

TORTOISE PIPELINE & ENERGY FUND, INC.

Form N-30B-2

October 24, 2012

Tortoise  
Pipeline & Energy Fund, Inc.

2012 3rd Quarter Report

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In today's environment some investments  
are **more relevant than ever.**

## Fund at a glance

Tortoise believes Tortoise Pipeline & Energy Fund, Inc. (NYSE: TTP) is the first closed-end fund that focuses particularly on the broader \$500 billion+ North American pipeline universe.

## Investment strategy

TTP seeks to provide stockholders with a high level of total return, with an emphasis on current distributions. Our fund focuses particularly on North American pipeline companies that transport natural gas, natural gas liquids, crude oil and refined products, and to a lesser extent, on other energy infrastructure companies.

Because of our traditional tax flow-through nature as a regulated investment company (RIC), we have the differentiated ability and flexibility to efficiently target and access traditional pipeline corporations alongside master limited partnerships (MLPs). Over 75 percent of our portfolio will generally be in companies structured as corporations or limited liability companies domiciled in the United States, Canada or United Kingdom with the remaining up to 25 percent in MLPs. We believe the broader North American pipeline universe offers strong business fundamentals and expanded growth opportunities.

We also intend to write (sell) covered call options to seek to enhance long-term return potential across economic environments, increase current income and mitigate portfolio risk through option income. Our covered call strategy will focus on other energy infrastructure companies that we believe are integral links in the value chain for pipeline companies.

## TTP seeks to provide:

**Attractive total return potential** with high current income in a defensive sector

**Access to real, long-lived pipeline assets** essential to the functioning of the US economy

**Exposure to expanded energy infrastructure** growth projects that connect new areas of supply with demand

**Ability to efficiently invest across North American pipeline universe** through traditional tax flow-through fund structure

**Investor simplicity through one 1099**, no K-1s, no unrelated business taxable income, IRA suitability

**Expertise of Tortoise Capital Advisors**, a leading and pioneering energy infrastructure investment firm

*(Unaudited)*

Tortoise Pipeline & Energy Fund, Inc.

[www.tortoiseadvisors.com](http://www.tortoiseadvisors.com)

## September 28, 2012

### Dear fellow stockholders,

Following the market retreat earlier this summer, equities gained momentum again during our third fiscal quarter ended Aug. 31, 2012, with a myriad of ongoing and emerging economic events continuing to dominate the headlines. Soft economic growth, election uncertainty and a potential fiscal cliff all contributed to market ambiguity.

### Pipeline sector review

The Tortoise North American Pipeline Index<sup>SM</sup> posted a total return of 6.5 percent and 9.8 percent for the three months and nine months ended Aug. 31, 2012, respectively. In contrast, the S&P 500<sup>®</sup> posted a total return of 7.9 percent and 14.7 percent for the same periods. Although pipeline companies have underperformed broader equities during our fiscal year-to-date, we believe they continue to have solid business fundamentals.

While all eyes will be on Washington this coming November, the North American oil and gas boom was praised at both party conventions this summer as a contributor to the economy, a job creator and an aid to national security. U.S. crude oil production is on the rise, reaching approximately 6 million barrels per day as technological advancements are now allowing access to unconventional oil resources, such as the Eagle Ford shale in Texas, the Bakken shale in North Dakota and the Permian Basin in West Texas. This continues to drive significant infrastructure growth needs across the country to take energy from new areas of expanding supply to growing areas of demand. One example is in the nation's fastest growing oil field, the Bakken, in which proposed crude oil pipelines would have the capacity to move over 300,000 barrels of crude oil daily from North Dakota to Cushing, Okla.

In addition to internal growth projects, more than \$32 billion of pipeline company acquisitions have been announced thus far in 2012. Capital markets remain supportive, with the sector on pace for another significant year with pipeline equity issuance in excess of \$18 billion year-to-date.

### Fund performance review

Our total assets increased from \$319.1 million on May 31, 2012, to \$334.7 million as of our third fiscal quarter end, resulting primarily from market appreciation in the value of our investments. Our asset performance during the quarter was positively impacted by refined products and crude oil pipeline MLPs, which benefited from higher throughput volumes and the surge in North American shale production.

Our market-based total return was 9.3 percent and 5.1 percent (both including the reinvestment of distributions) for the three months and nine months ended Aug. 31, 2012, respectively. Our NAV-based total return was 7.6 percent and 8.3 percent (both including the reinvestment of distributions) for the same periods. The difference between the market value total return as compared to the NAV total return reflects the change in the market's premium or discount over the time period.

We paid a distribution of \$0.4075 per common share (\$1.63 annualized) to our stockholders on Sept. 4, 2012. This distribution represented an annualized yield of 6.5 percent based on our fiscal quarter closing price of \$25.00. For tax purposes, we currently expect 40 to 60 percent of TTP's 2012 distributions to be characterized as dividend income and capital gain, with the remainder characterized as a return of capital. A final determination of the characterization will be made in January 2013.

We ended the third fiscal quarter with leverage (including bank debt, senior notes and preferred stock) at 23.0 percent of total assets, which had a weighted average maturity of 4.9 years, a weighted average cost of 3.1 percent, and over 70 percent at fixed rates.

Additional information about our financial performance is available in the Key Financial Data and Management's Discussion of this report.

### Conclusion

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As 2012 enters its final stretch, there are a number of major questions looming on the horizon. We believe the pipeline business model will continue to be resilient over the long-term, regardless of the global economic environment, domestic fiscal setting or geopolitical landscape.

Sincerely,

The Managing Directors  
Tortoise Capital Advisors, L.L.C.  
*The adviser to Tortoise Pipeline & Energy Fund, Inc.*

*(Unaudited)*  
Tortoise Pipeline & Energy Fund, Inc.

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**Key Financial Data** (supplemental unaudited information)  
(dollar amounts in thousands unless otherwise indicated)

The information presented below regarding Distributable Cash Flow and Selected Financial Information is supplemental non-GAAP financial information, which we believe is meaningful to understanding our operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and we believe they are an important supplemental measure of performance and promote comparisons from period-to-period. This information is supplemental, is not inclusive of required financial disclosures (e.g. Total Expense Ratio), and should be read in conjunction with our full financial statements.

	Period from October 31, 2011 <sup>(1)</sup> through November 30, 2011	2012 Q1 <sup>(2)</sup>	Q2 <sup>(2)</sup>	Q3 <sup>(2)</sup>
<b>Total Income from Investments</b>				
Distributions received from pipelines and MLPs	\$ 70	\$ 2,647	\$ 2,697	\$ 2,786
Distributions received from other energy companies	3	196	205	166
Less Canadian withholding taxes		(53)	(49)	(49)
Dividends paid in stock		500	517	537
Net premiums on options written	209	2,261	2,231	2,189
Interest and dividend income	17	3		
Total from investments	299	5,554	5,601	5,629
<b>Operating Expenses Before Leverage Costs</b>				
Advisory fees, net of expense reimbursement	183	693	714	694
Other operating expenses	113	156	126	137
	296	849	840	831
Distributable cash flow before leverage costs	3	4,705	4,761	4,798
Leverage costs <sup>(3)</sup>	57	599	629	629
<b>Distributable Cash Flow<sup>(4)</sup></b>	<b>\$ (54)</b>	<b>\$ 4,106</b>	<b>\$ 4,132</b>	<b>\$ 4,169</b>
<b>Net realized gain (loss) on investments and foreign currency translation, for the period</b>				
	\$ (189)	\$ (961)	\$ (7)	\$ (492)
<b>As a percent of average total assets<sup>(5)</sup></b>				
Total from investments	N/M	6.73%	6.60%	6.83%
Operating expenses before leverage costs	1.27 %	1.03 %	0.99 %	1.01 %
Distributable cash flow before leverage costs	N/M	5.70%	5.61%	5.82%
<b>As a percent of average net assets<sup>(5)</sup></b>				
Total from investments	N/M	8.81%	8.69%	9.10%
Operating expenses before leverage costs	1.47%	1.35%	1.30%	1.34%
Leverage costs and current taxes	0.28 %	0.95 %	0.98 %	1.02 %
Distributable cash flow	N/M	6.51%	6.41%	6.74%
<b>Selected Financial Information</b>				
Distributions paid on common stock	\$	\$ 4,064	\$ 4,064	\$ 4,077
Distributions paid on common stock per share		0.40625	0.40625	0.40750
Total assets, end of period	309,332	345,953	319,074	334,671
Average total assets during period <sup>(6)</sup>	274,091	331,879	337,565	327,931
Leverage <sup>(7)</sup>	32,500	75,200	75,700	77,100
Leverage as a percent of total assets	10.5%	21.7%	23.7%	23.0%
Net unrealized appreciation, end of period	6,031	32,630	6,977	24,357
Net assets, end of period	244,264	265,034	237,754	251,748
Average net assets during period <sup>(8)</sup>	237,454	253,480	256,553	245,989
Net asset value per common share	24.42	26.49	23.77	25.16
Market value per common share	25.01	24.92	23.24	25.00
Shares outstanding	10,004,200	10,004,200	10,004,200	10,004,200

(1) Commencement of operations.

(2) Q1 is the period from December through February. Q2 is the period from March through May. Q3 is the period from June through August.

(3) Leverage costs include interest expense, distributions to preferred stockholders and other recurring leverage expenses.

(4)

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*Net investment income on the Statement of Operations is adjusted as follows to reconcile to Distributable Cash Flow (DCF): increased by net premiums on options written, the return of capital on MLP distributions, the value of paid-in-kind distributions, and amortization of debt issuance costs.*

*(5) Annualized for periods less than one full year. Certain of the ratios for the period from October 31, 2011 through November 30, 2011 are not meaningful due to partial investment of initial offering and leverage proceeds.*

*(6) Computed by averaging month-end values within each period.*

*(7) Leverage consists of long-term debt obligations, preferred stock and short-term borrowings.*

*(8) Computed by averaging daily values for the period.*

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## Management's Discussion (unaudited)

*The information contained in this section should be read in conjunction with our Financial Statements and the Notes thereto. In addition, this report contains certain forward-looking statements. These statements include the plans and objectives of management for future operations and financial objectives and can be identified by the use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, or continue or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause actual results and conditions to differ materially from those projected in these forward-looking statements are set forth in the Risk Factors section of our public filings with the SEC.*

### Overview

Tortoise Pipeline & Energy Fund, Inc.'s (TTP) primary investment objective is to provide a high level of total return, with an emphasis on current distributions. We seek to provide stockholders an efficient vehicle to invest in a portfolio consisting primarily of equity securities of pipeline and other energy infrastructure companies. We focus primarily on pipeline companies that engage in the business of transporting natural gas, natural gas liquids (NGLs), crude oil and refined petroleum products, and, to a lesser extent, on other energy infrastructure companies. Energy infrastructure companies own and operate a network of asset systems that transport, store, distribute, gather, process, explore, develop, manage or produce crude oil, refined petroleum products (including biodiesel and ethanol), natural gas or NGLs or that provide electrical power generation (including renewable energy), transmission and/or distribution. We also seek to provide current income from gains earned through a covered call option strategy, which consists of writing (selling) call options on selected equity securities in our portfolio.

TTP is a registered non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act), and expects to qualify as a regulated investment company (RIC) under the U.S. Internal Revenue Code of 1986, as amended (the Code). Tortoise Capital Advisors, L.L.C. (the Adviser) serves as investment adviser.

### Company update

Market values of our investments increased during the quarter, contributing to an increase of \$16 million in total assets during the 3rd quarter. Distribution increases from our investments were in-line with our expectations while a decrease in average total assets during the quarter resulted in decreased asset-based expenses. Total leverage as a percent of total assets decreased slightly and we increased our quarterly distribution to \$0.4075 per share. Additional information on these events and results of our operations are discussed below.

### Critical accounting policies

The financial statements are based on the selection and application of critical accounting policies, which require management to make significant estimates and assumptions. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments. Our critical accounting policies are those applicable to the valuation of investments and certain revenue recognition matters as discussed in Note 2 in the Notes to Financial Statements.

### Determining distributions to stockholders

We pay quarterly distributions based primarily upon our current and estimated future distributable cash flow (DCF). In addition, and to the extent that the sum of our net investment company taxable income and net realized gains from investments exceed our quarterly distributions, we intend to make an additional distribution to common stockholders in the last quarter of the calendar year in order to avoid being subject to U.S. federal income taxes. Our Board of Directors reviews the distribution rate quarterly, and may adjust the quarterly distribution throughout the year.

### Determining DCF

DCF is income from investments less expenses. Income from investments includes the amount we receive as cash or paid-in-kind distributions from common stock, MLPs, affiliates of MLPs, and pipeline and other energy companies in which we invest, and dividend payments on short-term investments we own. Income also includes the premiums received from sales of covered call

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options, net of amounts paid to buy back out of the money options. The total expenses include current or anticipated operating expenses and leverage costs. Each are summarized for you in the Key Financial Data table and are discussed in more detail below.

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## Management's Discussion (unaudited)

(continued)

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

### Income from investments

We seek to achieve our investment objectives by investing in a portfolio consisting primarily of equity securities of pipeline and other energy infrastructure companies. We evaluate each holding based upon its contribution to our investment income and its risk relative to other potential investments.

We focus primarily on pipeline companies that engage in the business of transporting natural gas, NGLs, crude oil and refined products through pipelines, and, to a lesser extent, on other energy infrastructure companies. These pipeline companies own and operate long haul, gathering and local gas distribution pipelines.

We also seek to provide current income from gains earned through a covered call option strategy, which consists of writing (selling) call options on selected equity securities in our portfolio. We focus our covered call strategy on other energy infrastructure companies that we believe are integral links in the energy infrastructure value chain for pipeline companies.

Total distributions received from our investments and option strategy for the 3rd quarter 2012 was approximately \$5.6 million. This reflects earnings on our investments of \$3.4 million and net premiums on options written of approximately \$2.2 million. On an annualized basis, this equates to 6.83 percent of our average total assets for the quarter.

### Expenses

We incur two types of expenses: (1) operating expenses, consisting primarily of the advisory fee; and (2) leverage costs. On a percentage basis, operating expenses before leverage costs were an annualized 1.01 percent of average total assets for the 3rd quarter 2012, a slight increase as compared to the 2nd quarter 2012. While the contractual advisory fee is 1.10 percent of average monthly managed assets, the Adviser has agreed to waive an amount equal to 0.25 percent of average monthly managed assets for the first year following the commencement of operations, 0.20 percent of average monthly managed assets for the second year following the commencement of operations, and 0.15 percent of average monthly managed assets for the third year following the commencement of operations. Subsequent to quarter-end, the terms of the fee waiver agreement with the Adviser were amended to extend the waiver periods. Under the amended terms, the Adviser has agreed to waive an amount equal to 0.25 percent of average monthly managed assets through December 31, 2012, 0.20 percent of average monthly managed assets for calendar year 2013, and 0.15 percent of average monthly managed assets for calendar year 2014.

Leverage costs consist of two major components: (1) the direct interest expense on our senior notes and short-term credit facility, and (2) distributions to preferred stockholders. Other leverage expenses include rating agency fees and commitment fees. Total leverage costs for DCF purposes were approximately \$0.6 million for the 3rd quarter 2012, unchanged from 2nd quarter 2012.

The weighted average annual rate of our leverage at August 31, 2012 was 3.11 percent including balances on our bank credit facility which accrue interest at a variable rate equal to one-month LIBOR plus 1.25 percent. Our weighted average rate may vary in future periods as a result of changes in LIBOR, the utilization of our credit facility, and as our leverage matures or is redeemed. Additional information on our leverage is included in the Liquidity and Capital Resources discussion below.



**Management's Discussion** (unaudited)  
(continued)

**Distributable cash flow and capital gains**

For 3rd quarter 2012, our DCF was approximately \$4.2 million, an increase of 0.9 percent as compared to 2nd quarter 2012. This increase is the net result of the changes in income and expenses as described above. This equates to an annualized rate of 5.82 percent of average total assets for the quarter and 6.74 percent of average net assets for the quarter. In addition, we had net realized losses on investments of approximately \$0.5 million during the quarter.

We declared a distribution of approximately \$4.1 million for 3rd quarter 2012. On a per share basis, we declared a \$0.4075 distribution on August 6, 2012, an increase of 0.3 percent from the 2nd quarter 2012.

Net Investment Income on the Statement of Operations is adjusted as follows to reconcile to DCF for 2012 YTD and 3rd quarter 2012 (in thousands):

	2012 YTD	3rd Qtr 2012
Net Investment Income	\$ 1,144	\$ 611
Adjustments to reconcile to DCF:		
Net premiums on options written	6,681	2,189
Distributions characterized as return of capital	3,235	1,095
Dividends paid in stock	1,554	537
Amortization of debt issuance costs	84	28
Timing of income recognition	(291)	(291)
DCF	\$ 12,407	\$ 4,169

**Liquidity and capital resources**

We had total assets of \$335 million at quarter-end. Our total assets reflect the value of our investments, which are itemized in the Schedule of Investments. It also reflects cash, interest and dividends receivable and any expenses that may have been prepaid. During 3rd quarter 2012, total assets increased \$16 million. This change was primarily the result of net realized and unrealized gains on investments of approximately \$16 million during the quarter (excluding return of capital on distributions reflected during the quarter).

Total leverage outstanding at August 31, 2012 was \$77.1 million, an increase of \$1.4 million as compared to May 31, 2012. Outstanding leverage is comprised of \$49 million in senior notes, \$16 million in preferred shares and \$12.1 million outstanding under the credit facility, with 71 percent of leverage with fixed rates and a weighted average maturity of 4.9 years. Total leverage represented 23.0 percent of total assets at August 31, 2012, as compared to 23.7 percent as of May 31, 2012. This is below our long-term target level of 25 percent of total assets, allowing the opportunity to add leverage when compelling investment opportunities arise. Temporary increases to up to 30 percent of our total assets may be permitted, provided that such leverage is consistent with the limits set forth in the 1940 Act, and that such leverage is expected to be reduced over time in an orderly fashion to reach our long-term target. Our leverage ratio is impacted by increases or decreases in investment values, issuance of equity and/or the sale of securities where proceeds are used to reduce leverage.

Our longer-term leverage (excluding our bank credit facility) of \$65 million is comprised of 75 percent private placement debt and 25 percent private placement preferred equity with a weighted average fixed rate of 3.38 percent and remaining weighted average laddered maturity of approximately 5.7 years.

We use leverage to acquire equity investments consistent with our investment philosophy. The terms of our leverage are governed by regulatory and contractual asset coverage requirements that arise from the use of leverage. Additional information on our leverage and asset coverage requirements is discussed in Note 9 and Note 10 in the Notes to Financial Statements. Our coverage ratios are updated each week on our Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com).

**Taxation of our distributions**

We expect that distributions paid on common shares will generally consist of: (i) investment company taxable income which includes dividends (that under current law are eligible for a reduced tax rate, which we refer to as qualified dividend income) and the excess of any short-term capital gains over net long-term capital losses; (ii) long-term capital gain (net gain from the sale of a capital asset held longer than 12 months over net short-term capital losses) and (iii) return of capital.

We may designate a portion of our quarterly distributions as capital gains and we may also distribute additional capital gains in the last calendar quarter if necessary to meet minimum distribution requirements and to avoid being subject to excise taxes. If, however, we elect to retain any capital gains, we will be subject to U.S. capital gains taxes. The payment of those taxes will flow-through to stockholders as a tax credit to apply against their U.S. income tax payable on the deemed distribution of the retained capital gain.

Detailed individual tax information for each calendar year will be reported to stockholders on Form 1099-DIV after year-end. We currently estimate that 40 to 60 percent of 2012 distributions will be characterized as dividend income and capital gain, with the remaining percentage characterized as return of capital. A final determination of the characterization will be made in January 2013.

Tortoise Pipeline & Energy Fund, Inc.

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2012 3rd Quarter Report

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**Schedule of Investments** (unaudited)

August 31, 2012

	Shares	Fair Value
<b>Common Stock 88.0%</b> <sup>(1)</sup>		
<b>Crude/Refined Products Pipelines 9.2%</b> <sup>(1)</sup>		
<b>Canada 5.7%</b> <sup>(1)</sup>		
Enbridge Inc.	251,050	\$ 9,896,391
Pembina Pipeline Corporation	168,800	4,575,537
<b>United States 3.5%</b> <sup>(1)</sup>		
Kinder Morgan, Inc.	244,250	8,736,822
		23,208,750
<b>Local Distribution Companies 12.8%</b> <sup>(1)</sup>		
<b>United States 12.8%</b> <sup>(1)</sup>		
CenterPoint Energy, Inc.	728,600	14,856,154
NiSource Inc.	716,914	17,449,687
		32,305,841
<b>Marine Transportation 2.5%</b> <sup>(1)</sup>		
<b>Republic of the Marshall Islands 2.5%</b> <sup>(1)</sup>		
Teekay Offshore Partners L.P.	223,330	6,340,339
<b>Natural Gas Gathering Pipelines 3.3%</b> <sup>(1)</sup>		
<b>United States 3.3%</b> <sup>(1)</sup>		
Targa Resources Corp.	181,505	8,216,731
<b>Natural Gas Pipelines 38.5%</b> <sup>(1)</sup>		
<b>Canada 7.2%</b> <sup>(1)</sup>		
Keyera Corp.	17,550	801,167
TransCanada Corporation	386,051	17,399,319
<b>United States 31.3%</b> <sup>(1)</sup>		
EQT Corporation	13,000	701,480
National Fuel Gas Company	13,400	668,660
ONEOK, Inc.	396,000	17,633,880
Questar Corporation	330,750	6,532,312
Spectra Energy Corp	820,106	23,176,196
Williams Companies, Inc.	930,500	30,027,235
		96,940,249
<b>Oil and Gas Production 20.5%</b> <sup>(1)(2)</sup>		
<b>Canada 1.1%</b> <sup>(1)</sup>		
Canadian Natural Resources Limited	93,900	2,854,560
<b>United Kingdom 1.2%</b> <sup>(1)</sup>		
BP p.l.c. (ADR)	70,200	2,952,612
<b>United States 18.2%</b> <sup>(1)</sup>		
Anadarko Petroleum Corporation	64,000	4,433,280
Apache Corporation	50,900	4,364,675
Chevron Corporation	13,300	1,491,728
Continental Resources, Inc. <sup>(3)</sup>	40,400	2,992,024
Denbury Resources Inc. <sup>(3)</sup>	190,800	2,955,492
Devon Energy Corporation	51,100	2,955,113
EOG Resources, Inc.	27,100	2,934,930
Exxon Mobil Corporation	16,900	1,475,370
Hess Corporation	60,200	3,041,906
Marathon Oil Corporation	165,100	4,593,082
Noble Energy, Inc.	33,300	2,927,070
Occidental Petroleum Corporation	50,400	4,284,504
Pioneer Natural Resources Company	45,200	4,400,672
Range Resources Corporation	43,700	2,848,803
		51,505,821
<b>Oilfield Services 1.2%</b> <sup>(1)(2)</sup>		
<b>United Kingdom 1.2%</b> <sup>(1)</sup>		

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EnSCO plc (ADR)	52,800	3,029,136
Total Common Stock (Cost \$208,206,739)		221,546,867

**Master Limited Partnerships  
and Related Companies 44.1%**

<b>Crude/Refined Products Pipelines 22.2%</b>		
<b>United States 22.2%</b>		
Buckeye Partners, L.P.	65,100	3,217,242
Enbridge Energy Management, L.L.C. <sup>(4)</sup>	449,759	14,000,983
Holly Energy Partners, L.P.	58,100	3,913,035
Kinder Morgan Management, LLC <sup>(4)</sup>	244,822	18,146,239
Magellan Midstream Partners, L.P.	48,320	4,009,111
Plains All American Pipeline, L.P.	120,200	10,400,906
Sunoco Logistics Partners L.P.	45,800	2,136,570
		55,824,086

Tortoise Pipeline & Energy Fund, Inc.

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**Schedule of Investments** (unaudited) (continued)  
August 31, 2012

	Shares	Fair Value
<b>Natural Gas/Natural Gas Liquids Pipelines 15.8%</b>		
<b>United States 15.8%</b>		
Energy Transfer Partners, L.P.	179,900	\$ 7,685,328
Enterprise Products Partners L.P.	175,093	9,349,966
Inergy Midstream, L.P.	82,000	1,910,600
ONEOK Partners, L.P.	96,200	5,466,084
Regency Energy Partners LP	219,600	5,081,544
TC PipeLines, LP	68,000	3,088,560
Williams Partners L.P.	141,800	7,314,044
		39,896,126
<b>Natural Gas Gathering/Processing 6.1%</b>		
<b>United States 6.1%</b>		
Access Midstream Partners, L.P.	119,700	3,606,561
Copano Energy, L.L.C.	48,265	1,481,253
DCP Midstream Partners, LP	36,350	1,568,139
MarkWest Energy Partners, L.P.	59,850	3,178,035
Targa Resources Partners LP	84,825	3,437,109
Western Gas Partners LP	42,905	2,048,714
		15,319,811
Total Master Limited Partnerships and Related Companies (Cost \$100,418,541)		111,040,023
<b>Short-Term Investment 0.1%</b>		
<b>United States Investment Company 0.1%</b>		
Fidelity Institutional Money Market		
Portfolio Class I, 0.16%		
(Cost \$119,204)	119,204	119,204
<b>Total Investments 132.2%</b>		
<b>(Cost \$308,744,484)</b>		
		332,706,094
<b>Long-Term Debt Obligations (19.5%)</b>		
<b>Mandatory Redeemable Preferred</b>		
<b>Stock at Liquidation Value (6.4%)</b>		
		(16,000,000)
<b>Total Value of Options Written</b>		
<b>(Premiums received \$698,522) (0.1%)</b>		
		(303,626)
<b>Other Assets and Liabilities (6.2%)</b>		
		(15,654,466)
<b>Total Net Assets Applicable to</b>		
<b>Common Stockholders 100.0%</b>		
		\$ 251,748,002

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

(2) All or a portion of the security represents cover for outstanding call option contracts written.

(3) Non-income producing security.

(4) Security distributions are paid-in-kind.

(5) Rate indicated is the current yield as of August 31, 2012.

Key to abbreviation

ADR = American Depositary Receipts

See accompanying Notes to Financial Statements.



**Schedule of Options Written** (unaudited)

August 31, 2012

<b>Call Options Written</b>	<b>Expiration Date</b>	<b>Strike Price</b>	<b>Contracts</b>	<b>Fair Value</b>
Anadarko Petroleum Corporation	September 2012	\$ 72.50	80	\$ (5,600)
Anadarko Petroleum Corporation	September 2012	75.00	560	(12,880)
Apache Corporation	September 2012	92.50	509	(9,162)
BP p.l.c. (ADR)	September 2012	44.00	702	(14,742)
Canadian Natural Resources Limited	September 2012	34.00	939	(9,390)
Chevron Corporation	September 2012	120.00	133	(931)
Continental Resources, Inc.	September 2012	80.00	404	(28,280)
Denbury Resources Inc.	September 2012	17.00	1,908	(28,620)
Devon Energy Corporation	September 2012	62.50	511	(7,154)
EnSCO plc (ADR)	September 2012	60.00	528	(14,784)
EOG Resources, Inc.	September 2012	115.00	271	(29,810)
Exxon Mobil Corporation	September 2012	92.50	169	(1,014)
Hess Corporation	September 2012	52.50	602	(38,528)
Marathon Oil Corporation	September 2012	29.00	1,651	(37,973)
Noble Energy, Inc.	September 2012	95.00	333	(4,995)
Occidental Petroleum Corporation	September 2012	92.50	504	(6,048)
Pioneer Natural Resources Company	September 2012	105.00	452	(38,420)
Range Resources Corporation	September 2012	72.50	437	(15,295)
<b>Total Value of Call Options Written</b>				
(Premiums received \$698,522)				\$ (303,626)

*Key to abbreviation**ADR = American Depository Receipts**See accompanying Notes to Financial Statements.*

Tortoise Pipeline &amp; Energy Fund, Inc.

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**Statement of Assets & Liabilities** (unaudited)  
August 31, 2012

<b>Assets</b>	
Investments at fair value (cost \$308,744,484)	\$ 332,706,094
Receivable for Adviser fee waiver	140,136
Dividends receivable	858,134
Receivable for investments sold	343,436
Prepaid expenses and other assets	623,606
<b>Total assets</b>	<b>334,671,406</b>
<b>Liabilities</b>	
Options written, at fair value (premiums received \$698,522)	303,626
Payable to Adviser	616,598
Payable for investments purchased	166,357
Distribution payable to common stockholders	4,076,711
Accrued expenses and other liabilities	660,112
Short-term borrowings	12,100,000
Long-term debt obligations	49,000,000
Mandatory redeemable preferred stock (\$25.00 liquidation value per share; 640,000 shares outstanding)	16,000,000
<b>Total liabilities</b>	<b>82,923,404</b>
Net assets applicable to common stockholders	\$ 251,748,002
<b>Net Assets Applicable to Common Stockholders</b>	
<b>Consist of:</b>	
Capital stock, \$0.001 par value; 10,004,200 shares issued and outstanding (100,000,000 shares authorized)	\$ 10,004
Additional paid-in capital	227,380,956
Net unrealized appreciation of investments	24,357,042
Net assets applicable to common stockholders	\$ 251,748,002
Net Asset Value per common share outstanding (net assets applicable to common stock, divided by common shares outstanding)	\$ 25.16

**Statement of Operations** (unaudited)  
Period from Dec. 1, 2011 through August 31, 2012

<b>Investment Income</b>	
Distributions from master limited partnerships	\$ 3,471,699
Less return of capital on distributions	(3,235,335)
Net distributions from master limited partnerships	236,364
Dividends from common stock (net of foreign taxes withheld of \$150,515)	5,364,495
Dividends from money market mutual funds	3,637
<b>Total Investment Income</b>	<b>5,604,496</b>
<b>Operating Expenses</b>	
Advisory fees	2,719,240
Professional fees	125,568
Administrator fees	98,620
Directors fees	50,700
Stockholder communication expenses	41,423
Fund accounting fees	36,822
Custodian fees and expenses	24,363

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Registration fees	18,446
Stock transfer agent fees	9,335
Franchise fees	(18,283)
Other operating expenses	32,110
<b>Total Operating Expenses</b>	<b>3,138,344</b>
<b>Leverage Expenses</b>	
Interest expense	1,288,038
Distributions to mandatory redeemable preferred stockholders	509,081
Amortization of debt issuance costs	83,871
Other leverage expenses	59,594
<b>Total Leverage Expenses</b>	<b>1,940,584</b>
<b>Total Expenses</b>	<b>5,078,928</b>
Less fees waived by Adviser	(618,009)
<b>Net Expenses</b>	<b>4,460,919</b>
<b>Net Investment Income</b>	<b>1,143,577</b>
<b>Realized and Unrealized Gains (Losses)</b>	
Net realized loss on investments, including foreign currency gain (loss)	(1,415,463)
Net realized gain on options	1,629,229
Net realized gain on foreign currency and translation of other assets and liabilities denominated in foreign currency	5,772
Net realized gain	219,538
Net unrealized appreciation of investments, including foreign currency gain (loss)	17,841,420
Net unrealized appreciation of options	484,041
Net unrealized appreciation of other assets and liabilities due to foreign currency translation	314
Net unrealized appreciation	18,325,775
<b>Net Realized and Unrealized Gains</b>	<b>18,545,313</b>
<b>Net Increase in Net Assets Applicable to Common Stockholders Resulting from Operations</b>	<b>\$ 19,688,890</b>

See accompanying Notes to Financial Statements.

Tortoise Pipeline & Energy Fund, Inc.

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## Statement of Changes in Net Assets

	Period from December 1, 2011 through August 31, 2012 (unaudited)	Period from October 31, 2011 <sup>(1)</sup> through November 30, 2011
<b>Operations</b>		
Net investment income (loss)	\$ 1,143,577	\$ (172,042)
Net realized gains	219,538	54,736
Net unrealized appreciation	18,325,775	6,031,267
Net increase in net assets applicable to common stockholders resulting from operations	19,688,890	5,913,961
<b>Distributions to Common Stockholders</b>		
Net investment income	(1,131,988)	
Net realized gain	(115,279)	
Return of capital	(10,957,857)	
Total distributions to common stockholders	(12,205,124)	
<b>Capital Stock Transactions</b>		
Proceeds from initial public offering of 10,000,000 common shares		250,000,000
Underwriting discounts and offering expenses associated with the issuance of common stock		(11,750,000)
Net increase in net assets applicable to common stockholders from capital stock transactions		238,250,000
Total increase in net assets applicable to common stockholders	7,483,766	244,163,961
<b>Net Assets</b>		
Beginning of period	244,264,236	100,275
End of period	\$ 251,748,002	\$ 244,264,236
Accumulated net investment loss, end of period	\$	\$ (11,589)

(1) Commencement of Operations.

See accompanying Notes to Financial Statements.

Tortoise Pipeline &amp; Energy Fund, Inc.

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**Statement of Cash Flows** (unaudited)

Period from Dec. 1, 2011 through August 31, 2012

<b>Cash Flows From Operating Activities</b>	
Distributions received from master limited partnerships	\$ 3,471,699
Dividend income received	4,685,466
Purchases of long-term investments	(179,581,128)
Proceeds from sales of long-term investments	53,780,356
Proceeds from sales of short-term investments, net	83,697,114
Call options written, net	1,653,707
Interest expense paid	(964,601)
Other leverage expenses paid	(45,629)
Distributions to mandatory redeemable preferred stockholders	(379,427)
Operating expenses paid	(2,196,973)
Net cash used in operating activities	(35,879,416)
<b>Cash Flows From Financing Activities</b>	
Advances from revolving line of credit	52,300,000
Repayments on revolving line of credit	(40,200,000)
Common stock issuance costs	(498,240)
Issuance of long-term debt obligations	24,500,000
Issuance of mandatory redeemable preferred stock	8,000,000
Debt issuance costs	(93,931)
Distributions paid to common stockholders	(8,128,413)
Net cash provided by financing activities	35,879,416
Net change in cash	
Cash beginning of period	
Cash end of period	\$
<b>Reconciliation of net increase in net assets applicable to common stockholders resulting from operations to net cash used in operating activities</b>	
Net increase in net assets applicable to common stockholders resulting from operations	\$ 19,688,890
Adjustments to reconcile net increase in net assets applicable to common stockholders resulting from operations to net cash used in operating activities:	
Purchases of long-term investments	(149,003,370)
Proceeds from sales of long-term investments	54,123,792
Proceeds from sales of short-term investments, net	83,697,114
Call options written, net	1,636,507
Return of capital on distributions received	3,235,335
Net unrealized appreciation	(18,325,775)
Net realized gain	(219,538)
Amortization of debt issuance costs	83,871
Changes in operating assets and liabilities:	
Increase in dividends receivable	(679,093)
Decrease in prepaid expenses and other assets	3,526
Increase in receivable for investments sold	(343,436)
Decrease in receivable for call options written	17,200
Decrease in payable for investments purchased	(30,577,758)
Increase in payable to Adviser, net of fee waiver	293,687
Increase in accrued expenses and other liabilities	489,632
Total adjustments	(55,568,306)
Net cash used in operating activities	\$ (35,879,416)

*See accompanying Notes to Financial Statements.*

## Financial Highlights

	Period from December 1, 2011 through August 31, 2012 (unaudited)	Period from October 31, 2011 <sup>(1)</sup> through November 30, 2011
<b>Per Common Share Data<sup>(2)</sup></b>		
Net Asset Value, beginning of period	\$ 24.42	\$ 25.00
Public offering price		25.00
Income from Investment Operations		
Net investment income (loss) <sup>(3)</sup>	0.11	(0.02)
Net realized and unrealized gains <sup>(3)</sup>	1.85	0.61
Total income from investment operations	1.96	0.59
Distributions to Common Stockholders		
Net investment income	(0.11)	
Net realized gain	(0.01)	
Return of capital	(1.10)	
Total distributions to common stockholders	(1.22)	
Underwriting discounts and offering costs on issuance of common stock <sup>(4)</sup>		(1.17)
Net Asset Value, end of period	\$ 25.16	\$ 24.42
Per common share market value, end of period	\$ 25.00	\$ 25.01
Total Investment Return Based on Market Value <sup>(5)</sup>	5.05%	0.04%
<b>Supplemental Data and Ratios</b>		
Net assets applicable to common stockholders, end of period (000 s)	\$ 251,748	\$ 244,264
Average net assets (000 s)	\$ 252,002	\$ 237,454
Ratio of Expenses to Average Net Assets <sup>(6)</sup>		
Advisory fees	1.44%	1.17%
Other operating expenses	0.22	0.56
Fee waiver	(0.33)	(0.27)
Subtotal	1.33	1.46
Leverage expenses	1.03	0.31
Total expenses	2.36%	1.77%
Ratio of net investment income (loss) to average net assets before fee waiver <sup>(6)</sup>	0.28%	(1.12)%
Ratio of net investment income (loss) to average net assets after fee waiver <sup>(6)</sup>	0.61%	(0.85)%
Portfolio turnover rate	16.78%	1.68%
Short-term borrowings, end of period (000 s)	\$ 12,100	
Long-term debt obligations, end of period (000 s)	\$ 49,000	\$ 24,500
Preferred stock, end of period (000 s)	\$ 16,000	\$ 8,000
Per common share amount of long-term debt obligations outstanding, end of period	\$ 4.90	\$ 2.45
Per common share amount of net assets, excluding long-term debt obligations, end of period	\$ 30.06	\$ 26.87
Asset coverage, per \$1,000 of principal amount of long-term debt obligations and short-term borrowings <sup>(7)</sup>	\$ 5,382	\$ 11,296
Asset coverage ratio of long-term debt obligations and short-term borrowings <sup>(7)</sup>	538%	1,130%
Asset coverage, per \$25 liquidation value per share of mandatory redeemable preferred stock <sup>(8)</sup>	\$ 107	\$ 213
Asset coverage ratio of preferred stock <sup>(8)</sup>	427%	852%

(1) Commencement of Operations.

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

(3) The per common share data for the period from October 31, 2011 through November 30, 2011 do not reflect the change in estimate of investment income and return of capital. See Note 2C to the financial statements for further disclosure.

(4) Represents the dilution per common share from underwriting and other offering costs for the period from October 31, 2011 through November 30, 2011.

(5) Not annualized. Total investment return is calculated assuming a purchase of common stock at the beginning of the period (or initial public offering price) and a sale at the closing price on the last day of the period reported (excluding brokerage commissions). The calculation also assumes reinvestment of distributions at actual prices pursuant to the Company's dividend reinvestment plan.

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

(7) Represents value of total assets less all liabilities and indebtedness not represented by long-term debt obligations, short-term borrowings and preferred stock at the end of the period divided by long-term debt obligations and short-term borrowings outstanding at the end of the period.

(8) Represents value of total assets less all liabilities and indebtedness not represented by long-term debt obligations, short-term borrowings and preferred stock at the end of the period divided by long-term debt obligations, short-term borrowings and preferred stock outstanding at the end of the period.

*See accompanying Notes to Financial Statements.*

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**Notes to Financial Statements** (unaudited)  
August 31, 2012

**1. Organization**

Tortoise Pipeline & Energy Fund, Inc. (the Company) was organized as a Maryland corporation on July 19, 2011, and is a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Company's primary investment objective is to provide a high level of total return, with an emphasis on current distributions. The Company seeks to provide its stockholders an efficient vehicle to invest in a portfolio consisting primarily of equity securities of pipeline and other energy infrastructure companies. The Company commenced operations on October 31, 2011. The Company's stock is listed on the New York Stock Exchange under the symbol TTP.

**2. Significant accounting policies**

**A. Use of estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, recognition of distribution income and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

**B. Investment valuation**

The Company primarily owns securities that are listed on a securities exchange or over-the-counter market. The Company values those securities at their last sale price on that exchange or over-the-counter market on the valuation date. If the security is listed on more than one exchange, the Company uses the price from the exchange that it considers to be the principal exchange on which the security is traded. Securities listed on the NASDAQ will be valued at the NASDAQ Official Closing Price, which may not necessarily represent the last sale price. If there has been no sale on such exchange or over-the-counter market on such day, the security will be valued at the mean between the last bid price and last ask price on such day.

The Company may invest up to 30 percent of its total assets in unregistered or otherwise restricted securities. Restricted securities are subject to statutory or contractual restrictions on their public resale, which may make it more difficult to obtain a valuation and may limit the Company's ability to dispose of them. Investments in restricted securities and other securities for which market quotations are not readily available will be valued in good faith by using fair value procedures approved by the Board of Directors. Such fair value procedures consider factors such as discounts to publicly traded issues, time until conversion date, securities with similar yields, quality, type of issue, coupon, duration and rating. If events occur that will affect the value of the Company's portfolio securities before the net asset value has been calculated (a significant event), the portfolio securities so affected will generally be priced using fair value procedures. The Company did not hold any restricted securities at August 31, 2012.

An equity security of a publicly traded company acquired in a direct placement transaction may be subject to restrictions on resale that can affect the security's liquidity and fair value. Such securities that are convertible or otherwise will become freely tradable will be valued based on the market value of the freely tradable security less an applicable discount. Generally, the discount will initially be equal to the discount at which the Company purchased the securities. To the extent that such securities are convertible or otherwise become freely tradable within a time frame that may be reasonably determined, an amortization schedule may be used to determine the discount.

Exchange-traded options are valued at the mean of the highest bid and lowest asked prices across all option exchanges.

The Company generally values debt securities at prices based on market quotations for such securities, except those securities purchased with 60 days or less to maturity are valued on the basis of amortized cost, which approximates market value.

**C. Security transactions and investment income**

Security transactions are accounted for on the date the securities are purchased or sold (trade date). Realized gains and losses are reported on an identified cost basis. Interest income is recognized on the accrual basis, including amortization of premiums and accretion of discounts. Dividend and distribution income is recorded on the ex-dividend date. Distributions received from the Company's investments in master limited partnerships (MLPs) generally are comprised of ordinary income and return of capital from the MLPs. The Company allocates distributions between investment income and return of capital based on estimates made at the time such distributions are received. Such estimates are based on information provided by each MLP and other industry sources. These estimates may subsequently be revised based on actual allocations received from MLPs after their tax reporting periods are concluded, as the actual character of these distributions is not known until after the fiscal year end of the Company.

For the period from October 31, 2011 through November 30, 2011, the Company estimated the allocation of investment income and return of capital for the distributions received from MLPs within the Statement of Operations. For this period, the Company had estimated approximately 6 percent of total distributions as investment income and approximately 94 percent as return of capital.

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Subsequent to November 30, 2011, the Company reallocated the amount of investment income and return of capital it recognized for the period from October 31, 2011 through November 30, 2011 based on the 2011 tax reporting information received from the individual MLPs. This reclassification amounted to a decrease in net investment income of approximately \$3,700 or \$0.000 per share and an increase in unrealized appreciation of investments of approximately \$3,700 or \$0.000 per share for the period from December 1, 2011 through August 31, 2012.

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**Notes to Financial Statements** (unaudited) (continued)

Subsequent to the period ended February 29, 2012, the Company reallocated the amount of investment income and return of capital it recognized in the current fiscal year based on its revised 2012 estimates, after considering the final allocations for 2011. This reclassification amounted to a decrease in net investment income of approximately \$12,000 or \$0.001 per share, an increase in unrealized appreciation of investments of approximately \$11,600 or \$0.001 per share, and an increase in realized gains of approximately \$400 or \$0.000 per share.

In addition, the Company may be subject to withholding taxes on foreign-sourced income. The Company accrues such taxes when the related income is earned.

**D. Foreign currency translation**

For foreign currency, investments in foreign securities, and other assets and liabilities denominated in a foreign currency, the Company translates these amounts into U.S. dollars on the following basis: (i) market value of investment securities, assets and liabilities at the current rate of exchange on the valuation date, and (ii) purchases and sales of investment securities, income and expenses at the relevant rates of exchange on the respective dates of such transactions. The Company does not isolate that portion of gains and losses on investments that is due to changes in the foreign exchange rates from that which is due to changes in market prices of equity securities.

**E. Distributions to stockholders**

Distributions to common stockholders are recorded on the ex-dividend date. The Company intends to make quarterly cash distributions of investment company income to common stockholders. In addition, on an annual basis, the Company may distribute additional capital gains in the last calendar quarter if necessary to meet minimum distribution requirements and thus avoid being subject to excise taxes. The amount of any distributions will be determined by the Board of Directors. The character of distributions to common stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. Distributions paid to stockholders in excess of investment company taxable income and net realized gains will be treated as return of capital to stockholders. The tax character of distributions paid to common stockholders for the current year will be determined subsequent to November 30, 2012.

Distributions to mandatory redeemable preferred ( MRP ) stockholders are accrued daily and paid quarterly based on a fixed annual rate. The Company may not declare or pay distributions to its preferred stockholders if it does not meet a 200 percent asset coverage ratio for its debt or the rating agency basic maintenance amount for the debt following such distribution. The character of distributions to MRP stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. Distributions paid to stockholders in excess of investment company taxable income and net realized gains will be treated as return of capital to stockholders. There were no distributions paid to MRP stockholders for the year ended November 30, 2011. The tax character of distributions paid to MRP stockholders for the current year will be determined subsequent to November 30, 2012.

**F. Federal income taxation**

The Company qualifies as a regulated investment company ( RIC ) under the U.S. Internal Revenue Code of 1986, as amended (the Code ). As a result, the Company generally will not be subject to U.S. federal income tax on income and gains that it distributes each taxable year to stockholders if it meets certain minimum distribution requirements. The Company is required to distribute substantially all of its income, in addition to other asset diversification requirements. The Company is subject to a 4 percent non-deductible U.S. federal excise tax on certain undistributed income unless the Company makes sufficient distributions to satisfy the excise tax avoidance requirement. The Company invests in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Company reports its allocable share of the MLP s taxable income in computing its own taxable income.

The Company has adopted financial reporting rules regarding recognition and measurement of tax positions taken or expected to be taken on a tax return. The Company has reviewed all open tax years and major jurisdictions and concluded that there is no impact on the Company s net assets and no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on a tax return. All tax years since inception remain open to examination by federal and state tax authorities.

**G. Offering and debt issuance costs**

Offering costs related to the issuance of common stock are charged to additional paid-in capital when the stock is issued. Debt issuance costs related to long-term debt obligations and MRP Stock are capitalized and amortized over the period the debt and MRP Stock is outstanding. Capitalized costs (excluding underwriter commissions) were reflected for the Series A Notes (\$939), Series B Notes (\$1,597), Series C Notes (\$564), Series D Notes (\$1,503) and MRP Stock (\$1,503) that were each issued in December 2011.

**H. Derivative financial instruments**

The Company seeks to provide current income from gains earned through an option strategy which will normally consist of writing (selling) call options on selected equity securities in the portfolio ( covered calls ). The premium received on a written call option will initially be recorded as a liability and subsequently adjusted to the then current fair value of the option written. Premiums received from writing call options that expire unexercised will be recorded as a realized gain on the expiration date. Premiums received from writing call options that are exercised will be added to the proceeds from the sale of the underlying security to calculate the realized gain (loss). If a written call option is repurchased prior to its

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exercise, the realized gain (loss) will be the difference between the premium received and the amount paid to repurchase the option.

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**Notes to Financial Statements** (unaudited) (continued)**I. Indemnifications**

Under the Company's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Company. In addition, in the normal course of business, the Company may enter into contracts that provide general indemnification to other parties. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred, and may not occur. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

**J. Recent accounting pronouncement**

In May 2011, the FASB issued ASU No. 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and the International Financial Reporting Standards (IFRSs). ASU No. 2011-04 amends FASB ASC Topic 820, Fair Value Measurements and Disclosures, to establish common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and IFRSs. ASU No. 2011-04 is effective for fiscal years beginning after December 15, 2011 and for interim periods within those fiscal years. The Company has adopted these amendments and they did not have a material impact on the financial statements.

**3. Concentration of risk**

Under normal circumstances, the Company will have at least 80 percent of its total assets (including any assets obtained through leverage) in equity securities of pipeline and other energy infrastructure companies. Energy infrastructure companies own and operate a network of asset systems that transport, store, distribute, gather and/or process, explore, develop, manage or produce crude oil, refined petroleum products (including biodiesel and ethanol), natural gas or natural gas liquids (NGLs) or that provide electric power generation (including renewable energy), transmission and/or distribution. The Company may invest up to 30 percent of its total assets in restricted securities, primarily through direct investments in securities of listed companies. The Company may also invest up to 25 percent of its total assets in securities of MLPs. The Company will not invest in privately-held companies.

**4. Agreements**

The Company has entered into an Investment Advisory Agreement with the Adviser. Under the terms of the Agreement, the Company pays the Adviser a fee equal to an annual rate of 1.10 percent of the Company's average monthly total assets (including any assets attributable to leverage) minus accrued liabilities (other than debt entered into for purposes of leverage and the aggregate liquidation preference of outstanding preferred stock, if any) (Managed Assets), in exchange for the investment advisory services provided. The Adviser has contractually agreed to waive fees in an amount equal to an annual rate of 0.25 percent of the Company's average monthly Managed Assets for the first year following the commencement of operations, 0.20 percent of average monthly Managed Assets for the second year following the commencement of operations and 0.15 percent of average monthly Managed Assets for the third year following the commencement of operations.

U.S. Bancorp Fund Services, LLC serves as the Company's administrator. The Company pays the administrator a monthly fee computed at an annual rate of 0.04 percent of the first \$1,000,000,000 of the Company's Managed Assets, 0.01 percent on the next \$500,000,000 of Managed Assets and 0.005 percent on the balance of the Company's Managed Assets.

Computershare Trust Company, N.A. serves as the Company's transfer agent and registrar and Computershare Inc. serves as the Company's dividend paying agent and agent for the automatic dividend reinvestment plan.

U.S. Bank, N.A. serves as the Company's custodian. The Company pays the custodian a monthly fee computed at an annual rate of 0.004 percent of the average daily market value of the Company's domestic assets and 0.015 percent of the average daily market value of the Company's Canadian Dollar-denominated assets, plus portfolio transaction fees.

**5. Income taxes**

It is the Company's intention to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code and distribute all of its taxable income. Accordingly, no provision for federal income taxes is required in the financial statements.

The amount and character of income and capital gain distributions to be paid, if any, are determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles. These differences are primarily due to differences in the timing of recognition of gains or losses on investments. Permanent book and tax basis differences, if any, may result in reclassifications to undistributed net investment income (loss), undistributed net realized gain (loss) and additional paid-in capital.

As of November 30, 2011, the components of accumulated earnings on a tax basis were as follows:

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Unrealized appreciation	\$5,916,756
Undistributed ordinary income	13,916
Other temporary differences	(15,253)
Accumulated earnings	\$ 5,915,419

As of August 31, 2012, the aggregate cost of securities for federal income tax purposes was \$307,817,269. The aggregate gross unrealized appreciation for all securities in which there was an excess of fair value over tax cost was \$31,459,294, the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over fair value was \$6,570,469 and the net unrealized appreciation was \$24,888,825.

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**Notes to Financial Statements** (unaudited) (continued)**6. Fair value of financial instruments**

Various inputs are used in determining the value of the Company's investments. These inputs are summarized in the three broad levels listed below:

- Level 1** quoted prices in active markets for identical investments
- Level 2** other significant observable inputs (including quoted prices for similar investments, market corroborated inputs, etc.)
- Level 3** significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following table provides the fair value measurements of applicable Company assets and liabilities by level within the fair value hierarchy as of August 31, 2012. These assets and liabilities are measured on a recurring basis.

Description	Fair Value at			
	August 31, 2012	Level 1	Level 2	Level 3
<b>Assets</b>				
Equity Securities:				
Common Stock <sup>(a)</sup>	\$ 221,546,867	\$ 221,546,867	\$	\$
Master Limited Partnerships and Related Companies <sup>(a)</sup>	111,040,023	111,040,023		
<b>Total Equity Securities</b>	<b>332,586,890</b>	<b>332,586,890</b>		
Other:				
Short-Term Investment <sup>(b)</sup>	119,204	119,204		
<b>Total Assets</b>	<b>\$ 332,706,094</b>	<b>\$ 332,706,094</b>	<b>\$</b>	<b>\$</b>
<b>Liabilities</b>				
Written Call Options	\$ 303,626	\$ 303,626	\$	\$

(a) All other industry classifications are identified in the Schedule of Investments.

(b) Short-term investment is a sweep investment for cash balances in the Company at August 31, 2012.

The Company did not hold any Level 3 securities during the period ended August 31, 2012.

**Valuation techniques**

In general, and where applicable, the Company uses readily available market quotations based upon the last updated sales price from the principal market to determine fair value. This pricing methodology applies to the Company's Level 1 investments and liabilities.

An equity security of a publicly traded company acquired in a private placement transaction without registration under the Securities Act of 1933, as amended (the "1933 Act"), is subject to restrictions on resale that can affect the security's fair value. If such a security is convertible into publicly-traded common shares, the security generally will be valued at the common share market price adjusted by a percentage discount due to the restrictions and categorized as Level 2 in the fair value hierarchy. If the security has characteristics that are dissimilar to the class of security that trades on the open market, the security will generally be valued and categorized as Level 3 in the fair value hierarchy.

The Company utilizes the beginning of reporting period method for determining transfers between levels. For the period from December 1, 2011 through August 31, 2012, Teekay Offshore Partners, L.P. common units in the amount of \$3,944,394 were transferred from Level 2 to Level 1 when they converted into registered units and quoted prices in active markets were available. There were no other transfers between levels.

**7. Derivative financial instruments**

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The Company has adopted the disclosure provisions of FASB Accounting Standard Codification 815, Derivatives and Hedging ( ASC 815 ). ASC 815 requires enhanced disclosures about the Company's use of and accounting for derivative instruments and the effect of derivative instruments on the Company's results of operations and financial position. Tabular disclosure regarding derivative fair value and gain/loss by contract type (e.g., interest rate contracts, foreign exchange contracts, credit contracts, etc.) is required and derivatives accounted for as hedging instruments under ASC 815 must be disclosed separately from those that do not qualify for hedge accounting. Even though the Company may use derivatives in an attempt to achieve an economic hedge, the Company's derivatives are not accounted for as hedging instruments under ASC 815 because investment companies account for their derivatives at fair value and record any changes in fair value in current period earnings.

Transactions in written option contracts for the period from December 1, 2011 through August 31, 2012, are as follows:

	Number of Contracts	Premium
Options outstanding at November 30, 2011	12,097	\$ 741,641
Options written	90,930	6,835,603
Options closed	(63,930)	(4,903,255)
Options exercised	(2,716)	(109,919)
Options expired	(25,688)	(1,865,548)
Options outstanding at August 31, 2012	10,693	\$ 698,522

The following table presents the types and fair value of derivatives by location as presented on the Statement of Assets and Liabilities at August 31, 2012:

Derivatives not accounted for as hedging instruments under ASC 815	Liabilities	
	Location	Fair Value
Written equity call options	Options written, at fair value	\$303,626

The following table presents the effect of derivatives on the Statement of Operations for the period ended August 31, 2012:

Derivatives not accounted for as hedging instruments under ASC 815	Location of Gains (Losses) on Derivatives	Net Realized Gain on Derivatives	Net Unrealized Appreciation of Derivatives
Written equity call options	Options	\$1,629,229	\$484,041

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**Notes to Financial Statements** (unaudited) (continued)**8. Investment transactions**

For the period from December 1, 2011 through August 31, 2012, the Company purchased (at cost) and sold securities (proceeds received) in the amount of \$149,003,370 and \$54,123,792 (excluding short-term debt securities), respectively.

**9. Long-term debt obligations**

The Company has \$49,000,000 aggregate principal amount of private senior notes, Series A, Series B, Series C, and Series D (collectively, the Notes), outstanding. The Notes were issued in two separate tranches, with half of each series issued on November 15, 2011 and the remaining half of each series issued on December 8, 2011. The Notes are unsecured obligations of the Company and, upon liquidation, dissolution or winding up of the Company, will rank: (1) senior to all of the Company's outstanding preferred shares; (2) senior to all of the Company's outstanding common shares; (3) on parity with any unsecured creditors of the Company and any unsecured senior securities representing indebtedness of the Company and (4) junior to any secured creditors of the Company. Holders of the Notes are entitled to receive cash interest payments each quarter until maturity. The Series B, Series C and Series D Notes accrue interest at fixed rates and the Series A Notes accrue interest at an annual rate that resets each quarter based on the 3-month LIBOR plus 1.75 percent. The Notes are not listed on any exchange or automated quotation system.

The Notes are redeemable in certain circumstances at the option of the Company. The Notes are also subject to a mandatory redemption if the Company fails to meet asset coverage ratios required under the 1940 Act or the rating agency guidelines if such failure is not waived or cured. At August 31, 2012, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its senior notes.

The estimated fair value of each series of fixed-rate Notes was calculated, for disclosure purposes, by discounting future cash flows by a rate equal to the current U.S. Treasury rate with an equivalent maturity date, plus either 1) the spread between the interest rate on recently issued debt and the U.S. Treasury rate with a similar maturity date or 2) if there has not been a recent debt issuance, the spread between the AAA corporate finance debt rate and the U.S. Treasury rate with an equivalent maturity date plus the spread between the fixed rates of the Notes and the AAA corporate finance debt rate. The estimated fair value of the Series A Notes approximates the carrying amount because the interest rate fluctuates with changes in interest rates available in the current market. The estimated fair values in the table below are Level 2 valuations within the fair value hierarchy. The following table shows the maturity date, interest rate, notional/carrying amount and estimated fair value for each series of Notes outstanding at August 31, 2012.

Series	Maturity Date	Interest Rate	Notional/Carrying Amount	Estimated Fair Value
Series A	December 15, 2016	2.22% <sup>(1)</sup>	\$ 10,000,000	\$ 10,000,000
Series B	December 15, 2014	2.50%	17,000,000	17,163,428
Series C	December 15, 2018	3.49%	6,000,000	6,234,268
Series D	December 15, 2021	4.08%	16,000,000	16,853,728
			\$ 49,000,000	\$ 50,251,424

(1) Floating rate; rate effective for period from June 15, 2012 through September 15, 2012. The weighted-average interest rate for the period from December 1, 2011 through August 31, 2012 was 2.21 percent.

**10. Preferred stock**

The Company has 10,000,000 shares of preferred stock authorized. Of that amount, the Company has 640,000 shares of Series A Mandatory Redeemable Preferred (MRP) Stock authorized and 640,000 shares are outstanding at August 31, 2012. The MRP Stock was issued in two separate tranches, with half of the shares issued on November 15, 2011 and the remaining half of the shares issued on December 8, 2011. The MRP Stock has a liquidation value of \$25.00 per share plus any accumulated but unpaid distributions, whether or not declared. Holders of the MRP Stock are entitled to receive cash interest payments each quarter at a fixed rate until maturity. The MRP Stock is not listed on any exchange or automated quotation system.

The MRP Stock has rights determined by the Board of Directors. Except as otherwise indicated in the Company's Charter or Bylaws, or as otherwise required by law, the holders of MRP Stock have voting rights equal to the holders of common stock (one vote per MRP share) and will vote together with the holders of shares of common stock as a single class except on matters affecting only the holders of preferred stock or the holders of common stock. The 1940 Act requires that the holders of any preferred stock (including MRP Stock), voting separately as a single class, have the right to elect at least two directors at all times.

The estimated fair value of MRP Stock was calculated, for disclosure purposes, by discounting future cash flows by a rate equal to the current U.S. Treasury rate with an equivalent maturity date, plus either 1) the spread between the interest rate on recently issued preferred stock and the U.S.

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Treasury rate with a similar maturity date or 2) if there has not been a recent preferred stock issuance, the spread between the AA corporate finance debt rate and the U.S. Treasury rate with an equivalent maturity date plus the spread between the fixed rates of the MRP Stock and the AA corporate finance debt rate. The estimated fair value in the table below is a Level 2 valuation within the fair value hierarchy. The following table shows the mandatory redemption date, fixed rate, number of shares outstanding, aggregate liquidation preference and estimated fair value as of August 31, 2012.

Series	Mandatory Redemption Date	Fixed Rate	Shares Outstanding	Aggregate Liquidation Preference	Estimated Fair Value
Series A	December 15, 2018	4.29%	640,000	\$16,000,000	\$16,638,747

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**Notes to Financial Statements** (unaudited) (continued)

The MRP Stock is redeemable in certain circumstances at the option of the Company. Under the Investment Company Act of 1940, the Company may not declare dividends or make other distributions on shares of common stock or purchases of such shares if, at the time of the declaration, distribution or purchase, asset coverage with respect to the outstanding MRP Stock would be less than 200 percent. The MRP Stock is also subject to a mandatory redemption if the Company fails to meet an asset coverage ratio of at least 225 percent as determined in accordance with the 1940 Act or a rating agency basic maintenance amount if such failure is not waived or cured. At August 31, 2012, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its MRP Stock.

**11. Credit facility**

On November 9, 2011, the Company entered into a \$25,000,000 committed credit facility maturing November 7, 2012. Under the terms of the credit facility, The Bank of Nova Scotia serves as a lender and the lending syndicate agent on behalf of other lenders participating in the facility. The credit facility had a variable annual interest rate equal to one-month LIBOR plus 1.25 percent and unused portions of the credit facility accrued a non-usage fee equal to an annual rate of 0.20 percent.

On June 18, 2012, the Company entered into an amendment to its credit facility that extends the credit facility through June 17, 2013. The terms of the amendment provide for an unsecured revolving credit facility of \$25,000,000. During the extension, outstanding balances generally will accrue interest at a variable annual rate equal to one-month LIBOR plus 1.25 percent and unused portions of the credit facility will accrue a non-usage fee equal to an annual rate of 0.20 percent.

The average principal balance and interest rate for the period during which the credit facility was utilized during the period ended August 31, 2012 was approximately \$13,500,000 and 1.50 percent, respectively. At August 31, 2012, the principal balance outstanding was \$12,100,000 at an interest rate of 1.48 percent.

Under the terms of the credit facility, the Company must maintain asset coverage required under the 1940 Act. If the Company fails to maintain the required coverage, it may be required to repay a portion of an outstanding balance until the coverage requirement has been met. At August 31, 2012, the Company was in compliance with the terms of the credit facility.

**12. Common stock**

The Company has 100,000,000 shares of capital stock authorized and 10,004,200 shares outstanding at August 31, 2012 and November 30, 2011.

**13. Subsequent events**

On September 4, 2012, the Company paid a distribution in the amount of \$0.4075 per common share, for a total of \$4,076,712. Of this total, the dividend reinvestment amounted to \$440,723.

On October 8, 2012, the Company entered into an Amended Fee Waiver Agreement with the Adviser to extend the waiver periods. The Adviser has agreed to waive fees in an amount equal to an annual rate of 0.25 percent of the Company's average monthly Managed Assets through December 31, 2012, 0.20 percent of average monthly Managed Assets for the period from January 1, 2013 through December 31, 2013 and 0.15 percent of average monthly Managed Assets for the period from January 1, 2014 through December 31, 2014.

The Company has performed an evaluation of subsequent events through the date the financial statements were issued and has determined that no additional items require recognition or disclosure.

**Additional Information** (unaudited)**Director and officer compensation**

The Company does not compensate any of its directors who are interested persons, as defined in Section 2(a)(19) of the 1940 Act, nor any of its officers. For the period ended August 31, 2012, the aggregate compensation paid by the Company to the independent directors was \$48,750. The Company did not pay any special compensation to any of its directors or officers.

**Forward-looking statements**

This report contains forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect the Company's actual results are the performance of the portfolio of investments held by it, the conditions in the U.S. and international financial, petroleum and other markets, the price at which shares of the Company will trade in the public markets and other factors discussed in filings with the SEC.

**Proxy voting policies**

A description of the policies and procedures that the Company uses to determine how to vote proxies relating to portfolio securities owned by the Company and information regarding how the Company voted proxies relating to the portfolio of securities during the 12-month period ended June 30, 2012 are available to stockholders (i) without charge, upon request by calling the Company at (913) 981-1020 or toll-free at (866) 362-9331 and on the Company's Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com); and (ii) on the SEC's Web site at [www.sec.gov](http://www.sec.gov).

**Form N-Q**

The Company files its complete schedule of portfolio holdings for the first and third quarters of each fiscal year with the SEC on Form N-Q. The Company's Form N-Q is available without charge upon request by calling the Company at (866) 362-9331 or by visiting the SEC's Web site at [www.sec.gov](http://www.sec.gov). In addition, you may review and copy the Company's Form N-Q at the SEC's Public Reference Room in Washington D.C. You may obtain information on the operation of the Public Reference Room by calling (800) SEC-0330.

The Company's Form N-Qs are also available on the Company's Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com).

**Statement of additional information**

The Statement of Additional Information (SAI) includes additional information about the Company's directors and is available upon request without charge by calling the Company at (866) 362-9331 or by visiting the SEC's Web site at [www.sec.gov](http://www.sec.gov).

**Certifications**

The Company's Chief Executive Officer submitted to the New York Stock Exchange the annual CEO certification in 2012 as required by Section 303A.12(a) of the NYSE Listed Company Manual.

The Company has filed with the SEC, as an exhibit to its most recently filed Form N-CSR, the certification of its Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act.

**Privacy policy**

In order to conduct its business, the Company collects and maintains certain nonpublic personal information about its stockholders of record with respect to their transactions in shares of the Company's securities. This information includes the stockholder's address, tax identification or Social Security number, share balances, and distribution elections. We do not collect or maintain personal information about stockholders whose share balances of our securities are held in street name by a financial institution such as a bank or broker.

We do not disclose any nonpublic personal information about you, the Company's other stockholders or the Company's former stockholders to third parties unless necessary to process a transaction, service an account, or as otherwise permitted by law.

To protect your personal information internally, we restrict access to nonpublic personal information about the Company's stockholders to those employees who need to know that information to provide services to our stockholders. We also maintain certain other safeguards to protect your nonpublic personal information.



**Office of the Fund and  
of the Investment Adviser**

Tortoise Capital Advisors, L.L.C.  
11550 Ash Street, Suite 300  
Leawood, KS 66211  
(913) 981-1020

**Managing Directors of Tortoise  
Capital Advisors, L.L.C.**

Kevin Birzer, CFA  
Zach Hamel, CFA  
Ken Malvey, CFA  
Terry Matlack, CFA  
David Schulte, CFA

**Board of Directors of Tortoise  
Pipeline & Energy Fund, Inc.**

Kevin Birzer, Chairman  
Tortoise Capital Advisors, L.L.C.

Conrad S. Ciccotello  
Independent

John R. Graham  
Independent

Charles E. Heath  
Independent

**Administrator**

U.S. Bancorp Fund Services, LLC  
615 East Michigan St.  
Milwaukee, Wis. 53202

**Custodian**

U.S. Bank, N.A.  
1555 North Rivercenter Drive, Suite 302  
Milwaukee, Wis. 53212

**Transfer, Dividend Disbursing  
and Reinvestment Agent**

Computershare Trust Company, N.A. /  
Computershare Inc.  
P.O. Box 43078  
Providence, R.I. 02940-3078  
(888) 728-8784  
(312) 588-4990  
www.computershare.com

**Legal Counsel**

Husch Blackwell LLP  
4801 Main St.  
Kansas City, Mo. 64112

**Investor Relations**

(866) 362-9331  
info@tortoiseadvisors.com

**Stock Symbol**

Listed NYSE Symbol: TTP

This report is for stockholder information. This is not a prospectus intended for use in the purchase or sale of fund shares. **Past performance is no guarantee of future results and your investment may be worth more or less at the time you sell.**

**Tortoise Capital Advisors Closed-end Funds**

Pureplay MLP Funds Name	Ticker	Focus	Total Assets <sup>(1)</sup> (\$ in millions)	Broader Funds Name	Ticker	Focus	Total Assets <sup>(1)</sup> (\$ in millions)
Tortoise Energy Infrastructure Corp.		Midstream Equity	\$1,749	Tortoise Pipeline & Energy Fund, Inc.		Pipeline Equity	\$345
Tortoise Energy Capital Corp.		Midstream Equity	\$894	Tortoise Energy Independence Fund, Inc.		North American Upstream Equity	\$400
Tortoise MLP Fund, Inc.		Natural Gas Equity	\$1,664	Tortoise Power and Energy Infrastructure Fund, Inc.		Power & Energy Infrastructure Debt & Dividend Paying Equity	\$225
Tortoise North American Energy Corp.		Midstream/Upstream Equity	\$228				

(1) As of 9/30/12



Investment Adviser to  
Tortoise Pipeline & Energy Fund, Inc.

11550 Ash Street, Suite 300  
Leawood, KS 66211

[www.tortoiseadvisors.com](http://www.tortoiseadvisors.com)

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