

TORTOISE ENERGY INFRASTRUCTURE CORP

Form POS EX

March 28, 2007

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**As filed with the Securities and Exchange Commission on March 28, 2007**

**1933 Act File No. 333-140457**

**1940 Act File No. 811-21462**

**U.S. SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form N-2**

**(Check appropriate box or boxes)**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Pre-Effective Amendment No. \_\_\_\_**

**Post-Effective Amendment No. 2**

**and**

**REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940**

**Amendment No. 29**

**Tortoise Energy Infrastructure Corporation**

**10801 Mastin Boulevard, Suite 222**

**Overland Park, Kansas 66210**

**(913) 981-1020**

**Agent for Service**

**David J. Schulte**

**10801 Mastin Boulevard, Suite 222**

**Overland Park, Kansas 66210**

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**Kansas City, MO 64112**

**Anna T. Pinedo**

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**1290 Avenue of the Americas**

**New York, NY 10104**

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

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

This Post-Effective Amendment No. 1 will become effective immediately upon filing pursuant to Rule 462(d) under the Securities Act of 1933.

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**Explanatory Note**

This Post-Effective Amendment consists of the following:

1. Facing sheet of the Registration Statement.
  2. Part C of the Registration Statement (including signature page).
  3. Exhibits h.4, k.10 and l filed pursuant to Item 25 of the Registration Statement.
- Parts A and B of the Registrant's Pre-Effective Amendment No. 2 to the Registration Statement on Form N-2 (No. 333-140457), filed on March 14, 2007, are incorporated by reference herein and this Post-Effective Amendment No. 2 is being filed for the sole purpose of filing three exhibits to this Registration Statement on Form N-2.
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**PART C OTHER INFORMATION**

**Item 25: Financial Statements and Exhibits**

1. Financial Statements:

The Registrant's audited financial statements dated November 30, 2006, notes to such financial statements and report of independent registered public accounting firm thereon are incorporated by reference into Part B: Statement of Additional Information.

2. Exhibits:

- a.1. Articles of Incorporation.<sup>1</sup>
  - a.2. Articles of Amendment and Restatement.<sup>2</sup>
  - a.3. Articles Supplementary relating to Series I MMP Shares.<sup>5</sup>
  - a.4. Articles Supplementary relating to Series II MMP Shares.<sup>10</sup>
  - a.5. Form of Articles Supplementary relating to Preferred Stock, included in Part B: Statement of Additional Information.\*
  - a.6. Articles of Amendment.<sup>8</sup>
  - b.1. By-laws.<sup>1</sup>
  - b.2. Amended and Restated Bylaws.<sup>2</sup>
  - c. None.
  - d.1. Form of Common Share Certificate\*\*
  - d.2. Form of Preferred (MMP) Stock Certificate.\*\*
  - d.3. Form of Note.\*\*
  - d.4. Indenture of Trust.<sup>10</sup>
  - d.5. Form of Supplemental Indenture of Trust for Series D Notes.\*\*
  - d.6. Statement of Eligibility of Trustee on Form T-1.<sup>3</sup>
  - d.7. Form of Fitch Rating Guidelines and Moody's Rating Guidelines.\*\*
  - e. Terms and Conditions of the Amended Dividend Reinvestment and Cash Purchase Plan.\*\*
  - f. Not applicable.
  - g.1. Investment Advisory Agreement with Tortoise Capital Advisors, L.L.C.<sup>3</sup>
  - g.2. Reimbursement Agreement.<sup>3</sup>
  - h.1. Form of Underwriting Agreement relating to Common Stock.\*\*
  - h.2. Form of Underwriting Agreement relating to Preferred Stock.\*\*
  - h.3. Form of Underwriting Agreement relating to Notes.\*\*
  - h.4. Form of Placement Agency Agreement\*
  - i. None.
  - j. Custody Agreement.<sup>3</sup>
  - k.1. Stock Transfer Agency Agreement.<sup>3</sup>
  - k.2. Administration Agreement.<sup>3</sup>
  - k.3. Fund Accounting Agreement.<sup>3</sup>
  - k.4. Form of Auction Agency Agreement relating to Preferred Stock.\*\*
  - k.5. Form of Auction Agency Agreement relating to Notes.\*\*
  - k.6. Form of Broker-Dealer Agreement relating to Preferred Stock.\*\*
  - k.7. Form of Broker-Dealer Agreement relating to Notes.\*\*
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- k.8. DTC Representation Letter relating to Preferred Stock and Notes. <sup>7</sup>
  - k.9 Credit Agreement. <sup>\*\*</sup>
  - k.10 Form of Purchase Agreement<sup>\*</sup>
  - l. Opinion of Venable LLP. <sup>\*</sup>
  - m. Not applicable.
  - n. Consent of Auditors. <sup>\*\*</sup>
  - o. Not applicable.
  - p. Subscription Agreement. <sup>3</sup>
  - q. None.
  - r1. Code of Ethics for the Registrant. <sup>6</sup>
  - r2. Code of Ethics for the Adviser. <sup>6</sup>
  - s. Powers of Attorney. <sup>\*\*</sup>
- (\*) Filed herewith.
- (\*\*) Previously filed.
- (1) Incorporated by reference to Registrant's Registration Statement on Form N-2, filed on October 31, 2003 (File Nos. 333-110143 and 811-21462).
  - (2) Incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on January 30, 2004 (File Nos. 333-110143 and 811-21462).
  - (3) Incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on June 28, 2004 (File Nos. 333-114545 and 811-21462).
  - (4) Incorporated by reference to Pre-Effective Amendment No. 3 to Registrant's Registration Statement on Form N-2, filed on February 20, 2004 (File Nos. 333-110143 and 811-21462).
  - (5) Incorporated by reference to Registrant's Registration Statement on Form N-2, filed on October 15, 2004 (File Nos. 333-119784 and 811-21462).
  - (6) Incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on November 24, 2004 (File Nos. 333-119784 and 811-21462).
  - (7) Incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on April 1, 2005 (File Nos. 333-122350 and 811-21462).
  - (8) Incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on July 7, 2005 (File Nos. 333-124079 and 811-21462).
  - (9) Incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on August 10, 2006 (File Nos. 333-131204 and 811-21462).
  - (10) Incorporated by reference to Registrant's Registration Statement on Form N-2, filed on January 20, 2006 (File Nos. 333-131204 and 811-21462).

**Item 26: Marketing Arrangements**

The information contained under the heading "Plan of Distribution" in the prospectus is incorporated herein by reference, and information concerning the underwriter is contained in the accompanying prospectus supplement.



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Form of Purchase Agreement

Opinion of Venable LLC

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in this City of Overland Park and State of Kansas, on the 28th day of March, 2007.

Tortoise Energy Infrastructure Corporation

By: /s/ David J. Schulte  
David J. Schulte, President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

/s/ Terry C. Matlack	Director (and Principal	
Terry C. Matlack	Financial and Accounting Officer)	March 28, 2007
/s/ Conrad S. Ciccotello*	Director	
Conrad S. Ciccotello		March 28, 2007
/s/ John R. Graham*	Director	
John R. Graham		March 28, 2007
/s/ Charles E. Heath*	Director	
Charles E. Heath		March 28, 2007
/s/ H. Kevin Birzer*	Director	
H. Kevin Birzer		March 28, 2007
/s/ David J. Schulte	President and Chief Executive	
David J. Schulte	Officer (Principal Executive Officer)	March 28, 2007

\* By David J. Schulte pursuant to power of attorney, filed previously in the initial registration statement on February 5, 2007.

\* By: /s/ David J. Schulte

Attorney-in-Fact

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**EXHIBIT INDEX**

- h.4 Form of Placement Agency Agreement.
- k.10 Form of Purchase Agreement.
- l. Opinion of Venable LLC.