MACERICH CO
Form 424B3
August 18, 2003

QuickLinks -- Click here to rapidly navigate through this document

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-107063

Prospectus

THE MACERICH COMPANY

1,961,345 Shares of Series D Cumulative Convertible Preferred Stock
1,961,345 Shares of Common Stock

We may issue up to 1,961,345 shares of our series D cumulative convertible preferred stock, par value $.01 per share, to holders of up to 1,961,345 series D preferred units of limited partnership interest in The Macerich Partnership, L.P., upon tender of those units for redemption. The Macerich Partnership, L.P., or the "operating partnership," is the entity through which we own our assets and operate our business. We will refer to our series D cumulative convertible preferred stock as our "Series D Preferred Stock," and we will refer to the series D preferred units of limited partnership interest in the operating partnership as the "Series D Preferred Units."

In addition, we may issue up to an aggregate of 1,961,345 shares of our common stock, par value $.01 per share, to:

- holders of up to 1,961,345 shares of our Series D Preferred Stock, upon tender of those shares for conversion; and

- holders of up to 1,961,345 shares of common units of limited partnership interest in the operating partnership issued upon conversion of up to 1,961,345 Series D Preferred Units, upon tender of those common units for redemption.

The Series D Preferred Units were issued to partners of Westcor Realty Limited Partnership in connection with our acquisition on July 26, 2002 of Westcor Realty Limited Partnership and its affiliate companies. We are required to register our common stock and Series D Preferred Stock pursuant to a registration rights agreement with the holders of the Series D Preferred Units. We will acquire common units and Series D Preferred Units from redeeming unit holders in exchange for any common stock or Series D Preferred Stock that we issue upon redemption. We have registered the issuance of the common stock and Series D Preferred Stock to permit their holders to sell them in the open market or otherwise, but the registration of these shares does not necessarily mean that any holders will elect to redeem their units or convert their Series D Preferred Stock. Also, upon any redemption, we may elect to pay cash for the units tendered rather than issue shares. Although we will incur expenses in connection with the registration of the common stock and Series D Preferred Stock, we will not receive any cash proceeds upon their issuance.

Our principal executive offices are located at 401 Wilshire Boulevard, No. 700, Santa Monica, California 90401, and our telephone number is (310) 394-6000. Our common stock is listed on the New York Stock Exchange under the symbol "MAC."

INVESTING IN OUR SECURITIES INVOLVES RISKS.
SEE "RISK FACTORS" ON PAGE 1 OF THIS PROSPECTUS.

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

The date of this prospectus is August 15, 2003.

TABLE OF CONTENTS

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS OR TO WHICH THIS PROSPECTUS OR ANY PROSPECTUS SUPPLEMENT REFERS YOU. NO ONE IS AUTHORIZED TO PROVIDE YOU WITH DIFFERENT INFORMATION. WE ARE NEITHER MAKING AN OFFER TO SELL THESE SECURITIES TO YOU NOR SOLICITING AN OFFER FROM YOU TO BUY THESE SECURITIES IN ANY PLACE WHERE THE OFFER OR SALE TO YOU IS NOT PERMITTED. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROSPECTUS OR ANY PROSPECTUS SUPPLEMENT IS CORRECT ON ANY DATE AFTER THE DATE OF THIS PROSPECTUS OR THE PROSPECTUS SUPPLEMENT. THIS IS TRUE EVEN IF THIS PROSPECTUS OR A PROSPECTUS SUPPLEMENT IS GIVEN TO YOU OR THESE SECURITIES ARE OFFERED OR SOLD TO YOU ON A LATER DATE.

RISK FACTORS

You should carefully consider, among other factors, the matters described below before you exercise your right to require the conversion or redemption of your Series D Preferred Units, the redemption of any common units you may receive upon conversion of your Series D Preferred Units, or the conversion of any Series D Preferred Stock you may receive upon redemption of your Series D Preferred Units.

Risks Related to this Offering

You should carefully consider the tax consequences of redeeming units.

The exercise of your right to require the redemption of your Series D Preferred Units or common units may be treated for tax purposes as a sale of those units. If treated as a sale, this sale will be fully taxable to you, and you will be treated as realizing for tax purposes an amount equal to the sum of (i) the cash or the value of our Series D Preferred Stock or common stock received in the redemption plus (ii) the amount of the operating partnership liabilities considered allocable to the redeemed units at the time of the redemption, including the operating partnership's share of the liabilities of certain entities in which the operating partnership owns an interest. Depending upon your particular circumstances, gain may be recognized, and the amount of gain recognized, or even the tax liability resulting from that gain, could exceed the amount of cash and the value of other property, e.g., the Series D Preferred Stock or common stock, received upon the redemption. See "Redemption of Series D Preferred Units and Common Units; Conversion of Series D Preferred Stock Tax Consequences of Redemption of OP Units" for more information on these tax consequences.

Risks Related to the Series D Preferred Stock

Holders of the Series D Preferred Stock could be unable to resell their shares without converting those shares into our common stock.

We do not believe any trading market or liquidity will develop for the Series D Preferred Stock, although holders may convert their shares of Series D Preferred Stock into shares of our common stock at any time, subject to various limitations. We have not applied and do not intend to apply to list the Series D Preferred Stock on any securities exchange or to include the Series D Preferred Stock in any automated quotation system.

The Series D Preferred Stock ranks junior to all of our liabilities.

While the Series D Preferred Stock ranks pari passu with our other outstanding series of preferred stock, in the event of our bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the Series D Preferred Stock only after all of our indebtedness and other liabilities have been paid. In addition, the Series D Preferred Stock will effectively rank junior to all existing and future indebtedness and other liabilities of our subsidiaries and any equity interests in our subsidiaries that rank senior to the equity interests held by us. The rights of holders of the Series D Preferred Stock to participate in the assets of our subsidiaries upon any liquidation or reorganization of any subsidiary will rank junior to the prior claims of that subsidiary's creditors and the holders of any equity interests in our subsidiaries that rank senior to the equity interests held by us.

Because the Series D Preferred Stock has limited voting rights, holders generally will not have the ability to control our operations.

Holders of the Series D Preferred Stock will have very few voting rights. The only class of our stock carrying full voting rights is our common stock. Therefore, in most cases, holders of the Series D Preferred Stock will not have the ability to exercise voting control over our operations.

We may not be able to pay cash dividends on the Series D Preferred Stock.

We are required to pay all authorized dividends on the Series D Preferred Stock in cash. Our existing financing agreements limit, and any other financing agreements that we enter into in the future will likely limit, our ability to pay cash dividends on our capital stock. Specifically, we may pay cash dividends and make other distributions on our capital stock, including the Series D Preferred Stock, based on a formula derived from funds from operations and only if no event of default under the financing agreements has occurred, unless, under certain circumstances, payment of the distribution is necessary to enable us to qualify as a real estate investment trust (a "REIT") under the Internal Revenue Code. In the event that any of our financing agreements in the future restrict our ability to pay cash dividends on the Series D Preferred Stock, we will be unable to pay cash dividends unless we can refinance amounts outstanding under those agreements.

Risks Related to Real Estate Investments

We invest primarily in shopping centers, which are subject to a number of significant risks which are beyond our control.

Real property investments are subject to varying degrees of risk that may affect the ability of our regional and community shopping centers to generate sufficient revenues to meet operating and other expenses, including debt service, lease payments, capital expenditures and tenant improvements, and to make distributions to us and our stockholders. In this prospectus, we will refer to shopping centers that are owned wholly by us as "Wholly-Owned Centers" and to shopping centers that are partly but not wholly-owned by us as "Joint Venture Centers." We will refer to each of the Wholly-Owned Centers and Joint Venture Centers as a "Center." A number of factors may decrease the income generated by the Centers, including:

- the national economic climate;
- the regional and local economy (which may be negatively impacted by plant closings, industry slowdowns, union activity, adverse weather conditions, natural disasters, terrorist activities and other factors);
- local real estate conditions (such as an oversupply of, or a reduction in demand for, retail space or retail goods, and the availability and creditworthiness of current and prospective tenants);
- perceptions by retailers or shoppers of the safety, convenience and attractiveness of a Center; and
- increased costs of maintenance, insurance and operations (including real estate taxes).

Income from shopping center properties and shopping center values are also affected by applicable laws and regulations, including tax and zoning laws, and by interest rate levels and the availability and cost of financing. In addition, the number of prospective buyers interested in purchasing shopping centers is limited. Therefore, if we sell the Centers, we may receive less money than we have invested in the Centers.

Some of our centers are geographically concentrated and, as a result, are sensitive to local economic and real estate conditions.

A significant percentage of our Centers are located in California and Arizona. To the extent that weak economic conditions or other factors affect California or Arizona (or their respective regions) more severely than other areas of the country, our financial performance could be negatively impacted.

Our centers must compete with other retail centers and retail formats for tenants and customers.

There are numerous shopping facilities that compete with the Centers in attracting tenants to lease space, and an increasing number of new retail formats and technologies other than retail shopping centers compete with the Centers for retail sales. Competing retail formats include factory outlet centers, power centers, discount shopping clubs, mail-order services, internet shopping and home shopping networks. Our revenues may be reduced as a result of increased competition.

Our centers depend on tenants to generate rental revenues.

Our revenues and funds available for distribution will be reduced if:

- a significant number of our tenants are unable (due to poor operating results, bankruptcy or other reasons) to meet their obligations;
- we are unable to lease a significant amount of space in the Centers on economically favorable terms; or
- for any other reason, we are unable to collect a significant amount of rental payments.

A decision by a department store or other large retail store tenant (an "anchor"), or other significant tenant, to cease operations at a Center could also have an adverse effect on our financial condition. The closing of an anchor may allow other anchors or other tenants to terminate their leases or cease operating their stores at the Center or otherwise adversely affect occupancy at the Center. In addition, tenants at one or more Centers might terminate their leases as a result of mergers, acquisitions, consolidations, dispositions or bankruptcies in the retail industry. The bankruptcy and/or closure of retail stores, or sale of a store or stores to a less desirable retailer, may reduce occupancy levels and rental income, or otherwise adversely affect our financial performance. Furthermore, if the store sales of retailers operating in the Centers decline sufficiently, tenants might be unable to pay their minimum rents or expense recovery charges. In the event of a default by a lessee, the affected Center may experience delays and costs in enforcing its rights as lessor.

Macerich Management Company is subject to the risks associated with the third party property management and leasing business.

One of our management companies, Macerich Management Company, is subject to the risks associated with providing third-party property management and leasing services. These risks include the risks that:

- management and leasing contracts with third-party owners will be lost to competitors;
- contracts will not be renewed on terms consistent with current terms; and
- leasing activity generally may decline.

Third parties can terminate most of our third-party management contracts on 30 to 60 days notice. In addition, if revenues fall, Macerich Management Company will receive reduced compensation under virtually all of our third-party property management agreements.

Our acquisition and real estate development strategies may not be successful.

Our historical growth in revenues, net income and funds from operations has been closely tied to the acquisition and redevelopment of shopping centers. Many factors, including the availability and cost of capital, our total amount of debt outstanding, interest rates and the availability of attractive acquisition targets, among others, will affect our ability to acquire and redevelop additional properties in the future. We may not be successful in pursuing acquisition opportunities, and newly acquired properties may not perform as well as expected. Expenses arising from our efforts to complete

acquisitions, redevelop properties or increase our market penetration may have a material adverse effect on our business, financial condition and results of operations. We face competition for acquisitions primarily from other REITs, as well as from private real estate companies and financial buyers. Some of our competitors have greater financial and other resources than we do. Increased competition for shopping center acquisitions may impact adversely our ability to acquire additional properties on favorable terms. We cannot guarantee that we will be able to implement our growth strategy successfully or manage our expanded operations effectively and profitably. Acquiring a portfolio of properties increases the risks associated with new acquisitions.

We may not be able to achieve the anticipated financial and operating results from newly acquired assets. Some of the factors that could affect anticipated results are:

- our ability to integrate and manage new properties, including increasing occupancy rates and rents at such properties;
- the disposal of non-core assets within an expected time frame; and
- our ability to raise long-term financing to implement a capital structure at a cost of capital consistent with our business strategy.

Our business strategy also includes the selective development and construction of retail properties. Any development, redevelopment and construction activities that we undertake will be subject to the risks of real estate development, including lack of financing, construction delays, environmental requirements, budget overruns, sunk costs and lease-up. Furthermore, occupancy rates and rents at a newly completed property may not be sufficient to make the property profitable. Real estate development activities are also subject to risks relating to the inability to obtain, or delays in obtaining, all necessary zoning, land-use, building, occupancy and other required governmental permits and authorizations. If any of the above events occur, the ability to pay distributions to our stockholders and service our indebtedness could be adversely affected.

Recent federal income tax developments could affect the desirability of investing in our Company for individual taxpayers.

In May 2003, federal legislation was enacted that reduces the maximum tax rate for dividends payable to individual taxpayers generally from 38.6% to 15% (from January 1, 2003 through 2008). However, dividends payable by REITs are not eligible for such treatment, except in limited circumstances which we do not expect to occur. Although this legislation does not have a directly adverse effect on the taxation of REITs or dividends paid by REITs, the more favorable treatment for non-REIT dividends could cause individual investors to consider investments in non-REIT corporations as more attractive relative to an investment in a REIT such as our Company. We cannot predict what impact this may have on the value of any investment in our Company.

Risks Related to Conflicts of Interest

The structure of Macerich Management Company and its management agreements may create conflicts of interest.

Macerich Management Company provides property management services to certain of the Joint Venture Centers and properties owned by third parties. Mace Siegel, Arthur M. Coppola, Dana K. Anderson and Edward C. Coppola (the "Principals") own 100% of the outstanding shares of voting common stock of Macerich Management Company. The operating partnership owns 100% of the outstanding shares of non-voting preferred stock of Macerich Management Company. We have a majority interest in the operating partnership and are its sole general partner. As the holder of 100% of the preferred stock, the operating partnership has the right to receive 95% of Macerich Management

Company's net cash flow. However, since it is an operating company and not a passive entity, our

investment in the non-voting preferred stock is subject to the risk that the Principals might have interests that are inconsistent with our interests.

Macerich Management Company also provides management, leasing, construction and redevelopment services for shopping centers owned by third parties that are unaffiliated with us. Macerich Management Company may agree to manage additional shopping centers that might compete with the Centers. These types of arrangements could also create conflicts of interest for the Principals.

The Principals have substantial influence over the management of both our Company and the operating partnership, which may create conflicts of interest.

Under the partnership agreement of the operating partnership (the "Partnership Agreement"), we, as the sole general partner, are responsible for the management of the operating partnership's business and affairs. Each of the Principals serves as one of our executive officers and as a member of our Board of Directors. Accordingly, the Principals have substantial influence over our management and the management of the operating partnership.

The tax consequences of the sale of some of the Centers may create conflicts of interest.

The Principals will experience negative tax consequences if some of the Centers are sold. As a result, the Principals may not favor a sale of these Centers even though such a sale may benefit our other stockholders. See "Federal Income Tax Considerations."

The required consent of third party limited partners of the operating partnership for some transactions may create conflicts of interest.

The Partnership Agreement provides that a decision to merge the operating partnership, sell all or substantially all of its assets or liquidate must be approved by the holders of 75% of the outstanding common and preferred limited partnership interests in the operating partnership ("OP units"). Depending on the percentage of the outstanding OP units owned by us at the time, the concurrence of at least some of the other holders of OP units may be required to approve any merger, sale of all or substantially all of the assets, or liquidation of the operating partnership. As of the date of this prospectus, we own 82% of the outstanding common and preferred OP units.

The guarantees of indebtedness by the Principals may create conflicts of interest.

The Principals have guaranteed mortgage loans encumbering some of the Centers. As of the date of this prospectus, the Principals have guaranteed an aggregate principal amount of approximately $23.75 million. The existence of guarantees of these loans by the Principals could result in the Principals having interests that are inconsistent with our interests.

Other Risks Affecting our Business and Operations

If our indebtedness increases, our financial condition and results of operations could be adversely affected.

Our organizational documents do not limit the amount or percentage of indebtedness that we may incur. Accordingly, our Board of Directors could increase our leverage in the future. If it did, there would be an increase in our debt service requirements and an increased risk of default on our obligations, either of which may adversely affect our financial condition and results of operations.

We may change our policies in ways that adversely affect our financial condition or results of operations.

Our investment and financing policies and our policies with respect to other activities, including our growth, debt capitalization, distributions, REIT status and operating policies are determined by our Board of Directors. Our Board of Directors may change these policies at any time without a vote of our stockholders. A change in these policies might adversely affect our financial condition or results of operations.

If we fail to qualify as a REIT, we will have reduced funds available for distribution to our stockholders.

No assurance can be given that we have qualified or will remain qualified as a REIT. Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions for which there are only limited judicial or administrative interpretations. The complexity of these provisions and of the applicable income tax regulations is greater in the case of a REIT such as ours that holds its assets in partnership form. The determination of various factual matters and circumstances not entirely within our control, including determinations by our partners in the Joint Venture Centers, may affect our ability to qualify as a REIT. In addition, legislation, new regulations, administrative interpretations or court decisions could significantly change the tax laws with respect to our qualification as a REIT or the federal income tax consequences of that qualification.

If in any taxable year we fail to qualify as a REIT, we will suffer the following negative results:

- we will not be allowed a deduction for distributions to stockholders in computing our taxable income; and
- we will be subject to federal income tax on our taxable income at regular corporate rates.

In addition, we will be disqualified from treatment as a REIT for the four taxable years following the year during which the qualification was lost, unless we were entitled to relief under statutory provisions. As a result, net income and the funds available for distribution to our stockholders will be reduced for five years. It is possible that future economic, market, legal, tax or other considerations might cause the Board of Directors to revoke our REIT election. See "Federal Income Tax Considerations."

Our debt financing may adversely impact our stockholders.

We are subject to the risks associated with debt financing, including the risk that our cash flow will be insufficient to meet required payments of principal and interest. Our outstanding indebtedness represents obligations of the operating partnership and the entities that own the Centers (collectively, the "Property Partnerships"). Most of this outstanding indebtedness is nonrecourse to the obligor, and we have mortgaged a majority of the Centers to secure payment of this indebtedness. If mortgage payments cannot be made, a mortgagee could foreclose, resulting in a loss to us. Outstanding indebtedness under our revolving credit and term credit facilities is the obligation of the operating partnership and some of the Property Partnerships.

Our current indebtedness bears interest at both fixed and floating interest rates. For future financings, we intend to seek the most attractive financing arrangements available at the time, which may involve either fixed or floating interest rates. With respect to floating rate indebtedness, increases in interest rates may adversely affect our funds from operations, funds available for distribution and ability to meet our debt service obligations.

We are obligated to make balloon payments of principal under mortgages on some of the Centers. Although we anticipate that we will be able to refinance those mortgages by the time the balloon payments become due, or otherwise obtain funds by raising equity, incurring debt or selling assets,

there can be no assurance that we will be able to do so. In addition, interest rates and other terms of any debt issued to refinance this mortgage debt may be less favorable than the terms of the current mortgage debt.

To qualify as a REIT under the Internal Revenue Code, we generally are required each year to distribute to our stockholders at least 90% of our net taxable income determined without regard to net capital gains and the dividends paid deduction. We may be required to borrow funds on a short-term basis or liquidate investments to meet the distribution requirements that are necessary to qualify as a REIT, even if management believes that it is otherwise not in our best interests to do so.

Outside partners in Joint Venture Centers result in additional risks to our stockholders.

We own partial interests in Property Partnerships that own 38 Joint Venture Centers as well as fee title to a site that is ground leased to a Property Partnership that owns a Joint Venture Center and several development sites. We own a 50% interest in Property Partnerships that own 24 of the Joint Venture Centers with shared management control (Eastland Mall, Empire Mall, Granite Run Mall, Lake Square Mall, Lindale Mall, Mesa Mall, NorthPark Mall, Rushmore Mall, SouthPark Mall, Southern Hills Mall, Southridge Mall, Valley Mall, Chandler Gateway, Chandler Festival, Chandler Boulevard Shops, Desert Sky Mall, Hilton Village, The Promenade, Scottsdale Fashion Square, and the five Joint Venture Centers owned by Paradise Village Investment Company), a 50% managing general partnership interest in the Property Partnership that owns one of the Joint Venture Centers (Broadway Plaza), a 51% interest in the Property Partnerships that own seven of the Joint Venture Centers with shared management control (Lakewood Mall, Cascade Mall, Kitsap Mall, Los Cerritos Center, Redmond Town Center, Stonewood Mall and Washington Square), a 50.1% interest (with shared management control) in the Property Partnership that owns one of the Joint Venture Centers (Village at Corte Madera), a 50% interest (with shared management control) in the Property Partnership that owns fee title to the site ground leased to the Property Partnership that owns Superstition Springs Center, a 33.33% interest in Property Partnerships that own two of the Joint Venture Centers with shared management control (Arrowhead Towne Center and Superstition Springs Center), a 73% interest (with shared management control) in the Property Partnership that owns one of the Joint Venture Centers (Camelback Colonnade), a 46% interest in a Property Partnership that owns one of the Joint Venture Centers with shared management control (Scottsdale 101), and a 19% non-managing general partnership interest in the Property Partnership that holds one of the Joint Venture Centers (West Acres Center). We may acquire partial interests in additional properties through joint venture arrangements. Investments in Centers that are not Wholly-Owned Centers involve risks different from those of investments in Wholly-Owned Centers.

We may have fiduciary responsibilities to our partners that could affect decisions concerning the Joint Venture Centers. Third parties may share control of major decisions relating to the Joint Venture Centers with us, including decisions with respect to sales, refinancings and the timing and amount of additional capital contributions, as well as decisions that could have an adverse impact on our REIT status. For example, we may lose our management rights relating to the Joint Venture Centers if:

- the operating partnership fails to contribute its share of additional capital needed by the Property Partnerships;
- the operating partnership defaults under a partnership agreement for a Property Partnership or other agreements relating to the Property Partnerships or the Joint Venture Centers; or
- with respect to certain of the Joint Venture Centers, if certain designated key employees no longer are employed in the designated positions.

In addition, some of our outside partners control the day-to-day operations of seven Joint Venture Centers (West Acres Center, Eastland Mall, Granite Run Mall, Lake Square Mall, North Park Mall,

7

South Park Mall and Valley Mall). We therefore do not control cash distributions from these Centers, and the lack of cash distributions from these Centers could jeopardize our ability to maintain our qualification as a REIT.

Our holding company structure makes us dependent on operating partnership distributions.

Because we conduct our operations through the operating partnership, our ability to service our debt obligations and our ability to pay dividends on our common stock are strictly dependent upon the earnings and cash flows of the operating partnership and the ability of the operating partnership to make intercompany distributions to us. Under the Delaware Revised Uniform Limited Partnership Act, the operating partnership is prohibited from making any distribution to us to the extent that at the time of the distribution, after giving effect to the distribution, all liabilities of the operating partnership (other than some nonrecourse liabilities and some liabilities to the partners) exceed the fair value of the assets of the operating partnership.

Bankruptcy and/or closure of retail stores may adversely affect the Centers.

The bankruptcy and/or closure of an anchor, or its sale to a less desirable retailer, could reduce customer traffic in a Center and the income generated by that Center. Furthermore, the closing of an anchor may allow other anchors or other tenants to terminate their leases or cease operating their stores at the Center or otherwise lower the occupancy rate at the Center.

Retail stores at the Centers other than anchors may also seek the protection of the bankruptcy laws and/or close stores, which may result in the termination of their leases and reduce the cash flow generated by an affected Center, as well as the occupancy levels and rental incomes at the Center.

Possible environmental liabilities could adversely affect us.

Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in that real property. These laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of hazardous or toxic substances. The costs of investigation, removal or remediation of hazardous or toxic substances may be substantial. In addition, the presence of hazardous or toxic substances, or the failure to remedy environmental hazards properly, may adversely affect the owner's or operator's ability to sell or rent affected real property or to borrow money using affected real property as collateral.

Persons or entities that arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of hazardous or toxic substances at the disposal or treatment facility, whether or not that facility is owned or operated by the person or entity arranging for the disposal or treatment of hazardous or toxic substances. Laws exist that impose liability for release of asbestos-containing materials into the air, and third parties may seek recovery from owners or operators of real property for personal injury associated with exposure to asbestos-containing materials. In connection with our ownership, operation, management, development and redevelopment of the Centers, or any other Centers or properties we acquire in the future, we may be potentially liable under these laws and may incur costs in responding to these liabilities. For a description of known environmental liabilities, see our most recent Annual Report on Form 10-K and our most recent Quarterly Report on Form 10-Q.

An ownership limit and certain anti-takeover defenses could inhibit a change of control of our Company or reduce the value of our stock.

The Ownership Limit. In order for us to maintain our qualification as a REIT, not more than 50% in value of our outstanding stock (after taking into account options to acquire stock) may be owned,

---

directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include some entities that would not ordinarily be considered "individuals") during the last half of a taxable year. Our charter restricts ownership of more than 5% (the "Ownership Limit") of the lesser of the number or value of our outstanding shares of stock by any single stockholder (with limited exceptions for some holders of the OP units, and their respective families and affiliated entities, including all four Principals). In addition to enhancing preservation of our status as a REIT, the Ownership Limit may:

- have the effect of delaying, deferring or preventing a change in control of our Company or other transaction without the approval of our Board of Directors, even if the change in control or other transaction is in the best interest of our stockholders; and

- limit the opportunity for our stockholders to receive a premium for their common stock that they might otherwise receive if an investor were attempting to acquire a block of common stock in excess of the Ownership Limit or otherwise effect a change in control of our Company.

Our Board of Directors, in its sole discretion, may waive or modify (subject to limitations) the Ownership Limit with respect to one or more stockholders, if it is satisfied that ownership in excess of this limit will not jeopardize our status as a REIT.

Stockholder Rights Plan and Selected Provisions of our Charter and Bylaws. Agreements to which we are a party, as well as some of the provisions of our charter and bylaws, may have the effect of delaying, deferring or preventing a third party from making an acquisition proposal for our Company and may inhibit a change in control that some, or a majority, of our stockholders might believe to be in their best interest or that could give our stockholders the opportunity to realize a premium over the then-prevailing market prices. These agreements and provisions include the following:

- a stockholder rights plan (which is generally triggered when an entity, group or person acquires 15% or more of our common stock), which, in the event of a takeover attempt not approved by our Board of Directors, allows our stockholders to purchase our common stock, or the common stock of the acquiring entity, at a 50% discount;

a staggered board of directors and limitations on the removal of directors, which may make the replacement of incumbent directors more time-consuming and difficult;

advance notice requirements for stockholder nominations of directors and stockholder proposals to be considered at stockholder meetings;

the obligation of the directors to consider a variety of factors (in addition to maximizing stockholder value) with respect to a proposed business combination or other change of control transaction;

the authority of the directors to classify or reclassify unissued shares and issue one or more series of common stock or preferred stock;

the authority to create and issue rights entitling the holders thereof to purchase from us shares of stock or other securities or property; and

limitations on the amendment of our charter and bylaws, the dissolution or change in control of our Company, and the liability of our directors and officers.

Selected Provisions of Maryland Law. The Maryland General Corporation Law prohibits business combinations between a Maryland corporation and an interested stockholder (which includes any person who beneficially holds ten percent or more of the voting power of the corporation's shares) or its affiliates for five years after becoming an interested stockholder and, after the five-year period, requires the recommendation of the board of directors and two super-majority stockholder votes to approve a business combination unless the stockholders receive a minimum price determined by the statute. As permitted by Maryland law, our charter exempts from these provisions any business

combination between us and the Principals and their respective affiliates and related persons. Maryland law also allows our Board of Directors to exempt particular business combinations before the interested stockholder becomes an interested stockholder. Furthermore, a person is not an interested stockholder if the transaction by which he or she would otherwise have become an interested stockholder is approved in advance by the board of directors.

The Maryland General Corporation Law also provides that the acquirer of certain levels of voting power in electing directors of a Maryland corporation, commencing at one-tenth or more, is not entitled to vote the shares in excess of the applicable threshold, unless voting rights for the shares are approved by holders of two-thirds of the disinterested shares or unless the acquisition of the shares has been specifically or generally approved or exempted from the statute by a provision in our charter or bylaws adopted before the acquisition of the shares. Our charter exempts from these provisions voting rights of shares owned by the Principals and their respective affiliates and related persons. Our bylaws also contain a provision exempting from this statute any acquisition by any person of shares of our stock. There can be no assurance that this bylaw will not be amended or eliminated in the future. The Maryland General Corporation Law also limits our ability to amend our charter, dissolve, merge, or sell all of our assets.

See also "Description of Our Capital Stock Stockholder Rights Plan, Selected Provisions of Maryland Law and of our Charter and Bylaws," which provides a more detailed summary of these and other provisions. For a complete description, we refer you to our charter, bylaws and stockholders rights agreement (all of which are incorporated by reference into the registration statement of which this prospectus is a part) and to the Maryland General Corporation Law.

Uninsured losses could adversely affect our financial condition.

Each of our Centers has comprehensive liability, fire, extended coverage and rental loss insurance with insured limits customarily carried for similar properties. We do not insure certain types of losses (such as losses from wars), because they are either uninsurable or not economically insurable. In addition, while we or the relevant joint venture, as applicable, carry earthquake insurance on the Centers located in California, the policies are subject to a deductible equal to 5% of the total insured value of each Center, a $100,000 per occurrence minimum and a combined annual aggregate loss limit of $200 million on these Centers. While we or the relevant joint venture also carries terrorism insurance on the Centers, the policies are subject to a $10,000 deductible and a combined annual aggregate loss limit of $300 million for certified acts of terrorism and a $10 million deductible and a combined annual aggregate loss limit of $200 million for non-certified acts of terrorism. Furthermore, we carry title insurance on many of the Centers for less than their full value. If an uninsured loss or a loss in excess of insured limits occurs, the operating partnership or the Property Partnership, as the case may be, that owns the affected Center could lose its capital invested in the Center, as well as the anticipated future revenue from the Center, while remaining obligated for any mortgage indebtedness or other financial obligations related to the Center. An uninsured loss or loss in excess of insured limits may negatively impact our financial condition.

As the general partner of the operating partnership and certain of the Property Partnerships, we are generally liable for any of their unsatisfied obligations other than non-recourse obligations.

FORWARD-LOOKING STATEMENTS

This prospectus and any prospectus supplement may contain or incorporate statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and, as such, involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by our use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," "predict," "plan," "seek" or the negative of these words, or other similar words or terms. You should be aware of important factors that may have a material impact on our future results. These factors include the matters described under the heading "Risk Factors" beginning on page 1 of this prospectus and the following, among other things:

- general industry, economic and business conditions (which will, among other things, affect demand for retail space or retail goods, availability and creditworthiness of current and prospective tenants, tenant bankruptcies, lease rates and terms, availability and cost of financing, interest rate fluctuations and operating expenses);

- adverse changes in the real estate markets, including, among other things, competition with other companies, retail formats and technologies and risks of real estate development, redevelopment, acquisitions and dispositions;

- governmental actions and initiatives (including legislative and regulatory changes);

- environmental and safety requirements; and

- terrorist activities that could adversely affect all of the above factors.

We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference in this prospectus or any prospectus supplement, whether as a result of new information, future events or otherwise. In light of the factors referred to above, the forward-looking events discussed in or incorporated by reference in this prospectus or any prospectus supplement may not occur, and actual results, performance or achievement may differ materially from that anticipated or implied in the forward-looking statements.

You should specifically consider the various factors identified in this prospectus, any prospectus supplement and the incorporated documents, which could cause actual results to differ, including particularly those discussed in the section entitled "Risk Factors" in this prospectus and in our other SEC filings. For information on how to obtain copies of our SEC filings, please refer to the section of this prospectus entitled "Where You Can Find More Information."

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement we filed with the SEC using a "shelf" registration process. The aggregate amount of common stock that we may sell under this prospectus may not exceed 1,961,345 shares, and the aggregate amount of Series D Preferred Stock that we may sell under this prospectus may not exceed 1,961,345 shares, in each case as adjusted for stock splits, stock dividends or similar transactions. We may sell any number of these securities from time to time up to those respective amounts.

You should read this prospectus and any prospectus supplement together with the additional information described under the heading "Where You Can Find More Information." Unless the context otherwise requires, all references to the "Company," "us," "we" or "our" in this prospectus include The Macerich Company, those entities owned or controlled by The Macerich Company and predecessors of The Macerich Company.

OUR COMPANY

We are a real estate investment trust that primarily acquires, leases, manages, redevelops and develops regional malls located throughout the United States. We are the sole general partner of, and own a 82% interest in, The Macerich Partnership, L.P., which we refer to as the operating partnership. We conduct all of our operations through the operating partnership and our management companies. Together with our predecessors, we have been engaged in the shopping center business since 1965.

We are one of the largest mall operators in the United States, as measured by gross leaseable area. We own directly or through joint ventures 56 regional malls, 18 community shopping centers and two development properties, aggregating approximately 57 million square feet of gross leaseable area. As of June 30, 2003, our mall and freestanding gross leaseable area occupancy rate was 92.4%, excluding major development and redevelopment properties.

We were organized as a Maryland corporation in September 1993. Our principal executive offices are located at 401 Wilshire Boulevard, No. 700, Santa Monica, California 90401, and our telephone number is (310) 394-6000.

USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the shares offered by this prospectus, but we or the operating partnership will acquire common units or Series D Preferred Units in the operating partnership from holders of those units who elect to redeem them for such shares. We intend to hold any common units or Series D Preferred Units which we or the operating partnership acquire upon redemption.

RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE DIVIDENDS

The following sets forth our consolidated ratios of earnings to combined fixed charges and preference dividends for our Company for each of the periods indicated:

Three months ended March 31, 2003	Year Ended December 31, 2002	2001	2000	1999	1998
1.53	1.50	1.52	1.34	2.03	1.54

We computed these ratios by dividing earnings by combined fixed charges and dividends paid on our Series A Preferred Stock and Series B Preferred Stock, the terms of which are described below. See "Description of our Capital Stock." For this purpose, earnings consist of income from continuing operations before minority interest, unconsolidated entities and cumulative effect of change in accounting principle, less the early extinguishment of debt plus gain (loss) on sale or writedown of assets. We further adjusted earnings by adding cash distributions from unconsolidated joint ventures and the management companies instead of the equity in their income and adding fixed charges net of capitalized interest. Fixed charges consist of interest expense, whether capitalized or expensed, and amortization of debt issuance costs.

DESCRIPTION OF OUR CAPITAL STOCK

The following description of the terms of our capital stock is only a summary. Our charter and bylaws may affect some of the terms of our capital stock. For a complete description of the terms of all of our capital stock, including our common stock, we refer you to the Maryland General Corporation Law, our charter and our bylaws. Our charter and bylaws are incorporated by reference as exhibits to the registration statement of which this prospectus is a part.

Capitalization

Our charter authorizes us to issue up to 220,000,000 shares of capital stock, consisting of 145,000,000 shares of common stock, $.01 par value per share, 15,000,000 shares of preferred stock, $.01 par value per share, and 60,000,000 shares of excess stock, $.01 par value per share (the "Excess Shares"). We had 52,591,056 shares of common stock (including shares of unvested restricted common stock) outstanding as of July 10, 2003. In addition, as of July 10, 2003, 11,075,947 shares of our common stock were reserved for issuance upon conversion of our outstanding Series A, Series B and Series D Preferred Stock, 1,373,960 shares upon exercise of employee stock options and 13,672,693 shares upon conversion of OP units.

Our charter provides that our Board of Directors (as used in this prospectus, the term "Board of Directors" may include any of its duly authorized committees) may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of the classified or reclassified shares of stock. The terms of any stock classified or reclassified by our Board of Directors in accordance with our charter will be set forth in Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland prior to the issuance of any classified or reclassified stock.

We have authorized and issued 3,627,131 shares of Series A Cumulative Convertible Redeemable Preferred Stock, par value $.01 per share (the "Series A Preferred Stock"), and 5,487,471 shares of Series B Cumulative Convertible Redeemable Preferred Stock, par value $.01 per share (the "Series B Preferred Stock"). We also have authorized 1,961,345 shares of Series D Preferred Stock, par value $.01 per share, none of which are outstanding. The Series A Preferred Stock, the Series B Preferred Stock and the Series D Preferred Stock are all on a parity with each other and can each be converted into shares of our common stock based on a formula set forth in the applicable Articles Supplementary. As of the date of this prospectus, the conversion ratio is one-for-one for all three of these series of preferred stock. Rights of holders of these three series of preferred stock include dividend and liquidation preferences over the holders of our common stock and voting rights in some circumstances. The terms of the Series A Preferred Stock, Series B Preferred Stock, and Series D Preferred Stock, including the liquidation preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption are set forth in the applicable Articles Supplementary incorporated by reference as exhibits to our Annual Report on Form 10-K. See "Where You Can Find More Information."

In connection with our stockholder rights plan, we designated 1,500,000 shares of preferred stock as shares of Series C Junior Participating Preferred Stock, par value $0.01 per share (the "Series C Preferred Stock"), which may be issued to holders of rights if the rights become exercisable. Rights of holders of the Series C Preferred Stock include voting, dividend and liquidation preferences over the holders of our common stock. The Series C Preferred Stock is junior to the Series A Preferred Stock, Series B Preferred Stock and Series D Preferred Stock with respect to both dividend and liquidation preferences. The terms of the Series C Preferred Stock, including the liquidation preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption are set forth in the Articles Supplementary incorporated by reference as an

exhibit to our Annual Report on Form 10-K. See "Where You Can Find More Information." As of the date of this prospectus, no Series C Preferred Stock is outstanding. See "   Stockholder Rights Plan, Selected Provisions of Maryland Law and of our Charter and Bylaws."

Issuance of Excess Shares

Our charter provides that in the event of a purported transfer of stock or other event that will, if effective, result in any of the following:

- a person owning stock in excess of the Ownership Limit or owning (directly or indirectly) more than a specified percentage of our common stock as determined in accordance with our charter (that person's "Percentage Limitation");

- our common stock and preferred stock being owned by fewer than 100 persons (determined without reference to any rules of attribution);

- our becoming "closely held" under Section 856(h) of the Internal Revenue Code (determined without regard to Internal Revenue Code Section 856(h)(2) and by deleting the words "the last half of" in the first sentence of Internal Revenue Code Section 542(a)(2) in applying Internal Revenue Code Section 856(h)); or

- our disqualification as a REIT (each a "Prohibited Event"),

the relevant stock will automatically be exchanged for Excess Shares, to the extent necessary to ensure that the purported transfer or other event does not result in a Prohibited Event. Outstanding Excess Shares will be held in trust. The trustee of the trust will be appointed by us and will be independent of us, any purported record or beneficial transferee and any beneficiary of such trust (the "Beneficiary"). The Beneficiary will be one or more charitable organizations selected by the trustee.

Our charter further provides that Excess Shares are entitled to the same dividends as the shares of stock exchanged for Excess Shares (the "Original Shares"). The trustee, as record holder of the Excess Shares, is entitled to receive all dividends and distributions in respect of the Excess Shares as may be authorized and declared by the Board of Directors and will hold the dividends or distributions in trust for the benefit of the Beneficiary. The trustee is also entitled to cast all votes that holders of the Excess Shares are entitled to cast. Excess Shares in the hands of the trustee will have the same voting rights as Original Shares. Upon our liquidation, dissolution or winding up, each Excess Share will be entitled to receive ratably with each other share of stock of the same class or series as the Original Shares, the assets distributed to the holders of the class or series of stock. The trustee will distribute to the purported transferee the amounts received upon our liquidation, dissolution or winding up, but only up to the amount paid by the purported transferee, or the market price for the Original Shares on the date of the purported transfer, if no consideration was paid by the transferee, and subject to additional limitations and offsets set forth in our charter.

If, after the purported transfer or other event resulting in an exchange of stock for Excess Shares, dividends or distributions are paid with respect to the Original Shares, then the dividends or distributions will be paid to the trustee for the benefit of the Beneficiary. While Excess Shares are held in trust, Excess Shares may be transferred by the trustee only to a person whose ownership of the Original Shares will not result in a Prohibited Event. At the time of any permitted transfer, the Excess Shares will be automatically exchanged for the same number of shares of the same type and class as the Original Shares. Our charter contains provisions that prohibit the purported transferee of the Excess Shares from receiving in return for the transfer an amount that reflects any appreciation in the Original Shares during the period that the Excess Shares were outstanding. Our charter requires any amount received by a purported transferee, in excess of the amount permitted to be received, to be paid to the Beneficiary.

Our charter further provides that we may purchase, for a period of 90 days during the time the Excess Shares are held in trust, all or any portion of the Excess Shares at the lesser of the price paid for the stock by the purported transferee (or if no consideration was paid, the market price at the time of such transaction) or the market price of the relevant shares as determined in accordance with our charter. The 90-day period begins on the date of the prohibited transfer if the purported transferee gives notice to the Board of Directors of the transfer or, if no notice is given, the date the Board of Directors determines in good faith that a prohibited transfer has been made.

These provisions of our charter will not be automatically removed even if the REIT provisions of the Internal Revenue Code are changed so as to no longer contain any ownership concentration limitation or if the ownership concentration limitation is increased. Amendments to our charter require the affirmative vote of at least two-thirds of the shares entitled to vote. In addition to preserving our status as a REIT, the Ownership Limit may have the effect of precluding an acquisition of control of our Company without the approval of the Board of Directors.

All certificates representing shares of our common stock and our preferred stock bear a legend referring to the restrictions described above.

All persons who own, directly or by virtue of the attribution provisions of the Internal Revenue Code, more than 5% of our outstanding stock must file an affidavit with us containing the information specified in our charter within 30 days after January 1 of each year. In addition, these and other significant stockholders are required, upon demand, to disclose to us in writing the information with respect to their direct, indirect and constructive ownership of shares that our Board of Directors deems necessary to comply with the provisions of the Internal Revenue Code applicable to a REIT.

Restrictions on Transfer and Ownership

For us to qualify as a REIT under the Internal Revenue Code, all of the following conditions must be satisfied:

- not more than 50% in value of our outstanding stock (after taking into account options to acquire stock) may be owned, directly or indirectly, by five or fewer "individuals" (as defined under the Internal Revenue Code to include some entities that would not ordinarily be considered "individuals") during the last half of a taxable year;

- our stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year; and

- specific percentages of our gross income must be from particular sources.

See "Federal Income Tax Considerations Taxation of the Company" and " Requirements for Qualification." Our charter restricts the ownership and transfer of shares of our stock.

Subject to exceptions specified in our charter, no stockholder may own, or be deemed to own by virtue of the attribution provisions of the Internal Revenue Code, more than the Ownership Limit. The attribution provisions are complex and may cause stock owned directly or indirectly by a group of related individuals or entities to be deemed to be owned by one individual or entity. As a result, the acquisition of less than 5% in value or in number of shares of stock (or the acquisition of an interest in an entity which owns stock) by an individual or entity could cause that individual or entity (or another individual or entity) to be deemed to own in excess of 5% in value or in number of shares of our outstanding capital stock, and thus subject that stock to the Ownership Limit. The Board of Directors, in its sole discretion, may waive the Ownership Limit with respect to stockholders, but is under no obligation to do so. As a condition of a waiver of the Ownership Limit, the Board of Directors may require opinions of counsel satisfactory to it or an agreement from the applicant that the applicant will not act to threaten our REIT status. Our charter excludes from the Ownership Limit some persons and

their respective families and affiliates, but provides that no excluded participant may own (directly or indirectly) more than the excluded participant's Percentage Limitation, as described under " Issuance of Excess Shares."

Our charter provides that any purported transfer or issuance of shares, or other event, will be null and void if it results in a Prohibited Event. The intended transferee or purported owner in a transaction that results in a Prohibited Event will not acquire, and will retain no rights to, or economic interest in, those shares of stock. See " Issuance of Excess Shares."

Stockholder Rights Plan, Selected Provisions of Maryland Law and of our Charter and Bylaws

In addition to the Ownership Limit, certain provisions of our charter and bylaws, as well as our stockholder rights plan, may delay, defer or prevent a change of control or other transaction in which holders of some, or a majority, of our common stock might receive a premium for their common stock over the then prevailing market price or which such holders might believe to be otherwise in their best interests. The following paragraphs summarize a number of these provisions, as well as selected provisions of the Maryland General Corporation Law. This summary is not complete. For a complete description, we refer you to our charter, bylaws and stockholders rights agreement (all of which are incorporated by reference into the registration statement of which this prospectus is a part) and to the Maryland General Corporation Law.

Stockholder Rights Plan

On November 10, 1998, we adopted a preferred share purchase rights plan (the "Rights Plan") and authorized a dividend distribution of one preferred share purchase right on each outstanding share of our common stock.

The Rights Plan is designed to give the Board of Directors the time and opportunity to protect stockholder interests and encourage equal treatment of all stockholders in a takeover situation. The Rights Plan provides for a trigger percentage of 15% (with certain exceptions). In the event of a takeover attempt not approved by our Board of Directors, the holders of the rights may exercise them to purchase our common stock at a 50% discount or, in the event of a "squeeze out" transaction where we would not be the surviving entity, acquire stock of the acquiror at a 50% discount.

Staggered Board of Directors

Under our charter, the number of our directors currently eight may be established in accordance with our bylaws. The charter also provides that the directors are divided into three classes. Directors hold office for a term of three years and until their successors are duly elected and qualify. The classification of our Board of Directors may make the replacement of incumbent directors more time-consuming and difficult.

Advance Notice of Director Nominations and New Business; Procedures for Special Meetings Requested by Stockholders

Our charter and bylaws provide that for any stockholder proposal to be presented in connection with an annual meeting or special meeting of our stockholders, including a proposal to nominate a director, the stockholder must have given timely written notice of the proposal to the Secretary. The bylaws provide that nominations to the Board of Directors and the proposal of business to be considered by stockholders at the annual meeting of stockholders may be made only:

- pursuant to our notice of the meeting;
- by or at the direction of the Board of Directors; or

- by a stockholder who is entitled to vote at the meeting and has complied with the advance notice procedures, including minimum and maximum time periods, set forth in our charter and bylaws.

Our bylaws also provide that only the business specified in our notice of meeting may be brought before a special meeting of stockholders. Nominations of persons for election to the Board of Directors at a special meeting of stockholders may be made only:

- pursuant to our notice of the meeting;
- by or at the direction of the Board of Directors; or
- if the Board of Directors has determined that directors shall be elected at such meeting, by a stockholder who is entitled to vote at the meeting and has complied with the advance notice provisions, including minimum and maximum time periods, set forth in our charter or bylaws.

Our bylaws also contain special procedures applicable to a special meeting of stockholders that is called at the request of stockholders entitled to cast not less than a majority of all the votes entitled to be cast at the meeting.

Exemptions for the Principals from the Maryland Business Combination Law

Under Maryland law, "business combinations" between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include a merger, consolidation, share exchange, or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested stockholder is defined as:

- any person who beneficially owns ten percent or more of the voting power of the corporation's shares; or an affiliate or associate of the corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner of ten percent or more of the voting power of the then outstanding voting stock of the corporation.

After the five-year prohibition, any business combination between the Maryland corporation and an interested stockholder generally must be recommended by the board of directors of the corporation and approved by two super-majority stockholder votes, unless, among other conditions, the holders of the corporation's common stock receive a minimum price, as defined by Maryland law, for their shares and the consideration is received in cash or in the same form as previously paid by the interested stockholder for its common stock. None of these provisions of Maryland law will apply, however, to business combinations that are approved or exempted by the board of directors of the corporation before the time that the interested stockholder becomes an interested stockholder. Furthermore, a person is not an interested stockholder if the transaction by which he or she would otherwise have become an interested stockholder is approved in advance by the board of directors.

As permitted by Maryland law, our charter exempts from these provisions any business combination between us and the Principals and their respective affiliates or related persons. As a result, these persons may be able to enter into business combinations with us that may not be in the best interest of our stockholders without compliance with the super-majority vote requirements and the other provisions of the statute.

Non-Stockholder Constituencies

Under our charter, for the purpose of determining our Company's and our stockholders' best interests with respect to a proposed business combination or other transaction involving a change of control of our Company, our Board of Directors must give due consideration to all relevant factors, including, without limitation, the interests of our employees, the economy, community and societal interests and our Company's and our stockholders' long-term as well as short-term interests, including the possibility that these interests may be best served by our continued independence.

Other Provisions of our Charter

Our charter authorizes our Board of Directors to classify and reclassify unissued shares and issue one or more series of common stock or preferred stock and authorizes the creation and issuance of rights entitling holders thereof to purchase from us shares of stock or other securities or property.

Control Share Acquisitions

Maryland law provides that the acquirer of certain levels of voting power in electing directors of a Maryland corporation, commencing at one-tenth or more, is not entitled to vote the shares in excess of the applicable threshold unless voting rights for the shares are approved by holders of two-thirds of the disinterested shares or unless the acquisition of the shares has been specifically or generally approved or exempted from the statute by a provision in the corporation's charter or bylaws adopted before the acquisition of the shares. Our charter exempts from these provisions voting rights of shares owned by the Principals and their respective affiliates and related persons. Our bylaws also contain a provision exempting from this statute any acquisition by any person of shares of our stock. There can be no assurance that this bylaw will not be amended or eliminated in the future.

Amendment to our Charter and Bylaws

Amendments to our charter require the affirmative vote of holders of not less than two-thirds of all the votes entitled to be cast on the matter. Our Board of Directors has the exclusive power to adopt, alter or repeal any provision of our bylaws and to make new bylaws.

Director Removal

Subject to the rights of holders of any series of preferred stock, our charter provides that a director may be removed only for cause and only by the affirmative vote of the holders of shares entitled to cast at least two-thirds of the votes entitled to be cast generally in the election of directors.

Dissolution of our Company

Dissolution of our Company must be approved by the affirmative vote of not less than a majority of all of the votes entitled to be cast on the matter.

Supermajority Vote for Extraordinary Corporate Actions

Under Maryland law, a Maryland corporation generally cannot dissolve, amend its charter, merge, sell all or substantially all of its assets, or engage in a share exchange or in similar transactions outside the ordinary course of business unless approved by the corporation's board of directors and the affirmative vote of holders of at least two-thirds of the votes entitled to be cast on the matter, unless a lesser percentage (but not less than a majority of all of the votes entitled to be cast on the matter) is set forth in the corporation's charter. Except for Article Ninth of our charter, which provides that our Company is subject to dissolution at any time by the vote of holders of a majority of our outstanding

common stock entitled to vote on the matter, our charter does not provide for a lesser percentage in these situations.

Limitation of Liability of Directors

Our charter includes provisions that limit the liability of our directors and officers to us and to our stockholders for money damages to the fullest extent permitted under Maryland law. Our charter also requires us to indemnify our present and former directors and officers to the maximum extent permitted under Maryland law. In addition, we have entered into indemnification agreements with some of our officers and directors.

DESCRIPTION OF OUR COMMON STOCK

Subject to the provisions of our charter regarding Excess Shares (as described above), the holders of our common stock have full voting rights, one vote for each share held of record. Subject to the provisions of our charter regarding Excess Shares and the rights of holders of preferred stock, holders of our common stock are entitled to receive the dividends authorized by our Board of Directors out of funds legally available for this purpose. Upon our liquidation, dissolution or winding up (but subject to the provisions of our charter and the rights of holders of preferred stock), the assets legally available for distribution to holders of our common stock will be distributed ratably among the holders of our common stock. Except as set forth in our stockholder rights plan, holders of our common stock have no preemptive or other subscription or conversion rights and no liability for further calls upon shares. See "Description of our Capital Stock Stockholder Rights Plan, Selected Provisions of Maryland Law and of our Charter and Bylaws." Our common stock is not subject to assessment.

The transfer agent and registrar for our common stock is Equiserve Trust Company, N.A.

Under Maryland law and our bylaws, stockholders are entitled to receive prior notice of our annual and special meetings of stockholders. Notice is given to a stockholder when it is personally delivered to him or her, left at his or her residence or usual place of business, mailed to him or her at his or her address as it appears on our records or transmitted to him or her by electronic mail or other electronic means.

Under Maryland law, a Maryland corporation generally cannot dissolve, amend its charter, merge, sell all or substantially all of its assets, engage in a share exchange or engage in similar transactions outside the ordinary course of business unless approved by the corporation's board of directors and by the affirmative vote of holders of at least two-thirds of the votes entitled to be cast on the matter, unless a lesser percentage (but not less than a majority of all of the votes entitled to be cast on the matter) is set forth in the corporation's charter. Except for Article Ninth of our charter, which provides that our Company is subject to termination at any time by the holders of a majority of the outstanding common stock entitled to vote on the matter, our charter does not provide for a lesser percentage in these situations.

DESCRIPTION OF OUR SERIES D PREFERRED STOCK

THIS SECTION DESCRIBES THE MATERIAL TERMS AND PROVISIONS OF THE SERIES D PREFERRED STOCK. THIS DESCRIPTION IS NOT COMPLETE, AND YOU SHOULD REFER TO THE MARYLAND GENERAL CORPORATION LAW, OUR CHARTER AND OUR BYLAWS FOR MORE INFORMATION. OUR CHARTER AND BYLAWS ARE INCORPORATED BY REFERENCE INTO THE REGISTRATION STATEMENT OF WHICH THIS PROSPECTUS IS A PART.

Rank

The Series D Preferred Stock ranks, with respect to payment of dividends and amounts upon voluntary or involuntary liquidation, dissolution or winding-up of our Company, as follows:

- senior to all classes or series of common stock and to all capital stock of our Company the terms of which provide that such capital stock shall rank junior to the Series D Preferred Stock;

- on a parity with the Series A Preferred Stock, the Series B Preferred Stock and each other series of our preferred stock that does not provide by its express terms that it ranks senior or junior in right of payment to the Series D Preferred Stock with respect to payment of dividends or amounts upon liquidation, dissolution or winding-up; and

- junior to any class or series of capital stock issued by us that ranks senior to the Series D Preferred Stock.

Voting

Holders of shares of the Series D Preferred Stock will have the limited voting rights described below. We will not, without the affirmative vote or consent of the holders of at least a majority of the shares of Series D Preferred Stock outstanding at the time (such series voting separately as a class or voting as a single class with any other series of preferred stock which has the right to vote with the Series D Preferred Stock on such matter):

- authorize, create or issue, or increase the authorized or issued amount of, any class or series of shares of capital stock ranking senior to the Series D Preferred Stock with respect to the payment of dividends or the distribution of assets upon voluntary or involuntary liquidation, dissolution or winding-up of our Company, or reclassify any authorized shares of capital stock into such capital stock, or create, authorize or issue any obligation or security convertible or exchangeable into or evidencing the right to purchase any such capital stock; or

- amend, alter or repeal the provisions of our charter or the Articles Supplementary with respect to the Series D Preferred Stock, whether by merger or consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Series D Preferred Stock or the holders thereof.

Certain events are described in the Articles Supplementary that are deemed not to materially and adversely affect any such right, preference, privilege or voting power or otherwise require the vote or consent of the holders of the Series D Preferred Stock. Each share of Series D Preferred Stock has one vote per share, except that when any other series of preferred stock has the right to vote with the Series D Preferred Stock as a single class on any matter, then the Series D Preferred Stock and such other series has with respect to such matters one vote per $36.55 of stated liquidation preference, subject to certain adjustments.

Dividends

With respect to each dividend period and subject to the rights of the holders of shares of preferred stock ranking senior to or on parity with the Series D Preferred Stock, the holders of shares of Series D Preferred Stock are entitled to receive, when, as and if authorized by the Board of Directors, quarterly cumulative cash dividends in an amount per share of Series D Preferred Stock equal to the greater of:

$0.6725; and

the amount of the regular quarterly cash dividends for such dividend period upon the number of shares of common stock (or portion thereof) into which such Series D Preferred Stock is then convertible.

No dividends on the Series D Preferred Stock will be authorized by the Board of Directors or set apart for payment at such time as the terms of any agreement of our Company, including any debt instrument, prohibits such authorization, payment or setting apart for payment or would constitute a breach or a default, or if such authorization or payment is restricted or prohibited by law. However, dividends on the Series D Preferred Stock will accumulate whether or not any of these restrictions exist.

So long as any Series D Preferred Stock is outstanding, (i) no dividends (other than in common stock or other capital stock ranking junior to the Series D Preferred Stock) will be declared or paid upon the common stock or any other capital stock ranking junior to or on a parity with the Series D Preferred Stock, and (ii) no common stock or other capital stock ranking junior to or on a parity with the Series D Preferred Stock will be redeemed, purchased or otherwise acquired for any consideration by us (except as expressly permitted in our charter or the Articles Supplementary with respect to the Series D Preferred Stock), unless, in the case of either clause (i) or (ii), full cumulative dividends have been or contemporaneously are authorized and paid or authorized and set apart for such payment on the Series D Preferred Stock for all dividend periods ending on or prior to the applicable dividend, redemption, purchase or acquisition date.

When dividends are not paid in full (or a sum sufficient for such full payment is not set apart for such payment) upon the Series D Preferred Stock and any other capital stock ranking on a parity as to payment of dividends with the Series D Preferred Stock, all dividends declared upon the Series D Preferred Stock and any other capital stock ranking on a parity as to payment of dividends with the Series D Preferred Stock will be declared pro rata so that the amount of dividends declared per share of Series D Preferred Stock and such other capital stock will in all cases bear to each other the same ratio that accrued dividends per share on the Series D Preferred Stock and such other capital stock bear to each other (not including any accumulation in respect of unpaid dividends for prior dividend periods if such capital stock does not have a cumulative dividend).

Liquidation Preference

In the event of any voluntary or involuntary liquidation, dissolution or winding-up of our Company, before any payment or distribution of our assets is made to or set apart for the holders of common stock or any other capital stock ranking junior to the Series D Preferred Stock, the holders of shares of the Series D Preferred Stock are entitled to receive, out of our assets available for distribution to stockholders after payment or provision for payment of all debts and subject to the prior preferences or the rights of any series of stock ranking senior to the Series D Preferred Stock, an amount equal to $36.55, plus an amount equal to all dividends (whether or not earned or authorized) accrued and unpaid thereon to the date of final distribution. If our assets, or the proceeds thereof, are insufficient to pay in full the preferential amount on the Series D Preferred Stock and any other capital stock ranking on a parity with the Series D Preferred Stock with respect to payments on liquidation,

dissolution or winding-up of our Company, then such assets, or the proceeds thereof, will be distributed among the holders of Series D Preferred Stock and any such other parity stock ratably in accordance with their respective amounts.

Conversion

Subject to the limitations set forth in the applicable Articles Supplementary, holders of shares of Series D Preferred Stock have the right to convert any whole number of such shares into shares of our common stock in accordance with certain procedures. Each share of Series D Preferred Stock will be convertible into the number of shares of our common stock determined by dividing:

$36.55 plus an amount equal to all dividends (whether or not earned or declared) accrued and unpaid thereon to the end of the last dividend period ending prior to the conversion by

$36.55, subject to adjustment in the event of certain dilutive or other capital events described in the Articles Supplementary with respect to the Series D Preferred Stock.

This right exists whether or not all accrued dividends have been paid. Upon conversion of the Series D Preferred Stock, accrued but unpaid dividends will be included in calculations determining the number of securities that a holder of Series D Preferred Stock will receive.

The Series D Preferred Stock and any shares of common stock we issue upon conversion of the Series D Preferred Stock will be subject to the ownership restrictions and limitations set forth in Article Eighth of our charter, which is incorporated by reference into the registration statement of which this prospectus is a part. See "Description of our Capital Stock."

REDEMPTION OF SERIES D PREFERRED UNITS AND COMMON UNITS; CONVERSION OF SERIES D PREFERRED STOCK

Holders of Series D Preferred Units

Subject to the limitations set forth in the Partnership Agreement, you have the right to redeem your Series D Preferred Units in whole or in part for an equal number of shares of our Series D Preferred Stock, subject to adjustment in the event of certain dilutive or other capital events. We have the right to pay you an amount of cash equal to $36.55 plus accrued and unpaid dividends with respect to each Series D Preferred Unit you tender for redemption instead of issuing Series D Preferred Stock to you. You must redeem at least 2,000 Series D Preferred Units at any given time, unless you own less than 2,000 Series D Preferred Units, in which case you must redeem all of your Series D Preferred Units.

Holders of Series D Preferred Stock

Subject to the limitations set forth in the applicable Articles Supplementary, if you receive any Series D Preferred Stock, you will have the right to convert any whole number of those shares into shares of our common stock. For more information, see "Description of our Series D Preferred Stock Conversion."

Holders of Common Units

Subject to the limitations set forth in the Partnership Agreement, if you receive any common units, you will have the right to redeem those common units in whole or in part for an equal number of shares of our common stock, subject to adjustment in the event of certain dilutive or other capital events. We have the right to pay you an amount of cash equal to the value of the common stock otherwise issuable to you upon tender of your common units, as determined in accordance with the Partnership Agreement, instead of issuing our common stock to you. You must redeem at least 2,000 common units at any given time, unless you own less than 2,000 common units, in which case you must redeem all of your common units.

Redemption and Conversion Procedures

You may exercise the right to redeem your OP units or convert your Series D Preferred Stock by providing to us an appropriate notice, as described in the Partnership Agreement or the Articles Supplementary classifying and designating the Series D Preferred Stock, respectively. You may also be required to furnish certain other certificates and forms. The Partnership Agreement and the Articles Supplementary establish some limitations on your right to redeem your OP units or convert your Series D Preferred Stock, respectively.

Once we receive a notice of redemption with respect to your OP units, we will determine whether to redeem the tendered OP units for cash or for shares of Series D Preferred Stock or common stock, as applicable. Any shares of Series D Preferred Stock or common stock that we issue will be validly issued, fully paid and nonassessable.

When you redeem your OP units or convert your Series D Preferred Stock, your right to receive distributions on the OP units or Series D Preferred Stock so redeemed or converted will cease, unless the record date for a distribution was a date before the redemption or conversion date. However, if you convert your Series D Preferred Stock between the close of business on the record date for a distribution and the opening of business on the corresponding distribution date, you must pay to us an amount equal to the distribution amount payable on the distribution date. No redemption or conversion can occur if such redemption or conversion, or delivery of OP units or Series D Preferred

Stock on the specified date to the holder seeking redemption or conversion, would be prohibited under our charter, the Partnership Agreement or applicable federal or state securities laws.

Registration Rights

We have filed the registration statement of which this prospectus is a part pursuant to our obligations in conjunction with certain agreements entered into in connection with the acquisition of Westcor Realty Limited Partnership and its affiliated companies. Under these agreements, we are obligated to use our reasonable best efforts to keep the registration statement continuously effective until all holders have tendered for redemption their outstanding Series D Preferred Units and any common units issued upon conversion of Series D Preferred Units. We have no obligation under these agreements to retain any underwriter to effect the sale of the shares covered thereby, and the registration statement is not available for use for an underwritten public offering of such shares.

We have the right under these agreements to suspend sales under the registration statement for a period of not more than 105 days during any one-year period ending on December 31, if we furnish to you a certificate signed by our executive officer or any director that, in our good faith judgment, it would be detrimental to us or our stockholders to amend the registration statement at that time (or to continue sales under the registration statement). We also have the right to require you not to make any public sale of our common stock or Series D Preferred Stock during the 15-day period prior to, and during the 90-day period beginning on, the date of pricing of any registered offering of our securities.

Pursuant to these agreements, we agreed to pay all expenses of effecting the registration of securities covered by this prospectus (other than underwriting discounts, selling commissions and stock transfer taxes, if any).

Tax Consequences of Redemption of OP Units

The following discussion summarizes the material federal income tax considerations that may be relevant to an OP unit holder who redeems his or her OP units. This discussion only applies to unit holders that provide an affidavit to the operating partnership at the time their OP units are redeemed, accurately stating, under penalties of perjury, the holder's taxpayer identification number and that the holder is not a foreign person.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES TO YOU OF REDEEMING YOUR OP UNITS, INCLUDING THE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF REDEEMING OP UNITS IN YOUR PARTICULAR CIRCUMSTANCES AND POTENTIAL CHANGES IN APPLICABLE LAWS.

Tax Treatment of Redemption of OP Units

If we elect to assume the obligation to redeem your OP units, the partnership agreement for the operating partnership provides that we, the operating partnership, and you will treat the redemption as a sale of your OP units to us at the time the OP units are redeemed. This sale will be fully taxable to you. See " Tax Treatment of Disposition of OP Units by Holders Generally" below.

If we do not elect to assume the obligation to redeem your OP units, the operating partnership will redeem the OP units for cash. If the operating partnership redeems your OP units for cash that we contribute to the operating partnership for that purpose, the redemption likely would be treated for tax purposes as a fully-taxable sale of the OP units by you to us instead of to the operating partnership, although this is not certain. If the redemption is treated that way for tax purposes, you would be treated as described under " Tax Treatment of Disposition of OP Units by Holders Generally" below.

If such a redemption is not treated as a sale of the OP units to us, or the operating partnership chooses to redeem OP units for cash that is not contributed by us for that purpose, and the operating

partnership redeems all of your OP units, the tax consequences would generally be as described under " Tax Treatment of Disposition of OP Units by Holders Generally" below. If, however, the operating partnership redeems less than all of your OP units, you would recognize taxable gain only to the extent that the amount you would be treated as receiving, as described above, exceeded your adjusted basis in all of your OP units immediately before the redemption, and you would not be permitted to recognize any loss occurring on the transaction.

Potential Application of Disguised Sale Regulations to a Redemption of OP Units

If you originally transferred property (including for this purpose a partnership interest) to the operating partnership in exchange for your OP units, a redemption of OP units may result in a "disguised sale" of that transferred property. The Internal Revenue Code and the Treasury regulations under the Internal Revenue Code generally provide that your contribution of property to the operating partnership and a simultaneous or subsequent transfer of money or other consideration from the operating partnership to you, including the partnership's assumption of a liability or taking the property subject to a liability, may be treated as a sale, in whole or in part, of the property by you to the partnership. Further, the Treasury regulations provide generally that, in the absence of an applicable exception, if the operating partnership transfers money or other consideration to you within two years after you contributed property to the partnership, the transactions will be presumed to be a sale of the contributed property unless the facts and circumstances clearly establish that the transfers do not constitute a sale. The Treasury regulations also provide that if more than two years have passed between the time when you contributed property to the partnership and the time when the partnership transferred money or other consideration to you, the transactions will be presumed not to be a sale unless the facts and circumstances clearly establish that the transfers constitute a sale.

Accordingly, if the operating partnership redeems one or more of your OP units, the Internal Revenue Service (the "IRS") could contend that the redemption should be treated as part of a disguised sale of property because you will receive cash, common stock or Series D Preferred Stock, as applicable, after having contributed property to the operating partnership. If the IRS took that position successfully, the issuance of the OP units in exchange for the contributed property could be taxable to you as a disguised sale.

Tax Treatment of Disposition of OP Units by Holders Generally

If you redeem OP units in a manner that is treated as a sale of the OP units, your gain or loss from the redemption will generally be equal to the difference between:

- the amount considered realized for tax purposes; and
- your tax basis in the OP units.

The "amount realized" will generally be the sum of: December 31, 2016, filed with the SEC on March 2, 2017, and Part II, Item 1A, "Risk Factors", in this Report.

8

Table of Contents Glossary of Defined Terms

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
CorEnergy Infrastructure Trust, Inc.
CONSOLIDATED BALANCE SHEETS

	June 30, 2017	December 31, 2016
Assets	(Unaudited)	
Leased property, net of accumulated depreciation of $62,187,684 and $52,219,717	$479,290,402	$489,258,369
Property and equipment, net of accumulated depreciation of $10,969,426 and $9,292,712	114,749,839	116,412,806
Financing notes and related accrued interest receivable, net of reserve of $4,100,000 and $4,100,000	1,500,000	1,500,000
Other equity securities, at fair value	9,147,158	9,287,209
Cash and cash equivalents	37,280,689	7,895,084
Deferred rent receivable	18,464,918	14,876,782
Accounts and other receivables	3,376,336	4,538,884
Deferred costs, net of accumulated amortization of $2,814,294 and $2,261,151	2,581,420	3,132,050
Prepaid expenses and other assets	601,428	354,230
Deferred tax asset	2,019,051	1,758,289
Goodwill	1,718,868	1,718,868
Total Assets	$670,730,109	$650,732,571
Liabilities and Equity		
Secured credit facilities, net (including $7,701,316 and $8,860,577 with related party)	$41,035,695	$89,387,985
Unsecured convertible senior notes, net of discount and debt issuance costs of $2,361,512 and $2,755,105	111,638,489	111,244,895
Asset retirement obligation	12,204,201	11,882,943
Accounts payable and other accrued liabilities	2,191,053	2,416,283
Management fees payable	1,745,325	1,735,024
Unearned revenue	543,050	155,961
Total Liabilities	$169,357,813	$216,823,091
Equity		
Series A Cumulative Redeemable Preferred Stock 7.375%, $130,000,000 and $56,250,000 liquidation preference ($2,500 per share, $0.001 par value), 10,000,000 authorized; 52,000 and 22,500 issued and outstanding at June 30, 2017 and December 31, 2016, respectively	$130,000,000	$56,250,000
Capital stock, non-convertible, $0.001 par value; 11,901,681 and 11,886,216 shares issued and outstanding at June 30, 2017 and December 31, 2016 (100,000,000 shares authorized)	11,902	11,886
Additional paid-in capital	343,585,389	350,217,746
Accumulated other comprehensive loss	(5,218)	(11,196)
Total CorEnergy Equity	473,592,073	406,468,436
Non-controlling interest	27,780,223	27,441,044
Total Equity	501,372,296	433,909,480
Total Liabilities and Equity	$670,730,109	$650,732,571

See accompanying Notes to Consolidated Financial Statements.

Table of Contents Glossary of Defined Terms

CorEnergy Infrastructure Trust, Inc.
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Revenue				
Lease revenue	$17,050,092	$16,996,072	$34,116,618	$33,992,144
Transportation and distribution revenue	4,775,780	5,064,680	9,786,370	10,164,131
Financing revenue	—	—	—	162,344
Total Revenue	21,825,872	22,060,752	43,902,988	44,318,619
Expenses				
Transportation and distribution expenses	1,362,980	1,378,306	2,698,550	2,740,631
General and administrative	2,558,339	2,773,240	5,619,579	6,063,092
Depreciation, amortization and ARO accretion expense	6,005,995	5,737,025	12,011,903	11,033,843
Provision for loan loss and disposition	—	369,278	—	5,014,466
Total Expenses	9,927,314	10,257,849	20,330,032	24,852,032
Operating Income	$11,898,558	$11,802,903	$23,572,956	$19,466,587
Other Income (Expense)				
Net distributions and dividend income	$221,440	$214,169	$264,902	$589,742
Net realized and unrealized gain (loss) on other equity securities	614,634	1,199,665	70,426	(429,087)
Interest expense	(3,202,837)	(3,540,812)	(6,657,234)	(7,466,821)
Total Other Expense	(2,366,763)	(2,126,978)	(6,321,906)	(7,306,166)
Income before income taxes	9,531,795	9,675,925	17,251,050	12,160,421
Taxes				
Current tax expense (benefit)	57,651	203,652	23,891	(474,079)
Deferred tax expense (benefit)	38,084	206,786	(260,762)	(370,609)
Income tax expense (benefit), net	95,735	410,438	(236,871)	(844,688)
Net Income	9,436,060	9,265,487	17,487,921	13,005,109
Less: Net Income attributable to non-controlling interest	435,888	310,960	818,271	659,461
Net Income attributable to CorEnergy Stockholders	$9,000,172	$8,954,527	$16,669,650	$12,345,648
Preferred dividend requirements	2,123,129	1,037,109	3,160,238	2,074,218
Net Income attributable to Common Stockholders	$6,877,043	$7,917,418	$13,509,412	$10,271,430
Net Income	$9,436,060	$9,265,487	$17,487,921	$13,005,109
Other comprehensive income (loss):				
Changes in fair value of qualifying hedges / AOCI attributable to CorEnergy stockholders	3,006	3,005	5,978	(208,071)
Changes in fair value of qualifying hedges / AOCI attributable to non-controlling interest	702	703	1,396	(48,647)
Net Change in Other Comprehensive Income (Loss)	$3,708	$3,708	$7,374	$(256,718)
Total Comprehensive Income	9,439,768	9,269,195	17,495,295	12,748,391
Less: Comprehensive income attributable to non-controlling interest	436,590	311,663	819,667	610,814
Comprehensive Income attributable to CorEnergy Stockholders	$9,003,178	$8,957,532	$16,675,628	$12,137,577
Earnings Per Common Share:				
Basic	$0.58	$0.66	$1.14	$0.86
Diluted	$0.58	$0.66	$1.14	$0.86

Weighted Average Shares of Common Stock Outstanding:				
Basic	11,896,616	11,912,030	11,892,670	11,927,984
Diluted	11,896,616	15,383,892	11,892,670	11,927,984
Dividends declared per share	$0.750	$0.750	$1.500	$1.500

See accompanying Notes to Consolidated Financial Statements.

Table of Contents Glossary of Defined Terms

CorEnergy Infrastructure Trust, Inc.
CONSOLIDATED STATEMENT OF EQUITY

	Capital Stock		Preferred Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Non-Controlling Interest	Total
	Shares	Amount	Amount					
Balance at December 31. 2016	11,886,216	$11,886	$56,250,000	$350,217,746	$(11,196)	$ —	$27,441,044	$433,909,480
Net income	—	—	—	—	—	16,668,850	819,071	17,487,921
Amortization related to de-designated cash flow hedges	—	—	—	—	5,978	—	1,396	7,374
Total comprehensive income	—	—	—	—	5,978	16,668,850	820,467	17,495,295
Issuance of Series A cumulative redeemable preferred stock, 7.375% - redemption value	—	—	73,750,000	(2,579,389)	—	—	—	71,170,611
Series A preferred stock dividends	—	—	—	(727,001)	—	(2,706,983)	—	(3,433,984)
Common stock dividends	—	—	—	(3,872,516)	—	(13,962,667)	—	(17,835,183)
Common stock issued under director's compensation plan	881	1	—	29,999	—	—	—	30,000
Distributions to Non-controlling interest	—	—	—	—	—	—	(480,488)	(480,488)
Reinvestment of dividends paid to common stockholders	14,584	15	—	516,550	—	—	—	516,565
Balance at June 30, 2017 (Unaudited)	11,901,681	$11,902	$130,000,000	$343,585,389	$(5,218)	$ —	$27,780,223	$501,372,296

See accompanying Notes to Consolidated Financial Statements.

Table of Contents Glossary of Defined Terms

CorEnergy Infrastructure Trust, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	For the Six Months Ended	
	June 30, 2017	June 30, 2016
Operating Activities		
Net Income	$17,487,921	$13,005,109
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred income tax, net	(260,762)	(370,609)
Depreciation, amortization and ARO accretion	12,949,644	12,149,782
Provision for loan loss	—	5,014,466
Non-cash settlement of accounts payable	(171,609)	—
Gain on repurchase of convertible debt	—	(68,734)
Net distributions and dividend income, including recharacterization of income	148,649	(117,004)
Net realized and unrealized (gain) loss on other equity securities	(70,426)	429,087
Unrealized gain on derivative contract	(16,453)	(132,094)
Common stock issued under directors compensation plan	30,000	30,000
Changes in assets and liabilities:		
Increase in deferred rent receivable	(3,588,136)	(4,777,761)
Decrease in accounts and other receivables	1,162,548	1,044,197
Decrease in financing note accrued interest receivable	—	95,114
Decrease (increase) in prepaid expenses and other assets	134,023	(143,996)
Increase (decrease) in management fee payable	10,301	(63,961)
Decrease in accounts payable and other accrued liabilities	(53,621)	(133,100)
Increase in unearned revenue	29,695	54,094
Net cash provided by operating activities	$27,791,774	$26,014,590
Investing Activities		
Proceeds from assets and liabilities held for sale	—	644,934
Purchases of property and equipment, net	(13,745)	(372,230)
Proceeds from asset foreclosure and sale	—	223,451
Increase in financing notes receivable	—	(202,000)
Return of capital on distributions received	61,828	2,134
Net cash provided by investing activities	$48,083	$296,289
Financing Activities		
Debt financing costs	(2,512)	(193,000)
Net offering proceeds on Series A preferred stock	71,170,611	—
Repurchases of common stock	—	(2,041,851)
Repurchases of convertible debt	—	(931,266)
Dividends paid on Series A preferred stock	(3,433,984)	(2,074,218)
Dividends paid on common stock	(17,318,618)	(17,570,352)
Distributions to non-controlling interest	(480,488)	—
Advances on revolving line of credit	—	44,000,000
Payments on revolving line of credit	(44,000,000)	—
Principal payments on secured credit facilities	(4,389,261)	(54,002,815)
Net cash provided (used) by financing activities	$1,545,748	$(32,813,502)
Net Change in Cash and Cash Equivalents	$29,385,605	$(6,502,623)
Cash and Cash Equivalents at beginning of period	7,895,084	14,618,740
Cash and Cash Equivalents at end of period	$37,280,689	$8,116,117

See accompanying Notes to Consolidated Financial Statements.
Supplemental information continued on next page.

12

Table of Contents Glossary of Defined Terms

CorEnergy Infrastructure Trust, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) (Continued from previous page)

	For the Six Months Ended	
	June 30, 2017	June 30, 2016
Supplemental Disclosure of Cash Flow Information		
Interest paid	$5,777,328	$6,758,715
Income taxes paid (net of refunds)	132,202	3,437
Non-Cash Investing Activities		
Change in accounts and other receivables	$—	$(450,000)
Net change in Assets Held for Sale, Property and equipment, Prepaid expenses and other assets, Accounts payable and other accrued liabilities and Liabilities held for sale	—	(1,776,549)
Non-Cash Financing Activities		
Reinvestment of distributions by common stockholders in additional common shares	$516,565	$331,823

See accompanying Notes to Consolidated Financial Statements.

Table of Contents Glossary of Defined Terms

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
June 30, 2017

1. INTRODUCTION AND BASIS OF PRESENTATION

Introduction

CorEnergy Infrastructure Trust, Inc. ("CorEnergy" or "the Company"), was organized as a Maryland corporation and commenced operations on December 8, 2005. The Company's common shares are listed on the New York Stock Exchange ("NYSE") under the symbol "CORR" and the depositary shares representing its Series A Preferred Stock are listed on the NYSE under the symbol "CORR PrA".

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

In 2013 CorEnergy qualified, and in March 2014 elected (effective as of January 1, 2013), to be treated as a REIT for federal income tax purposes. Because certain of the Company's assets may not produce REIT-qualifying income or be treated as interests in real property, those assets are held in wholly-owned Taxable REIT Subsidiaries ("TRSs") in order to limit the potential that such assets and income could prevent the Company from qualifying as a REIT. The Company's use of TRSs enables it to continue to engage in certain businesses while complying with REIT qualification requirements and also allows it to retain income generated by these businesses for reinvestment without the requirement of distributing those earnings. In the future, the Company may elect to reorganize and transfer certain assets or operations from its TRSs to the Company or other subsidiaries, including qualified REIT subsidiaries. TRSs hold the Company's securities portfolio, operating businesses and certain financing notes receivable.

Basis of Presentation and Use of Estimates

The accompanying consolidated financial statements include CorEnergy accounts and the accounts of its wholly-owned subsidiaries and have been prepared in accordance with GAAP set forth in the ASC, as published by the FASB, and with the SEC instructions to Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. The accompanying consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the Company's financial position, results of operations, and cash flows for the periods presented. There were no adjustments that, in the opinion of management, were not of a normal and recurring nature. All intercompany transactions and balances have been eliminated in consolidation, and the Company's net earnings are reduced by the portion of net earnings attributable to non-controlling interests.

Operating results for the three and six months ended June 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017 or any other interim or annual period. These consolidated financial statements and Management's Discussion and Analysis of the Financial Condition and Results of Operations should be read in conjunction with CorEnergy's Annual Report on Form 10-K, for the year ended December 31, 2016, filed with the SEC on March 2, 2017 (the "2016 CorEnergy 10-K").

2. RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued ASU 2014-09 "Revenue from Contracts with Customers" ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The standard was originally effective for interim and annual periods beginning after December 15, 2016 and permits the use of either the retrospective or cumulative effect transition method. On July 9, 2015, the FASB approved a one-year deferral of the effective date making the standard effective for interim and annual periods beginning after December 15, 2017. The Company is currently planning to use the modified retrospective transition method. The Company is also currently evaluating the impact that this standard will have on its consolidated financial statements and disclosures, as well as its processes and internal controls.

Table of Contents Glossary of Defined Terms

As part of its assessment work, the Company has formed an implementation team, completed training on the new revenue recognition model and is undertaking a review of its contracts. However, the Company does not expect that adoption of the standard will have a significant impact on its consolidated financial statements, as a substantial portion of its revenue consists of rental income from leasing arrangements, which is specifically excluded from ASU 2014-09.

In January 2016, the FASB issued ASU 2016-01 "Financial Instruments — Overall: Recognition and Measurement of Financial Assets and Financial Liabilities," which will require entities to measure their investments at fair value and recognize any changes in fair value in net income unless the investments qualify for the new practicability exception. The practicability exception will be available for equity investments that do not have readily determinable fair values. The guidance is effective for fiscal years beginning after December 15, 2017. The Company is currently evaluating the impact of adopting the new standard but does not believe that its adoption will have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 "Leases" ("ASU 2016-02"), which amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. ASU 2016-02 is effective for fiscal years and interim periods beginning after December 15, 2018, with early adoption permitted. At adoption, the standard will be applied using a modified retrospective approach. Management is in the process of evaluating the impact of the standard on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13 "Financial Instruments - Credit Losses" ("ASU 2016-13"), which introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments. The new model, referred to as the current expected credit losses ("CECL model"), will apply to financial assets subject to credit losses and measured at amortized cost, and certain off-balance sheet credit exposures. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within that fiscal year. Early application of the guidance will be permitted for all entities for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Management is currently evaluating the impact that adopting the new standard will have on the Company's consolidated financial statements but believes that, unless the Company acquires any additional financing receivables, the impact will not be material.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments." This new standard will make eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. The new standard is effective for fiscal years beginning after December 15, 2017 and will require adoption on a retrospective basis unless it is impracticable to apply, in which case we would be required to apply the amendments prospectively as of the earliest date practicable. Management is currently evaluating the impact of the new standard but does not expect that its adoption will have a material impact.

In January 2017, the FASB issued ASU 2017-01, "Clarifying the Definition of a Business," which clarifies the definition of "a business" to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The standard introduces a screen for determining when assets acquired are not a business and clarifies that a business must include, at a minimum, an input and a substantive process that contribute to an output to be considered a business. This standard is effective for fiscal years beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is allowed for transactions where the acquisition (or subsidiary deconsolidation) occurs before the effective date of the amendments and the transaction has not been previously reported in the financial statements. Management is currently evaluating the impact and timing of adopting the new standard.

In January 2017, the FASB issued ASU 2017-04, "Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"), which simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. Under the amendments in ASU 2017-04, an entity should recognize an impairment charge for the amount by which the carrying amount of a reporting unit exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The standard is effective for annual or interim tests performed in fiscal years beginning after December 15, 2019. Early adoption is permitted for goodwill impairment tests performed on testing dates after January 1, 2017. Effective

January 1, 2017, Management has elected to early adopt this standard in connection with its goodwill impairment testing performed subsequent to January 1, 2017. As the standard will be applied prospectively, for measurement of goodwill impairment losses when an impairment is indicated, the impact of adoption to the financial statements will depend on various factors. However, elimination of the second step will reduce the complexity and cost of measuring any such impairment.

3. LEASED PROPERTIES AND LEASES

As of June 30, 2017, the Company had three significant leased properties located in Oregon, Wyoming, Louisiana, and the Gulf of Mexico, which are leased on a triple-net basis to major tenants, described in the table below. These major tenants are responsible for the payment of all taxes, maintenance, repairs, insurance, and other operating expenses relating to the leased properties. The long-term, triple-net leases generally have an initial term of 11 to 15 years with options for renewals. Lease payments are scheduled to increase at varying intervals during the initial terms of the leases. The following table summarizes the significant leased properties, major tenants and lease terms:

Summary of Leased Properties, Major Tenants and Lease Terms

Property	Grand Isle Gathering System	Pinedale LGS[1]	Portland Terminal Facility
Location	Gulf of Mexico/Louisiana	Pinedale, WY	Portland, OR
Tenant	Energy XXI GIGS Services, LLC	Ultra Wyoming LGS, LLC	Arc Terminals Holdings LLC
Asset Description	Approximately 153 miles of offshore pipeline with total capacity of 120 thousand Bbls/d, including a 16-acre onshore terminal and saltwater disposal system.	Approximately 150 miles of pipelines and four central storage facilities.	A 39-acre rail and marine facility property adjacent to the Willamette River with 84 tanks and total storage capacity of approximately 1.5 million barrels.
Date Acquired	June 2015	December 2012	January 2014
Initial Lease Term	11 years	15 years	15 years
Renewal Option	Equal to the lesser of 9-years or 75 percent of the remaining useful life	5-year terms	5-year terms
Current Monthly Rent Payments	7/1/16 - 6/30/17: $2,826,250 7/1/17 - 6/30/18: $2,854,667	$1,741,933	$513,355
Initial Estimated Useful Life	27 years	26 years	30 years

(1) Non-Controlling Interest Partner, Prudential, funded a portion of the Pinedale LGS acquisition and, as a limited partner, holds 18.95 percent of the economic interest in Pinedale LP. Pinedale GP, a wholly-owned subsidiary of the Company, holds the remaining 81.05 percent of the economic interest.

The future contracted minimum rental receipts for all leases as of June 30, 2017, are as follows:

Future Minimum Lease Receipts [1]

Years Ending December 31,	Amount
2017	$30,672,815
2018	61,356,965
2019	63,685,399
2020	70,846,857
2021	77,027,332
Thereafter	376,287,233
Total	$679,876,601

(1)Future minimum lease receipts include base rents for the Portland Terminal Facility through its initial 15-year term. The lessee has a purchase option on the facility beginning in February 2017, which it can exercise with 90-days notice, as well as lease termination options on the fifth and tenth anniversaries of the lease. If exercised, the purchase option and termination options are subject to additional payment provisions and termination fees prescribed under the lease.

The table below displays the Company's individually significant leases as a percentage of total leased properties and total lease revenues for the periods presented:

	As a Percentage of [1]					
	Leased Properties		Lease Revenues			
			For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	December 31, 2016	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Pinedale LGS	39.7 %	39.8 %	30.6 %	30.4 %	30.6 %	30.4 %
Grand Isle Gathering System	50.1 %	50.0 %	59.6 %	59.8 %	59.6 %	59.8 %
Portland Terminal Facility	9.9 %	9.9 %	9.6 %	9.7 %	9.7 %	9.7 %

(1) Insignificant leases are not presented; thus percentages may not sum to 100%.

16

Table of Contents Glossary of Defined Terms

The following table reflects the depreciation and amortization included in the accompanying Consolidated Statements of Income associated with the Company's leases and leased properties:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Depreciation Expense				
GIGS	$2,438,649	$2,153,928	$4,877,298	$4,297,650
Pinedale	2,217,360	2,217,360	4,434,720	4,434,720
Portland Terminal Facility	318,915	318,915	637,830	205,256
United Property Systems	9,060	7,425	18,119	14,850
Total Depreciation Expense	$4,983,984	$4,697,628	$9,967,967	$8,952,476
Amortization Expense - Deferred Lease Costs				
GIGS	$7,641	$7,641	$15,282	$15,282
Pinedale	15,342	15,342	30,684	30,684
Total Amortization Expense - Deferred Lease Costs	$22,983	$22,983	$45,966	$45,966
ARO Accretion Expense				
GIGS	$160,629	$174,375	$321,258	$358,457
Total ARO Accretion Expense	$160,629	$174,375	$321,258	$358,457

The following table reflects the deferred costs that are included in the accompanying Consolidated Balance Sheets associated with the Company's leased properties:

	June 30, 2017	December 31, 2016
Net Deferred Lease Costs		
GIGS	$275,165	$ 290,447
Pinedale	642,401	673,085
Total Deferred Lease Costs, net	$917,566	$ 963,532

Substantially all of the lease tenants' financial results are driven by exploiting naturally occurring oil and natural gas hydrocarbon deposits beneath the Earth's surface. As a result, the tenants' financial results are highly dependent on the performance of the oil and natural gas industry, which is highly competitive and subject to volatility. During the terms of the leases, management monitors the credit quality of its tenants by reviewing their published credit ratings, if available, reviewing publicly available financial statements, or reviewing financial or other operating statements, monitoring news reports regarding the tenants and their respective businesses, and monitoring the timeliness of lease payments and the performance of other financial covenants under their leases.

UPL

On March 14, 2017, the bankruptcy court issued an order confirming its plan of reorganization and on April 12, 2017, UPL emerged from bankruptcy. UPL is currently subject to the reporting requirements under the Exchange Act and is required to file with the SEC annual reports containing audited financial statements and quarterly reports containing unaudited financial statements. Its SEC filings can be found at www.sec.gov. Following emergence from bankruptcy, Ultra Petroleum Corp. stock is trading on the NASDAQ under the symbol UPL. The Company makes no representation as to the accuracy or completeness of the audited and unaudited financial statements of UPL but has no reason to doubt the accuracy or completeness of such information. In addition, UPL has no duty, contractual or otherwise, to advise the Company of any events that might have occurred subsequent to the date of such financial statements which could affect the significance or accuracy of such information. None of the information in the public reports of UPL that are filed with the SEC is incorporated by reference into, or in any way form, a part of this filing.

EXXI

EXXI is currently subject to the reporting requirements of the Exchange Act and is required to file with the SEC annual reports containing audited financial statements and quarterly reports containing unaudited financial statements. Its SEC filings can be found at www.sec.gov. Its stock is currently trading on the NASDAQ under the symbol EXXI.

The Company makes no representation as to the accuracy or completeness of the audited and unaudited financial statements of EXXI but has no reason to doubt the accuracy or completeness of such information. In addition, EXXI has no duty, contractual or otherwise, to advise the Company of any events that might have occurred subsequent to the date of such financial statements which could affect the significance or accuracy of such information. None of the information in the public reports of EXXI that are filed with the SEC is incorporated by reference into, or in any way form, a part of this filing.

Table of Contents Glossary of Defined Terms

ARCX

ARCX is currently subject to the reporting requirements of the Exchange Act and is required to file with the SEC annual reports containing audited financial statements and quarterly reports containing unaudited financial statements. The audited financial statements and unaudited financial statements of Arc Logistics can be found on the SEC's website at www.sec.gov (NYSE: ARCX). The Company makes no representation as to the accuracy or completeness of the audited and unaudited financial statements of ARCX but has no reason to doubt the accuracy or completeness of such information. In addition, ARCX has no duty, contractual or otherwise, to advise the Company of any events that might have occurred subsequent to the date of such financial statements which could affect the significance or accuracy of such information. None of the information in the public reports of ARCX that are filed with the SEC is incorporated by reference into, or in any way form, a part of this filing.

4. FINANCING NOTES RECEIVABLE

Financing notes receivable are presented at face value plus accrued interest receivable and deferred loan origination costs, and net of related direct loan origination income. Each quarter the Company reviews its financing notes receivable to determine if the balances are realizable based on factors affecting the collectability of those balances. Factors may include credit quality, timeliness of required periodic payments, past due status, and management discussions with obligors. The Company evaluates the collectability of both interest and principal of each of its loans to determine if an allowance is needed. An allowance will be recorded when, based on current information and events, the Company determines it is probable that it will be unable to collect all amounts due according to the existing contractual terms. If the Company does determine an allowance is necessary, the amount deemed uncollectable is expensed in the period of determination. An insignificant delay or shortfall in the amount of payments does not necessarily result in the recording of an allowance. Generally, when interest and/or principal payments on a loan become past due, or if management otherwise does not expect the borrower to be able to service its debt and other obligations, the Company will place the loan on non-accrual status and will generally cease recognizing financing revenue on that loan until all principal and interest have been brought current. Interest income recognition is resumed if and when the previously reserved for financing notes become contractually current and performance has been demonstrated. Payments received subsequent to the recording of an allowance will be recorded as a reduction to principal.

Black Bison Financing Notes

On February 29, 2016, the Company foreclosed on 100 percent of the equity of BB Intermediate, the borrower of the Black Bison financing notes, as well as all of the other collateral securing the Black Bison Loans. The foreclosure was accepted in satisfaction of $2.0 million of the total outstanding loan balance. On June 16, 2016, the Company entered into an asset sale agreement with Expedition Water Solutions for the sale of specified disposal wells and related equipment as outlined in the sale agreement. Consideration received by the company included $748 thousand cash, net of fees, and the future right to royalty payments, which was recorded at its fair value of $450 thousand. The rights to future cash payments are tied to the future volumes of water disposed of in each of the wells sold. The Company did not record any financing revenue related to the Black Bison Loans for the six months ended June 30, 2016 or any subsequent period. These notes were considered by the Company to be on non-accrual status and were reflected as such in the financial statements. For the three and six months ended June 30, 2016 the Company recorded $369 thousand and $832 thousand, respectively, in provision for loan losses related to the Black Bison Loans.

Four Wood Financing Note Receivable

As a result of the decreased economic activity by SWD, the Company recorded a provision for loan loss with respect to the SWD Loans. The Consolidated Statements of Income for the six months ended June 30, 2016 reflect a Provision for Loan Loss of $3.5 million, which includes $71 thousand of deferred origination income and $98 thousand of interest accrued under the original loan agreements. The loans were placed on non-accrual status during the first quarter of 2016.

5. VARIABLE INTEREST ENTITIES

The FASB issued ASU 2015-02, "Consolidations (Topic 810) - Amendments to the Consolidation Analysis" ("ASU 2015-02"), which amended previous consolidation guidance, including introducing a separate consolidation analysis specific to limited partnerships and other similar entities. Under this analysis, limited partnerships and other similar entities are considered a VIE unless the limited partners hold substantive kick-out rights or participating rights. Management determined that Pinedale LP and Grand Isle Corridor LP are VIEs under the amended guidance because the limited partners of both partnerships lack both substantive kick-out rights and participating rights. As such, management evaluated the qualitative criteria under FASB ASC Topic 810 - Consolidation in conjunction with ASU 2015-02 to make a determination whether these partnerships should be consolidated on the Company's financial statements. ASC Topic 810-10 requires the primary beneficiary of a variable interest entity's activities to consolidate the VIE. The primary beneficiary is identified as the enterprise that has a) the power to direct the activities of the VIE that most significantly impact the entity's economic performance and b) the obligation to absorb losses of the entity that could

18

Table of Contents Glossary of Defined Terms

potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. The standard requires an ongoing analysis to determine whether the variable interest gives rise to a controlling financial interest in the VIE. Based on the general partners' roles and rights as afforded by the partnership agreements and its exposure to losses and benefits of each of the partnerships through its significant limited partner interests, management determined that CorEnergy is the primary beneficiary of both Pinedale LP and Grand Isle Corridor LP. Based upon that evaluation, the consolidated financial statements presented include full consolidation with respect to both of the partnerships.

6. INCOME TAXES

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting and tax purposes. Components of the Company's deferred tax assets and liabilities as of June 30, 2017 and December 31, 2016, are as follows:

Deferred Tax Assets and Liabilities

	June 30, 2017	December 31, 2016
Deferred Tax Assets:		
Net operating loss carryforwards	$1,533,957	$1,144,818
Net unrealized loss on investment securities	34,119	61,430
Cost recovery of leased and fixed assets	669,143	739,502
Loan Loss Provision	385,180	608,086
Other loss carryforwards	3,929,335	3,187,181
Sub-total	$6,551,734	$5,741,017
Deferred Tax Liabilities:		
Basis reduction of investment in partnerships	$(2,199,063)	$(2,158,746)
Cost recovery of leased and fixed assets	(2,333,620)	(1,823,982)
Sub-total	$(4,532,683)	$(3,982,728)
Total net deferred tax asset	$2,019,051	$1,758,289

As of June 30, 2017, the total deferred tax assets and liabilities presented above relate to the Company's TRSs. The Company recognizes the tax benefits of uncertain tax positions only when the position is "more likely than not" to be sustained upon examination by the tax authorities based on the technical merits of the tax position. The Company's policy is to record interest and penalties on uncertain tax positions as part of tax expense. Tax years subsequent to the year ended December 31, 2012 remain open to examination by federal and state tax authorities.

Total income tax expense (benefit) differs from the amount computed by applying the federal statutory income tax rate of 35 percent for the three and six months ended June 30, 2017 and 2016 to income or loss from operations and other income and expense for the periods presented, as follows:

Income Tax Expense (Benefit)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Application of statutory income tax rate	$3,158,922	$3,277,737	$5,726,827	$4,025,336
State income taxes, net of federal tax expense (benefit)	3,786	25,234	(31,651)	(58,026)
Federal Tax Attributable to Income of Real Estate Investment Trust	(3,066,973)	(2,892,533)	(5,932,047)	(4,811,998)
Total income tax expense (benefit)	$95,735	$410,438	$(236,871)	$(844,688)

Total income taxes are computed by applying the federal statutory rate of 35 percent plus a blended state income tax rate. Corridor Public Holdings, Inc. and Corridor Private Holdings, Inc. had a blended state rate of approximately 3.78 percent for the three and six months ended June 30, 2017 and 2.82 percent for the three and six months ended June 30, 2016. CorEnergy BBWS, Inc. does not record a provision for state income taxes because it operates only in Wyoming, which does not have state income tax. Because Mowood Corridor, Inc. and Corridor MoGas, Inc. primarily only operate in the state of Missouri, a blended state income tax rate of 5 percent was used for the operations of both TRSs for the three and six months ended June 30, 2017 and 2016. For the three and six months ended June 30, 2017 and 2016, all of the income tax benefit presented above relates to the assets and activities held in the Company's TRSs. The components of income tax expense (benefit) include the following for the periods presented:

19

Table of Contents Glossary of Defined Terms

Components of Income Tax Expense (Benefit)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Current tax expense (benefit)				
Federal	$52,031	$188,467	$21,562	$(438,730)
State (net of federal tax benefit)	5,620	15,185	2,329	(35,349)
Total current tax expense (benefit)	$57,651	$203,652	$23,891	$(474,079)
Deferred tax expense (benefit)				
Federal	$39,918	$196,737	$(226,782)	$(347,932)
State (net of federal tax benefit)	(1,834)	10,049	(33,980)	(22,677)
Total deferred tax expense (benefit)	$38,084	$206,786	$(260,762)	$(370,609)
Total income tax expense (benefit), net	$95,735	$410,438	$(236,871)	$(844,688)

As of December 31, 2016, the TRSs had an aggregate net operating loss of $3.0 million. The net operating loss may be carried forward for 20 years. If not utilized, this net operating loss will expire as follows: $90 thousand, $804 thousand, $479 thousand and $1.7 million in the years ending December 31, 2033, 2034, 2035 and 2036 respectively. The amount of deferred tax asset for net operating losses as of June 30, 2017 includes amounts for the six months ended June 30, 2017. The aggregate cost of securities for federal income tax purposes and securities with unrealized appreciation and depreciation, were as follows:

Aggregate Cost of Securities for Income Tax Purposes

	June 30, 2017	December 31, 2016
Aggregate cost for federal income tax purposes	$4,000,757	$ 4,327,077
Gross unrealized appreciation	5,582,630	5,408,242
Gross unrealized depreciation	—	—
Net unrealized appreciation	$5,582,630	$ 5,408,242

7. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

Property and Equipment

	June 30, 2017	December 31, 2016
Land	$580,000	$580,000
Natural gas pipeline	124,288,657	124,288,156
Vehicles and trailers	582,049	570,267
Office equipment and computers	268,559	267,095
Gross property and equipment	$125,719,265	$125,705,518
Less: accumulated depreciation	(10,969,426)	(9,292,712)
Net property and equipment	$114,749,839	$116,412,806

Depreciation of property and equipment is as follows:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Depreciation Expense	$838,399	$842,040	$1,676,712	$1,676,945

8. MANAGEMENT AGREEMENT

The Company pays its manager, Corridor, pursuant to a Management Agreement as described in the 2016 CorEnergy 10-K. Fees incurred under the Management Agreement for the three and six months ended June 30, 2017 were $1.8

million and \$3.6 million, respectively, compared to \$1.6 million and \$3.5 million, respectively, for the three and six months ended June 30, 2016. Fees incurred under the Management Agreement are reported in the General and Administrative line item on the Consolidated Statements of Income.

The Company pays its administrator, Corridor, pursuant to an Administrative Agreement. Fees incurred under the Administrative Agreement for the three and six months ended June 30, 2017 were \$67 thousand and \$134 thousand, respectively, compared to \$65

Table of Contents Glossary of Defined Terms

thousand and $132 thousand, respectively, for the three and six months ended June 30, 2016. Fees incurred under the Administrative Agreement are reported in the General and Administrative line item on the Consolidated Statements of Income.

9. FAIR VALUE

The following tables set forth the Company's assets and liabilities measured at fair value on a recurring basis, by level within the fair value hierarchy, as of June 30, 2017 and December 31, 2016.

	June 30, 2017			
		Fair Value		
	Total	Level 1	Level 2	Level 3
Assets:				
Other equity securities	$9,147,158	$—	$—	$9,147,158
Interest Rate Swap Derivative	43,777	—	43,777	—
Total Assets	$9,190,935	$—	$43,777	$9,147,158

	December 31, 2016			
		Fair Value		
	Total	Level 1	Level 2	Level 3
Assets:				
Other equity securities	$9,287,209	$—	$—	$9,287,209
Interest Rate Swap Derivative	19,950	—	19,950	—
Total Assets	$9,307,159	$—	$19,950	$9,287,209

At June 30, 2017, the only assets and liabilities measured at fair value on a recurring basis were the Company's derivatives and its equity securities. On March 30, 2016, the Company terminated one of the cash flow hedges with a notional amount of $26.3 million concurrent with the assignment of the Pinedale Credit Facility. The remaining cash flow hedge was de-designated from hedge accounting as of March 30, 2016, and continues to be valued using a consistent methodology and therefore is classified as a Level 2 measurement. Subsequent to de-designation, changes in the fair value are recognized in earnings in the period in which the changes occur.

The valuation of the interest rate swaps are determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including forward interest rate curves. The inputs used to value the derivatives fall primarily within Level 2 of the value hierarchy.

The changes for all Level 3 securities measured at fair value on a recurring basis using significant unobservable inputs for the six months ended June 30, 2017 and 2016 are as follows:

Level 3 Rollforward

For the Six Months Ended June 30, 2017	Fair Value Beginning Balance	Acquisitions	Disposals	Total Realized and Unrealized Gains/(Losses) Included in Net Income	Return of Capital Adjustments Impacting Cost Basis of Securities	Fair Value Ending Balance	Changes in Unrealized Losses, Included In Net Income, Relating to Securities Still Held (1)
Other equity securities	$9,287,209	$ —	$ —	$ 70,426	$ (210,477)	$9,147,158	$70,426
Total	$9,287,209	$ —	$ —	$ 70,426	$ (210,477)	$9,147,158	$70,426

For the Six Months Ended June 30, 2016							
Other equity securities	$ 8,393,683	$ —	$ —	$ (472,416)	$ 114,869	$ 8,036,136	$ (472,416)
Total	$ 8,393,683	$ —	$ —	$ (472,416)	$ 114,869	$ 8,036,136	$ (472,416)

(1) Located in Net realized and unrealized gain on other equity securities in the Consolidated Statements of Income

The Company utilizes the beginning of reporting period method for determining transfers between levels. There were no transfers between levels 1, 2 or 3 for the six months ended June 30, 2017 and 2016.

21

Table of Contents Glossary of Defined Terms

Valuation Techniques and Unobservable Inputs

The Company’s other equity securities, which represent securities issued by private companies, are classified as Level 3 assets and the Company has elected to report at fair value under the fair value option. Significant judgment is required in selecting the assumptions used to determine the fair values of these investments.

As of June 30, 2017 and December 31, 2016, the Company’s investment in Lightfoot is its only remaining significant private company investment. Lightfoot, in turn, owns a combination of public and private investments. Therefore, Lightfoot was valued using a combination of the following valuation techniques: (i) public share price of private companies' investments, and (ii) discounted cash flow analysis using an estimated discount rate of 15.7 percent to 17.7 percent and 15.3 percent to 17.3 percent as of June 30, 2017 and December 31, 2016, respectively. Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of the Company’s investment may fluctuate from period to period. Additionally, the fair value of the Company’s investment may differ from the values that would have been used had a ready market existed for such investment and may differ materially from the values that the Company may ultimately realize.

As of both June 30, 2017 and December 31, 2016, the Company held a 6.6 percent and 1.5 percent equity interest in Lightfoot LP and Lightfoot GP, respectively. Lightfoot’s assets include an ownership interest in Gulf LNG, a 1.5 billion cubic feet per day ("bcf/d") receiving, storage, and regasification terminal in Pascagoula, Mississippi, and common units and subordinated units representing an approximately 40 percent aggregate limited partner interest, and a noneconomic general partner interest, in Arc Logistics Partners LP (NYSE: ARCX). The Company holds observation rights on Lightfoot's Board of Directors.

Certain condensed combined unaudited financial information of the unconsolidated affiliate, Lightfoot, is presented in the following tables:

	June 30, 2017	December 31, 2016
	(Unaudited) (in thousands)	
Assets		
Current assets	$17,787	$20,412
Noncurrent assets	693,156	698,745
Total Assets	$710,943	$719,157
Liabilities		
Current liabilities	$14,902	$14,718
Noncurrent liabilities	271,320	268,805
Total Liabilities	$286,222	$283,523
Partner's equity	424,721	435,634
Total liabilities and partner's equity	$710,943	$719,157

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
	(Unaudited) (in thousands)			
Revenues	$26,586	$26,243	$52,511	$52,310
Operating expenses	22,803	20,812	45,274	42,884
Income (Loss) from Operations	$3,783	$5,431	$7,237	$9,426
Other income	1,860	2,369	3,770	4,743
Net Income	$5,643	$7,800	$11,007	$14,169
Less: Net Income attributable to non-controlling interests	(1,977)	(5,070)	(5,107)	(9,077)
Net Income attributable to Partner's Capital	$3,666	$2,730	$5,900	$5,092

The following section describes the valuation methodologies used by the Company for estimating fair value for financial instruments not recorded at fair value, but fair value is included for disclosure purposes only, as required under disclosure guidance related to the fair value of financial instruments.

Cash and Cash Equivalents — The carrying value of cash, amounts due from banks, federal funds sold and securities purchased under resale agreements approximates fair value.

Table of Contents Glossary of Defined Terms

Financing Notes Receivable — The financing notes receivable are valued on a non-recurring basis. The financing notes receivable are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Financing Notes with carrying values that are not expected to be recovered through future cash flows are written-down to their estimated net realizable value. Estimates of realizable value are determined based on unobservable inputs, including estimates of future cash flow generation and value of collateral underlying the notes.

Secured Credit Facilities — The fair value of the Company's long-term variable-rate debt under its secured credit facilities approximates carrying value.

Unsecured Convertible Senior Notes — The fair value of the unsecured convertible senior notes is estimated using quoted market prices.

Carrying and Fair Value Amounts

	Level within fair value hierarchy	June 30, 2017 Carrying Amount [1]	June 30, 2017 Fair Value	December 31, 2016 Carrying Amount [1]	December 31, 2016 Fair Value
Financial Assets:					
Cash and cash equivalents	Level 1	$37,280,689	$37,280,689	$7,895,084	$7,895,084
Financing notes receivable (Note 4)	Level 3	$1,500,000	$1,500,000	$1,500,000	$1,500,000
Financial Liabilities:					
Secured Credit Facilities	Level 2	$41,035,695	$41,035,695	$89,387,985	$89,387,985
Unsecured convertible senior notes	Level 1	$111,638,489	$127,821,360	$111,244,895	$129,527,940

(1) The carrying value of debt balances are presented net of unamortized original issuance discount and debt issuance costs.

10. DEBT

The following is a summary of the Company's debt facilities and balances as of June 30, 2017 and December 31, 2016:

	Total Commitment or Original Principal	Quarterly Principal Payments	Maturity Date	June 30, 2017 Amount Outstanding	June 30, 2017 Interest Rate	December 31, 2016 Amount Outstanding	December 31, 2016 Interest Rate
CorEnergy Secured Credit Facility:							
CorEnergy Revolver	$105,000,000	$ —	12/15/2019	$—	4.23 %	$44,000,000	3.76 %
CorEnergy Term Loan	45,000,000	1,615,000	12/15/2019	33,510,000	4.22 %	36,740,000	3.74 %
MoGas Revolver	3,000,000	—	12/15/2019	—	4.23 %	—	3.77 %
Omega Line of Credit	1,500,000	—	7/31/2017	—	5.23 %	—	4.77 %
Pinedale Secured Credit Facility:							
$58.5M Term Loan – related party (1)	11,085,750	167,139	3/30/2021	7,701,316	8.08 %	8,860,577	8.00 %
7.00% Unsecured Convertible Senior Notes	115,000,000	—	6/15/2020	114,000,000	7.00 %	114,000,000	7.00 %
Total Debt				$155,211,316		$203,600,577	
Less:							
Unamortized deferred financing costs [2]				$320,421		$381,531	
Unamortized discount on 7.00% Convertible Senior Notes				2,216,711		2,586,166	
Long-term debt, net of deferred financing costs				$152,674,184		$200,632,880	
Debt due within one year				$7,128,556		$7,128,556	

(1) $47.4 million of the original $58.5 million term loan is payable to CorEnergy under the same terms and eliminates in consolidation.

(2) A portion of the unamortized deferred financing costs, related to our revolving credit facilities, are included in Deferred Costs in the Assets section of the Consolidated Balance Sheets. Refer to the "Deferred Financing Costs" paragraph below.

CorEnergy Credit Facility

The Company maintains a credit facility with Regions Bank (as lender and administrative agent for the other participating lenders) to provide borrowing commitments of $153.0 million, consisting of (i) a $105.0 million revolver at the CorEnergy parent entity level (the "CorEnergy Revolver"), (ii) a $45.0 million term loan at the CorEnergy parent entity level (the "CorEnergy Term Loan") and (iii) a $3.0 million revolving credit facility at the MoGas subsidiary entity level (the "MoGas Revolver" and, collectively with the CorEnergy Revolver and the CorEnergy Term Loan, the "CorEnergy Credit Facility").

Table of Contents Glossary of Defined Terms

The CorEnergy Credit Facility has a maturity date of December 15, 2019. Borrowings under the credit facility will generally bear interest on the outstanding principal amount using a LIBOR pricing grid that is expected to equal a LIBOR rate plus an applicable margin of 2.75 percent to 3.75 percent, based on the Company's senior secured recourse leverage ratio. Total availability is subject to a borrowing base. The CorEnergy Credit Facility contains, among other restrictions, certain financial covenants including the maintenance of certain financial ratios, as well as default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods). As of June 30, 2017, the Company was in compliance with all covenants of the CorEnergy Credit Facility.
On April 18, 2017, the Company repaid the $44.0 million in outstanding borrowings on the CorEnergy Revolver with a portion of the proceeds from a follow-on offering of its 7.375% Series A Preferred Stock, as discussed further in Note 11 ("Stockholder's Equity"). As of June 30, 2017, the Company had approximately $98.2 million and $3.0 million of availability under the CorEnergy Revolver and MoGas Revolver, respectively.
On July 28, 2017, the Company entered into an amendment and restatement of the CorEnergy Credit Facility with Regions Bank (as lender and administrative agent for other participating lenders). See Note 13 ("Subsequent Events") for further discussion of the amended and restated credit facility.

Pinedale Credit Facility

On December 20, 2012, Pinedale LP closed on a $70.0 million secured term credit facility. Outstanding balances under the original facility generally accrued interest at a variable annual rate equal to LIBOR plus 3.25 percent. This credit facility was secured by the Pinedale LGS asset. The credit facility remained in effect until December 31, 2015, with an option to extend through December 31, 2016. Although the Company elected not to extend the facility for an additional one-year period, it did amend the facility to extend the maturity date to March 30, 2016. During the extension period, the company made principal payments of $3.2 million and the credit facility bore interest on the outstanding principal amount at LIBOR plus 4.25 percent.
On March 4, 2016, the Company obtained a consent from its lenders under the CorEnergy Credit Facility, which permitted the Company to utilize the CorEnergy Revolving Credit Facility to refinance the Company's pro rata share of the remaining balance of the Pinedale secured term credit facility. On March 30, 2016, the Company and Prudential ("the Refinancing Lenders"), refinanced the remaining $58.5 million principal balance of the $70.0 million credit facility (on a pro rata basis equal to their respective equity interests in Pinedale LP, with the Company’s 81.05 percent share being approximately $47.4 million) and executed a series of agreements assigning the credit facility to CorEnergy Infrastructure Trust, Inc. as Agent for the Refinancing Lenders. The facility was further modified to extend the maturity date to March 30, 2021; to increase the LIBOR Rate to the greater of (i) 1.00 percent and (ii) the one-month LIBOR rate; and to increase the LIBOR Rate Spread to 7.00 percent per annum. The Company's portion of the debt and interest is eliminated in consolidation and Prudential's portion of the debt is shown as a related-party liability. The Company also terminated one of two related interest rate swaps with a notional amount of $26.3 million.
Pinedale LP's credit facility with the Refinancing Lenders limits distributions by Pinedale LP to the Company. Such distributions are permitted to the extent required for the Company to maintain its REIT qualification, so long as Pinedale LP's obligations under the credit facility have not been accelerated following an Event of Default (as defined in the credit facility). Pinedale LP automatically entered into a Cash Control Period (as defined in the credit facility) with the Refinancing Lenders upon the April 29, 2016 bankruptcy filing by Ultra Wyoming and its parent guarantor, Ultra Petroleum. During the Cash Control Period, the Company as Agent swept all funds for the repayment of accrued interest, scheduled principal payments and principal prepayments on the loans. Ultra Petroleum emerged from bankruptcy in April 2017, resulting in the end of the Cash Control Period and, in May 2017, Pinedale LP resumed distributions.
The Company has provided to Prudential a guarantee against certain inappropriate conduct by or on behalf of Pinedale LP or us. The credit facility also requires Pinedale LP to maintain minimum net worth levels and certain leverage ratios, which along with other provisions of the credit facility limit cash dividends and loans to the Company. At June 30, 2017, the net assets of Pinedale LP were $146.1 million and Pinedale LP was in compliance with all of the financial covenants of the Pinedale Credit Facility.

Deferred Financing Costs

The CorEnergy Credit Facility's deferred financing costs, net, as of June 30, 2017 and December 31, 2016 were $1.7 million and $2.2 million, respectively. This portion of deferred financing costs relate to a revolving credit facility and are not presented as a reduction to long-term debt but rather as deferred costs in the assets section of the Consolidated Balance Sheets.

Table of Contents Glossary of Defined Terms

A summary of deferred financing cost amortization expenses for the three and six months ended June 30, 2017 and 2016 is as follows:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
CorEnergy Credit Facility	$272,074	$272,076	$544,148	$534,378
Pinedale Credit Facility	—	—	—	156,330
Total Deferred Debt Cost Amortization Expense (1)(2)	$272,074	$272,076	$544,148	$690,708

(1) Amortization of deferred debt issuance costs is included in interest expense in the Consolidated Statements of Income.

(2) For the amount of deferred debt cost amortization relating to the Convertible Notes included in the Consolidated Statements of Income, refer to the Convertible Note Interest Expense table below.

Contractual Payments

The remaining contractual principal payments as of June 30, 2017 under the CorEnergy and Pinedale credit facilities are as follows:

Year	CorEnergy Term Loan	Pinedale Credit Facility	Total
2017	$3,230,000	$334,278	$3,564,278
2018	6,460,000	668,556	7,128,556
2019	23,820,000	668,556	24,488,556
2020	—	668,556	668,556
2021	—	5,361,370	5,361,370
Thereafter	—	—	—
Total Remaining Contractual Payments	$33,510,000	$7,701,316	$41,211,316

Convertible Debt

On June 29, 2015, the Company completed a public offering of $115.0 million aggregate principal amount of 7.00% Convertible Senior Notes Due 2020 (the "Convertible Notes"). The Convertible Notes mature on June 15, 2020 and bear interest at a rate of 7.00 percent per annum, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2015. On May 23, 2016, the Company repurchased $1.0 million of its convertible bonds on the open market.

The following is a summary of the impact of Convertible Notes on interest expense for the three and six months ended June 30, 2017 and 2016:

Convertible Note Interest Expense

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
7.00% Convertible Notes	$1,995,000	$1,983,528	$3,990,000	$3,996,028
Discount Amortization	184,728	185,727	369,456	373,962
Deferred Debt Issuance Amortization	12,069	12,703	24,138	24,958
Total Convertible Note Interest Expense	$2,191,797	$2,181,958	$4,383,594	$4,394,948

The Convertible Notes were initially issued with an underwriters' discount of $3.7 million which is being amortized over the life of the Convertible Notes. Including the impact of the convertible debt discount and related deferred debt issuance costs, the effective interest rate on the Convertible Notes is approximately 7.7 percent for each of the three and six months ended June 30, 2017 and 2016.

11. STOCKHOLDER'S EQUITY

PREFERRED STOCK

On April 18, 2017, the Company closed a follow-on underwritten public offering of 2,800,000 depository shares, each representing 1/100th of a share of 7.375% Series A Preferred Stock, at a price of $25.00 per depository share. On May 10, 2017, the Company sold an additional 150,000 depository shares at a public offering price of $25.00 per depository share in connection with the underwriters' exercise of their over-allotment option to purchase additional shares. Total proceeds from the offering were approximately $71.2 million, after deducting underwriting discounts and other offering expenses. A portion of the proceeds from the offering were utilized to repay $44.0 million in outstanding borrowings under the CorEnergy Revolver. Following the offering, the Company has a total of 5,200,000 depository shares outstanding. See Note 13 ("Subsequent Events") for further information regarding the declaration of a dividend on the 7.375% Series A Preferred Stock.

COMMON STOCK

As of June 30, 2017, the Company has 11,901,681 of common shares issued and outstanding. See Note 13 ("Subsequent Events") for further information regarding the declaration of a dividend on the common stock.

SHELF REGISTRATION

On February 18, 2016, the Company had a new shelf registration statement declared effective by the SEC, pursuant to which it may publicly offer additional debt or equity securities with an aggregate offering price of up to $600.0 million.

As of June 30, 2017, the Company has issued 49,164 shares of common stock under the Company's dividend reinvestment plan pursuant to the February 18, 2016 shelf, reducing availability by approximately $1.3 million. Shelf availability was further reduced by approximately $73.8 million as a result of the follow-on offering of additional 7.375% Series A Preferred Stock during the second quarter of 2017. As of June 30, 2017, availability on the current shelf registration is approximately $524.9 million.

12. EARNINGS PER SHARE

Basic earnings per share data is computed based on the weighted-average number of shares of common stock outstanding during the periods. Diluted EPS data is computed based on the weighted-average number of shares of common stock outstanding, including all potentially issuable shares of common stock. Diluted EPS for the three and six months ended June 30, 2017 and for the six months ended June 30, 2016 excludes the impact to income and the number of shares outstanding from the conversion of the 7.00% Convertible Senior Notes because such impact would be antidilutive.

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Net income attributable to CorEnergy stockholders	$9,000,172	$8,954,527	$16,669,650	$12,345,648
Less: preferred dividend requirements	2,123,129	1,037,109	3,160,238	2,074,218
Net income attributable to common stockholders	$6,877,043	$7,917,418	$13,509,412	$10,271,430
Weighted average shares - basic	11,896,616	11,912,030	11,892,670	11,927,984
Basic earnings per share	$0.58	$0.66	$1.14	$0.86
Net income attributable to common stockholders (from above)	$6,877,043	$7,917,418	$13,509,412	$10,271,430
Add: After tax effect of convertible interest (1)	—	2,181,958	—	—
Income attributable for dilutive securities	$6,877,043	$10,099,376	$13,509,412	$10,271,430
Weighted average shares - diluted	11,896,616	15,383,892	11,892,670	11,927,984
Diluted earnings per share	$0.58	$0.66	$1.14	$0.86

(1) The interest amounts in this line include the amortization of deferred costs and the amortization of the discount on the Convertible Notes. There is no income tax effect due to the Company's REIT status.

13. SUBSEQUENT EVENTS

The Company performed an evaluation of subsequent events through the date of the issuance of these financial statements and determined that no additional items require recognition or disclosure, except for the following:

Common Stock Dividend Declaration

On August 1, 2017, the Company's Board of Directors declared the 2017 second quarter dividend of $0.75 per share for CorEnergy common stock. The dividend is payable on August 31, 2017 to shareholders of record on August 17, 2017.

Preferred Stock Dividend Declaration

On August 1, 2017, the Company's Board of Directors also declared a cash dividend of $0.4609375 per depositary share for its 7.375% Series A Preferred Stock for the quarter ending June 30, 2017. The preferred stock dividend is payable on August 31, 2017 to shareholders of record on August 17, 2017.

Table of Contents Glossary of Defined Terms

Amendment and Restatement of CorEnergy Credit Facility

On July 28, 2017, the Company entered into an amendment and restatement of the CorEnergy Credit Facility with Regions Bank (as lender and administrative agent for other participating lenders). The amended facility provides for commitments of up to $161.0 million, comprised of (i) increased commitments on the CorEnergy Revolver of up to $160.0 million, subject to borrowing base limitations, and (ii) a $1.0 million commitment on the MoGas Revolver. The amended facility has a 5-year term maturing on July 28, 2022, and provides for a springing maturity on February 28, 2020, and thereafter, if the Company fails to meet certain liquidity requirements from the springing maturity date through the maturity of the Company's convertible notes on June 15, 2020.

Other terms of the amended and restated CorEnergy Credit Facility are substantially the same as the prior facility. Borrowings under the credit facility will generally bear interest on the outstanding principal amount using a LIBOR pricing grid that is expected to equal a LIBOR rate plus an applicable margin of 2.75 percent to 3.75 percent, based on the Company's senior secured recourse leverage ratio. The CorEnergy Credit Facility contains, among other restrictions, certain financial covenants including the maintenance of certain financial ratios, as well as default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods).

In connection with entering into the amended and restated facility, the Company used cash on hand and borrowings under the amended facility to repay the $33.5 million outstanding balance on the CorEnergy Term Loan on the prior facility.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto in this Report on Form 10-Q of CorEnergy Infrastructure, Inc. ("the Company," "CorEnergy," "we" or "us"). The forward-looking statements included in this discussion and elsewhere in this Report on Form 10-Q involve risks and uncertainties, including anticipated financial performance, business prospects, industry trends, shareholder returns, performance of leases by tenants, performance on loans to customers, and other matters, which reflect management's best judgment based on factors currently known. See "Cautionary Statement Concerning Forward-Looking Statements" which is incorporated herein by reference. Actual results and experience could differ materially from the anticipated results and other expectations expressed in our forward-looking statements as a result of a number of factors, including but not limited to those discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 2, 2017, and Part II, Item 1A, "Risk Factors" in this Report on Form 10-Q.

BUSINESS OBJECTIVE

CorEnergy primarily owns assets in the U.S. energy sector that perform utility-like functions, such as pipelines, storage terminals, rail terminals and gas and electric transmission and distribution assets. Our objective is to provide shareholders with a stable and growing cash dividend, supported by long-term contracted revenue from operators of our assets, primarily under triple-net participating leases. These leases generate stable cash flows without direct commodity price exposure. We believe our leadership team's energy and utility expertise provides CorEnergy with a competitive advantage to acquire, own and lease U.S. energy infrastructure assets in a tax-efficient, transparent, investor-friendly REIT. We meet the capital needs of companies in the U.S. energy infrastructure sector because we are a passive, long-term partner using our management's extensive industry knowledge to customize our long-term leases and structured financings. Our leadership team also has extensive insight on the broad universe of assets that may be owned by a REIT and utilizes a disciplined investment philosophy developed through an average of over 24 years of relevant industry experience.

We expect our leases to provide us with contracted base rent, plus participating rent based upon asset-specific criteria. The energy industry commonly employs contracts with participating features, and we provide exposure to both the risk and opportunity of utilization of our assets, which we believe is a hallmark of infrastructure assets of all types. Our participating triple-net leases require the operator to pay all expenses of the business including maintaining our assets in good working order.

The majority of our assets leased to tenants under triple-net leases are dependent upon the tenants' exploitation of hydrocarbon reserves in the fields where our assets are located. These reserves are depleted over time, and therefore, may economically diminish the value of our assets over the period that the underlying reserves are exploited. Accordingly, we expect the contracted base rents under these leases, including fair market renewal rent expectations, to provide for a return on capital, as well as a return of capital, over the life of the asset. The portion of rents we believe to constitute a return of capital are utilized for debt repayment and/or are reserved for capital reinvestment activities in order to maintain our long-term earnings and dividend paying capacity. The return on capital is that portion of rents which are available for distribution to our shareholders through dividend payouts.

Base rents under our leases are structured on an estimated fair market value rent structure over the initial term, which includes assumptions related to the terminal value of our assets and expectations of tenant renewals. At the conclusion of the initial lease term, our leases generally contain fair market value repurchase options or fair market rent renewal terms. These clauses also act as safeguards against our tenants pursuing activities which would undermine or degrade the value of our assets faster than the underlying reserves are depleted. Our participating rents are structured to provide exposure to the commercial activity of the tenant, and as such, also provide protection in the event that the economic life of our assets is reduced based on accelerated production by our tenants.

Our assets are primarily mission-critical to our customers, in that utilization of our assets is necessary for the business they seek to conduct and their rental payments are an essential operating expense. For example, our crude oil gathering system assets are necessary to the exploitation of upstream crude oil reserves, so the operators' lease of those assets is economically critical to their operations. Some of our assets are subject to rate regulation by FERC or state public utility commissions. Further, energy infrastructure assets are an essential and growing component of the U.S. economy that give us the opportunity to assist the capital expansion plans and meet the capital needs of various midstream and upstream participants.

We intend to distribute substantially all of our cash available for distribution, less prudent reserves, on a quarterly basis. CorEnergy targets dividend growth of 1-3 percent annually from existing contracts through inflation escalations and participating rents and additional growth from acquisitions. Based on low inflation and current production levels, we are not anticipating significant inflation-based or participating rents in 2017. Since qualifying as a REIT in 2013, we have grown our annualized dividend from $2.50 per share to $3.00 per share. Our management contract includes incentive provisions, aligning our leadership team with our stockholders' interests in raising the dividend only if we believe the rate is sustainable.

Table of Contents Glossary of Defined Terms

Recent Developments

Preferred Stock Offering

On April 18, 2017, we closed a follow-on, underwritten public offering of 2,800,000 depository shares, each representing 1/100th of a share of 7.375% Series A Preferred Stock at a price of $25.00 per depository share. On May 10, 2017, we sold an additional 150,000 depository shares at a price of $25.00 per depository share in connection with the underwriters' exercise of their over-allotment option to purchase additional shares. Proceeds from the offering were $71.2 million, after deducting underwriting discounts and other offering expenses. Following the offering, we have a total of 5,200,000 depository shares outstanding. Approximately $44.1 million of the proceeds from the offering were utilized to pay off the outstanding borrowings and accrued interest on the CorEnergy Revolver, creating additional availability under the CorEnergy Credit Facility.

Amendment and Restatement of CorEnergy Credit Facility

On July 28, 2017, we entered into an amendment and restatement of the CorEnergy Credit Facility with Regions Bank (as lender and administrative agent for other participating lenders). The amended facility provides for commitments of up to $161.0 million, comprised of (i) increased commitments on the CorEnergy Revolver of up to $160.0 million, subject to borrowing base limitations, and (ii) a $1.0 million commitment on the MoGas Revolver. The amended facility has a 5-year term maturing on July 28, 2022, and provides for a springing maturity on February 28, 2020, and thereafter, if we fail to meet certain liquidity requirements from the springing maturity date through the maturity of our convertible notes on June 15, 2020.

In connection with entering into the amended and restated facility, we used cash on hand and borrowings under the amended facility to repay the $33.5 million outstanding balance on the CorEnergy Term Loan on the prior facility.

Basis of Presentation

The consolidated financial statements include CorEnergy Infrastructure Trust, Inc., as of June 30, 2017, and its direct and indirect wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

RESULTS OF OPERATIONS

The following tables summarize the financial data and key operating statistics for CorEnergy for the three and six months ended June 30, 2017 and 2016. We believe the Operating Results detail presented below provides investors with information that will assist them in analyzing the operating performance of our leased assets, financing notes receivable, other equity securities, and operating entities. The following data should be read in conjunction with our consolidated financial statements and the notes thereto included in Part I, Item 1 of this Report. All information in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations," except for balance sheet data as of December 31, 2016, is unaudited.

Table of Contents Glossary of Defined Terms

The following table and discussion is a summary of our results of operations for the three and six months ended June 30, 2017 and 2016:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Revenue				
Lease revenue	$17,050,092	$16,996,072	$34,116,618	$33,992,144
Transportation and distribution revenue	4,775,780	5,064,680	9,786,370	10,164,131
Financing revenue	—	—	—	162,344
Total Revenue	21,825,872	22,060,752	43,902,988	44,318,619
Expenses				
Transportation and distribution expenses	1,362,980	1,378,306	2,698,550	2,740,631
General and administrative	2,558,339	2,773,240	5,619,579	6,063,092
Depreciation, amortization and ARO accretion expense	6,005,995	5,737,025	12,011,903	11,033,843
Provision for loan loss and disposition	—	369,278	—	5,014,466
Total Expenses	9,927,314	10,257,849	20,330,032	24,852,032
Operating Income	$11,898,558	$11,802,903	$23,572,956	$19,466,587
Other Income (Expense)				
Net distributions and dividend income	$221,440	$214,169	$264,902	$589,742
Net realized and unrealized gain (loss) on other equity securities	614,634	1,199,665	70,426	(429,087)
Interest expense	(3,202,837)	(3,540,812)	(6,657,234)	(7,466,821)
Total Other Expense	(2,366,763)	(2,126,978)	(6,321,906)	(7,306,166)
Income before income taxes	9,531,795	9,675,925	17,251,050	12,160,421
Income tax expense (benefit), net	95,735	410,438	(236,871)	(844,688)
Net Income	9,436,060	9,265,487	17,487,921	13,005,109
Less: Net Income attributable to non-controlling interest	435,888	310,960	818,271	659,461
Net Income attributable to CorEnergy Stockholders	$9,000,172	$8,954,527	$16,669,650	$12,345,648
Preferred dividend requirements	2,123,129	1,037,109	3,160,238	2,074,218
Net Income attributable to Common Stockholders	$6,877,043	$7,917,418	$13,509,412	$10,271,430
Other Financial Data (1)				
Adjusted EBITDA	$16,976,703	$17,161,582	$33,915,240	$34,082,479
NAREIT FFO	12,287,971	13,045,630	24,331,181	20,077,940
FFO	12,014,732	12,380,700	24,586,094	20,450,286
AFFO	12,499,249	13,320,271	25,814,607	26,103,704

(1) Refer to the "Non-GAAP Financial Measures" section that follows for additional details.

Three Months Ended June 30, 2017 Compared to the Three Months Ended June 30, 2016

Revenue. Consolidated revenues were $21.8 million for the three months ended June 30, 2017 compared to $22.1 million for the three months ended June 30, 2016, representing a decrease of $235 thousand. Lease revenue was $17.0 million for each of the three months ended June 30, 2017 and 2016 with the slight increase of approximately $54 thousand driven by the annual CPI escalations pursuant to the Pinedale Lease Agreement. Transportation and distribution revenue from our subsidiaries MoGas and Omega was $4.8 million and $5.1 million for the three months ended June 30, 2017 and 2016, respectively. The $289 thousand decrease primarily resulted from the timing of projects performed by Omega for Fort Leonard Wood.

General and Administrative Expenses. General and administrative expenses were $2.6 million for the three months ended June 30, 2017 compared to $2.8 million for the three months ended June 30, 2016. The most significant components of the variance from the prior-year period are outlined in the following table and explained below:

	For the Three Months Ended	
	June 30, 2017	June 30, 2016
Management fees	$1,812,688	$1,618,530
Acquisition and professional fees	467,391	644,628
Other expenses	278,260	510,082
Total	$2,558,339	$2,773,240

30

Table of Contents Glossary of Defined Terms

Management fees are directly proportional to our asset base. For the three months ended June 30, 2017, management fees increased $194 thousand compared to the prior-year period due primarily to (i) the incentive fee for the second quarter 2016 being recorded in the third quarter 2016 and (ii) certain fluctuations in the asset base. See Part I, Item 1, Note 8 ("Management Agreement") for additional information.

Acquisition and professional fees for the three months ended June 30, 2017 decreased $177 thousand from the prior-year period. An increase of $210 thousand in acquisition expenses was more than offset by a $387 thousand decrease in professional fees.

Generally, we expect asset acquisition expenses to be repaid over time from income generated by acquisitions. However, any particular period may reflect significant expenses arising from third party legal, engineering, and consulting fees that are incurred in the early to mid-stages of due diligence. Due to the uncertainty in the energy industry and the number of energy companies going through the bankruptcy process in 2016, the Company experienced lower asset acquisition costs. The increase in acquisition expenses for the three months ended June 30, 2017 was the result of increased focus on potential acquisition opportunities in the current-year period.

The decrease in professional fees during the three months ended June 30, 2017 is primarily attributable to (i) reimbursement of legal fees received in the current-year period for costs incurred during UPL's bankruptcy as well as (ii) lower legal fees compared to the prior-year period due to fees incurred related to the assignment and modification of the Pinedale Credit Facility.

Other expenses for the three months ended June 30, 2017 decreased $232 thousand compared to the prior-year period. The decrease is primarily related to (i) a non-cash gain recorded on a settlement of accounts payable in the current-year period and (ii) higher expenses at Black Bison in the prior-year period due to the foreclosure and sale activities.

Depreciation, Amortization and ARO Accretion Expense. Depreciation, amortization and ARO accretion expense was $6.0 million for the three months ended June 30, 2017 compared to $5.7 million for the three months ended June 30, 2016. This increase was primarily related to depreciation expense, which increased $283 thousand from the three months ended June 30, 2017 to the three months ended June 30, 2016. The change in depreciation expense was driven by a reduction in the useful life of GIGS property to 26.5 years at the end of 2016.

Provision for loan loss and disposition. For the three months ended June 30, 2016, we recorded a provision for loan losses of approximately $369 thousand. There were no loan loss provisions recorded in the second quarter of 2017. For additional information, see Part I, Item 1, Note 4 ("Financing Notes Receivable").

Net Distributions and Dividend Income. Net distributions and dividend income for the three months ended June 30, 2017 was $221 thousand compared to $214 thousand for the three months ended June 30, 2016. The portion of distributions and dividends deemed to be income versus a return of capital in any period are made at the time such distributions are received. These estimates may be subsequently revised based on information received from the portfolio company after their tax reporting periods are concluded. The following table provides a reconciliation of the gross cash distributions and dividend income received from our investment securities during the three months ended June 30, 2017 and 2016 to the net distributions and dividends recorded as income on the Consolidated Statements of Income.

	For the Three Months Ended	
	June 30, 2017	June 30, 2016
Gross cash distributions and dividend income received from investment securities	$252,213	$215,139
Add:		
Cash distributions received in prior period previously deemed a return of capital (dividend income) which have been reclassified as income (return of capital) in a subsequent period	—	—
Less:		
Cash distributions and dividends received in current period deemed a return of capital and not recorded as income (recorded as a cost reduction) in the current period	30,773	970
Net distributions and dividends recorded as income	$221,440	$214,169

Net Realized and Unrealized Gain on Other Equity Securities. For the three months ended June 30, 2017, net realized gain on other equity securities of $615 thousand decreased $585 thousand compared to the $1.2 million gain recorded the same period in 2016. The decrease in the current year gain was primarily due to fluctuations in the valuation of Lightfoot, which is dependent on the public share price of ARCX. During the first quarter of 2016, WTI oil and natural gas prices bottomed and ARCX share prices declined $3.04 or 23.0 percent, but recovered $2.77 or 27.1 percent during the second quarter of 2016 causing the larger gain in the prior-year period.

Table of Contents Glossary of Defined Terms

Interest Expense. For the three months ended June 30, 2017 and 2016, interest expense totaled approximately $3.2 million and $3.5 million, respectively. This decrease was attributable to the payment of outstanding borrowings on the CorEnergy Revolver during the second quarter 2017, which resulted in a $291 thousand reduction in interest expense.
Income Tax Expense. Income tax expense was $96 thousand for the three months ended June 30, 2017 compared to $410 thousand for the three months ended June 30, 2016, representing a decrease of $315 thousand. The decrease was primarily attributable to lower taxable income at our TRS entities, largely driven by lower unrealized gains on our investment in Lightfoot in the current year period.
Net Income. Net income was $9.4 million and $9.3 million for the three months ended June 30, 2017 and 2016, respectively. For each of the three months ended June 30, 2017 and 2016, net income attributable to CorEnergy stockholders was $9.0 million. After deducting $2.1 million and $1.0 million for the portion of preferred dividends that are allocable to each respective period, net income attributable to common stockholders for the three months ended June 30, 2017 was $6.9 million, or $0.58 per basic and diluted common share as compared to $7.9 million, or $0.66 per basic and diluted common share, for the prior-year period.
Six Months Ended June 30, 2017 Compared to the Six Months Ended June 30, 2016
Revenue. Consolidated revenues were $43.9 million for the six months ended June 30, 2017 compared to $44.3 million for the six months ended June 30, 2016, representing a decrease of $416 thousand. Lease revenue was $34.1 million and $34.0 million for the six months ended June 30, 2017 and 2016, respectively, resulting in an increase of $124 thousand. This increase in lease revenue was driven by annual CPI escalations pursuant to the Pinedale Lease Agreement. Transportation and distribution revenue from our subsidiaries MoGas and Omega was $9.8 million and $10.2 million for the six months ended June 30, 2017 and 2016, respectively. The $378 thousand decrease primarily resulted from one month of natural gas revenues at Omega being presented on a gross basis in the prior-year period, prior to a new contract with the Department of Defense, which was effective February 1, 2016, whereby natural gas revenues and related costs are presented on a net basis.
General and Administrative Expenses. General and administrative expenses were $5.6 million for the six months ended June 30, 2017 compared to $6.1 million for the six months ended June 30, 2016. The most significant components of the variance from the prior-year period are outlined in the following table and explained below:

	For the Six Months Ended	
	June 30, 2017	June 30, 2016
Management fees	$3,630,481	$3,456,696
Acquisition and professional fees	1,411,505	1,531,649
Other expenses	577,593	1,074,747
Total	$5,619,579	$6,063,092

Management fees are directly proportional to our asset base. For the six months ended June 30, 2017, management fees increased $174 thousand compared to the prior-year period due primarily to (i) the incentive fee for the second quarter 2016 being recorded in the third quarter 2016 and (ii) certain fluctuations in the asset base. See Part I, Item 1, Note 8 ("Management Agreement") for additional information.
Acquisition and professional fees for the six months ended June 30, 2017 decreased $120 thousand from the prior-year period. An increase of $432 thousand in acquisition expenses was more than offset by a $552 thousand decrease in professional fees. Due to the uncertainty in the energy industry and the number of energy companies going through the bankruptcy process in 2016, the Company experienced lower asset acquisitions costs. During the six months ended June 30, 2017, asset acquisition expenses increased primarily due to increased focus on potential acquisition opportunities.
For the six months ended June 30, 2017, the decrease in professional fees is primarily attributable to the reimbursement of legal fees received in the current-year period for costs incurred during UPL's bankruptcy. Other factors that caused the decrease include increased costs in the prior-year period related to (i) monitoring of our assets at Pinedale and GIGS during their respective bankruptcies; (ii) the Black Bison foreclosure and sale activities and (iii) expenses associated with the January 2016 Form S-3 Registration Statement.

Other expenses for the six months ended June 30, 2017 decreased $497 thousand compared to the prior-year period. The decrease is primarily related to (i) a non-cash gain recorded on settlement of accounts payable in the current-year period and (ii) higher expenses at Black Bison due to the foreclosure and sale activities in the prior-year period.
Depreciation, Amortization and ARO Accretion Expense. Depreciation, amortization and ARO accretion expense was $12.0 million for the six months ended June 30, 2017 compared to $11.0 million for the six months ended June 30, 2016. This increase was primarily related to depreciation expense, which increased $1.0 million from the six months ended June 30, 2017 to the six months

32

ended June 30, 2016. The change in depreciation expense was driven by (i) a reduction in the useful life of GIGS property to 26.5 years at the end of 2016 ($570 thousand) and (ii) a $433 thousand adjustment recorded in the prior-year period which reduced depreciation expense.

Provision for loan loss and disposition. For the six months ended June 30, 2016, we recorded a provision for loan losses of approximately $5.0 million. The prior-year provision for loan losses related primarily to a write-down of $3.5 million on the SWD loans, with additional provisions recorded related to the Black Bison financing notes. There were no loan loss provisions recorded for the six months ended June 30, 2017. For additional information, see Part I, Item 1, Note 4 ("Financing Notes Receivable").

Net Distributions and Dividend Income. Net distributions and dividend income for the six months ended June 30, 2017 decreased $325 thousand from the six months ended June 30, 2016. The decrease was primarily the result of adjustments recorded in the first quarter of each year upon the receipt of the annual K-1s, which depict our share of income and losses from the investment in the security. The portion of distributions and dividends deemed to be income versus a return of capital in any period are made at the time such distributions are received. These estimates may be subsequently revised based on information received from the portfolio company after their tax reporting periods are concluded. The following table provides a reconciliation of the gross cash distributions and dividend income received from our investment securities during the six months ended June 30, 2017 and 2016 to the net distributions and dividends recorded as income on the Consolidated Statements of Income.

	For the Six Months Ended	
	June 30, 2017	June 30, 2016
Gross cash distributions and dividend income received from investment securities	$475,379	$474,873
Add:		
Cash distributions received in prior period previously deemed a return of capital (dividend income) which have been reclassified as income (return of capital) in a subsequent period	(148,649)	117,004
Less:		
Cash distributions and dividends received in current period deemed a return of capital and not recorded as income (recorded as a cost reduction) in the current period	61,828	2,135
Net distributions and dividends recorded as income	$264,902	$589,742

Net Realized and Unrealized Gain (Loss) on Other Equity Securities. For the six months ended June 30, 2017, the Company recorded a net realized gain on other equity securities of $70 thousand, as compared to a net realized loss of $429 thousand in the prior-year period. The change is primarily due to prior-year period fluctuations in the valuation of Lightfoot, which is dependent on the public share price of ARCX. ARCX share price at June 30, 2016 was $13.00/share, a decrease of $0.27/share from December 31, 2015.

Interest Expense. For the six months ended June 30, 2017 and 2016, interest expense totaled approximately $6.7 million and $7.5 million, respectively. This decrease was primarily attributable to the Company internally refinancing its pro rata share of the Pinedale Credit Facility on March 30, 2016, which resulted in a reduction of the outstanding debt balance with third parties.

Income Tax Benefit. Income tax benefit was $237 thousand for the six months ended June 30, 2017 compared to $845 thousand for the six months ended June 30, 2016, representing a decrease of $608 thousand. The higher benefit in the prior year was primarily attributable to (i) unrealized losses related to our investment in Lightfoot and (ii) the loan loss provisions recorded in the prior-year period.

Net Income. Net income was $17.5 million and $13.0 million for the six months ended June 30, 2017 and 2016, respectively. For the six months ended June 30, 2017 and 2016, net income attributable to CorEnergy stockholders was $16.7 million and $12.3 million, respectively. After deducting $3.2 million and $2.1 million for the portion of preferred dividends that are allocable to each respective period, net income attributable to common stockholders for the six months ended June 30, 2017 was $13.5 million, or $1.14 per basic and diluted common share compared to $10.3 million, or $0.86 per basic and diluted common share for the prior-year period.

Common Equity Attributable to CorEnergy Shareholders per Share

As of June 30, 2017, our common equity decreased by approximately $6.6 million to $343.6 million from $350.2 million as of December 31, 2016. This decrease principally consists of: (i) dividends paid to our shareholders of approximately $21.2 million, (ii) $2.6 million of offering costs related to the issuance of 7.375% Series A Preferred Stock, offset by (iii) net income attributable to CorEnergy common stockholders of approximately $16.7 million; and (iv) $547 thousand of dividends issued under the DRIP or director's compensation plans. The following book value per common share table does not reflect non-controlling interest equity.

Table of Contents Glossary of Defined Terms

Book Value Per Common Share

Analysis of Equity	June 30, 2017	December 31, 2016
Series A Cumulative Redeemable Preferred Stock 7.375%, $130,000,000 and $56,250,000 liquidation preference ($2,500 per share, $0.001 par value), 10,000,000 authorized; 52,000 and 22,500 issued and outstanding at June 30, 2017 and December 31, 2016, respectively	$130,000,000	$56,250,000
Capital stock, non-convertible, $0.001 par value; 11,901,681 and 11,886,216 shares issued and outstanding at June 30, 2017 and December 31, 2016 (100,000,000 shares authorized)	11,902	11,886
Additional paid-in capital	343,585,389	350,217,746
Accumulated other comprehensive loss	(5,218)	(11,196)
Total CorEnergy Stockholders' Equity	$473,592,073	$406,468,436
Subtract: 7.375% Series A Preferred Stock	(130,000,000)	(56,250,000)
Total CorEnergy Common Equity	$343,592,073	$350,218,436
Common shares outstanding	11,901,681	11,886,216
Book Value per Common Share	$28.87	$29.46

NON-GAAP FINANCIAL MEASURES

We use certain financial measures that are not recognized under GAAP. The non-GAAP financial measures used in this Report include earnings before interest, taxes, depreciation and amortization as adjusted in the manner described below ("Adjusted EBITDA"); National Association of Real Estate Investment Trusts funds from operations ("NAREIT FFO"); funds from operations adjusted for securities investments ("FFO"); and FFO as further adjusted in the manner described below ("AFFO"). These supplemental measures are used by our management team and are presented because we believe they help investors understand our business, performance and ability to earn and distribute cash to our stockholders by providing perspectives not immediately apparent from net income. The presentation of Adjusted EBITDA, NAREIT FFO, FFO and AFFO are not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We offer these measures to assist the users of our financial statements in assessing our operating performance under U.S. GAAP, but these measures are non-GAAP measures and should not be considered measures of liquidity, alternatives to net income or indicators of any other performance measure determined in accordance with GAAP, nor are they indicative of funds available to fund our cash needs, including capital expenditures (if any), to make payments on our indebtedness or to make distributions. Our method of calculating these measures may be different from methods used by other companies and, accordingly, may not be comparable to similar measures as calculated by other companies. Investors should not rely on these measures as a substitute for any GAAP measure, including net income, cash flows from operating activities or revenues.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure that management and external users of our consolidated financial statements, such as industry analysts, investors and lenders may use to evaluate our ongoing operating results, including (i) the performance of our assets without regard to the impact of financing methods, capital structure or historical cost basis of our assets and (ii) the overall rates of return on alternative investment opportunities. We believe that the presentation of Adjusted EBITDA provides useful information to investors in assessing our financial condition and results of operations. Our presentation of Adjusted EBITDA represents income attributable to common stockholders adjusted for net realized and unrealized (gain) loss on securities, non-cash; depreciation, amortization and ARO accretion; interest expense, net; provision for loan losses; and preferred dividend requirements, less distributions and dividends received in prior period previously deemed a return of capital (recorded as a cost reduction) and reclassified as income in a subsequent period; non-cash settlement of accounts payable; non-controlling interest attributable to depreciation, amortization and interest expense; and income tax (expense) benefit. Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently.

Adjusted EBITDA should not be considered a measure of liquidity and should not be considered as an alternative to operating income, net income or other indicators of performance determined in accordance with GAAP.

Table of Contents Glossary of Defined Terms

The following table presents a reconciliation of Income Attributable to Common Stockholders, as reported in the Consolidated Statements of Income and Comprehensive Income to Adjusted EBITDA:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Income Attributable to Common Stockholders	$6,877,043	$7,917,418	$13,509,412	$10,271,430
Add:				
Net realized and unrealized (gain) loss on securities, noncash portion	(583,861)	(1,198,695)	(8,597)	431,222
Depreciation, amortization, and ARO accretion	6,005,995	5,737,025	12,011,903	11,033,843
Interest expense, net	3,202,837	3,540,812	6,657,234	7,466,821
Provision for loan losses	—	369,278	—	5,014,466
Preferred dividend requirements	2,123,129	1,037,109	3,160,238	2,074,218
Less:				
Distributions and dividends received in prior period previously deemed a return of capital (recorded as a cost reduction) and reclassified as income in a subsequent period(1)	—	—	(148,649)	117,004
Non-cash settlement of accounts payable	171,609	—	171,609	—
Non-controlling interest attributable to depreciation, amortization, and interest expense(2)	572,566	651,803	1,155,119	1,247,829
Income tax (expense) benefit	(95,735)	(410,438)	236,871	844,688
Adjusted EBITDA	$16,976,703	$17,161,582	$33,915,240	$34,082,479

(1) We characterize distributions received from private investments estimated based on prior year activity. After receiving the K-1s, which depict our share of income and losses from the investment in the security, previously unrealized gains can be reclassified as dividend income.

(2) ARO accretion expense has no impact on non-controlling interest.

NAREIT FFO

FFO is a widely used measure of the operating performance of real estate companies that supplements net income determined in accordance with GAAP. As defined by the National Association of Real Estate Investment Trusts, NAREIT FFO represents net income (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, impairment losses of depreciable properties, real estate-related depreciation and amortization (excluding amortization of deferred financing costs or loan origination costs) and after adjustments for unconsolidated partnerships and non-controlling interests. Adjustments for non-controlling interests are calculated on the same basis. We define FFO attributable to common stockholders as defined above by NAREIT less dividends on preferred stock. Our method of calculating FFO attributable to common shareholders may differ from methods used by other REITs and, as such, may not be comparable.

FFO ADJUSTED FOR SECURITIES INVESTMENTS (FFO)

Due to the legacy investments that we hold, we have also historically presented a measure of FFO, to which we refer herein as FFO Adjusted for Securities Investments which is derived by further adjusting NAREIT FFO for distributions received from investment securities, income tax expense (benefit) from investment securities, net distributions and dividend income and net realized and unrealized gain or loss on other equity securities.

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

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

We calculate NAREIT FFO in accordance with standards established by the Board of Governors of the National Association of Real Estate Investment Trusts in its March 1995 White Paper (as amended in November 1999 and April 2002) and FFO Adjusted for Securities Investment as NAREIT FFO with additional adjustments described above due to our legacy investments. This may

Table of Contents Glossary of Defined Terms

differ from the methodology for calculating FFO utilized by other equity REITs and, accordingly may not be comparable to such other REITs. NAREIT FFO and FFO Adjusted for Securities Investments do not represent amounts available for management's discretionary use because of needed capital for replacement or expansion, debt service obligations, or other commitments and uncertainties. NAREIT FFO and FFO Adjusted for Securities Investments, as we have historically reported, should not be considered as an alternative to net income (computed in accordance with GAAP), as an indicator of our financial performance, or to cash flow from operating activities (computed in accordance with GAAP), as an indicator of our liquidity, or as an indicator of funds available for our cash needs, including our ability to make distributions or to service our indebtedness.

AFFO

Management uses AFFO as a measure of long-term sustainable operational performance. AFFO in excess of dividends is used for debt repayment, capital reinvestment activities, funding our ARO liability, or other commitments and uncertainties which are necessary to sustain our dividend over the long term. Based on our current asset base, we target a ratio of AFFO to dividends of 1.5 times. We believe that this level of coverage provides a prudent reserve level to achieve dividend stability and growth over the long-term. AFFO should not be considered as an alternative to net income (computed in accordance with GAAP), as an indicator of our financial performance, or as an alternative to cash flow from operating activities (computed in accordance with GAAP), as an indicator of our liquidity, or as an indicator of funds available for our cash needs, including our ability to make distributions or service our indebtedness.

For completeness, the following table sets forth a reconciliation of our net income as determined in accordance with GAAP and our calculations of NAREIT FFO, FFO Adjusted for Securities Investments, and AFFO for the three and six months ended June 30, 2017 and 2016. AFFO is a supplemental, non-GAAP financial measure which we define as FFO Adjusted for Securities Investment plus provision for loan losses, net of tax, transaction costs, amortization of debt issuance costs, amortization of deferred lease costs, accretion of asset retirement obligation, income tax expense (benefit) unrelated to securities investments, noncash costs associated with derivative instruments, and certain costs of a nonrecurring nature, less maintenance, capital expenditures (if any), amortization of debt premium, and other adjustments as deemed appropriate by Management. Also presented is information regarding the weighted-average number of shares of our common stock outstanding used for the computation of per share data:

Table of Contents Glossary of Defined Terms

NAREIT FFO, FFO Adjusted for Securities Investment, and AFFO Reconciliation

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Net Income attributable to CorEnergy Stockholders	$9,000,172	$8,954,527	$16,669,650	$12,345,648
Less:				
Preferred Dividend Requirements	2,123,129	1,037,109	3,160,238	2,074,218
Net Income attributable to Common Stockholders	$6,877,043	$7,917,418	$13,509,412	$10,271,430
Add:				
Depreciation	5,822,383	5,539,667	11,644,679	10,629,420
Less:				
Non-Controlling Interest attributable to NAREIT FFO reconciling items	411,455	411,455	822,910	822,910
NAREIT funds from operations (NAREIT FFO)	$12,287,971	$13,045,630	$24,331,181	$20,077,940
Add:				
Distributions received from investment securities	252,213	215,139	475,379	474,873
Income tax expense from investment securities	310,622	533,765	114,862	58,128
Less:				
Net distributions and dividend income	221,440	214,169	264,902	589,742
Net realized and unrealized gain (loss) on other equity securities	614,634	1,199,665	70,426	(429,087)
Funds from operations adjusted for securities investments (FFO)	$12,014,732	$12,380,700	$24,586,094	$20,450,286
Add:				
Provision for loan losses, net of tax	—	369,278	—	4,409,359
Transaction costs	211,269	1,000	470,051	37,915
Amortization of debt issuance costs	468,871	470,506	937,742	1,087,603
Amortization of deferred lease costs	22,983	22,983	45,966	45,966
Accretion of asset retirement obligation	160,629	174,375	321,258	358,457
Unrealized (gain) loss associated with derivative instruments	10,619	33,820	(16,453)	57,695
Less:				
Non-cash settlement of accounts payable	171,609	—	171,609	—
Income tax benefit	214,887	123,327	351,733	297,709
Non-Controlling Interest attributable to AFFO reconciling items	3,358	9,064	6,709	45,868
Adjusted funds from operations (AFFO)	$12,499,249	$13,320,271	$25,814,607	$26,103,704
Weighted Average Shares of Common Stock Outstanding:				
Basic	11,896,616	11,912,030	11,892,670	11,927,984
Diluted	15,351,161	15,383,892	15,347,215	15,406,339
NAREIT FFO attributable to Common Stockholders				
Basic	$1.03	$1.10	$2.05	$1.68
Diluted (1)	$0.94	$0.99	$1.87	$1.59
FFO attributable to Common Stockholders				
Basic	$1.01	$1.04	$2.07	$1.71
Diluted (1)	$0.93	$0.95	$1.89	$1.61
AFFO attributable to Common Stockholders				
Basic	$1.05	$1.12	$2.17	$2.19

Diluted [2]	$0.94	$0.99	$1.94	$1.95

(1) Diluted per share calculations include dilutive adjustments for convertible note interest expense, discount amortization and deferred debt issuance amortization. Refer to the Convertible Note Interest Expense table in Note 10 ("Debt") for additional details.
(2) Diluted per share calculations include a dilutive adjustment for convertible note interest expense. Refer to the Convertible Note Interest Expense table in Note 10 ("Debt") for additional details.

SEASONALITY

Our operating companies, MoGas and Omega, have stable revenues throughout the year and will complete necessary pipeline maintenance during the "non-heating" season, or quarters two and three. Therefore, operating results for the interim periods are not necessarily indicative of the results that may be expected for the full year.

ASSET PORTFOLIO AND RELATED DEVELOPMENTS

For detailed descriptions of our asset portfolio and related operations, other than our remaining private equity securities as of June 30, 2017, please refer to Part I, Item 2 - "Properties" in our Annual Report on Form 10-K for the year ended December 31,

Table of Contents Glossary of Defined Terms

2016, and to Part I, Item 1, Note 3 ("Leased Properties And Leases") and Note 4 ("Financing Notes Receivable") included in this Report. This section provides additional information concerning material developments related to our asset portfolio that occurred during the period ended June 30, 2017.

Grand Isle Gathering System

Following its emergence from Chapter 11 Bankruptcy on December 30, 2016, EXXI announced the findings of its third-party independent reserve report, as well as its current development plan which is focused on the West Delta area. The company has also announced the implementation of additional strategic initiatives to lower its overhead costs and better align its operations with the current commodity environment and its production profile.

Pinedale LGS

UPL announced on April 12, 2017 its successful emergence from Chapter 11 bankruptcy. In support of its plan of reorganization, UPL raised $2.98 billion in exit financing. On April 13, 2017, Ultra Petroleum commenced trading on the NASDAQ Global Select Market under the symbol "UPL". The company also released a revised drilling and completion outlook for 2017 and 2018 and has begun entering into hedging positions.

MoGas Pipeline

Effective March 1, 2017, MoGas entered into a long-term firm transportation services agreement with Laclede, its largest customer. The agreement, which amends a prior agreement, extends the termination date for Laclede's existing firm transportation agreement from October 31, 2017 to October 31, 2030. During the entire extended term, Laclede will continue to reserve 62,800 dekatherms per day of firm transportation capacity on MoGas. This service will continue at the full tariff rate of $12.385 per dekatherm per month until October 31, 2018, at which time the rate will be reduced to $6.386 per dekatherm per month for the remainder of the agreement.

On April 1, 2017, MoGas Pipeline LLC commenced a non-binding open season to solicit interest in firm transportation contracts on a possible expansion project on its pipeline. Following the conclusion of its open season on June 30, 2017, MoGas Pipeline does not expect any immediate incremental revenue to result from the initiative, but MoGas continues to explore means to offset the decline in revenue from the amended Laclede contract. Such opportunities may include shippers transporting gas across MoGas to strike on Rockies, Mid-continent, Eastern and Gulf Coast basin basis differentials given its strategic location and numerous pipeline interconnects, new end-user customers, new cogeneration customers and increased capacity from existing shippers. In addition, MoGas has the right to request from FERC adjustments to its rates to mitigate the effect of higher operating costs or lost revenues by filing such a request any time MoGas deems necessary and appropriate.

Private Security Assets

Lightfoot

As of June 30, 2017, our investment in Lightfoot represented approximately 1.4 percent of our total assets. The fair value of Lightfoot at June 30, 2017 was $9.1 million, as compared to the fair value at December 31, 2016 of $9.3 million, representing a decrease of approximately $140 thousand, or 1.5 percent. The decrease was primarily due to distributions received, partially offset by unrealized gains associated with an increase in the share price of ARCX. During the three and six months ended June 30, 2017, we received distributions of $217 thousand and $436 thousand, respectively, and expect these distributions to be funded primarily by Lightfoot's distributions from Arc Logistics and Gulf LNG. However, both the ability of Arc Logistics and Gulf LNG to make quarterly distributions and the amount of such distributions will be dependent on Arc Logistics' and Gulf LNG's business results, and neither Arc Logistics, Gulf LNG, nor Lightfoot is under any obligation to make such distributions. On March 1, 2016, an affiliate of Gulf LNG received a Notice of Disagreement and Disputed Statements and a Notice of Arbitration from Eni USA Gas Marketing L.L.C ("Eni USA"), one of the two companies that had entered into a terminal use agreement for capacity of the liquefied natural gas facility owned by Gulf LNG and its subsidiaries. Should Eni USA terminate its agreement with Gulf LNG, this could materially impact Arc Logistics and Gulf LNG's ability to fund their distributions to us. Accordingly, there can be no assurance that our expectations concerning 2017 distributions from Lightfoot will be realized.

FEDERAL AND STATE INCOME TAXATION

In 2013 we qualified, and in March 2014 elected (effective as of January 1, 2013), to be treated as a REIT for federal income tax purposes (which we refer to as the "REIT Election"). Because certain of our assets may not produce REIT-qualifying income or be treated as interests in real property, those assets are held in wholly-owned TRSs in order to limit the potential that such assets and income could prevent us from qualifying as a REIT.

For the years ended in 2012 and before, the distributions we made to our stockholders from our earnings and profits were treated as qualified dividend income ("QDI") and return of capital. QDI is taxed to our individual shareholders at the maximum rate for long-term capital gains, which through tax year 2012 was 15 percent and beginning in tax year 2013 is 20 percent. We elected to be taxed as a REIT for 2013 and subsequent years rather than a C corporation and generally will not pay federal income tax on taxable income of the REIT that is distributed to our stockholders. As a REIT, our distributions from earnings and profits will be treated as ordinary income and a return of capital, and generally will not qualify as QDI. To the extent that the REIT had accumulated C corporation earnings and profits from the periods prior to 2013, we distributed such earnings and profits in 2013. A portion of our normal distributions in 2013 have been characterized for federal income tax purposes as a distribution of those earnings and profits from non-REIT years and have been treated as QDI. In addition, to the extent we receive taxable distributions from our TRSs, or the REIT received distributions of C corporation earnings and profits, such portion of our distribution will be treated as QDI.

As a REIT, we hold and operate certain of our assets through one or more wholly-owned TRSs. Our use of TRSs enables us to continue to engage in certain businesses while complying with REIT qualification requirements and also allows us to retain income generated by these businesses for reinvestment without the requirement of distributing those earnings. In the future, we may elect to reorganize and transfer certain assets or operations from our TRSs to us or other subsidiaries, including qualified REIT subsidiaries.

Our equity securities are limited partnerships or limited liability companies which are treated as partnerships for federal and state income tax purposes. As a limited partner, we report our allocable share of taxable income in computing our taxable income. To the extent held by a TRS, the TRS's tax expense or benefit is included in the Consolidated Statements of Income based on the component of income or gains and losses to which such expense or benefit relates. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

If we cease to qualify as a REIT, we, as a C corporation, would be obligated to pay federal and state income tax on our taxable income. Currently, the highest regular marginal federal income tax rate for a corporation is 35 percent. We may be subject to a 20 percent federal alternative minimum tax on our federal alternative minimum taxable income to the extent that our alternative minimum tax exceeds our regular federal income tax.

LIQUIDITY AND CAPITAL RESOURCES

Overview

At June 30, 2017, we had liquidity of approximately $135.4 million comprised of cash of $37.3 million plus revolver availability of $98.2 million. During the second quarter of 2017, our liquidity was enhanced through closing a follow-on offering of our Series A Preferred Stock and the underwriters' exercise of their over-allotment option, respectively, which together generated proceeds of approximately $71.2 million after deducting underwriter discounts and other offering expenses. Approximately $44.1 million of the proceeds from the offering were utilized to pay off the outstanding borrowings and accrued interest on the CorEnergy Revolver.

Subsequent to quarter end, our liquidity was further enhanced through the amendment and restatement of our CorEnergy Credit Facility on July 28, 2017. Commitments on the CorEnergy Revolver were increased from $105.0 million to $160.0 million under the new facility, subject to borrowing base limitations. In connection with entering into the new facility, we utilized cash on hand and revolver borrowings of $10.0 million to repay the balance outstanding on the CorEnergy Term Loan. See further discussion of the amended and restated facility below under "Revolving and Term Credit Facilities - CorEnergy Credit Facility". As of July 31, 2017, we had liquidity of approximately $146.7 million, comprised of cash of $15.2 million and revolver availability under the amended and restated facility of $131.5 million.

We use cash flows generated from our operations to fund current obligations, projected working capital requirements, debt service payments and dividend payments. Management expects that future operating cash flows, along with access to financial markets, will be sufficient to meet future operating requirements and acquisition opportunities. If our ability to access the capital markets is restricted or if debt or equity capital were unavailable on favorable terms, or at all, our ability to fund acquisition opportunities or to comply with the REIT distribution rules could be adversely affected.

There are acquisition opportunities that are in preliminary stages of review, and consummation of any of these opportunities depends on a number of factors beyond our control. There can be no assurance that any of these acquisition opportunities will result in consummated transactions. As part of our disciplined investment philosophy, we plan to use a moderate level of leverage, approximately 25 percent to 50 percent of assets, supplemented with accretive equity issuance as needed, subject to current market conditions. We may invest in assets subject to greater leverage which could be both recourse and non-recourse to us.

Table of Contents Glossary of Defined Terms

Cash Flows - Operating, Investing, and Financing Activities

The following table presents our consolidated cash flows for the periods indicated below:

	For the Six Months Ended	
	June 30, 2017	June 30, 2016
	(Unaudited)	
Net cash provided by (used in):		
Operating activities	$27,791,774	$26,014,590
Investing activities	48,083	296,289
Financing activities	1,545,748	(32,813,502)
Net increase (decrease) in cash and cash equivalents	$29,385,605	$(6,502,623)

Cash Flows from Operating Activities

Net cash flows provided by operating activities for the six months ended June 30, 2017 were primarily attributable to (i) lease receipts of $30.5 million ($34.1 million lease revenue, net of $3.6 million of straight-line rent accrued during the period), (ii) $7.1 million in net contributions from our operating subsidiaries MoGas and Omega, (iii) $436 thousand in distributions and dividends received and (iv) a $1.2 million reduction in accounts and other receivables during the period, partially offset by (v) $5.8 million in cash paid for interest and (vi) $5.6 million in general and administrative expenses.

Net cash flows provided by operating activities for the six months ended June 30, 2016 were primarily attributable to (i) lease receipts of $29.2 million ($34.0 million lease revenue, net of $4.8 million of straight-line rent accrued during the period), (ii) $7.4 million in net contributions from our operating subsidiaries MoGas and Omega, (iii) $1.4 million in escrow proceeds received from the sale of Vantacore and (iv) $468 thousand in distributions and dividends received, partially offset by (v) $6.1 million in general and administrative expenses and (vi) $6.8 million in cash paid for interest.

Cash Flows from Investing Activities

Net cash flows provided by investing activities for the six months ended June 30, 2017 were attributable to $62 thousand return of capital distributions received, offset by purchases of equipment of $14 thousand.

Net cash flows provided by investing activities for the six months ended June 30, 2016 were primarily attributable to (i) net proceeds from the sale of assets and liabilities held for sale of $645 thousand, (ii) purchases of property and equipment of $372 thousand, (iii) proceeds received on the foreclosure of BB Intermediate of $223 thousand and (iv) funding to close operations of Black Bison and Four Wood financing notes of $202 thousand.

Cash Flows from Financing Activities

Net cash flows provided by financing activities for the six months ended June 30, 2017 were primarily attributable to (i) net offering proceeds on Series A Preferred Stock of $71.2 million, partially offset by, (ii) repayment of principal on the CorEnergy Revolver of $44.0 million, (iii) common and preferred dividends paid of $17.3 million and $3.4 million, respectively, and (iv) principal payments of $4.4 million on our secured credit facilities.

The net cash used in financing activities for the six months ended June 30, 2016 was primarily attributable to (i) principal payments of $54.0 million on our secured credit facilities, (ii) common and preferred dividends paid of $17.6 million and $2.1 million, respectively, (iii) repurchases of common stock of approximately $2.0 million, (iv) repurchases of convertible debt of approximately $931 thousand, partially offset by (v) a $44.0 million drawn on the CorEnergy Revolver.

Revolving and Term Credit Facilities

CorEnergy Credit Facility

Under the terms of the amended and restated CorEnegy Credit Facility, we are subject to certain financial covenants as follows: (i) a minimum debt service coverage ratio of 2.0 to 1.0; (ii) a maximum total leverage ratio of 5.0 to 1.0; (iii) a maximum senior secured recourse leverage ratio (which generally excludes debt from Unrestricted Subs) of 3.0 to 1.0.; and (iv) a maximum total funded debt to capitalization ratio of 50 percent. Effective September 30, 2015, the CorEnergy Revolver was amended to clarify that the covenant related to our ability to make distributions is tied to AFFO and applicable REIT distribution requirements, and provides that, in the absence of any acceleration of maturity following an Event of Default, we may make distributions equal to the greater of the amount required to maintain our REIT status and 100 percent of AFFO for the trailing 12-month period. We were in compliance with all covenants at June 30, 2017 and had approximately $98.2 million of available borrowing capacity on the CorEnergy Revolver.

On July 28, 2017, we entered into an amended and restated CorEnergy Credit Facility with Regions Bank (as lender and administrative agent for other participating lenders). The amended facility provides for commitments of up to $161.0 million, comprised of (i) increased commitments on the CorEnergy Revolver of up to $160.0 million, subject to borrowing base limitations, and (ii) a $1.0 million commitment on the MoGas Revolver. The amended facility has a 5-year term maturing on July 28, 2022, and provides for a springing maturity on February 28, 2020, and thereafter, if the Company fails to meet certain liquidity requirements from the springing maturity date through the maturity of the Company's convertible notes on June 15, 2020.

Other terms of the amended and restated CorEnergy Credit Facility are substantially the same as the prior facility. Borrowings under the credit facility will generally bear interest on the outstanding principal amount using a LIBOR pricing grid that is expected to equal a LIBOR rate plus an applicable margin of 2.75 percent to 3.75 percent, based on the Company's senior secured recourse leverage ratio. The facility contains, among other restrictions, certain financial covenants including the maintenance of certain financial ratios, as well as default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods), all of which are substantially the same as under the prior facility.

In connection with entering into the amended and restated facility, we used cash on hand and borrowings under the amended facility to repay the $33.5 million outstanding balance on the CorEnergy Term Loan on the prior facility. As of July 31, 2017, we had $131.5 million of availability under the amended and restated CorEnergy Revolver.

For a summary of the additional material terms of the CorEnergy Credit Facility, please see Part IV, Item 15, Note 12 ("Credit Facilities") included in our Annual Report on Form 10-K for the year ended December 31, 2016, and Part I, Item 1, Note 10 ("Debt") included in this Report.

Pinedale Credit Facility

On March 30, 2016, we and Prudential, as the Refinancing Lenders, and in proportion to our pro rata equity interests in Pinedale LP, refinanced the Pinedale Credit Facility and executed a series of agreements assigning the credit facility to CorEnergy Infrastructure Trust, Inc. as Agent for the Refinancing Lenders. As part of the refinancing, we terminated one of the derivative contracts, representing half of the amount hedged. The remaining derivative with a notional amount of $26.3 million was de-designated from hedge accounting. The Pinedale Credit Facility is subject to (i) a minimum interest rate coverage ratio of 5.5 to 1.0; (ii) a maximum leverage ratio of 3.25 to 1.0; and (iii) a minimum net worth of $115.0 million, each measured at the Pinedale LP level and not at the Company level. As a result of the March 30, 2016 refinancing, the minimum interest coverage ratio was amended to a ratio of 3.0 to 1.0. We were in compliance with all covenants at June 30, 2017.

For a summary of the additional material terms and the refinancing of the Pinedale Credit Facility, please see Part IV, Item 15, Note 12 ("Credit Facilities") included in our Annual Report on Form 10-K for the year ended December 31, 2016, and Part I, Item 1, Note 10 ("Debt") included in this Report.

Convertible Notes

As of June 30, 2017, we had $114.0 million of face value of the Convertible Notes outstanding. Refer to Part IV, Item 15, Note 13 ("Convertible Debt") included in our Annual Report on Form 10-K for the year ended December 31, 2016 and Part I, Item 1, Note 10 ("Debt") included in this Report for additional information concerning the Convertible Notes.

MoGas Credit Facility

As of June 30, 2017, the co-borrowers were in compliance with all covenants and there have been no borrowings against the MoGas Revolver. On July 28, 2017, the terms of the MoGas Revolver were amended and restated in connection with the CorEnergy Credit Facility, as discussed above. As a result, commitments under the MoGas Revolver were reduced to $1.0 million.

Mowood/Omega Revolver

The Mowood/Omega Revolver is used by Omega for working capital and general business purposes and is guaranteed and secured by the assets of Omega. On July 31, 2017, the previous maturity date of July 31, 2017 was amended and extended to July 31, 2018. Interest accrues at LIBOR plus 4 percent and is payable monthly in arrears with no unused fee. There was no outstanding balance at June 30, 2017.

41

Table of Contents Glossary of Defined Terms

Equity Offerings

On February 18, 2016, we had a new shelf registration statement declared effective by the SEC, pursuant to which we may publicly offer additional debt or equity securities with an aggregate offering price of up to $600.0 million.

As of June 30, 2017, we have issued 49,164 shares of common stock under our dividend reinvestment plan pursuant to the February 18, 2016 shelf, reducing availability by approximately $1.3 million. Shelf availability was further reduced by approximately $73.8 million as a result of the follow-on offering of additional 7.375% Series A Preferred Stock during the second quarter of 2017. As of June 30, 2017, availability on the current shelf registration is approximately $524.9 million.

Liquidity and Capitalization

Our principal investing activities are acquiring and financing real estate assets within the U.S. energy infrastructure sector and concurrently entering into long-term triple-net participating leases with energy companies. These investing activities have generally been financed from the proceeds of our public equity and debt offerings as well as the term and credit facilities mentioned above. Continued growth of our asset portfolio will depend in part on our continued ability to access funds through additional borrowings and securities offerings.

The following is our liquidity and capitalization on the below-noted dates:

Liquidity and Capitalization

	June 30, 2017	December 31, 2016
Cash and cash equivalents	$37,280,689	$7,895,084
Revolver availability	$98,164,933	$52,144,837
Revolving credit facility	—	44,000,000
Long-term debt (including current maturities)	152,674,184	156,632,880
Stockholders' equity:		
Series A Preferred Stock 7.375%, $0.001 par value	130,000,000	56,250,000
Capital stock, non-convertible, $0.001 par value	11,902	11,886
Additional paid-in capital	343,585,389	350,217,746
Accumulated other comprehensive loss	(5,218)	(11,196)
CorEnergy equity	473,592,073	406,468,436
Total CorEnergy capitalization	$626,266,257	$607,101,316

We also have two lines of credit for working capital purposes for two of our subsidiaries with maximum availability of $3.0 million and $1.5 million at June 30, 2017 and December 31, 2016.

As discussed above, on July 28, 2017 we entered into an amendment and restatement of our CorEnergy Credit Facility. As of July 31, 2017, we had liquidity of approximately $146.7 million, comprised of cash of $15.2 million and revolver availability under the amended and restated facility of $131.5 million.

Additionally, we are exploring options which may be available to refinance the Pinedale Credit Facility with third-party lenders, and expect that a refinancing of the facility may be consummated during the second half of 2017. If completed, such a refinancing transaction would provide increased liquidity based on our pro rata portion of the refinancing proceeds.

Table of Contents Glossary of Defined Terms

CONTRACTUAL OBLIGATIONS

The following table summarizes our significant contractual payment obligations as of June 30, 2017:

Contractual Obligations

	Notional Value	Less than 1 year	1-3 years	3-5 years	More than 5 years
Pinedale LP Debt (1)	$7,701,316	$668,556	$1,337,112	$5,695,648	$ —
Interest payments on Pinedale LP Debt (1)		606,204	1,046,709	364,960	—
Convertible Debt	114,000,000	—	114,000,000	—	—
Interest payments on Convertible Debt		7,980,000	15,960,000	—	—
CorEnergy Term Note (2)	33,510,000	6,460,000	27,050,000	—	—
Interest payment on CorEnergy Term Note		1,336,440	1,472,168	—	—
Totals		$17,051,200	$160,865,989	$6,060,608	$ —

(1) The amounts of Pinedale LP debt above represent Prudential's share of the principal and interest payments which is 18.95 percent of the total. Our share of the principal and interest are eliminated in consolidation as these became intercompany on March 30, 2016, due to CorEnergy taking over with Prudential as Refinancing Lenders on the Pinedale LP note. See Part I, Item 1, Note 10 ("Debt") for further information.

(2) The amount shown as the Notional Value for the CorEnergy Term Note represents the outstanding principal balance at June 30, 2017.

Fees paid to Corridor under the Management Agreement and the Administrative Agreement are not included because they vary as a function of the value of our total asset base. For additional information, see Part I, Item 1, Note 8 ("Management Agreement") included in this Report.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have, and are not expected to have, any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

MAJOR TENANTS

As of June 30, 2017, we had three significant leases. For additional information concerning each of these leases, see Part I, Item 1, Note 3 ("Leased Properties And Leases") included in this Report.

DIVIDENDS

Our portfolio of real property assets, promissory notes, and investment securities generates cash flow to us from which we pay distributions to stockholders. For the period ended June 30, 2017, the sources of our stockholder distributions include lease revenue, transportation and distribution revenue from our real property assets, and distributions from our investment securities. Distributions to common stockholders are recorded on the ex-dividend date and distributions to preferred stockholders are recorded when declared by the Board of Directors. The characterization of any distribution for federal income tax purposes will not be determined until after the end of the taxable year.

On February 28, 2017, we paid 2016 fourth quarter dividends of $0.75 per share of common stock and $0.4609375 per depositary share for our 7.375% Series A Preferred Stock.

On May 31, 2017, we paid 2017 first quarter dividends of $0.75 per share of common stock and $0.4609375 per depositary share for our 7.375% Series A Preferred Stock.

On August 1, 2017, our Board of Directors declared 2017 second quarter dividends of $0.75 per share of common stock and $0.4609375 per depositary share for our 7.375% Series A Preferred Stock payable on August 31, 2017.

A REIT is generally required to distribute during the taxable year an amount equal to at least 90 percent of the REIT taxable income (determined under Internal Revenue Code section 857(b)(2), without regard to the deduction for dividends paid). We intend to adhere to this requirement in order to maintain our REIT status. The Board of Directors will continue to determine the amount of any distribution that we expect to pay our stockholders.

IMPACT OF INFLATION AND DEFLATION

Deflation can result in a decline in general price levels, often caused by a decrease in the supply of money or credit. The predominant effects of deflation are high unemployment, credit contraction, and weakened consumer demand.

Restricted lending practices could impact our ability to obtain financings or to refinance our properties and our tenants' ability to obtain credit. During inflationary

43

periods, we intend for substantially all of our tenant leases to be designed to mitigate the impact of inflation. Generally, our leases include rent escalators that are based on the CPI, or other agreed upon metrics that increase with inflation.

CRITICAL ACCOUNTING ESTIMATES

The financial statements included in this Report 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. The preparation of the consolidated financial statements in conformity with GAAP 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 consolidated financial statements. Actual results could differ from those estimates.

A discussion of our critical accounting estimates is presented under the heading "Critical Accounting Estimates" in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2016, as previously filed with the SEC. No material modifications have been made to our critical accounting estimates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business activities contain elements of market risk. We consider fluctuations in the value of our securities portfolio and fluctuations in interest rates to be our principal market risks. As of June 30, 2017, there were no material changes to our market risk exposure as compared to the end of our preceding fiscal year ended December 31, 2016.

As of June 30, 2017, the fair value of our securities portfolio (excluding short-term investments) totaled approximately $9.1 million. We estimate that the impact of a 10 percent increase or decrease in the fair value of these securities, net of related deferred taxes, would increase or decrease net assets applicable to common shareholders by approximately $560 thousand. The fair value of securities is determined using readily available market quotations from the principal market, if available. Because there are no readily available market quotations for many of the securities in our portfolio, we value our securities at fair value as determined in good faith under a valuation policy and a consistently applied valuation process, which has been approved by our Board of Directors. Due to the inherent uncertainty of determining the fair value of securities that do not have readily available market quotations, the fair value of our securities may differ significantly from the fair values that would have been used had a ready market quotation existed for such securities, and these differences could be material.

Long-term debt used to finance our acquisitions may be based on floating or fixed rates. As of June 30, 2017, we had $145.5 million in long-term debt (net of current maturities). We use interest rate swaps to manage our interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including forward interest rate curves. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates derived from observable market interest rate forward curves. Changes in interest rates can cause interest charges to fluctuate on that portion of our variable rate debt which is not hedged.

Variable rate debt as of June 30, 2017 was $7.7 million under the Pinedale facility and $33.5 million under the CorEnergy Term Note. These variable rate debt instruments total $15.0 million of variable rate debt after giving effect to our $26.3 million interest rate swap at June 30, 2017. A 100 basis point increase or decrease in current LIBOR rates would result in a $216 thousand increase or decrease of interest expense for the six months ended June 30, 2017. As of June 30, 2017, the fair value of our interest rate swap derivative asset totaled approximately $44 thousand. We estimate that the impact of a 100 basis point increase in the one-month LIBOR rate would increase the value of the interest rate swap by $110 thousand, while a decrease of 100 basis points would decrease the value of the interest rate swap by $111 thousand as of June 30, 2017.

We consider the management of risk essential to conducting our businesses. Accordingly, our risk management systems and procedures are designed to identify and analyze our risks, to set appropriate policies and limits and to continually monitor these risks and limits by means of reliable administrative and information systems and other policies and programs.

Table of Contents Glossary of Defined Terms

ITEM 4. CONTROLS AND PROCEDURES

Conclusion Regarding Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Accounting Officer (our principal executive and principal financial officers, respectively), we have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Report. Based on that evaluation, these officers concluded that our disclosure controls and procedures were effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, that occurred during the quarterly period ending June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding threatened against us.

ITEM 1A. RISK FACTORS

Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016, sets forth information relating to important risks and uncertainties that could materially adversely affect our business, financial condition, or operating results. Those risk factors continue to be relevant to an understanding of our business, financial condition, and operating results for the quarter ended June 30, 2017. There have been no material changes to the risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2016.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the six months ended June 30, 2017, we did not sell any securities that were not registered under the 1933 Act, nor did we repurchase any equity securities of the Company.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Amended and Restated Credit Agreement

Given the timing of the event, the following information is included in this Form 10-Q pursuant to Item 1.01 "Entry into a Material Definitive Agreement" and Item 2.03 "Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant" of Form 8-K, in lieu of filing a separate Form 8-K.

As previously announced, the Company entered into a $105.0 million revolving credit facility pursuant to an Amended and Restated Revolving Credit Agreement dated July 8, 2015, as amended by a certain First Amendment to the Revolving Credit Agreement dated November 4, 2015 (as amended, the "Credit Agreement"), with Regions Bank as administrative agent. The purpose of the credit facility was to fund general corporate needs and, if elected, to provide short-term financing for the acquisition of additional assets. The Company also previously announced that, in conjunction with the November 4, 2015 amendment to the Credit Agreement, Regions Bank and the other participating lenders made available to the Company a term loan facility in the amount of $45.0 million (the "Term Loan"), the full amount of which was simultaneously drawn and utilized to pay down the then-outstanding balance on the revolver.

On July 28, 2017, the Company, as borrower, and Regions Bank, as a lender and as administrative agent for the other lenders participating therein, agreed to amend the Credit Agreement by entering into a Second Amendment to the Amended and Restated Revolving Credit Agreement, which effected a restatement of the Credit Agreement (as amended, the "Amended and Restated Credit Agreement"), to increase the size of the revolving credit facility to $160.0 million (the "Credit Facility"), subject to borrowing base limitations. On the date thereof, the Company simultaneously borrowed $10.0 million under the Credit Facility, which was utilized, with cash on hand, to pay down the outstanding balance of the Term Loan. The Credit Facility will continue to be used to fund general corporate needs and, if elected, to provide short-term financing for the acquisition of additional assets.

Under the terms of the Amended and Restated Credit Agreement, the Credit Facility will mature on July 28, 2022, or on an earlier "Springing Maturity Date" (the first date on or after February 28, 2020 that both (i) the outstanding principal amount of the Senior Unsecured Convertible Notes (as defined in the Amended and Restated Credit Agreement) exceeds $28,750,000 and (ii) Borrower's unrestricted cash liquidity (including, for purposes of this definition, the undrawn portion of the borrowing base that is then available for borrowing) is less than the sum of (x) the outstanding principal amount of the Senior Unsecured Convertible Notes plus (y) $5,000,000)).

The Credit Facility shall, at the option of the Company, bear interest at either (a) LIBOR plus a spread of 275 to 375 basis points, or (b) a rate equal to the higher of (i) the prime rate established by Regions Bank, (ii) the federal funds rate plus 0.5%, or (iii) the LIBOR rate plus 1.0%, plus a spread of 150 to 250 basis points. The applicable spread for each interest rate is based on the

Table of Contents Glossary of Defined Terms

Company's Senior Secured Recourse Leverage Ratio, as defined in the Amended and Restated Credit Agreement. The Credit Facility is also subject to an unused facility fee at the rate of 0.50% per annum times the amount by which total availability exceeds outstanding borrowings under the Credit Facility, calculated and payable on a quarterly basis.
The Amended and Restated Credit Agreement contains, among other restrictions, certain financial covenants including the maintenance of certain financial ratios. The Amended and Restated Credit Agreement contains default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods). Upon the occurrence of an event of default, payment of all amounts outstanding under the Amended and Restated Credit Agreement shall become immediately due and payable.
A copy of the Amended and Restated Credit Agreement is filed as Exhibit 10.20.6 to this Report and is incorporated herein by reference. The description of the Amended and Restated Credit Agreement in this report is a summary and is qualified in its entirety by the terms of the Amended and Restated Credit Agreement attached hereto as Exhibit 10.20.6.

ITEM 6. EXHIBITS

Exhibit No.	Description of Document
10.2.9*	Letter Agreement, dated June 30, 2017, concerning Incentive Fee for June 30, 2017 under Management Agreement, dated May 8, 2015 and effective as of May 1, 2015, between Corridor InfraTrust Management, LLC and CorEnergy Infrastructure Trust, Inc.
10.20.6*	Second Amendment to Amended and Restated Revolving Credit Agreement, dated July 28, 2017, by and among the Company and Regions Bank, et al.
12.1*	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.
31.1*	Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification by Chief Accounting Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification by Chief Executive Officer and Chief Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101**	The following materials from CorEnergy Infrastructure Trust, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income and Comprehensive Income, (iii) the Consolidated Statement of Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements.

* Filed herewith.
** Furnished herewith.

Table of Contents Glossary of Defined Terms

CORENERGY INFRASTRUCTURE TRUST, INC.
SIGNATURES
Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.
CORENERGY INFRASTRUCTURE TRUST, INC.
(Registrant)

By: /s/ Nathan L. Poundstone
Nathan L. Poundstone
Chief Accounting Officer
(Principal Accounting and Principal Financial Officer)
August 2, 2017

By: /s/ David J. Schulte
David J. Schulte
Chief Executive Officer and Director
(Principal Executive Officer)
August 2, 2017