same discount to other shippers on the system.

In 2009, a customer filed a civil action alleging refunds of approximately $7,500,000 plus interest arising from the Order. The Company entered into a MPSC-approved settlement with the customer in October 2013 and the case has been dismissed with prejudice. The settlement resulted in the Company paying approximately $3,676,000, which was funded by capital contributions from the Parent company during 2013. At December 31, 2012, the Company had accrued $3,500,000 related to this case, which was charged to operations during 2012. The difference between the amount accrued and settlement payment of $176,000 was charged to operations in 2013.

In 2011, another customer asserted claims for rate refunds as a result of the Order. The Company entered into a MPSC-approved settlement with the customer in October 2013 and the case has been dismissed with prejudice. The settlement resulted in the Company paying approximately $3,506,000, which was funded by capital contributions from the Parent company during 2013. At December 31, 2012, the Company had accrued $3,500,000 related to this case, which was charged to operations during 2012. The difference between the amount accrued and settlement payment of $6,000 was charged to operations in 2013.

As a result of the MPSC-approved settlement of the two cases above, the MPSC dismissed with prejudice an action it had filed in 2007 seeking penalties from the Company arising from the Order.

In 2008, an organization purporting to represent certain municipalities along with one municipality customer asserted claims for rate refunds as a result of the Order in the amount of approximately $800,000. The Company asserted counterclaims for unpaid charges totaling approximately $1,050,000 plus interest amounting to approximately $404,000 and $345,000 at December 31, 2013 and 2012, respectively. These amounts are included in MoGas Pipeline accounts receivable at December 31, 2013 and 2012. This case is in the discovery phase and no trial date has been set. On October 15, 2012, the judge dismissed the organization and permitted three additional municipalities to substitute. Each of the municipality plaintiffs thereafter filed motions to amend their petitions alleging damages in the total amount of approximately $3,000,000. The Company thereafter re-asserted its counterclaims for unpaid charges. Otherwise this case is in the discovery phase and no trial date has been set. The Company proposed a settlement to the four municipalities in the aggregate for approximately $1,600,000, of which the outstanding unpaid accounts receivable and interest totaling approximately $1,500,000 would offset the total amount of the settlement which was rejected by the municipalities. At December 31, 2013, the Company estimated a liability amounting to approximately $1,754,000 related to these claims which was charged to operations in 2013. It is at least reasonably possible that a change in management s estimate of its probable liability could occur in the near term resulting in a loss in excess of the amount accrued.

The Company has a matter arising from its certification proceeding before the FERC. As part of that proceeding, FERC determined initial rates to be used by the Company. The MPSC alleged that the Company improperly included a purported acquisition premium associated with purchasing certain assets for the purpose of determining those rates. FERC held that the issue did not need to be determined until the Company filed its next rate case, which it was ordered to do within a certain period of time. The MPSC appealed that decision to the United States Court of Appeals for the District of Columbia, which reversed FERC s decision and remanded the matter to FERC. On March 21, 2013, the FERC issued its order reversing the decision and holding the purchase price of the assets could be included in the rate base. FERC affirmed this finding and denied MPSC s petition for rehearing on September 19, 2013. MPSC petitioned the D.C. Circuit for review of FERC s March and September 2013 orders on November 18, 2013. The

Company is an intervenor in that proceeding. MPSC filed its Petitioner s brief on February 24, 2014. FERC will file a Respondent s Brief on April 25, 2014. The Company is permitted to file an Intervenor s Brief on May 12, 2014. Management believes it has meritorious defenses and plans to vigorously defend these allegations.

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10. Related Party Transactions

During 2013, the Company entered into a termination agreement with its former President, an indirect beneficial owner of the Company. The termination agreement stipulated that the Company pay the former President $45,000 a month for 12 months beginning January 2014. At December 31, 2013, the Company has included a liability in accrued severance expenses on the balance sheet amounting to $540,000 related to the agreement.

11. Commitments

Under terms of a consulting agreement, the Company is obligated to make payments of $20,000 each month to an independent contractor through the initial term of the agreement which ends December 31, 2014. The Company is also obligated to pay the independent contractor an additional fee based on annual EBITDA of the Company, not to exceed 50% of the aggregate of all monthly fees paid. After December 31, 2014, the Company may terminate the agreement with 30 days notice.

The Parent has outstanding a line of credit and term promissory notes with a financial institution that are secured by all of the assets of the Company, as well as pledge of the Company s equity.

Interest on the Parent s line of credit was payable at a variable rate of LIBOR plus a range from 2.75% to 3.5% (3.665% at December 31, 2013). The line-of-credit agreement expires on January 31, 2014. The Parent had an outstanding balance of $10,000,000 against the line of credit at December 31, 2013 and 2012. In February 2014, the line of credit agreement was converted into a term loan and additional amounts were borrowed. Upon the effective date of the amended term promissory notes, the outstanding balance of the Parent s debt was $22,500,000.

Interest on the Parent s notes is based on a variable interest rate of LIBOR plus a range from 2.75% to 3.5% (3.665% at December 31, 2013). The Parent s balance on the term promissory notes was $8,075,000 at December 31, 2012. No amount was outstanding under the Parent s term notes at December 31, 2013.

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FINANCIAL INFORMATION

The following sets forth our unaudited balance sheets as of September 30, 2014 and December 31, 2013, our unaudited statements of operations for the three-month and nine-month periods ended September 30, 2014 and 2013, and our unaudited statements of cash flows for the nine-month periods ended September 30, 2014 and 2013.

MoGas Pipeline LLC

Balance Sheet

	(Unaudited) September 30, 2014	December 31, 2013
Natural Gas Pipeline, At Cost		
Plant in service	$ 91,055,330	$ 91,232,013
Less accumulated depreciation	29,070,433	27,003,775
Net Natural Gas Pipeline	61,984,897	64,228,238
Current Assets		
Cash and cash equivalents	1,937,000	2,231,820
Restricted cash	3,000,000	
Accounts receivable	2,666,801	2,611,423
Interest rate swap asset	55,938	
Prepaid expenses	184,550	80,505
Total Current Assets	7,844,289	4,923,748
Other Assets		
Finance costs net of accumulated amortization of $72,917 and $139,992 at September 30, 2014 and December 31, 2013, respectively	302,083	64,094
Regulatory costs net of accumulated amortization of $709,136 and $597,167 at September 30, 2014 and December 31, 2013, respectively	335,907	447,876
Total Other Assets	637,990	511,970
	$ 70,467,176	$ 69,663,956
Member s Equity And Liabilities		
Member s Equity	$ 42,413,213	$ 38,428,265
Commitments And Contingencies (Note 4)		
Current Liabilities		
Current maturities of long-term debt	250,000	3,687,500
Accounts payable and accrued expenses	784,630	441,691
Accrued severance expenses related party	135,000	540,000

Accrued litigation liabilities Note 4	2,259,333	1,754,000
Total Current Liabilities	3,428,963	6,423,191
Long-Term Debt	24,625,000	24,812,500
	$ 70,467,176	$ 69,663,956

The accompanying notes are an integral part of these financial statements.

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MoGas Pipeline LLC

Statement Of Operations

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2014 Amount	2013 Amount	2014 Amount	2013 Amount
Operating Revenues				
Transportation	$ 3,388,752	$ 3,389,090	$ 10,316,109	$ 10,226,056
Operating Expenses				
Transportation, maintenance and general and administrative	1,343,278	717,352	3,120,196	2,484,002
Depreciation and amortization	789,110	803,926	2,358,209	2,574,011
Litigation charges Note 4	505,333	1,936,103	505,333	1,936,103
Total Operating Expenses	2,637,721	3,457,381	5,983,738	6,994,116
Income (Loss) From Operations	751,031	(68,291)	4,332,371	3,231,940
Other Income (Expense)				
Interest expense	(194,583)	(176,730)	(646,333)	(492,249)
Change in fair value of interest rate swap	113,229		55,938	
Miscellaneous income (expense)	23,196	2,131	61,674	39,195
Total Other Income (Expense)	(58,158)	(174,599)	(528,721)	(453,054)
Net Income (Loss)	$ 692,873	$ (242,890)	$ 3,803,650	$ 2,778,886

The accompanying notes are an integral part of these financial statements.

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MoGas Pipeline LLC

Statement of Cash Flows

	For The Nine Months Ended September 30, 2014	2013
Cash Flows From Operating Activities		
Net income	$ 3,803,650	$ 2,778,886
Adjustments to reconcile net income to net cash provided by operating activities:		
Interest rate swap fair value adjustment	(55,938)	
Depreciation and amortization	2,358,209	2,574,011
Changes in assets and liabilities:		
Increase in restricted cash	(3,000,000)	
Increase in accounts receivable	(55,378)	(22,510)
Increase in prepaid expenses	(104,045)	(95,923)
Increase in accounts payable and accrued expenses	583,573	213,264
Decrease in accrued severance costs related party	(405,000)	
Increase in accrued litigation liabilities	505,333	1,936,103
Net Cash Provided By Operating Activities	3,630,404	7,383,831
Cash Flows Used In Investing Activities		
Purchase of plant in service	(106,522)	(8,973)
Cash Flows From Financing Activities		
Principal payments on long-term debt	(125,000)	
Payment of finance costs		(163,324)
Equity contribution	2,966,298	
Distributions	(6,660,000)	(7,592,000)
Net Cash Used In Financing Activities	(3,818,702)	(7,755,324)
Net Decrease In Cash And Cash Equivalents	(294,820)	(380,466)
Cash And Cash Equivalents Beginning Of Period	2,231,820	1,800,745
Cash And Cash Equivalents End Of Period	$ 1,937,000	$ 1,420,279
Supplemental Disclosure Of Cash Flow Information		
Interest paid	$ 697,526	$ 442,113
Noncash Investing And Financing Activity		
Capital contributed by member paid directly to customers to settle litigation (see Note 4)	$	$ 7,182,103
Finance costs incurred through increase in accounts payable		40,762
	3,500,000	

Capital contributed by member paid directly to financial institution for paydown of debt	
Capital contributed by member paid directly to financial institution to pay debt issuance costs	375,000

The accompanying notes are an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

1. Nature Of Operations And Basis Of Presentation

Organization

MoGas Pipeline LLC (the Company), a sole member limited liability company, is a wholly owned subsidiary of its Parent, Mogas Energy, LLC (the Parent or Mogas Energy).

The Company earns revenue predominantly from the transportation of natural gas through its pipeline in Missouri and Illinois. The Company extends unsecured credit to its customers, which are comprised of municipalities and publicly traded natural gas companies located in eastern Missouri and western Illinois.

The Company received a Certificate of Convenience and Necessity from the FERC in April 2007. The Company filed a compliance tariff with FERC in July 2007 and received final approval as of June 1, 2008 to begin operations as an interstate pipeline.

Basis Of Presentation

The accompanying financial statements have been prepared by the Company in accordance with the accounting policies stated in the Company s 2013 audited financial statements and should be read in conjunction with the 2013 audited financial statements of the Company.

In the opinion of the Company, all normal recurring adjustments necessary for a fair presentation have been included in the unaudited financial statements. The unaudited financial statements have been prepared in compliance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) accounting principles generally accepted in the United States for interim financial information. Accordingly, the financial statements do not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements, and do include amounts that are based upon management estimates and judgments. Future actual results could differ from such current estimates.

Subsequent Events

Management has evaluated subsequent events through November 17, 2014, the date which the financial information was available for issue.

2. Derivative Instruments

The Company recognizes derivative instruments and hedging activities as either assets or liabilities in the balance sheet at fair value. The Company s derivative instruments do not qualify for hedge accounting under the specific guidelines of ASC 815-20-25, *Derivatives and Hedging, Hedging-General, Recognition*. While management believes these instruments are entered into in order to effectively manage various risks, none of the derivative instruments are designated and accounted for as hedges primarily as a result of the extensive recordkeeping requirements.

In March 2014, the Company entered into two contracts to hedge the interest rate risk exposure on its long-term debt. The Company entered into $10,000,000 and $15,000,000 notional principal interest rate swap agreements that effectively converted the floating rate London Interbank Offered Rate (LIBOR) based payments to fixed payments at 3.048%. The agreements expire in February 2017. Additional interest expense paid amounted to $44,013 for the three months ended September 30, 2014 and $102,516 for the nine months ended September 30, 2014.

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Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The hierarchy of valuation techniques is based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company s market assumptions. Types of inputs create the following fair value hierarchy:

Level 1 Quoted unadjusted prices for identical instruments in active markets

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 Model derived valuations in which one or more significant inputs or significant value drivers are unobservable.

The Company s assets and/or liabilities measured at fair value on a recurring basis include interest rate swap agreements. The agreements have been valued using a LIBOR rate based forward price curve model and therefore are defined as Level 2. No interest rate swaps existed at December 31, 2013.

Changes in fair value are recorded through current period earnings and amounted to a gain of $113,229 for the three months ended September 30, 2014, and a gain of $55,938 for the nine months ended September 30, 2014.

3. Long-Term Debt

In February 2014, the Company amended the existing term promissory notes extending the maturity date to February 28, 2017. The amended notes are secured by real and personal property of the Company and require quarterly principal payments of $62,500, plus interest at a variable rate of LIBOR plus the Applicable Margin Ratio of 2.125% per annum. The amended note agreement required the Company to make a prepayment of $3,500,000 which was funded through a capital contribution from Mogas Energy. The note also requires the Company to establish a litigation reserve fund account of $3,000,000 that is restricted to pay any settlement amounts, damages or other amounts payable to the plaintiffs of the municipalities litigation (Note 4) and is classified as restricted cash on the balance sheet as of September 30, 2014.

4. Contingencies

To provide context for the litigation described below, in October 2007, the Missouri Public Service Commission (MPSC) issued a Revised Report and Order (the Order) indicating that the Company violated their tariffs by granting transportation discounts to a customer without granting the same discount to other shippers on the system.

Four municipalities have asserted claims for rate refunds as a result of the Order in the amount of approximately $300,000. The Company asserted counterclaims for unpaid charges totaling approximately $1,048,000 plus interest amounting to approximately $462,000 and $404,000 at September 30, 2014 and December 31, 2013, respectively. These amounts are included in the Company s accounts receivable at September 30, 2014 and December 31, 2013. The

Company entered into a settlement with one of the municipalities in October 2014 and the case will be dismissed with prejudice. The settlement resulted in the Company paying $220,000. The Company s counterclaim for unpaid charges and related interest totaling approximately $395,000 will be dismissed at a future date. In November 2014, the Company tentatively agreed to a settlement with the remaining three municipalities. The

Company is advised that two of the municipalities governing bodies have approved the settlements and that the third will approve it on November 20, 2014. The settlement will require the Company to pay in the aggregate $530,000 and to dismiss the Company s counterclaims for unpaid charges and related interest total approximately $1,115,000. The above cash payments, total $750,000, will be funded from restricted cash on the Company s balance sheet. At September 30, 2014, the Company estimated a liability amounting to approximately $2,260,000. At December 31, 2013, the Company estimated a liability amounting to approximately $1,754,000 related to these claims which was charged to operations in the nine months ended September 30, 2013. The difference between the amount accrued at December 31, 2013 and the total amount of the current settlements approved and pending approval resulted in a charge to operations of approximately $506,000 in the nine months ended September 30, 2014. It is at least reasonably possible that a change in management s estimate of its probable liability could occur in the near term resulting in a loss in excess of the amount accrued.

In 2009, a customer filed a civil action alleging refunds of approximately $7,500,000 plus interest arising from the Order. The Company entered into a MPSC-approved settlement with the customer in October 2013 and the case has been dismissed with prejudice. The settlement resulted in the Company paying approximately $3,676,000, which was funded by capital contributions from the Parent company during 2013. The difference between the amount accrued at December 31, 2012 totaling $3,500,000 and the settlement payment resulted in a charge to operations of $176,000 in the nine months ended September 30, 2013.

In 2011, another customer asserted claims for rate refunds as a result of the Order. The Company entered into a MPSC-approved settlement with the customer in October 2013 and the case has been dismissed with prejudice. The settlement resulted in the Company paying approximately $3,506,000, which was funded by capital contributions from the Parent company during 2013. The difference between the amount accrued at December 31, 2012 of $3,500,000 and the settlement payment resulted in a charge to operations of $6,000 in the nine months ended September 30, 2013.

As a result of the MPSC-approved settlement of the two cases above, the MPSC dismissed with prejudice an action it had filed in 2007 seeking penalties from the Company arising from the Order.

The Company has a matter arising from its certification proceeding before the FERC. As part of that proceeding, FERC determined initial rates to be used by the Company. The MPSC alleged that the Company improperly included a purported acquisition premium associated with purchasing certain assets for the purpose of determining those rates. FERC held that the issue did not need to be determined until the Company filed its next rate case, which it was ordered to do within a certain period of time. The MPSC appealed that decision to the United States Court of Appeals for the District of Columbia, which vacated FERC s decision and remanded the matter to FERC. On March 21, 2013, the FERC issued an order holding the purchase price of the assets could be included in the rate base. FERC affirmed this finding and denied MPSC s petition for rehearing on September 19, 2013. MPSC petitioned the D.C. Circuit for review of FERC s March and September 2013 orders on November 13, 2013. The Company is an intervenor in that proceeding. Briefing by all parties has been completed. Oral argument is sch