TORTOISE MLP FUND, INC.
Form N-CSRS
July 20, 2011

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-22409

Tortoise MLP Fund, Inc.
(Exact name of registrant as specified in charter)

11550 Ash Street, Suite 300, Leawood, KS 66211
(Address of principal executive offices) (Zip code)

David J. Schulte
11550 Ash Street, Suite 300, Leawood, KS 66211
(Name and address of agent for service)

913-981-1020
Registrant's telephone number, including area code

Date of fiscal year end: November 30

Date of reporting period: May 31, 2011

Item 1. Report to Stockholders.

Company at a Glance

Tortoise MLP Fund, Inc. (NYSE: NTG) offers a closed-end fund strategy of investing in energy infrastructure MLPs and their affiliates, with an emphasis on natural gas infrastructure MLPs.

Investment Focus

NTG seeks to provide stockholders with a high level of total return with an emphasis on current distributions. The fund focuses primarily on “midstream” energy infrastructure MLPs that engage in the business of transporting, gathering and processing and storing natural gas and natural gas liquids (NGLs).

Under normal circumstances, we invest at least 80 percent of NTG’s total assets in MLP equity securities with at least 70 percent of total assets in natural gas infrastructure MLP equity securities. Of the total assets in the fund, we may invest as much as 50 percent in restricted securities, primarily through direct investments in securities of listed companies. We do not invest in privately held companies and limit our investment in any one security to 10 percent.

About Energy Infrastructure Master Limited Partnerships

MLPs are limited partnerships whose units trade on public exchanges such as the New York Stock Exchange (NYSE), the NYSE Alternext US and NASDAQ. Buying MLP units makes an investor a limited partner in the MLP. There are currently approximately 70 MLPs in the market, mostly in industries related to energy and natural resources.

We primarily invest in MLPs and their affiliates in the energy infrastructure sector, with an emphasis on natural gas infrastructure MLPs. Energy infrastructure MLPs are engaged in the transportation, storage and processing of crude oil, natural gas and refined products from production points to the end users. Natural gas infrastructure MLPs are companies in which over 50 percent of their revenue, cash flow or assets are related to the operation of natural gas or NGL infrastructure assets. Our investments are primarily in midstream (mostly pipeline) operations, which typically produce steady cash flows with less exposure to commodity prices than many alternative investments in the broader energy industry. With the growth potential of this sector along with our disciplined investment approach, we endeavor to generate a predictable and increasing distribution stream for our investors.

An NTG Investment Versus a Direct Investment in MLPs

We provide our stockholders an alternative to investing directly in MLPs and their affiliates. A direct MLP investment potentially offers an attractive distribution with a significant portion treated as return of capital, and a historically low correlation to returns on stocks and bonds. However, the tax characteristics of a direct MLP investment are generally undesirable for tax-exempt investors such as retirement plans. We are structured as a C Corporation — accruing federal and state income taxes based on taxable earnings and profits. Because of this innovative structure, pioneered by Tortoise Capital Advisors, institutions and retirement accounts are able to join individual stockholders as investors in MLPs.

Additional features include:

- The opportunity for tax deferred distributions and distribution growth;
- Simplified tax reporting (investors receive a single 1099) compared to directly owning MLP units;
- Appropriate for retirement and other tax exempt accounts;
- Potential diversification of overall investment portfolio; and
- Professional securities selection and active management by an experienced adviser.

A portfolio with an emphasis on natural gas infrastructure MLPs offers favorable fundamentals

DOMESTIC

- ~90% of natural gas consumed domestically comes from the U.S.(1)
- Natural gas provides a means for greater energy independence

ABUNDANT

- The U.S. has enough natural gas to last for 100 years(2)
- Improved technology is enabling natural gas production from new regions around the U.S., such as 20 key shale plays

CLEAN & RELIABLE

- Produces less carbon and sulfur dioxide than coal(3)
- Reliable source versus wind and solar, which rely on the weather(4)
- Desirable fuel for environmentally-friendly power generation

(1) Energy Information Administration (2009)
(2) NaturalGas.org (2010)
(3) Environmental Protection Agency
(4) IFC International (2009)

June 16, 2011

Dear Fellow Stockholders,

Recently one of our investment committee members referred to pipelines as “boring” and we were questioned as to how the assets that help fuel our nation’s economy could possibly be boring? Rightly put, if you are using Merriam-Webster’s definition of boring as “dull” or “drab.” However, if you think about it, boring in investing can be anything but boring — it can mean stability, predictability and longevity. In the words of Paul Samuelson, the Nobel Prize winning economist, “Investing should be more like watching paint dry or watching grass grow. If you want excitement, take $800 and go to Las Vegas.”

In our philosophy of focusing on yield, growth and quality over the long-term, pipelines are boring — not because of what they do — but because they provide such an essential and predictable service to our daily lives. It is with this mindset that we continue to focus our investments on natural gas infrastructure MLPs that offer stable and growing distribution potential with a modest risk profile.

Master Limited Partnership Sector Review and Outlook

NTG was created with a special focus on natural gas infrastructure MLPs. Domestic natural gas production continues to increase in shale formations and natural gas pipeline companies continue to identify transportation investment projects to facilitate this growth. Demand remains strong as power generation companies switch to cheaper, cleaner burning natural gas and petrochemical plants expand their reliance on natural gas liquids.

The strongest relative performers within the broader MLP sector during the fiscal quarter continued to be the more commodity-sensitive companies. While the Tortoise Upstream MLP Index™ lost some of its momentum recently, against a backdrop of commodity price volatility, it posted a total return of 0.5 percent and 15.1 percent for the three months and six months ended May 31, 2011, respectively. In comparison, the Tortoise Long Haul Pipelines MLP Index™ had a total return of (3.4) percent and 4.2 percent for the same three and six month periods, respectively.

While the MLP sector as a whole showed strength in March and April, as the fiscal quarter came to a close in May, the sector reversed its year-to-date gains. We believe this decline was impacted by economic recovery concerns as the sector traded down along with the broader equity market in the short-term, despite long-term fundamentals remaining strong.

The acquisition market continued to be active with more than $14 billion of activity in 2011 fiscal year-to-date as large integrated and independent oil and gas companies continued to divest midstream assets to MLPs. Likewise, equity capital markets remain open, with nearly $13 billion raised by MLPs during the same period, including $1 billion in direct placements. In addition, five MLP IPOs have closed in 2011 with three others in registration with the SEC.

Fund Performance Review and Outlook

Our total return based on market value (including the reinvestment of distributions) for the 2011 second fiscal quarter ended May 31, 2011, was 3.9 percent as compared to the Tortoise MLP Total Return Index™ of (2.2) percent during the same period. For the six months ended May 31, 2011, our market-based total return was 9.9 percent as compared to the Tortoise MLP Total Return Index of 6.9 percent. The relative return differences are partly attributable to market recognition of NTG reaching its fully invested distribution in February 2011.

We paid a distribution of $0.4075 per common share ($1.63 annualized) to our stockholders, unchanged from the prior quarter. This represents an annualized yield of 6.3 percent based on the second fiscal quarter closing price of $25.70. Our payout ratio of distributions to distributable cash flow (DCF) for the fiscal quarter was 97.5 percent. For tax purposes, we currently expect at least 90 percent of NTG’s 2011 distributions to be characterized as return of capital, with the remainder characterized as qualified dividend income. A final determination of the characterization will be made in January 2012.

NTG helped finance natural gas infrastructure sector growth with the completion of two direct placements totaling $41 million during the fiscal quarter. Through these investments, we acquired common units in Regency Energy Partners LP and Crestwood Midstream Partners, LP which used the proceeds to help finance acquisitions in natural gas liquids pipeline/storage and natural gas gathering assets, respectively.

Additional information about our financial performance is available in the Management’s Discussion of this report.

Conclusion

We believe NTG offers a “user friendly” and efficient alternative for investing in natural gas infrastructure MLPs, supporting our goals of Yield, Growth, and very importantly in these times, Quality.

Thank you for your investment.

Sincerely,

The Managing Directors
Tortoise Capital Advisors, L.L.C.
The adviser to Tortoise MLP Fund, Inc.

H. Kevin Birzer	Zachary A. Hamel	Kenneth P. Malvey
Terry Matlack	David J. Schulte	

Key Financial Data (Supplemental Unaudited Information)

(dollar amounts in thousands unless otherwise indicated)

The information presented below regarding Distributable Cash Flow and Selected Operating Ratios is supplemental non-GAAP financial information, which we believe is meaningful to understanding our operating performance. The Selected Operating Ratios are 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. Supplemental non-GAAP measures should be read in conjunction with our full financial statements.

	Period from July 30, 2010(1) through November 30, 2010	2011 Q1(2)	Q2(2)
Total Income from Investments			
Distributions received from master limited partnerships	$ 20,896	$ 24,415	$ 24,035
Dividends paid in stock	1,075	1,042	1,538
Interest and dividend income	182	—	—
Other income	—	200	80
Total from investments	22,153	25,657	25,653
Operating Expenses Before Leverage Costs and Current Taxes			
Advisory fees, net of expense reimbursement	2,910	2,736	2,885
Other operating expenses	441	349	381
	3,351	3,085	3,266
Distributable cash flow before leverage costs and current taxes	18,802	22,572	22,387
Leverage costs(3)	1,708	3,330	3,412
Current income tax expense	—	12	7
Distributable Cash Flow(4)	$ 17,094	$ 19,230	$ 18,968
Distributions paid on common stock	$ 16,346	$ 18,502	$ 18,502
Distributions paid on common stock per share	0.3600	0.4075	0.4075
Payout percentage for period(5)	95.6%	96.2%	97.5%
Net realized gain, net of income taxes, for the period	208	9,458	6,453
Total assets, end of period	1,524,903	1,678,362	1,580,414
Average total assets during period(6)	1,238,974	1,603,721	1,656,212
Leverage(7)	350,700	348,200	347,300
Leverage as a percent of total assets	23.0%	20.7%	22.0%
Net unrealized appreciation, end of period	67,396	156,883	106,542
Net assets, end of period	1,131,120	1,208,832	1,140,822
Average net assets during period(8)	1,087,459	1,164,610	1,177,775
Net asset value per common share	24.91	26.62	25.13
Market value per common share	24.14	25.14	25.70
Shares outstanding	45,404,188	45,404,188	45,404,188
Selected Operating Ratios(9)			
As a Percent of Average Total Assets			
Total distributions received from investments	N/M	6.49%	6.15%
Operating expenses before leverage costs and current taxes	0.80%	0.78%	0.78%
Distributable cash flow before leverage costs and current taxes	N/M	5.71%	5.37%
As a Percent of Average Net Assets			

Distributable cash flow(4)	N/M	6.70%	6.39%

(1) Commencement of operations.
(2) Q1 is the period from December through February, Q2 is the period from March through May.
(3) Leverage costs include interest expense, distributions to preferred stockholders and other recurring leverage expenses.
(4) "Net investment loss, before income taxes" on the Statement of Operations is adjusted as follows to reconcile to Distributable Cash Flow (DCF): increased by the return of capital on MLP distributions, the value of paid-in-kind distributions, implied distributions included in direct placement discounts, and amortization of debt issuance costs; and decreased by current taxes paid.
(5) Distributions paid as a percentage of Distributable Cash Flow.
(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.
(9) Annualized for periods less than one full year. Certain of the ratios for the period from July 30, 2010 through November 30, 2010 are not meaningful due to partial investment of initial offering and leverage proceeds.

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 MLP Fund, Inc.'s ("NTG") primary investment objective is to provide a high level of total return with an emphasis on current distributions paid to stockholders. We seek to provide our stockholders with an efficient vehicle to invest in a portfolio consisting primarily of energy infrastructure master limited partnerships ("MLPs") and their affiliates, with an emphasis on natural gas infrastructure. Energy infrastructure MLPs own and operate a network of pipeline and energy-related logistical assets that transport, store, gather and process natural gas, natural gas liquids ("NGLs"), crude oil, refined petroleum products, and other resources or distribute, market, explore, develop or produce such commodities. Natural gas infrastructure MLPs are defined as companies engaged in such activities with over 50 percent of their revenue, cash flow or assets related to natural gas or NGL infrastructure assets.

While we are a registered investment company under the Investment Company Act of 1940, as amended (the "1940 Act"), we are not a "regulated investment company" for federal tax purposes. Our distributions do not generate unrelated business taxable income ("UBTI") and our stock may therefore be suitable for holding by pension funds, IRAs and mutual funds, as well as taxable accounts. We invest primarily in MLPs through private and public market purchases. MLPs are publicly traded partnerships whose equity interests are traded in the form of units on public exchanges, such as the NYSE or NASDAQ. Tortoise Capital Advisors, L.L.C. serves as our investment adviser.

NTG completed its initial public offering and commenced operations on July 30, 2010. We issued 45,400,000 shares at $25.00 per share for net proceeds after expenses of approximately $1.081 billion. We completed investment of these proceeds in late September. We issued $320 million in senior notes and mandatorily redeemable preferred stock in October, investing these proceeds by mid-November. The portfolio holdings and weightings are consistent with our target portfolio of at least 70 percent of our assets invested in natural gas infrastructure MLPs, with a focus on the midstream sector.

Company Update

Market values of our MLP investments declined in May from year-to-date highs earlier in the quarter resulting in an overall decrease in total assets of $98 million from February 28, 2011 to May 31, 2011. Although quarter-end total assets decreased, average total assets for the quarter increased as compared to the 1st quarter, resulting in increased asset based expenses. Distribution increases from our MLP investments were in-line with our expectations. Total leverage as a percent of total assets increased during the quarter as a result of a decline in investment values. Our distributable cash flow ("DCF") remained strong and we declared our 2nd quarter 2011 distribution of $0.4075 on May 9, 2011. 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

Our portfolio generates cash flow from which we pay distributions to stockholders. We intend to pay out substantially all of our DCF to holders of common stock through quarterly distributions. Our Board of Directors reviews the distribution rate quarterly, and may adjust the quarterly distributions throughout the year. Our goal is to declare what we believe to be sustainable increases in our regular quarterly distributions with increases safely covered by earned DCF. We have targeted to pay at least 95 percent of DCF on an annualized basis.

Determining DCF

DCF is simply distributions received from investments less expenses. The total distributions received from our investments include the amount we receive as cash distributions from MLPs, paid-in-kind distributions, and dividend and interest payments. The total expenses include current or anticipated operating expenses, leverage costs and current income taxes (excluding taxes generated from realized gains), if any. Realized gains, expected tax benefits and deferred taxes are not included in our DCF.

The Key Financial Data table discloses the calculation of DCF and should be read in conjunction with this discussion. The difference between distributions received from investments in the DCF calculation and total investment income as reported in the Statement of Operations, is reconciled as follows: the Statement of Operations, in conformity with U.S. generally accepted accounting principles ("GAAP"), recognizes distribution income from MLPs and common stock on their ex-dates, whereas the DCF calculation reflects distribution income on their pay dates; 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; and distributions received from investments in the DCF calculation include the value of dividends paid-in-kind (additional stock or MLP units), whereas such amounts are not included as income for GAAP purposes, and includes distributions related to direct investments when the purchase price is reduced in lieu of receiving cash distributions. The treatment of expenses in the DCF calculation also differs from what is reported in the Statement of Operations. In addition to the total operating expenses, including expense reimbursement, as disclosed in the Statement of Operations, the DCF calculation reflects interest expense, distributions to preferred stockholders, other recurring leverage expenses, as well as current taxes paid on net investment income. A reconciliation of Net Investment Loss, before Income Taxes to DCF is included below.

Distributions Received from Investments

Our ability to generate cash is dependent on the ability of our portfolio of investments to generate cash flow from their operations. In order to maintain and grow distributions to our stockholders, we evaluate each holding based upon its contribution to our investment income, our expectation for its growth rate, and its risk relative to other potential investments.

Management's Discussion (Unaudited)
(Continued)

We concentrate on MLPs we believe can expect an increasing demand for services from economic and population growth. We seek well-managed businesses with hard assets and stable recurring revenue streams. Our focus remains primarily on investing in fee-based service providers that operate long-haul, interstate pipelines. We further diversify among issuers, geographies and energy commodities to seek a distribution payment which approximates an investment directly in energy infrastructure MLPs. In addition, many energy infrastructure companies are regulated and currently benefit from a tariff inflation escalation index of PPI + 2.65 percent. Over the long-term, we believe MLPs' distributions will outpace inflation and interest rate increases, and produce positive real returns.

Total distributions received from our investments for the 2nd quarter 2011 was approximately $25.7 million, unchanged as compared to 1st quarter 2011. While we received $116,000 in increased distributions from MLPs for the quarter, the reduction in one-time commitment fees for direct MLP investments of $120,000 as compared to last quarter offset the increased distributions. On an annualized basis, total distributions for the quarter equates to 6.15 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 0.78 percent of average total assets for the 2nd quarter 2011, unchanged as compared to the 1st quarter 2011. Advisory fees for the 2nd quarter 2011 increased 5.4 percent as compared to 1st quarter 2011 as a result of increased average managed assets for the quarter as discussed above. While the contractual advisory fee is 0.95 percent of average monthly managed assets, the Adviser has agreed to waive an amount equal to 0.25 percent of average monthly managed assets through July 27, 2011, 0.20 percent of average managed assets from July 28, 2011 through December 31, 2012, with further reductions in the fee waiver of 0.05 percent of average managed assets per calendar year through 2015. Other operating expenses increased approximately $32,000 as compared to 1st quarter 2011, primarily as a result of an increase in insurance and estimated franchise expenses.

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 increased approximately $82,000 as compared to the 1st quarter 2011. This change reflects increased utilization of our bank credit facility, the issuance of $25 million of notes in mid May and fees associated with servicing our bank credit facility.

The weighted average annual rate of our leverage at May 31, 2011 was 3.77 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.

Distributable Cash Flow

For 2nd quarter 2011, our DCF was approximately $19.0 million, a slight decrease as compared to 1st quarter 2011. This change is the net result of changes in distributions and expenses as outlined above. We declared a distribution of $18.5 million, or $0.4075 per share, during the quarter.

Our dividend payout ratio as a percentage of DCF increased from 96.2 percent for 1st quarter 2011 to 97.5 percent for 2nd quarter 2011 as a result of the slight decrease in DCF. A payout of less than 100 percent of DCF provides cushion for on-going management of the portfolio, changes in leverage costs and other expenses. An on-going payout ratio in excess of 100 percent will, over time, erode the earning power of a portfolio and may lead to lower distributions or portfolio managers taking on more risk than they otherwise would.

Net investment loss before income taxes on the Statement of Operations is adjusted as follows to reconcile to DCF for 2011 YTD and 2nd quarter 2011 (in thousands):

	2011 YTD	2nd Qtr 2011
Net Investment Loss, before Income Taxes	$ (12,087)	$ (8,335)
Adjustments to reconcile to DCF:		
Dividends paid in stock	2,580	1,538

Return of capital on distributions	47,218	25,677
Distribution included in direct placement discount	317	—
Amortization of debt issuance costs	189	95
Current income tax expenses	(19)	(7)
DCF	$ 38,198	$ 18,968

Liquidity and Capital Resources

We had total assets of $1.580 billion 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 2nd quarter 2011, total assets decreased $98 million. This change was primarily the result of a $95 million decrease in the value of our investments as reflected by the change in net realized and unrealized gains on investments (excluding return of capital on distributions), net purchases of approximately $6 million and a decrease in pending receivables for investments sold compared to the prior quarter of $8 million.

Total leverage outstanding at May 31, 2011 was $347.3 million, relatively unchanged as compared to February 28, 2011. During the quarter, we issued $15 million of floating rate notes with a 3 year term and $10 million of fixed rate notes with a 7 year term and rate of 4.35 percent. We used the proceeds from the notes issuance to reduce the outstanding balance on our bank credit facility. Outstanding leverage is comprised of approximately $255 million in senior notes, $90 million in preferred shares and $2.3 million outstanding under the credit facility, with 87.8 percent of leverage with fixed rates and a weighted average maturity of 6.8 years. Total leverage represented 22 percent of total assets at May 31, 2011, below our long-term target of 25 percent of total assets. 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 MLP values, issuance of equity and/or the sale of securities where proceeds are used to reduce leverage.

Management's Discussion (Unaudited)
(Continued)

Our longer-term leverage (excluding our bank credit facility) of $345 million is comprised of 74 percent private placement debt and 26 percent private placement preferred equity with a weighted average rate of 3.74 percent and remaining weighted average laddered maturity of approximately 6.8 years.

We use leverage to acquire MLPs 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.

During the quarter, we increased the amount available under our revolving credit facility to $80 million to allow more flexibility in carrying-out our investment goals and objectives.

Taxation of our Distributions and Deferred Taxes

We invest in partnerships which generally have larger distributions of cash than the accounting income which they generate. Accordingly, the distributions include a return of capital component for accounting and tax purposes. Distributions declared and paid by us in a year generally differ from taxable income for that year, as such distributions may include the distribution of current year taxable income or return of capital.

The taxability of the distribution you receive depends on whether we have annual earnings and profits. If so, those earnings and profits are first allocated to the preferred shares and then to the common shares.

In the event we have earnings and profits allocated to our common shares, all or a portion of our distribution will be taxable at the 15 percent Qualified Dividend Income ("QDI") rate, assuming various holding requirements are met by the stockholder. The portion of our distribution that is taxable may vary for either of two reasons: first, the characterization of the distributions we receive from MLPs could change annually based upon the K-1 allocations and result in less return of capital and more in the form of income. Second, we could sell an MLP investment and realize a gain or loss at any time. It is for these reasons that we inform you of the tax treatment after the close of each year as the ultimate characterization of our distributions is undeterminable until the year is over.

The portion of our distribution that is not income is treated as a return of capital. A holder of our common stock will reduce their cost basis for income tax purposes by the amount designated as return of capital. For tax purposes, the distribution to common stockholders for the fiscal year ended 2010 was 100 percent return of capital. A holder of our common stock would reduce their cost basis for income tax purposes by an amount equal to the total distributions they received in 2010. This information is reported to stockholders on Form 1099-DIV and is available on our Web site at www.tortoiseadvisors.com. For book purposes, the source of the distribution to common stockholders for the fiscal year ended 2010 was 100 percent return of capital. We currently estimate that 0 to 10 percent of 2011 distributions will be characterized as qualified dividend income for tax purposes with the remaining percentage characterized as return of capital. Final determination will be made after the completion of our fiscal year.

The unrealized gain or loss we have in the portfolio is reflected in the Statement of Assets and Liabilities. At May 31, 2011, our investments are valued at approximately $1.576 billion, with an adjusted cost of $1.407 billion. The $169 million difference reflects unrealized appreciation that would be realized for financial statement purposes if those investments were sold at those values. The Statement of Assets and Liabilities also reflects either a net deferred tax liability or net deferred tax asset depending upon unrealized gains (losses) on investments, realized gains (losses) on investments, capital loss carryforwards and net operating losses. At May 31, 2011, the balance sheet reflects a net deferred tax liability of approximately $67 million or $1.47 per share. Accordingly, our net asset value per share represents the amount which would be available for distribution to stockholders after payment of taxes. Details of our deferred taxes are disclosed in Note 5 in our Notes to Financial Statements.

Schedule of Investments

May 31, 2011

(Unaudited)

Master Limited Partnerships and Related Companies — 138.1%(1)
Natural Gas/Natural Gas Liquids Pipelines — 68.7%(1)
United States — 68.7%(1)
Boardwalk Pipeline Partners, LP
El Paso Pipeline Partners, L.P.
Energy Transfer Partners, L.P.
Enterprise Products Partners L.P.
Niska Gas Storage Partners LLC
ONEOK Partners, L.P.
PAA Natural Gas Storage, L.P.(2)
Spectra Energy Partners, LP
TC PipeLines, LP
Williams Partners L.P.
Natural Gas Gathering/Processing — 35.8%(1)
United States — 35.8%(1)
Chesapeake Midstream Partners, L.P.
Copano Energy, L.L.C.
Crestwood Midstream Partners LP(2)(3)
DCP Midstream Partners, LP
MarkWest Energy Partners, L.P.
Regency Energy Partners LP
Regency Energy Partners LP(2)
Targa Resources Partners LP
Western Gas Partners LP
Crude/Refined Products Pipelines — 26.0%(1)
United States — 26.0%(1)
Buckeye Partners, L.P.
Enbridge Energy Partners, L.P.
Holly Energy Partners, L.P.
Kinder Morgan Management, LLC(3)
Magellan Midstream Partners, L.P.
NuStar Energy L.P.
Plains All American Pipeline, L.P.
Sunoco Logistics Partners L.P.
Tesoro Logistics LP

Propane Distribution — 7.6%(1)

United States — 7.6%(1)

In the event of a partial redemption of the convertible preferred stock, the shares to be redeemed will be selected on a pro rata basis, except that we ma

Our senior secured revolving credit facility prohibits us from redeeming the convertible preferred stock at our option so long as that facility is outstand

Mandatory Redemption

We will be obligated to redeem all outstanding shares of convertible preferred stock on November 24, 2013, out of funds legally available for such pay

Form of Payment of Mandatory Redemption Price.

We may, at our option, elect to pay the redemption price in cash or in shares of our common stock at a discount of 5% from the market price of our co

We will be required to give notice to all holders and beneficial owners as required by applicable law, on a date not less than ten (10) business days prio

whether we will pay the redemption price of the percentages of each;

if we elect to pay in shares of our common stoc Concerning the Mandatory Redemption with Sh

the procedures that must be followed in connec

General Provisions Concerning Mandatory Redemption with Shares of C

We will notify the holders of the convertible preferred stock upon the determination of the actual number of shares of our common stock deliverable u

Our right to redeem convertible preferred stock with shares of common stock is subject to our satisfying various conditions, including:

the listing of such shares of common stock on t Nasdaq National Market;

the registration of the common stock under the

any necessary qualification or registration unde

If such conditions are not satisfied with respect to a holder prior to the close of business on any redemption date, we will be required to pay the redem

The market price of our common stock means the average of the sale prices of our common stock for the five trading day period ending on the third

The sale price of our common stock on any trading day means the closing sale price per share (or if no closing sale price is reported, the average of the

A trading day means each day on which the securities exchange or quotation system that is used to determine the sale price is open for trading or quota

Because the market price of our common stock is determined prior to the redemption date, holders of the convertible preferred stock bear the market ri

General Provisions Concerning the Redemption of Convertible Preferred

Payment of the redemption price for shares of convertible preferred stock is conditioned upon book-entry transfer of the convertible preferred stock or

If DTC and the transfer agent hold money or securities sufficient to pay the redemption price of convertible preferred stock on the redemption date for

Liquidation Preference

Upon our voluntary or involuntary liquidation, dissolution or winding-up, each holder of shares of convertible preferred stock will be entitled to payme

Neither the voluntary sale, conveyance, exchange or transfer, for cash, shares of stock, securities or other consideration, of all or substantially all of ou

Conversion Rights

General

Each share of convertible preferred stock will be convertible at any time at the option of the holder, unless previously redeemed or repurchased, into fu

A holder of shares of convertible preferred stock may convert any or all of those shares by surrendering to us at our principal office or at the office of t

If a holder of shares of the convertible preferred stock exercises conversion rights, upon delivery of the shares for conversion, those shares will cease t

In case any shares of convertible preferred stock are to be redeemed, the right to convert those shares of convertible preferred stock will terminate at th

We will at all times reserve and keep available, free from preemptive rights, for issuance upon the conversion of shares of convertible preferred stock a

Conversion at Our Option Under Certain Circumstances

If fewer than 103,500 shares of convertible preferred stock remain outstanding, we may, at any time on or after November 24, 2008, at our option, caus

Adjustments to the Conversion Price

The conversion price is subject to adjustment from time to time as follows:

(1) *Stock splits and combinations.* In case we, at any time or from tim

then, and in each such case, the conversion price in effect immediately prio
holder of any shares of convertible preferred stock thereafter surrendered f
our other securities which the holder would have owned or have been entit
of convertible preferred stock been surrendered for conversion immediatel

(2) *Stock dividends in common stock.* In case we, at any time or from
make a distribution in shares of our common stock to all of the holders of c
other securities with respect to which adjustments are provided in paragrap

(3) *Issuance of rights or warrants.* In case we issue to all holders of o
our common stock at a price per share less than the current market price, th

the record date fixed for determination of stockholders entitled to receive t

For purposes of this paragraph (3), the issuance of rights or warrants to sub
deemed to be the issuance of rights or warrants to purchase shares of our c
equal to the sum of the aggregate offering price of those securities and the
securities into shares of our common stock. This adjustment will be made s
the extent the rights are not subscribed for or purchased prior to their expir
paragraph, the current market price of our common stock means the ave
selected by our board of directors beginning not more than 10 trading days
relevant event.

(4) *Distribution of indebtedness, securities or assets.* In case we distri
amalgamation or consolidation or otherwise, evidences of indebtedness, sh
common stock, rights or warrants referred to in paragraph (3) above, a divi
interests in the case of a spin-off, as described in the next succeeding parag
the conversion price in effect immediately before the close of business on t
will be decreased by multiplying:

This adjustment will be made successively whenever any such event occur
average of the closing sale prices of our common stock for the first 10 trad
distribution has occurred.

In respect of a dividend or other distribution of shares of capital stock
business unit, which we refer to as a spin-off, the conversion price in effec
stockholders entitled to receive that distribution will be decreased by multi

The adjustment to the conversion price under the preceding paragraph

For purposes of this section, initial public offering means the first time
fide offered to the public for cash. In the event of a spin-off that is not effe
spin-off, the fair market value of the securities to be distributed to holders
the first 10 trading days after the completion date of the spin-off. Also, for
of the closing sale prices of our common stock over the first 10 trading day

If, however, an initial public offering of the securities being distribute
the securities being distributed in the spin-off means the initial public offer
price of our common stock on the trading day on which the initial public o

(5) *Fundamental changes.* For purposes of this paragraph (5), the term
consolidation, sale of assets, tender or exchange offer, reclassification, con
of our common stock are converted into or exchanged for stock, other secu
convertible preferred stock outstanding immediately before that fundamen
right upon any subsequent conversion to receive, out of funds legally avail
securities, cash and assets that the holder would have received if that share

(6) *Self-tender.* In case we or any of our subsidiaries engages in a ten
tender or exchange offer, as amended upon the expiration thereof, will req
fair market value, as determined by the board of directors, whose determin
made pursuant to such tender or exchange offer, as such time may be amen
the trading day next succeeding the expiration time, the conversion price s
price in effect immediately prior to the expiration time by a fraction, the nu
any tendered or exchanged shares, at the expiration time multiplied by the
expiration time and the denominator of which will be the sum of:

such decrease to become effective as of the opening of business on the trac
purchase shares of common stock pursuant to any such tender or exchange
purchases or all such purchases are rescinded, the conversion price will aga
exchange offer had not been made.

(7) *Cash dividend or distribution.* In case we pay a dividend or make
before the close of business on the day that the common stock trades ex-di

For the purpose of this paragraph, the current market price of our comm
five consecutive trading days after the common stock trades ex-distribution

Notwithstanding the foregoing, we will not be required to give effect to any adjustment in the conversion price unless and until the net effect of one or

In the event that, at any time as a result of the provisions of this section, the holders of shares of the convertible preferred stock upon subsequent conve

There will be no adjustment to the conversion price in the case of the issuance of any shares of our stock in a merger, reorganization, acquisition, recla

We may, from time to time, reduce the conversion price by any amount for any period of time if the period is at least 20 days or any longer period requ

We will be required, as soon as practicable following the occurrence of an event that requires or permits an adjustment in the conversion price, to prov

No fractional shares of common stock will be issued upon conversion of the convertible preferred stock. In lieu of any fractional share otherwise issual shares of any holder which are converted upon conversion at our option or any conversion at the option of holders, that holder will be entitled to receive an

Our board of directors will have the power to resolve any ambiguity or, subject to applicable law, correct any error in this section, and its action in so d

Voting Rights

Holders of the convertible preferred stock are not entitled to any voting rights except as required by law and as set forth below.

So long as any shares of convertible preferred stock remain outstanding, we shall not, without the consent of the holders of at least two-thirds of the sh

issue shares of or increase the authorized numb

amend our certificate of incorporation or the res
amendment would alter or change any power, p
interests of the holders thereof.

Notwithstanding the foregoing, any increase in the authorized number of shares of common stock or convertible preferred stock or the authorization an

Any increase, decrease or change in the par value of any class or series of capital stock, including the convertible preferred stock, will not be deemed t

If and whenever six full quarterly dividends, whether or not consecutive, payable on the convertible preferred stock are not paid, the number of directo

In any case where the holders of our convertible preferred stock are entitled to vote, each holder of our convertible preferred stock will be entitled to o

Change of Control Put

For purposes of this section, change of control of our company means the occurrence of any of the following:

(1) any person or group (as such terms are used, in Sections 13(
and 13d-5 under the Exchange Act, except that a person shall be deemed t

right to acquire, whether such right is exercisable immediately or only afte
the total voting power of all of our outstanding voting stock; or

(2) we consolidate with, or merge with or into, another person (other t
convey, transfer, lease or otherwise dispose of all or substantially all of ou
wholly owned subsidiary), other than any such transaction where immedia
Rules 13d-3 and 13d-5 under the Exchange Act) immediately prior to such
power of all our outstanding voting stock beneficially own or owns (as
power of the outstanding voting stock of the surviving or transferee person

(3) during any consecutive two year period, the Continuing Directors
directors; or

(4) we or our stockholders adopt a plan of liquidation or dissolution.

Continuing Directors means, as of any date of determination, any member of our board of directors who was (1) a member of such board of directors on

If we undergo a change of control, each holder of shares of convertible preferred stock that remain outstanding after the change of control will have the

The purchase price is payable, at our option, in cash or in shares of our common stock at a discount of 5% from the market price of our common stock

The market price of our common stock means the average of the sale prices of our common stock for the five trading day period ending on the third

Holders of the convertible preferred stock will not have the foregoing put right if:

the sale price per share of our common stock fo
change of control or the public

announcement thereof (in the case of a change c
change of control (in the case of a change of cor
preferred stock immediately after the later of th

100% of the consideration in the change of cont
Nasdaq National Market, and as a result of the t

For purposes of the above paragraphs:

the term capital stock of any person means a
participations, including partnership interests, w
an equity interest), warrants or options to acqui

the term voting stock of any person means ca
functions, of such person, whether at all times o

Within 30 days following any change of control, we will mail a notice by first class mail to each holder s registered address describing the transaction

whether we will pay the purchase price of the co

if we elect to pay any portion of the purchase pr
stock; and

the instructions determined by us, consistent wi

Because the valuation of our common stock is determined prior to, the purchase date, holders bear the market risk with respect to the value of the comr

We intend to comply with the requirements of Rule 14e-1 under the Exchange Act and any other securities laws and regulations to the extent those law

On the date scheduled for payment of the shares of convertible preferred stock, we will, to the extent lawful:

purchase all shares of convertible preferred stoc

deposit with (i) DTC, with respect to shares hel
amount equal to the purchase price of the shares

deliver or cause to be delivered to DTC or the tr
aggregate liquidation preference of the shares o

DTC or the transfer agent, as applicable, will promptly mail or deliver to each holder of shares of convertible preferred stock so tendered the applicabl

We will not be required to purchase any shares of convertible preferred stock upon the occurrence of a change of control if a third party makes an offe

Legal Availability of Assets

Under Delaware law, we may pay dividends on or redeem or repurchase the convertible preferred stock, whether in cash, in shares of our common stoc

Legally available assets means the amount of surplus. If there is no surplus, legally available assets also means, in the case of a dividend, the amount o

our total liabilities, including our contingent lia

the amount of our capital.

When the need to make a determination of legally available assets arises, the amount of our total assets and liabilities and the amount of our capital wi

As of December 31, 2003, the amount of our surplus was $136.2 million.

Registration Rights

On November 24, 2003, we entered into a registration rights agreement with the initial purchasers of the convertible preferred stock. Under the registra

file, on or before February 22, 2004, a shelf reg
convertible preferred stock and of common stoc

cause that registration statement to be declared

subject to certain black-out periods not to ex
registration statement to remain effective, subje

We filed the registration statement of which this prospectus forms a part, which was declared effective by the required date. However, we cannot assur

Holders of shares of convertible preferred stock registrable under the registration rights agreement are required to deliver certain information to be use

The certificate of designations for the convertible preferred stock provides that if the shelf registration statement ceases to be effective or usable in con

This is a summary of some important provisions of the registration rights agreement. You may request a copy of the registration rights agreement by c

Transfer Agent

The transfer agent, registrar, dividend disbursing agent and redemption agent for our shares of convertible preferred stock is Mellon Investor Services,

Book-entry, Delivery and Form

The shares of convertible preferred stock were issued in the form of global certificates held in book-entry form. DTC or its nominee will be the sole re

DTC has advised us as follows: DTC is a limited-purpose trust company organized under the New York Banking Law, a banking organization with pants include securities brokers and dealers, including the underwriters, banks, trust companies, clearing corporations and other organizations, some of who

The depositary is the only registered holder of the shares of convertible preferred stock.

Shares of convertible preferred stock that are issued as described below under Certificated Convertible Preferred Stock will be issued in definitive

Investors who purchased convertible preferred stock in offshore transactions in reliance on Regulation S under the Securities Act may hold their intere

Transfers between participants in Euroclear and Clearstream will be effected in the ordinary way in accordance with their respective rules and operatin

Cross-market transfers between the depositary, on the one hand, and directly or indirectly through Euroclear or Clearstream participants, on the other,

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in the global certificate from a

A beneficial owner of book-entry shares of convertible preferred stock represented by a global certificate may exchange the shares for definitive, certif

In this prospectus, references to actions taken by holders of shares of convertible preferred stock will mean actions taken by the depositary upon instru notices of redemption to holders of shares of convertible preferred stock will mean payments and notices of redemption to the depositary as the registered h

In order to ensure that the depositary s nominee will timely exercise a right conferred by the convertible preferred stock, the beneficial owner of that c

We will not have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interest

The depositary may discontinue providing its services as securities depositary at any time by giving reasonable notice. Under those circumstances, in th

Certificated Convertible Preferred Stock

The convertible preferred stock represented by the global securities is exchangeable for certificated convertible preferred stock in definitive form of lik

the depositary notifies us that it is unwilling or u
agency registered under the Exchange Act and,

we in our sole discretion at any time determine

Any convertible preferred stock that is exchangeable pursuant to the preceding sentence is exchangeable for certificated convertible preferred stock iss

Additional Information

Anyone who receives this prospectus may obtain a copy of the certificate of designations without charge from us. Requests for such documents should

General

The following discussion summarizes the material U.S. federal income tax consequences of the ownership of the preferred stock.

This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, the final, temporary and

This summary does not purport to address all aspects of U.S. federal income taxation that may be relevant to an investor s decision to purchase the pre

You are urged to consult your tax advisor as to the particular tax consequences of the purchasing, owning and disposing of our preferred stock, includi

Tax Considerations for U.S. Holders

U.S. Holders

As used herein, the term U.S. holder means a holder of preferred stock or common stock received upon conversion of or in redemption of preferred

An individual who is a citizen or resident of the

A corporation or other entity treated as a corpor

An estate, the income of which is subject to U.S

A trust that either is subject to the supervision o
or has a valid election in effect under applicable

Distributions

The amount of any distribution with respect to our preferred stock or common stock will generally be treated as a dividend, taxable as ordinary income

If we pay dividends by delivering shares of our common stock to the transfer agent to be sold automatically on the U.S. holder s behalf, we intend to t to the fair market value of the common stock on the date received by the transfer agent (generally, the average of the high and low trading prices on the del

The tax treatment of dividends with respect to the preferred stock that accrue but are not paid is not free from doubt. Under certain circumstances, a U.

Generally, a dividend distribution to a corporate U.S. holder will qualify for a 70% dividends-received deduction if the U.S. holder owns less than 20%

Under certain circumstances, section 1059(a) of the Code requires a corporation that receives an extraordinary dividend to reduce its stock basis by

Future adjustments (other than certain anti-dilution adjustments), if any, to the conversion rate of preferred stock may result in constructive distributior

Sale, Exchange or Other Disposition

Subject to the discussion below regarding the treatment of certain redemptions and the possible application of section 302, a U.S. holder of preferred st

If preferred stock is redeemed partly or entirely for common stock at a time when there are dividends arrearages with respect to the preferred stock, the

the redeemed preferred stock (adjusted by any accrued dividends that, notwithstanding our view, are required to be taken into income prior to payment) and

If preferred stock is redeemed partly or entirely for common stock (whether or not there are dividend arrearages), a U.S. holder may not recognize loss

Under section 302 of the Code, special rules may recharacterize as a dividend the proceeds of a redemption of preferred stock or common stock if the r

Conversion of the Preferred Stock

A U.S. holder of preferred stock will generally not recognize gain or loss upon the conversion of preferred stock (other than in respect of any fractiona

The receipt of cash or common stock in respect of accrued and unpaid dividends that have been declared would be treated as a distribution as describec

A U.S. holder who receives cash in lieu of a fractional share will be treated as having received the fractional share and having exchanged it for cash in

If a U.S. holder converts solely for common stock and cash in lieu of any fractional shares, such U.S. holder s tax basis in the common stock, other tha

Backup Withholding and Information Reporting

Information reporting requirements generally will apply to certain U.S. holders with respect to dividends paid on, or, under certain circumstances, the p manner required, or (b) within a reasonable period of time, provides a correct taxpayer identification number, certifies that it is not subject to backup withh

Tax Considerations for Non-U.S. Holders

Non-U.S. Holders

As used herein, the term Non-U.S. holder means a holder of preferred stock or common stock received upon conversion of or in redemption of preferre

Distributions

Distributions that are dividends as described above generally will be subject to withholding of U.S. Federal income tax at a 30% rate (or at such lower

A Non-U.S. holder that claims the benefit of an income tax treaty rate generally will be required to satisfy applicable certification and other requiremen

Payments made through certain foreign intermediaries may be subject to additional rules.

Sale, Exchange or Other Disposition

A Non-U.S. holder generally will not be subject to U.S. federal income tax or withholding tax on the sale, exchange or other taxable disposition of pre

(1) the gain is effectively connected with a U.S. trade or business of th

(2) the Non-U.S. holder is an individual who is present in the U.S. for

(3) we are or have been a United States real property holding corpor the five-year period ending on the date of the sale or other disposition and lookback period); provided that if our preferred stock or common stock gain on the regularly traded class of stock to be taxable unless the Non-U. do not believe that we currently are a USRPHC and do not currently expec changes in assets or operations.

If a Non-U.S. holder falls under clause (1) above, such holder will be taxed on the net gain derived from a disposition under regular graduated U.S. Fe

30% of its effectively connected earnings and profits as defined in the Code (unless an applicable income tax treaty provides otherwise).

If a Non-U.S. holder falls under clause (2) above, such holder may be subject to a flat 30% tax on the gain derived from the disposition.

If a Non-U.S. Holder falls under clause (3) above, such holder generally will be taxed in the same manner described in clause (1) above except that the

Conversion of the Preferred Stock

Generally, no U.S. federal income tax or withholding tax will be imposed upon the conversion of preferred stock by a Non-U.S. holder (except to the e

U.S. Federal Estate Tax

Preferred stock or common stock that is owned or treated as owned by an individual who is a Non-U.S. holder at the time of death will be included in t

Information Reporting and Backup Withholding

A Non-U.S. holder of preferred stock or common, stock that fails to certify its Non-U.S. holder status under applicable U.S. Treasury Regulations or o

Any amounts withheld under the backup withholding rules will be refunded or credited against the Non-U.S. holder s U.S. federal income tax liability

We originally issued the preferred stock on November 24, 2003 in a private placement to UBS Securities LLC and Merrill Lynch, Pierce, Fenner & Sn

This prospectus relates to:

- resales of preferred stock; and
- sales of common stock issued upon conversion

by the selling securityholders as described below under Plan of Distribution. The registration statement of which this prospectus forms a part has been fi

The selling securityholders listed below and the beneficial owners of the preferred stock and their transferees, pledgees, donees or other successors, if r

- number of shares of preferred stock owned by e
- number of shares of common stock issuable upo

that may be offered pursuant to this prospectus together with the number of shares of common stock owned by each selling securityholder prior to this offer

We believe that certain selling securityholders who have provided us with information with respect to preferred stock that they beneficially own have s

Unless otherwise disclosed in the footnotes to the table below, no selling securityholder has, or within the past three years has had, any position, office

Each selling securityholder listed in the table below may, under this prospectus, from time to time offer and sell the number of shares of preferred stock of shares of common stock into which its shares of preferred stock may be converted. Prior to any use of this prospectus in connection with an offering of th

Selling Securityholder
Aftra Health Fund(5)
Alexandra Global Master Fund, Ltd.
Allstate Insurance Company(3)
American AAdvantage Funds(6)
Argent Classic Convertible Arbitrage Fund L.P.(16)
Argent Classic Convertible Arbitrage Fund II, L.P.(16)
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.
Argent LowLev Convertible Arbitrage Fund Ltd.
Arkansas Teachers Retirement(7)
Astrazeneca Holdings Pension(9)
Aventis Pension Master Trust(6)
Baptist Health of South Florida(7)
Basso Holdings Ltd.
BNP Paribas Arbitrage
Boilermaker-Blacksmith Pension Trust(6)
BP Amoco PLC Master Trust(12)
CALAMOS Convertible Portfolio CALAMOS Advisors Trust(6)
CALAMOS Global Convertible Fund CALAMOS Investment Trust(6)
CEMEX Pension Plan(6)
Context Convertible Arbitrage Fund, LP(8)
DBAG London(3)(17)
Delaware PERS(9)
Delta Pilots Disability and Survivorship Trust(6)
DKR Soundshore Opportunity Holding Fund Ltd.
DKR Soundshore Strategic Holding Fund Ltd.
Dorinco Reinsurance Company(6)
Engineers Joint Pension Fund(7)
Exis Holdings Ltd.
Froley Revy Investment Convertible Security Fund(9)
Goldman Sachs & Co.(4)
Grace Brothers, Ltd.(4)(10)
Grace Convertible Arbitrage Fund, Ltd.(3)(10)
HFR CA Global Select Master Trust Account(16)

Selling Securityholder
High Yield Arbitrage Fund Trading Co. Ltd.
Hotel Union & Hotel Industry of Hawaii Pension Plan(12)
ICI American Holdings Trust(9)
ING VP Convertible Portfolio
Institutional Benchmarks Master Fund Ltd.(12)
Jefferies & Company Inc.(4)(12)
J.P. Morgan Securities Inc.(4)
KDC Convertible Arbitrage LP(3)(11)
KDC Offshore Convertible Arbitrage Fund B.V.(3)(11)
Knoxville Utilities Board Retirement System(6)
LDG Limited
Lexington Vantage Fund
LYXOR/ Silverado Fund Ltd.
Macomb County Employees Retirement System(6)
McMahan Securities Co. L.P.(4)
MSS Convertible Arbitrage I
Newport Alternative Income Fund
Nicholas Applegate Capital Management U.S. Convertible Mutual Fund(7)
Nuveen Preferred and Convertible Income Fund JPC(9)
Nuveen Preferred and Convertible Fund JQC(9)
OCLC Online Computer Library Center Inc.(9)
Prudential Insurance Co. of America(9)
San Diego City Retirement(7)
San Diego County Convertible(7)
SCI Endowment Care Common Trust Fund First Union(6)
SCI Endowment Care Common Trust Fund National Fiduciary Services(6)
SCI Endowment Care Common Trust Fund Suntrust(6)
Silver Convertible Arbitrage Fund, LDC(16)
Silverado Arbitrage Trading, Ltd.(13)
Silvercreek II Limited
Silvercreek Limited Partnership
Sphinx Convertible Arbitrage Fund SPC(12)
Sphinx Fund
SSI Blended Market Neutral L.P.(12)
SSI Hedged Convertible Market Neutral L.P. (12)

Selling Securityholder
State of Oregon Equity(9)
Sunrise Partners Limited Partnership
Syngenta AG(9)
The California Wellness Foundation(6)
The Dow Chemical Company Employees Retirement Plan(6)
The Fondren Foundation(6)
TQA Master Fund Ltd.
TQA Master Plus Fund Ltd.
UBS Securities LLC(4)(14)
Union Carbide Retirement Account(6)
United Food and Commercial Workers Local 1262 and Employers Pension Fund(6)
Univar USA Inc. Retirement Plan(6)
Veritas Equity Long/ Short Fund LLC
Veritas Equity Long/ Short Fund Ltd.
Veritas High Yield Arbitrage Fund LLC(16)
Veritas High Yield Arbitrage Fund I LLC(16)
Veritas High Yield Arbitrage Fund II, LLC(16)
Veritas High Yield Arbitrage Fund (Bermuda) Ltd.
Viacom Inc. Pension Plan Master Trust(12)
Wachovia Bank National Association(15)
Wachovia Capital Markets LLC(4)(15)
Wake Forest University(7)
Windmill Master Fund, LP
Wyoming State Treasurer(7)
Xavex Capital Structure Arbitrage 1 Fund(16)
Xavex Convertible Arbitrage 2 Fund(16)
Xavex Convertible Arbitrage 7 Fund
Xavex Convertible Arbitrage 10 Fund(16)
Zurich Institutional Benchmarks Master Fund

*	Less than 1%
(1)	In each case, none of
(2)	Based on the shares number of shares of upon conversion of t closing price of shar Preferred Stock Co
(3)	Such selling security course of business a

purchase of the secur

(4) Such selling security
Securities Act.

(5) The selling securityh

(6) The selling securityh

(7) The selling securityh

(8) The selling securityh

(9) The selling securityh

(10) The selling securityh

(11) The selling securityh

(12) The selling securityh
and George Douglas

(13) The selling securityh

(14) The selling securityh
Ackerman and Eric Y

(15) The selling securityh

(16) The selling securityh
Richardson.

(17) The selling securityh

Only selling securityholders identified above who beneficially own the preferred stock set forth opposite each such selling securityholder s name in th

The selling securityholders may from time to time directly sell their preferred stock and common stock issued upon conversion of their preferred stock

We cannot assure you that any selling securityholder will sell any or all of its securities under this prospectus or that any selling securityholder will not

The selling securityholders and any brokers, dealers or agents who participate in the distribution of the securities covered by this prospectus may be de

The securities offered hereby may be sold from time to time by, as applicable, the selling securityholders or, to the extent permitted, by pledgees, done

- a block trade in which the broker or dealer so en facilitate the transaction;
- purchases by a broker or dealer as principal and
- ordinary brokerage transactions and transaction
- an exchange distribution in accordance with the
- in transactions otherwise than in the over-the-co
- through the writing of put or call options on the
- short sales of the securities and sales to cover th
- the pledge of the securities as security for any lo of the securities or interests therein;
- the distribution of the securities by any selling s
- sales through underwriters or dealers who may shareholders or successors in interest or from th
- a combination of any of the above.

In addition, the securities covered by this prospectus may be sold in private transactions or under Rule 144 rather than under this prospectus.

Sales may be made at prices and at terms then prevailing or at prices related to the then current market price or at negotiated prices and terms. In effect

Upon being notified by a selling securityholder that any material arrangement has been entered into with an underwriter, broker, dealer or agent regard prospectus or prospectus supplement, if required, will be distributed which will set forth the aggregate amount and type of securities being offered and the t

The prospectus supplement and, if necessary, a post-effective amendment to the registration statement of which this prospectus forms a part, will be fil

To our knowledge, there are currently no agreements, arrangements or understandings between any selling securityholders and any broker, dealer, agen

Under the terms of the registration rights agreement, holders of securities covered by this prospectus, on the one hand, and we, on the other hand, have

There is no public trading market for the shares of preferred stock and we do not intend to apply for listing of the shares of preferred stock on any natio

The validity of the securities have been passed upon for us by Blank Rome LLP, Philadelphia, Pennsylvania.

The consolidated financial statements and the related financial statement schedule incorporated in this prospectus by reference from our Annual Repor

Item 14. Other Expenses of Issuance and Distribution.

Previously provided.

Item 15. Indemnification of Directors and Officers.

Pursuant to the authority conferred by Section 102 of the Delaware General Corporation Law, as amended (DGCL), Arti

In accordance with Section 145 of the DGCL, which provides for the indemnification of directors, officers and employees u

The registrant currently maintains an insurance policy that provides coverage pursuant to which the registrant will be reimbu

Item 16. Exhibits.

3.1	Amended and Re
3.2	Amended and Re
4.1	Certificate of De

4.2	Registration Rigl
5.1*	Opinion of Blank
12.1	Computation of I
23.1	Independent Aud
23.2*	Consent of Blank
24.1*	Powers of Attorn

* Previously filed

Item 17. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statem

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective a

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remai

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant s annual rep

(5) Insofar as indemnification for liabilities under the Securities Act may be permitted to directors, officers and controlling p

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe th

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 5 to the registration statemen

Signature

*

Gregory B. Kenny

*

Christopher F. Virgulak

/s/Robert J. Siverd

Robert J. Siverd

*

Jeffrey Noddle

*

John E. Welsh, III

*

Robert L. Smialek

*

Gregory E. Lawton

*	By:	/s/Robert J. Siverd
		Robert J. Siverd Attorney-in-Fact