

TORTOISE ENERGY INFRASTRUCTURE CORP  
Form DEF 14A  
January 27, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials.

Soliciting Material Pursuant to ss.240.14a-12

**TORTOISE ENERGY INFRASTRUCTURE CORPORATION**  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
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- (1) Amount Previously Paid:
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- (3) Filing Party:
- (4) Date Filed:

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**TORTOISE ENERGY INFRASTRUCTURE CORPORATION**  
**10801 Mastin Boulevard, Suite 222**  
**Overland Park, Kansas 66210**  
**1-800-919-0315**

January 27, 2006

Dear Fellow Stockholder:

You are cordially invited to attend the annual meeting of stockholders of **Tortoise Energy Infrastructure Corporation** (the "Company") on Wednesday, April 12, 2006 at 9:00 a.m., Central Time, at The Doubletree Hotel, 10100 College Boulevard, Overland Park, Kansas 66210.

The matters scheduled for consideration at the meeting are the election of two directors of the Company and the ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending November 30, 2006, as more fully discussed in the enclosed proxy statement.

Enclosed with this letter are answers to questions you may have about the proposals, the formal notice of the meeting, the proxy statement, which gives detailed information about the proposals and why the Board recommends that you vote to approve each of them, the actual proxy for you to sign and return, and the Company's Annual Report to stockholders for the fiscal year ended November 30, 2005. If you have any questions about the enclosed proxy or need any assistance in voting your shares, please call 1-888-728-8784.

Your vote is important. Please complete, sign, and date the enclosed proxy card and return it in the enclosed envelope. This will ensure that your vote is counted, even if you cannot attend the meeting in person.

Sincerely,

/s/ David J. Schulte

David J. Schulte  
CEO and President

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**TORTOISE ENERGY INFRASTRUCTURE CORPORATION**

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## ANSWERS TO SOME IMPORTANT QUESTIONS

Q. WHAT AM I BEING ASKED TO VOTE "FOR" ON THIS PROXY?

A. This proxy contains two proposals: (i) the election of two directors to serve until the 2009 Annual Stockholder Meeting; and (ii) the ratification of Ernst & Young LLP as the Company's independent registered public accounting firm. Stockholders of the Company may also transact such other business as may properly come before the meeting.

Q. AM I ENTITLED TO VOTE ON THE ELECTION OF BOTH DIRECTORS?

A. Only holders of preferred shares voting as a class are entitled to vote on the election of Terry C. Matlack. Holders of preferred shares and holders of common shares are entitled to vote as a single class on the election of Charles E. Heath.

Q. HOW DOES THE BOARD OF DIRECTORS SUGGEST THAT I VOTE?

A. The Board of Directors of the Company unanimously recommends that you vote "FOR" all proposals on the enclosed proxy card.

Q. HOW CAN I VOTE?

A. You can vote by completing, signing and dating your proxy card, and mailing it in the enclosed envelope. You also may vote in person if you are able to attend the meeting. However, even if you plan to attend the meeting, we urge you to cast your vote by mail. That will ensure that your vote is counted should your plans change.

**This information summarizes information that is included in more detail in the Proxy Statement. We urge you to read the Proxy Statement carefully.**

**If you have questions, call 1-888-728-8784.**

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**TORTOISE ENERGY INFRASTRUCTURE CORPORATION  
10801 Mastin Boulevard, Suite 222  
Overland Park, Kansas 66210  
1-888-728-8784**

### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Tortoise Energy Infrastructure Corporation:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Tortoise Energy Infrastructure Corporation, a Maryland Corporation (the "Company"), will be held on Wednesday, April 12, 2006 at 9:00 a.m. Central Time at The Doubletree Hotel, 10100 College Boulevard, Overland Park, Kansas 66210 for the following purposes:

1. To elect two directors of the Company, to hold office for a term of three years and until their respective successors are duly elected and qualified;

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2. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending November 30, 2006; and
3. To transact any other business that may properly come before the meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Stockholders may also transact any other business that properly comes before the meeting.

Stockholders of record as of the close of business on January 17, 2006 are entitled to notice of and to vote at the meeting (or any adjournment or postponement of the meeting).

By Order of the Board of Directors of the Company,

/s/ Zachary A. Hamel

Zachary A. Hamel  
Secretary

January 27, 2006  
Overland Park, Kansas

All stockholders are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please complete, date, sign and return the enclosed proxy as promptly as possible in order to ensure your representation at the meeting. A return envelope (which postage is prepaid if mailed in the United States) is enclosed for that purpose. Even if you have given your proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain from the record holder a proxy issued in your name.

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TORTOISE ENERGY INFRASTRUCTURE CORPORATION  
10801 Mastin Boulevard, Suite 222  
Overland Park, Kansas 66210  
1-888-728-8784

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS  
APRIL 12, 2006

This proxy statement is being sent to you by the Board of Directors of **Tortoise Energy Infrastructure Corporation** (the "Company"). The Board of Directors is asking you to complete and return the enclosed proxy card, permitting your shares of the Company to be voted at the annual meeting of stockholders called to be held on April 12, 2006. Stockholders of record at the close of business on January 17, 2006 (the "record date") are entitled to vote at the meeting as set forth in this proxy statement. This proxy statement and the enclosed proxy and the Company's Annual Report to stockholders for the fiscal year ended November 30, 2005 are first being mailed to stockholders on or about January 27, 2006.

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The Company's reports can be accessed on its website ([www.tortoiseenergy.com](http://www.tortoiseenergy.com)) or on the SEC's website ([www.sec.gov](http://www.sec.gov)).

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This Proxy Statement sets forth concisely the information that stockholders should know in order to evaluate each of the following proposals. The following table presents a summary of the proposals and the class stockholders being solicited with respect to each proposal.

### Proposal

### Class of Stockholders Entitled to Vote

- |  |   |
|--|---|
| 1. To approve the election of the following individuals as directors:<br>Terry C. Matlack<br>Charles E. Heath  | Preferred Stockholders<br>Common Stockholders and Preferred Stockholders voting as a single class |
| 2. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending November 30, 2006 | Common Stockholders and Preferred Stockholders voting as a single class                           |

### **PROPOSAL ONE**

#### **ELECTION OF TWO DIRECTORS**

The Board of Directors unanimously nominated Terry C. Matlack and Charles E. Heath, following recommendation by the nominating and governance committee, for election as directors at the annual meeting. If elected, Messrs. Matlack and Heath will serve for a term of three years and until their successors are duly elected and qualified. Each of these nominees is currently a director, has consented to be named in this proxy statement and has agreed to serve if elected. The Company has no reason to believe that either Mr. Matlack or Mr. Heath will be unavailable to serve.

The persons named on the accompanying proxy card intend to vote at the meeting (unless otherwise directed) FOR the election of Messrs. Matlack and Heath as directors of the Company. Currently the Company has five directors. In accordance with the Company's Articles of Incorporation, as amended, its Board of Directors is divided into three classes of approximately equal size. The terms of the directors of the different classes are staggered. The terms of John R. Graham and H. Kevin Birzer expire on the date of the 2007 annual meeting of stockholders and the term of Conrad S. Ciccotello expires at the annual meeting of stockholders in 2008. If Mr. Matlack and Mr. Heath are elected at the 2006 annual meeting, their terms will expire on the date of the 2009 annual meeting of stockholders. Pursuant to the terms of the Company's preferred shares, the preferred stockholders have the exclusive right to elect two directors to the board. The board has designated Mr. Matlack and Mr. Graham as the directors the preferred stockholders shall have the right to elect.

On this proposal, the holders of preferred shares of the Company will have the exclusive right, voting as a class, to vote on the election of Mr. Matlack, and will vote together with the holders of common shares as a single class on the election of Mr. Heath. The holders of common shares will have no right to vote on the election of Mr. Matlack. In accordance with the Company's Amended

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and Restated Bylaws ("Bylaws"), each share may be voted for as many individuals as there are directors to be elected and for whose election the share is entitled to vote. The holders of preferred shares are entitled to vote each share on the election of each of the two directors, while the holders of common shares are entitled to vote each share on the election of one director. The Company's directors are elected by a plurality of the votes cast at the meeting. Where, as here, there are two vacancies for director, the two nominees with the highest number of affirmative votes, regardless of the votes withheld for those candidates, will be elected. Thus, abstentions, withheld votes and broker non-votes, if any, will not be counted towards a nominee's achievement of a plurality. Stockholders do not have cumulative voting rights.

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If elected, Mr. Matlack and Mr. Heath will hold office until the 2009 annual meeting of stockholders and until their successors are duly elected and qualified. If either Mr. Matlack or Mr. Heath is unable to serve because of an event not now anticipated, the persons named as proxies may vote for one or more other persons designated by the Board of Directors.

The following table sets forth each Board member's name, age and address; position(s) with the Company and length of time served; principal occupation during the past five years; the number of portfolios in the Fund Complex that each Board member oversees; and other public company directorships held by each Board member. The Fund Complex is comprised of the closed-end funds advised by the Company's investment advisor, Tortoise Capital Advisors, L.L.C. (the "Advisor"), and as of January 27, 2006 included the Company, Tortoise North American Energy Corporation ("TYN") and Tortoise Energy Capital Corporation ("TYY").

### NOMINEE FOR DIRECTOR WHO IS INDEPENDENT:

Name, Age and Address	Positions(s) Held With Company and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director
Charles E. Heath*, 63 10801 Mastin Blvd. Suite 222 Overland Park, KS 66210	Director since 2003	Retired in 1999. Formerly, Chief Investment Officer, General Electric's Employers Reinsurance Corporation (1989-1999). CFA since 1974.	Three

\*Mr. Heath is also a director of Tortoise Capital Resources Corporation ("TTO"), an affiliate of the Company and for which the Advisor serves as investment advisor.

### NOMINEE FOR DIRECTOR WHO IS AN INTERESTED PERSON:

Name, Age and Address	Positions(s) Held With Company and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director
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<p>-----  Terry C. Matlack*, 49  10801 Mastin Blvd.  Suite 222  Overland Park, KS 66210</p>	<p>-----  Director and Chief  Financial Officer  since 2003, Chief  Compliance  Officer since  September 2004,  Assistant Treasurer  since November  2005, Treasurer  from 2003 to  to November 2005</p>	<p>-----  Managing Director of the  Advisor; Managing Director,  Kansas City Equity Partners  LC ("KCEP"), a private equity  firm (2001- present).  Formerly, President,  GreenStreet Capital (1995 -  2001).</p>	<p>-----  Three</p>
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\*Mr. Matlack, as a principal of the Advisor, is an "interested person" of the Company, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act"). Mr. Matlack is also a director and officer of TTO.

REMAINING DIRECTORS WHO ARE INDEPENDENT:

Name, Age and Address	Positions(s) Held With Company and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director
-----	-----	-----	-----
<p>Conrad S. Ciccotello*, 45  10801 Mastin Blvd.  Suite 222  Overland Park, KS 66210</p>	<p>Director since 2003</p>	<p>Associate Professor of Risk  Management and Insurance,  Robinson College of Business,  Georgia State University since  1999; Director of Graduate  Personal Financial Planning  Programs, and Editor,  <i>Financial Services Review</i>  since 2001 (an academic  journal dedicated to the  study of individual  financial management).  Formerly, faculty member,  Pennsylvania State  University (1997-1999).</p>	<p>Three</p>
<p>John R. Graham*, 60  10801 Mastin Blvd.  Suite 222  Overland Park, KS 66210</p>	<p>Director since 2003</p>	<p>Executive-in-Residence and  Professor of Finance, College  of Business Administration,  Kansas State University (has  served as a professor or  adjunct professor since 1970);  and Chairman of the Board,  President and CEO, Graham  Capital Management, Inc. and  Owner of Graham Ventures.  Formerly, CEO, Kansas Farm  Bureau Financial Services,</p>	<p>Three</p>

including seven affiliated insurance or financial service companies (1979-2000).

\*Messrs. Ciccotello and Graham are also directors of TTO.

**REMAINING DIRECTOR WHO IS AN INTERESTED PERSON:**

Name, Age and Address	Positions(s) Held With Company and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director
H. Kevin Birzer*, 46 10801 Mastin Blvd. Suite 222 Overland Park, KS 66210	Director and Chairman of the Board since 2003	Managing Director of the Advisor; Partner/Senior Analyst, Fountain Capital Management, L.L.C. ("Fountain Capital"), a registered investment advisor (1989 - present). Formerly, Vice President, Corporate Finance Department, Drexel Burnham Lambert (1986-1989); and Vice President, F. Martin Koenig & Co. (1983-1986).	Three

\*Mr. Birzer, as principal of the Advisor, is an "interested person" of the Company, as that term is defined in Section 2(a)(19) of the 1940 Act. Mr. Birzer is also a director and Chairman of the Board of TTO.

*Officers.* Mr. Birzer is the Chairman of the Board of the Company, and Mr. Matlack is the Chief Financial Officer, Assistant Treasurer and Chief Compliance Officer of the Company. The preceding table gives more information about Mr. Birzer and Mr. Matlack. The following table sets forth each other officer's name, age and address; position(s) held with the Company and length of time served; principal occupation during the past five years; the number of portfolios in the Fund Complex overseen by each officer; and other directorships held by each officer. Each officer serves until his successor is chosen and qualified or until his resignation or removal. As principals of the Advisor, each of the following officers of the Company are "interested persons" of the Company, as that term is defined in Section 2(a)(19) of the 1940 Act. Additionally, each of the following officers serves as an officer of TTO.



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Name, Age and Address	Positions(s) Held With Company and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director
David J. Schulte, 44 10801 Mastin Blvd. Suite 222 Overland Park, KS 66210	President and Chief Executive Officer since 2003	Managing Director of the Advisor; Managing Director, KCEP (1993-present).	Three
Zachary A. Hamel, 40 10801 Mastin Blvd. Suite 222 Overland Park, KS 66210	Secretary since 2003	Managing Director of the Advisor; Partner/Senior Analyst with Fountain Capital (1997-present).	Three
Kenneth P. Malvey, 40 10801 Mastin Blvd. Suite 222 Overland Park, KS 66210	Treasurer since November 2005; Assistant Treasurer from 2003 to November 2005	Managing Director of the Advisor; Partner/Senior Analyst, Fountain Capital (2002-present). Formerly, Investment Risk Manager and member of the Global Office of Investments, GE Capital's Employers Reinsurance Corporation (1996 - 2002).	Three

*Committees of the Board of Directors.* The Company's Board of Directors currently has four standing committees:

*Executive Committee.* Messrs. Birzer and Matlack are members of the executive committee. The executive committee has authority to exercise the powers of the Board (i) where assembling the full Board in a timely manner is impracticable, (ii) to address emergency matters, or (iii) to address matters of an administrative or ministerial nature. Messrs. Birzer and Matlack are "interested persons" of the Company as defined by Section 2(a)(19) of the 1940 Act.

*Audit Committee.* Messrs. Ciccotello, Heath and Graham serve on the audit committee. The audit committee was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and operates under a written charter adopted and approved by the Board, which was attached to the Company's definitive proxy statement for its 2005 annual shareholders meeting. The audit committee approves and recommends to the Board the election, retention or termination of independent auditors; approves services to be rendered by the auditors; monitors the auditors' performance; reviews the results of the Company's audit; determines whether to recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report; and responds to other matters as outlined in the Audit Committee Charter. Each audit committee member is "independent" as defined under the applicable New York Stock Exchange listing standards.

*Nominating and Governance Committee.* Messrs. Ciccotello, Heath and Graham serve on the nominating and governance committee (formerly the Nominating Committee), none of whom are "interested persons" of the Company as defined in the 1940 Act. Each nominating and governance committee member is "independent" as defined under the New York Stock Exchange listing standards. The nominating and governance committee operates under a written charter adopted and approved by the Board, a current copy of which is available at [www.tortoiseenergy.com](http://www.tortoiseenergy.com). The nominating and governance committee: (i) identifies individuals qualified to become Board members and recommends to the Board the director nominees for the next annual meeting of stockholders and to fill any vacancies; (ii) monitors the structure and membership of Board committees; recommends to the Board director nominees for each committee; (iii) reviews issues and developments related to corporate governance issues and develops and recommends to the Board corporate governance guidelines and procedures, to the extent necessary or desirable; (iv) actively seeks individuals who meet the standards for directors set forth in the Company's Bylaws, who meet the requirements of any applicable laws or exchange requirements and who are otherwise qualified to become board members for recommendation to the Board; (v) has the sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms, though it has yet to exercise such authority; and (vi) may not delegate its authority. The nominating and governance committee will consider stockholder recommendations for nominees for membership to the Board so long as such recommendations are made in accordance with the Company's Bylaws. Nominees recommended by stockholders in compliance with the Bylaws of the Company will be evaluated on the same basis as other nominees considered by the nominating and governance committee. Stockholders should see "Stockholder Proposals and Nominations for the 2007 Annual Meeting" below for information relating to the submission by stockholders of nominees and matters for consideration at a meeting of the Company's stockholders. The Company's Bylaws require all directors and nominees for directors (1) to be at least 21 years of age and have substantial expertise, experience and relationships relevant to the business of the Company and (2) to have a master's degree in economics, finance, business administration or accounting, to have a graduate professional degree in law from an accredited university or college in the United States, or the equivalent degree from an equivalent institution of higher learning in another country, to have a certification as a public accountant in the United States, to be deemed an "audit committee financial expert" as such term is defined in item 401 of Regulation S-K as promulgated by the SEC, or to be a current director of the Company. The nominating and governance committee has the sole discretion to determine if an individual satisfies the foregoing qualifications.

*Compliance Committee.* This committee was formed in December 2005. Messrs. Ciccotello, Heath and Graham serve on the compliance committee. Each compliance committee member is "independent" as defined under the New York Stock Exchange listing standards, and none are "interested persons" of the Company as defined in the 1940 Act. The compliance committee operates under a written charter adopted and approved by the Board. The compliance committee reviews and assesses management's compliance with applicable securities laws, rules and regulations; monitors compliance with the Company's Code of Ethics; and handles other matters as the Board or committee chair deems appropriate.

The Board does not currently have a standing compensation committee. The New York Stock Exchange does not require boards of directors of closed-end funds to have a standing compensation committee.

The following table shows the number of Board and committee meetings held during the fiscal year ended November 30, 2005:

Board of Directors	8
Executive Committee	0
Audit Committee	2
Nominating Committee (became the Nominating and Governance Committee in December 2005)	0

All of the members of the Board and committee members then serving attended all of the meetings of the Board of Directors and applicable committees held during the fiscal year.

*Director and Officer Compensation.* The Company does not compensate any of the directors who are interested persons and does not compensate any of its officers. The following table sets forth certain information with respect to the compensation paid by the Company and the Fund Complex during fiscal 2005 to each of the current directors. The Company has no retirement or pension plans.

<u>Name</u>	<u>Compensation from Company</u>	<u>Total Compensation from Fund Complex</u>
<b>Interested Persons</b>		
H. Kevin Birzer	\$0	\$0
Terry C. Matlack	\$0	\$0
<b>Independent Persons</b>		
Conrad S. Ciccotello	\$35,500	\$69,000
John R. Graham	\$32,500	\$59,333
Charles E. Heath	\$38,500	\$65,333

*Required Vote.* Mr. Heath will be elected by the vote of a plurality of all shares of the Company present at the meeting, in person or by proxy and Mr. Matlack will be elected by the vote of a plurality of all preferred shares of the Company present at the meeting, in person or by proxy. Each common share and each preferred share is entitled to vote in the election of Mr. Heath, and each preferred share is entitled to one vote in the election of Mr. Matlack.

#### **BOARD RECOMMENDATION**

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS OF THE COMPANY VOTE "FOR" MR. HEATH AS DIRECTOR AND THAT PREFERRED STOCKHOLDERS OF THE COMPANY VOTE "FOR" MR. MATLACK AS DIRECTOR.

**PROPOSAL TWO**

**RATIFICATION OF SELECTION OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors recommends that the stockholders of the Company ratify the selection of Ernst & Young LLP ("E&Y") as the independent registered public accounting firm to audit the accounts of the Company for the fiscal year ending November 30, 2006. E&Y's selection was approved by the audit committee at a meeting held on January 17, 2006. Their selection also was ratified and approved by the vote, cast in person, of a majority of the directors of the Company, including a majority of the directors who are not "interested persons" of the Company within the meaning of the 1940 Act, and who are "independent" as defined in the New York Stock Exchange listing standards, at a meeting held on January 17, 2006.

The persons named in the accompanying proxy card intend to vote at the meeting (unless otherwise directed) FOR the ratification of E&Y as the Company's independent registered public accounting firm. E&Y has audited the accounts of the Company since prior to the Company's commencement of business in February 2004 and does not have any direct financial interest or any material indirect financial interest in the Company. A representative of E&Y is expected to be available at the meeting and to have the opportunity to make a statement and respond to appropriate questions from the stockholders. The audit committee of the Board of Directors meets each year with representatives of E&Y to discuss the scope of their engagement, review the financial statements of the Company and the results of their examination.

*Required Vote.* E&Y will be ratified as the Company's independent registered public accounting firm by the affirmative vote of a majority of all shares cast at the meeting, in person or by proxy. Each common share and each preferred share is entitled to one vote on this proposal. For the purposes of the vote on this proposal, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote.

**AUDIT COMMITTEE REPORT**

The audit committee of the Board of Directors of the Company reviews the Company's annual financial statements with both management and the independent auditors, and the committee meets periodically with the independent auditors to consider their evaluation of the Company's financial and internal controls.

The audit committee, in discharging its duties, has met with and has held discussions with management and the Company's independent auditors. The committee has reviewed and discussed the Company's audited financial statements for the fiscal year ended November 30, 2005 with management. Management has represented to the independent auditors that the Company's financial statements were prepared in accordance with U.S. generally accepted accounting principles.

The audit committee has also discussed with the independent auditors the matters required to be discussed by the Statement on Auditing Standards No. 61 (Communications with Audit Committees). The independent auditors provided to the committee the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the committee discussed with representatives of the independent auditors their firm's independence.

Based on the audit committee's review and discussions with management and the independent auditors, the representations of management and the reports of the independent auditors to the committee, the committee recommended that the Board include the audited financial statements in the Company's Annual Report for filing with the SEC.

The Audit Committee

Conrad S. Ciccotello (Chairman)  
Charles E. Heath  
John R. Graham

#### **INDEPENDENT AUDITORS**

On January 17, 2006, the Company's audit committee selected E&Y as the independent registered public accounting firm to audit the books and records of the Company for its fiscal year ending November 30, 2006. E&Y is registered with the Public Company Accounting Oversight Board.

#### **INDEPENDENT AUDITOR FEES AND SERVICES**

*Audit Fees.* For professional services rendered with respect to the audit of the Company's financial statements and the review of the Company's statutory and regulatory filings with the SEC for its fiscal periods ended November 30, 2005 and 2004, the Company paid E&Y fees in the approximate amount of \$237,000 and \$229,000, respectively.

*Audit-Related Fees.* For professional services rendered with respect to assurance related services in connection with the Company's compliance with its rating agency guidelines for its fiscal periods ended November 30, 2005 and 2004, the Company paid E&Y fees in the approximate amount of \$39,000 and \$46,000, respectively.

*Tax Fees.* For professional services for tax compliance, tax advice and tax planning for its fiscal periods ended November 30, 2005 and 2004, the Company paid to E&Y fees in the approximate amount of \$47,000 and \$58,000, respectively.

*All Other Fees.* The Company did not pay E&Y any fees for services other than those described above during either of its last two fiscal years.

*Aggregate Non-Audit Fees.* The Company paid E&Y an aggregate amount of \$86,000 and \$104,000, as listed above, for non-audit services provided to the Company for its fiscal periods ended November 30, 2005 and 2004, respectively.

The Advisor has not paid nor been billed for fees to E&Y for non-audit services rendered to the Advisor during the Company's last two fiscal years.

On July 15, 2004, the audit committee of the Company adopted pre-approval policies and procedures. Under these policies and procedures, the audit committee pre-approves (i) the selection of the Company's independent auditors, (ii) the engagement of the independent auditors to provide any non-audit services to the Company, (iii) the engagement of the independent auditors to provide any non-audit services to the Advisor or any entity controlling, controlled by, or under common control with the Advisor that provides ongoing services to the Company, if the engagement relates directly to the

operations and financial reporting of the Company, and (iv) the fees and other compensation to be paid to the independent auditors. The Chairman of the audit committee may grant the pre-approval of any engagement of the independent auditors for non-audit services of less than \$5,000, and such delegated pre-approvals will be presented to the full audit committee at its next meeting. Under certain limited circumstances, pre-approvals are not required under securities law regulations for certain non-audit services below certain *de minimus* thresholds. Since the adoption of these policies and procedures, the audit committee has pre-approved all audit and non-audit services provided by E&Y, and all non-audit services provided by E&Y for the Advisor, or any entity controlling, controlled by, or under common control with the Advisor that provides ongoing services to the Company, that are related to the operation of the Company. None of these services provided by E&Y were approved by the audit committee pursuant to the *de minimus* exception under Rule 2.01(c)(7)(i)(C) or Rule 2.01(c)(7)(ii) of Regulation S-X.

The audit committee of the Company has considered whether E&Y's provision of services (other than audit services) to the Company, the Advisor or any entity controlling, controlled by, or under common control with the Advisor that provides services to the Company is compatible with maintaining E&Y's independence in performing audit services.

**OTHER MATTERS**

The Board of Directors of the Company knows of no other matters that are intended to be brought before the meeting. If other matters are presented for action, the proxies named in the enclosed form of proxy will vote on those matters in their sole discretion.

**MORE INFORMATION ABOUT THE MEETING**

*Stockholders.* At the record date, the Company had the following numbers of shares issued and outstanding:

<b>Common Shares</b>	<b>Preferred Shares</b>
14,905,515	2,800

At December 31, 2005, each director beneficially owned (as determined pursuant to Rule 16a-1(a)(2) under the Exchange Act) shares of the Company and in all Funds overseen by each Director in the same Fund Complex having values within the indicated dollar ranges. Other than the Fund Complex and TTO, none of the Company's directors who are not interested persons of the Company, nor any of their immediate family members, has ever been a director, officer or employee of the Advisor or its affiliates.

<b>Director</b>	<b>Aggregate Dollare Range of Holdings in the Company(1)</b>	<b>Aggregate Dollar Range of Holdings in Funds Overseen by Director in Fund Complex(2)</b>
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### Interested Persons

H. Kevin Birzer	Over \$100,000	Over \$100,000
Terry C. Matlack	Over \$100,000	Over \$100,000

### Independent Persons

Conrad S. Ciccotello	\$50,001 - \$100,000	\$50,001 - \$100,000
John R. Graham	Over \$100,000	Over \$100,000
Charles E. Heath	Over \$100,000	Over \$100,000

- 
- (1) Based on the closing price of the Company's common shares on the New York Stock Exchange on December 30, 2005.
- (2) Includes the Company, TYN and TYY.

The following table sets forth the securities of TTO owned beneficially by the Company's directors who are not "interested persons" of the Company, as defined in Section 2(a)(19) of the 1940 Act, as of January 11, 2006. The Advisor also serves as the investment advisor to TTO.

<u>Name of Director</u>	<u>Title of Class</u>	<u>Value of Securities (1)</u>	<u>Percent of Class (2)</u>
Conrad S. Ciccotello (3)	Common Shares	\$15,000	0.04%
John R. Graham (4)	Common Shares	\$60,000	0.16%
Charles E. Heath (5)	Common Shares	\$45,000	0.12%

(1) The value of the securities is determined by reference to the most recent price at which TTO sold its common shares, and includes the net value of all warrants to purchase common shares of TTO ("Warrants") held by such director, assuming the Warrants were exercised on January 11, 2006.

(2) The percentage of class is determined by including all shares the director could purchase if the director exercised all Warrants the director holds, but not including the number of shares which could be purchased by all other holders of Warrants if they exercised such Warrants.

(3) Mr. Ciccotello holds these shares jointly with his wife, Elizabeth Ciccotello.

(4) These shares are held of record by the John R. Graham Trust U/A 1/3/92, John R. Graham, Trustee.

(5) These shares are held of record by the Charles E. Heath Trust No.1 U/A 2/1/92, Charles E. Heath and Kathleen M. Heath, Trustees.

At December 31, 2005, each director, each officer and the directors and officers as a group, beneficially owned (as determined pursuant to Rule 13d-3 under the Exchange Act) shares of common stock of the Company (or percentage of outstanding shares) as follows:

<u>Directors and Officers</u>	<u>Number of Common Shares</u>	<u>%</u>	<u>Number of Preferred Shares</u>	<u>%</u>
<b>Independent Directors</b>				
Conrad S. Ciccotello	1,940.00	*	- 0 -	N/A
John R. Graham	10,195.32 (1)	*	- 0 -	N/A
Charles E. Heath	8,000.00	*	- 0 -	N/A

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### Interested Directors and Officers

H. Kevin Birzer	26,724.87	*	- 0 -	N/A
Terry C. Matlack	4,878.61	*	- 0 -	N/A
David J. Schulte	5,389.54	*	- 0 -	N/A
Zachary A. Hamel	3,086.44	*	- 0 -	N/A
Kenneth P. Malvey	2,486.23	*	- 0 -	N/A
Directors and Officers as a Group	62,701.01	*	- 0 -	N/A

\*Indicates less than 1%.

(1) Includes 4,000 shares owned by Master Teacher Employee Benefit Trust. Mr. Graham is the trustee of this trust and thus has sole investment and voting power. He, however, disclaims beneficial ownership of all shares held by the trust.

At December 31, 2005, no director or officer held preferred shares of the Company.

At December 31, 2005, to the knowledge of the Company, no person held (sole or shared) power to vote or dispose of more than 5% of the outstanding shares of the Company.

*Investment Advisory Agreement.* Tortoise Capital Advisors, L.L.C. (the "Advisor") is the Company's investment advisor. The Advisor is controlled equally by Fountain Capital and KCEP. As of December 31, 2005, the Advisor had approximately \$1.5 billion of client assets under management. The Advisor may be contacted at the address listed on the first page of this proxy statement.

Pursuant to the terms of an Advisory Agreement between the Company and the Advisor, dated February 23, 2004 (the "Advisory Agreement"), the Company pays to the Advisor quarterly, as compensation for the services rendered by the Advisor, a fee equal on an annual basis to 0.95% of the Company's average monthly Managed Assets. "Managed Assets" means the total assets of the Company (including any assets attributable to leverage that may be outstanding) minus accrued liabilities other than (1) deferred taxes, (2) debt entered into for the purpose of leverage, and (3) the aggregate liquidation preference of any outstanding preferred shares. The Advisor has contractually agreed to waive or reimburse the Company for fees and expenses, including the investment advisory fee and other expenses in the amount of 0.23% of the average monthly Managed Assets through February 28, 2006 and 0.10% of the average monthly Managed Assets through February 28, 2009. The Advisor does not have the right to recoup any fees waived or reimbursed by the Advisor. In its last fiscal year the Company incurred the net amount of \$4,804,810 in fees due to the Advisor under the Advisory Agreement. The Advisor is controlled directly or indirectly by David J. Schulte, CEO and President of the Company; Terry Matlack, a director and the Chief Financial Officer and Assistant Treasurer of the Company; H. Kevin Birzer, director and Chairman of the Board of the Company, Zachary A. Hamel, Secretary of the Company, and Kenneth P. Malvey, Treasurer of the Company, among others.

*How Proxies Will Be Voted.* All proxies solicited by the Board of Directors that are properly executed and received prior to the meeting, and that are not revoked, will be voted at the meeting. Shares represented by those proxies will be voted in accordance with the instructions marked on the proxy. If no



instructions are specified, shares will be counted as a vote FOR the proposals described in this proxy statement.

*How To Vote.* Complete, sign and date the enclosed proxy card and return it in the enclosed envelope.

*Expenses and Solicitation of Proxies.* The expenses of preparing, printing and mailing the enclosed proxy card, the accompanying notice and this proxy statement and all other costs, in connection with the solicitation of proxies will be borne by the Company. The Company may also reimburse banks, brokers and others for their reasonable expenses in forwarding proxy solicitation material to the beneficial owners of shares of the Company. In order to obtain the necessary quorum at the meeting, additional solicitation may be made by mail, telephone, telegraph, facsimile or personal interview by representatives of the Company, the Advisor, the Company's transfer agent, or by brokers or their representatives or by a solicitation firm that may be engaged by the Company to assist in proxy solicitations. If a proxy solicitor is retained by the Company, the costs associated with all proxy solicitation are not anticipated to exceed \$35,000. The Company will not pay any representatives of the Company or the Advisor any additional compensation for their efforts to supplement proxy solicitation.

*Revoking a Proxy.* At any time before it has been voted, you may revoke your proxy by: (1) sending a letter stating that you are revoking your proxy to the Secretary of the Company at the Company's offices located at 10801 Mastin Boulevard, Suite 222, Overland Park, Kansas 66210; (2) properly executing and sending a later-dated proxy; or (3) attending the meeting, requesting return of any previously delivered proxy, and voting in person.

*Quorum.* The presence, in person or by proxy, of the holders of preferred shares entitled to cast a majority of the votes in the election of Mr. Matlack shall constitute a quorum for such matter. The presence, in person or by proxy, of holders of shares entitled to cast a majority of the votes entitled to be cast (without regard to class) constitutes a quorum with respect to the election of Mr. Heath and the ratification of the selection of the independent registered public accounting firm. For purposes of determining the presence or absence of a quorum, shares present at the annual meeting that are not voted, or abstentions, and broker non-votes (which occur when a broker has not received directions from customers and does not have discretionary authority to vote the customers' shares) will be treated as shares that are present at the meeting but have not been voted.

If a quorum is not present in person or by proxy at the meeting, the chairman of the meeting or the stockholders entitled to vote at such meeting, present in person or by proxy, have the power to adjourn the meeting to a date not more than 120 days after the original record date without notice other than announcement at the meeting.

#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 30(h) of the 1940 Act and Section 16(a) of the Exchange Act require the Company's directors and officers, the Advisor, affiliated persons of the Advisor and persons who own more than 10% of a registered class of the Company's equity securities to file forms reporting their affiliation with the Company and reports of ownership and changes in ownership of the Company's shares with the SEC and the New York Stock Exchange. Those persons and entities are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based on a review of those forms furnished to the Company, the Company believes that its directors and officers, the Advisor and affiliated

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persons of the Advisor have complied with all applicable Section 16(a) filing requirements during the last fiscal year. To the knowledge of management of the Company, no person owns beneficially more than 10% of a class of the Company's equity securities.

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### ADMINISTRATOR

The Company has entered into an administration agreement with US Bancorp Fund Services, LLC, whose principal business address is 615 E. Michigan Street, Milwaukee, Wisconsin 53202.

### STOCKHOLDER COMMUNICATIONS

Stockholders are able to send communications to the Board of Directors. Communications should be addressed to the Secretary of the Company at its principal offices at 10801 Mastin Boulevard, Suite 222, Overland Park, Kansas 66210. The Secretary will forward any communications received directly to the Board of Directors. The Company does not have a policy with regard to Board attendance at annual meetings. All of the directors attended the 2005 annual stockholders meeting.

### STOCKHOLDER PROPOSALS AND NOMINATIONS FOR THE 2007 ANNUAL MEETING

*Method for Including Proposals in the Company's Proxy Statement.* Under the rules of the SEC, if you want to have a proposal included in our proxy statement for our 2007 annual meeting of stockholders, that proposal must be received by the Secretary of the Company at 10801 Mastin Boulevard, Suite 222, Overland Park, Kansas 66210, not later than 5:00 p.m., Central Time on September 29, 2006. Such proposal must comply with all applicable requirements of Rule 14a-8 of the Exchange Act. Timely submission of a proposal does not mean the proposal will be included in the proxy material sent to stockholders.

*Other Proposals and Nominations.* If you want to nominate a director or have other business considered at our next annual meeting of stockholders but do not want those items included in our proxy statement, you must comply with the advance notice provision of our Bylaws. Under our Bylaws, nominations for director or other business proposals to be addressed at our next annual meeting may be made by a stockholder who has delivered a notice to the Secretary of the Company at 10801 Mastin Boulevard, Suite 222, Overland Park, Kansas 66210, no earlier than September 29, 2006 nor later than 5:00 p.m. Central Time on October 29, 2006. The stockholder must satisfy certain requirements set forth in the Company's Bylaws and the notice must contain specific information required by the Company's Bylaws. With respect to nominees for director, the notice must include, among other things, the name, age, business address and residence address of any nominee for director, certain information regarding such person's ownership of Company shares, and all other information relating to the nominee as is required to be disclosed in solicitations of proxies in an election contest or as otherwise required by Regulation 14A under the Exchange Act. With respect to other business to be brought before the meeting, a notice must include, among other things, a description of the business and any material interest in such business by the stockholder and certain associated persons proposing the business. Any stockholder wishing to make a proposal should carefully read and review the Company's Bylaws. A copy of the Company's Bylaws may be obtained by contacting the Secretary of the Company at 1-888-728-8784 or by writing the Secretary of the Company at 10801 Mastin Boulevard, Suite 222,

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Overland Park, Kansas 66210. Timely submission of a proposal does not mean the proposal will be allowed to be brought before the meeting.

These advance notice provisions are in addition to, and separate from, the requirements that a stockholder must meet in order to have a proposal included in the Company's proxy statement under the rules of the SEC.

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A proxy granted by a stockholder will give discretionary authority to the proxies to vote on any matters introduced pursuant to the above advance notice Bylaw provisions, subject to applicable rules of the SEC.

By Order of the Board of Directors

/s/ Zachary A. Hamel

Zachary A. Hamel  
Secretary

January 27, 2006

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**PREFERRED SHARES**

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**PROXY - TORTOISE ENERGY INFRASTRUCTURE CORPORATION**

**PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR  
THE ANNUAL MEETING OF STOCKHOLDERS - APRIL 12, 2006**

The undersigned holder of preferred shares of Tortoise Energy Infrastructure Corporation (the "Company") appoints David J. Schulte and Terry C. Matlack, or either of them, each with power of substitution, to vote all shares that the undersigned is entitled to vote at the annual meeting of stockholders of the Company to be held on April 12, 2006 and at any adjournments thereof, as set forth on the reverse side of this card, and in their discretion upon any other business that may properly come before the meeting.

**YOUR VOTE IS IMPORTANT. PLEASE MARK, SIGN, DATE AND RETURN THIS  
PROXY PROMPTLY USING THE ENCLOSED POSTMARKED ENVELOPE.**

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(Continued and to be signed on the reverse side)

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[ ] Mark this box with an X if you have made changes to your name or address details above.

**ANNUAL MEETING PROXY CARD**

**This proxy, when properly executed, will be voted in the manner directed herein and, absent direction, will be voted "FOR" the proposals.**

**A. ELECTION OF DIRECTORS**

1. THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE NOMINEES BELOW.

	FOR	WITHHOLD
Terry Matlack	[ ]	[ ]
Charles E. Heath	[ ]	[ ]

**B. ISSUE**

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION BELOW.

2. Ratification of Ernst & Young LLP as the Company's independent registered public accounting firm to audit the accounts of the Company for the fiscal year ending November 30, 2006:

FOR	AGAINST	ABSTAIN
[ ]	[ ]	[ ]

**C. NON-VOTING ISSUE**

CHECK HERE IF YOU PLAN TO ATTEND THE MEETING [ ]

**D. AUTHORIZED SIGNATURES - SIGN HERE - THIS SECTION MUST BE COMPLETED FOR YOUR INSTRUCTIONS TO BE EXECUTED**

Please sign exactly as your name appears. If acting as attorney, executor, trustee, or in representative capacity, sign name and indicate title.

Signature 1 -	Signature 2 -	Date
Please keep signature within the box	Please keep signature within the box	(mm/dd/yyyy)

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COMMON SHARES

PROXY - TORTOISE ENERGY INFRASTRUCTURE CORPORATION

**PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR  
THE ANNUAL MEETING OF STOCKHOLDERS - APRIL 12, 2006**

The undersigned holder of common shares of Tortoise Energy Infrastructure Corporation (the "Company") appoints David J. Schulte and Terry C. Matlack, or either of them, each with power of substitution, to vote all shares that the undersigned is entitled to vote at the annual meeting of stockholders of the Company to be held on April 12, 2006 and at any adjournments thereof, as set forth on the reverse side of this card, and in their discretion upon any other business that may properly come before the meeting.

**YOUR VOTE IS IMPORTANT. PLEASE MARK, SIGN, DATE AND RETURN THIS  
PROXY PROMPTLY USING THE ENCLOSED POSTMARKED ENVELOPE.**

(Continued and to be signed on the reverse side)

[ ] Mark this box with an X if you have made changes to your name or address details above.

ANNUAL MEETING PROXY CARD

**This proxy, when properly executed, will be voted in the manner directed herein and, absent direction, will be voted "FOR" the proposals.**

**A. ELECTION OF DIRECTORS**

1. THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE NOMINEE BELOW.

FOR WITHHOLD

Charles E. Heath [ ] [ ]

**B. ISSUES**

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION BELOW.

2. Ratification of Ernst & Young LLP as the Company's independent registered

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public accounting firm to audit the accounts of the Company for the fiscal year ending November 30, 2006:

FOR            AGAINST            ABSTAIN

[   ]      [   ]                    [   ]

**C. NON-VOTING ISSUE**

CHECK HERE IF YOU PLAN TO ATTEND THE MEETING    [   ]

**D. AUTHORIZED SIGNATURES - SIGN HERE - THIS SECTION MUST BE COMPLETED FOR YOUR INSTRUCTIONS TO BE EXECUTED**

Please sign exactly as your name appears. If acting as attorney, executor, trustee, or in representative capacity, sign name and indicate title.

Signature 1 -

Please keep signature within the box

Signature 2 -

Please keep signature within the box

Date

(mm/dd/yyyy)

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