
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 9, 2016

CorEnergy Infrastructure Trust, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

1-33292

(Commission File Number)

20-3431375

(IRS Employer Identification No.)

1100 Walnut, Suite 3350, Kansas City, MO

(Address of Principal Executive Offices)

64106

(Zip Code)

(816) 875-3705

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

As previously announced, David J. Schulte, CEO of CorEnergy Infrastructure Trust, Inc. (the "Company") will present at REITWeek 2016, NAREIT's Investor Forum, at 11:45 am Eastern time on June 9, 2016. The live audio webcast and presentation materials will be available at the following link: <https://reitstream.com/reitweek2016/corridortrust>, and a replay will be archived on the Events & Presentations page of the Company's website for 90 days after the presentation concludes. A copy of the slide presentation is also furnished as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

99.1 CorEnergy REITWeek 2016 Presentation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COREENERGY INFRASTRUCTURE TRUST, INC.

Dated: June 9, 2016

By: /s/ David J. Schulte
David J. Schulte
President and CEO

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	CorEnergy REITWeek 2016 Presentation



REITWeek 2016
David Schulte, Chief Executive Officer

CORR
LISTED
NYSE

Disclaimer

This presentation contains certain statements that may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included herein are "forward-looking statements."

Although CorEnergy believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in CorEnergy's reports that are filed with the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation.

Other than as required by law, CorEnergy does not assume a duty to update any forward-looking statement. In particular, any distribution paid in the future to our stockholders will depend on the actual performance of CorEnergy, its costs of leverage and other operating expenses and will be subject to the approval of CorEnergy's Board of Directors and compliance with leverage covenants.

Disciplined Investing in Energy Infrastructure

Infrastructure REIT Strategy Overview

- Infrastructure assets are essential for our customers' operations to produce revenue
- CorEnergy's triple-net leases and other contracts generate operating expense for our tenants
- Total long-term return of 8-10% on assets from base rents, plus acquisitions and participating rents
- Growing CorEnergy through disciplined acquisitions that are accretive to AFFO and dividends per share

Asset Fundamentals

- Long-lived, critical assets to tenant operations
- High barriers to entry with strategic locations
- Contracts provide predictable revenue
- Limited sensitivity to price/volume changes

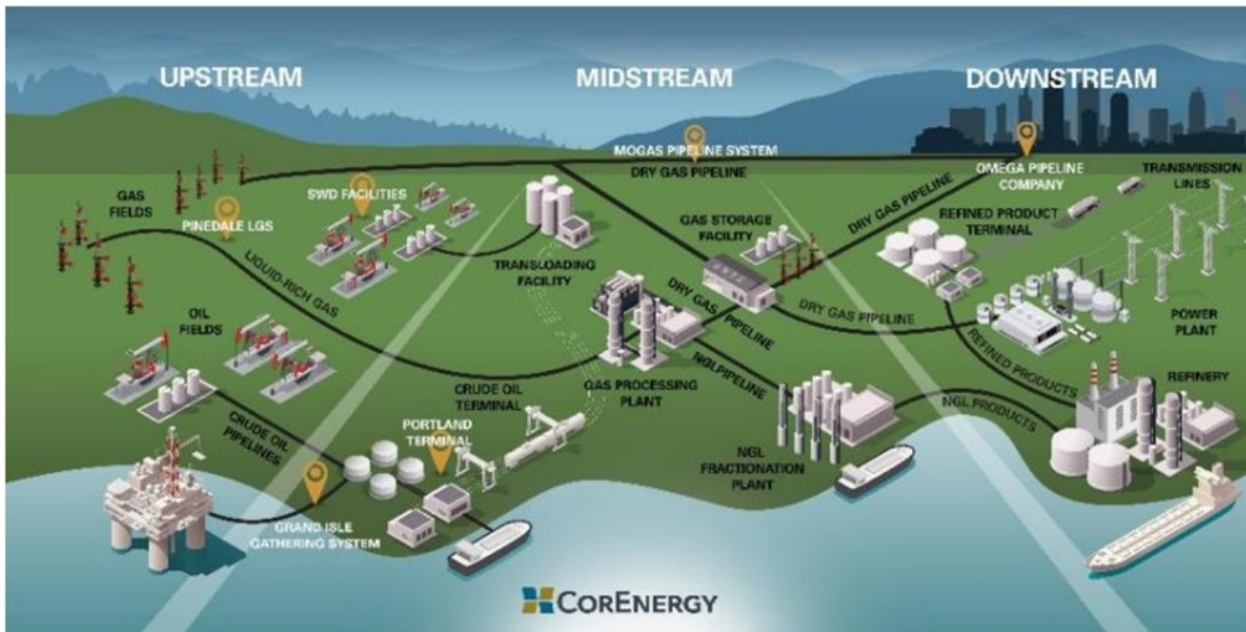


Investment Characteristics

- High cash flow component of total return
- Attractive potential risk-adjusted returns
- Diversification vs. other asset classes
- Potential inflation protection



Company Overview – Critical Infrastructure Assets



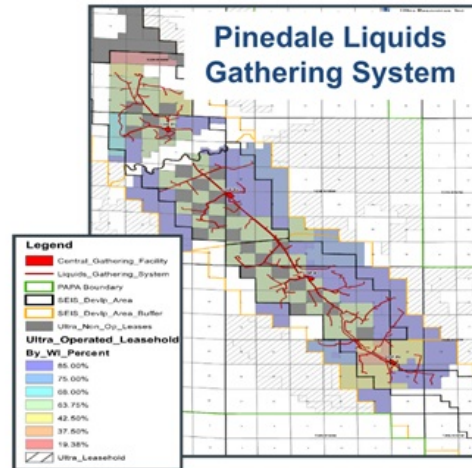
CorEnergy Strategy Withstanding Energy Market Volatility

- Oil prices hit lowest levels in over a decade in the first quarter of 2016
- Since the beginning of 2015, over 75 North American energy companies have filed for bankruptcy, accounting for ~\$52 billion of secured and unsecured debt¹
- In April, the parent companies of two CorEnergy tenants, Energy XXI Ltd and Ultra Petroleum Corp, filed Chapter 11
 - GIGS tenant (EXXI subsidiary) remains outside of bankruptcy proceedings
 - Pinedale LGS tenant (UPL subsidiary) is included in Chapter 11 reorganization, but has not filed a motion to reject the Pinedale Lease
- **In this environment, CorEnergy lease agreements continue to be paid by tenants in a timely manner**

(1) Haynes and Boone, LLP, "Oil Patch Bankruptcy Monitor", May 16, 2016

Pinedale LGS Case Study

- \$228 million asset, acquired with Prudential as a co-investor
- 150 miles of pipeline, 107 receipt points, 4 above-ground facilities
- Critical to operation of Ultra Petroleum's Pinedale natural gas field
- 15-year triple-net lease; rent \$20 million per year + participating features



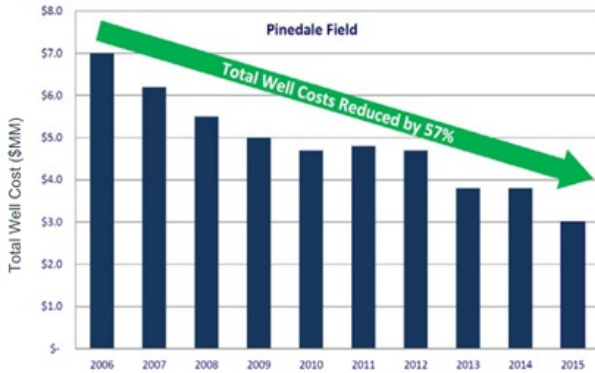
Pinedale LGS Supports Large Reserves & Low-Cost Operator

- Pinedale LGS supports \$3.5 billion, or ~93% of UPL reserves
- Lease expense is relatively small
- UPL is a low cost operator with significant presence in a low cost field

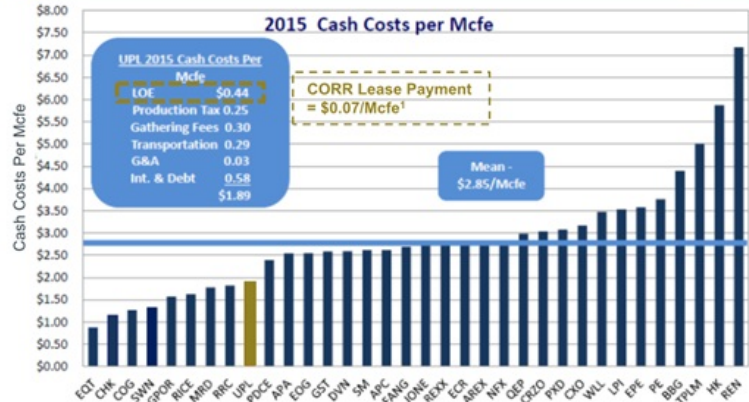
UPL Reserve Values as of 12/31/15

(in millions)	Total Reserves	Reserves Served by Pinedale LGS
Proved	\$1,866 ¹	\$1,773 ²
Probable & Possible	1,894 ³	1,740 ²
Total 3P Reserves	\$3,760	\$3,513

UPL Continues to Drive Down Well Costs⁴



Production Costs at Pinedale are Low vs. National Average⁴



(1) UPL 2015 10-K Filing, (2) CorEnergy Estimate, (3) Stifel Estimates, includes PUDs Reclassified by UPL, due to SEC rules related to capital constraints, (4) Declarations of Garland R. Shaw in Support of Chapter 11 Petitions and First Day Motions

Grand Isle Gathering System Case Study

- ~\$250 million critical midstream infrastructure in the Gulf of Mexico
- 153 miles of undersea pipeline and terminal with separation, SWD and storage facilities
- Essential system to transport crude oil and produced water for large proven reserves
- Triple-net operating lease with Energy XXI subsidiary – average minimum rent of ~\$40 million



GIGS Supports Large Reserves & Low-Cost Operator

- The GIGS supports \$1.7 billion, or ~40% of EXXI reserves
- Lease expense is relatively small
- EXXI dedicated to further cost reduction

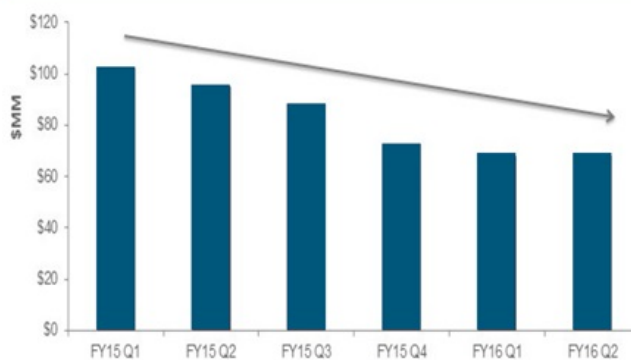
EXXI Unlevered Cash Expenses Per BOE

Lease Operating Expense, Gathering & Transportation, Production Tax ^{1,2}	\$20.40
CORR Lease Expense²	1.60
Facilities, P&A, Land G&G ¹	4.00
Field Level Cash Expense	\$26.00
General and Administrative ¹	5.00
Total Cash Expenses	\$31.00

EXXI Reserve Values as of 3/3/16

Reserve Category	(in millions) (3/1/16 Strip + \$10)	
	Value of Reserves ¹	Reserves Served by GIGS ²
Proved ³	\$1,633	\$653
Probable	1,369	548
Possible	1,136	454
Total 3P Reserves	\$4,137	\$1,655

EXXI Reduction of Direct LOE Expense¹



(1) EXXI 8-K filed 4/14/16, (2) CorEnergy Estimate, (3) Includes PUDs Reclassified by EXXI, due to SEC rules related to capital constraints

CorEnergy Stakeholder 1Q16 Per Share Financial Metrics

	First Quarter Ended March 31, 2016		
	Total	Per Share (Basic)	Per Share (Diluted)
Net Income (Attributable to Common Stockholders)	\$2,354,012	\$0.20	\$0.20
NAREIT Funds from Operations (NAREIT FFO)	\$7,032,310	\$0.59	\$0.59
Funds From Operations (FFO)	\$8,069,586	\$0.68	\$0.65
Adjusted Funds From Operations (AFFO) ¹	\$12,783,433	\$1.07	\$0.96
Dividends Paid on Common Shares	\$8,954,773	\$0.75	

~1.4x coverage ratio of 1Q16 AFFO per share to 1Q16 dividend allows for return of capital through debt repayment and reinvestment

(1) The provision for loan losses, net of taxes, includes the provision for loan loss of ~\$4.6 million and income tax benefit of \$605 thousand attributed to the Four Wood Financing Note

The Company provides non-GAAP performance measures utilized by REITs, including NAREIT Funds From Operations ("NAREIT FFO"), Funds from Operations ("FFO") and Adjusted Funds from Operations ("AFFO"). Due to legacy investments that we hold, we have historically presented a measure of FFO derived by further adjusting NAREIT FFO for distributions received from investment securities, income tax expense, net, and net distributions and dividend income. Management uses AFFO as a measure of long-term sustainable operational performance. See slides 13 and 14 for a reconciliation of NAREIT FFO, FFO and AFFO, as presented, to Net income attributable to CorEnergy common stockholders.

Capital Structure

Capitalization

(\$ in millions)	March 31, 2016
Current Maturities on Long-term Debt ¹	\$4.3
Long-term Debt ¹	\$45.5
Line of Credit	\$44.0
Convertible Debt, proceeds gross of fees	\$115.0
Total Debt	\$208.7
Preferred Stock	\$56.3
Common Stock	\$355.1
Total Equity	\$411.4
Total Capitalization	\$620.1

Financing Ratios Well Below Targets

Total Debt to Total Capitalization Ratio:

Adjusted ratio of 33.7%, within our target range of 25-50%

Preferred to Total Equity Ratio:

Adjusted ratio of 13.7%, below our 33% target

- **Conservative capital structure limits risk of high fixed costs, such as interest and preferred dividend payments**
 - Ratio of Earnings to Fixed Charges: 2.1x
 - Ratio of Earnings to Fixed Charges and Preferred Dividends: 1.6x
- **Liquidity available for future investment:** \$54.2 million available on revolver and \$12.8 million of unrestricted cash = \$67 million of available liquidity

(1) Sum of CORR and related party debt

CorEnergy Thesis for Dividend Stability

- Direct access to energy infrastructure assets in an investor-friendly REIT
- Ownership of assets which are critical to tenant revenue generation
- Dividends are based solely on minimum rents
- Long-term lease contracts support CorEnergy revenue
- CorEnergy retains debt repayment and reinvestment capital prior to dividend payment
- **Therefore, we believe the \$3.00 annualized dividend is a sustainable payout, with upside from portfolio growth and participating rents**



APPENDIX

Non-GAAP Financial Metrics: FFO/AFFO Reconciliation

NAREIT FFO, FFO Adjusted for Securities Investment and AFFO Reconciliation

	For the Three Months Ended	
	March 31, 2016	March 31, 2015
Net Income attributable to CorEnergy Stockholders	\$ 3,391,121	\$ 4,086,628
Less:		
Preferred Dividend Requirements	1,037,109	737,500
Net Income attributable to Common Stockholders	2,354,012	3,349,128
Add:		
Depreciation	5,089,753	4,033,490
Less:		
Non-Controlling Interest attributable to NAREIT FFO reconciling items	411,455	411,455
NAREIT funds from operations (NAREIT FFO)	7,032,310	6,971,163
Add:		
Distributions received from investment securities	259,734	248,949
Income tax expense (benefit) from investment securities	(475,637)	412,864
Less:		
Net distributions and dividend income	375,573	590,408
Net realized and unrealized gain (loss) on other equity securities	(1,628,752)	449,798
Funds from operations adjusted for securities investments (FFO)	8,069,586	6,592,770

Non-GAAP Financial Metrics: FFO/AFFO Reconciliation

NAREIT FFO, FFO Adjusted for Securities Investment and AFFO Reconciliation

	For the Three Months Ended	
	March 31, 2016	March 31, 2015
Add:		
Provision for loan losses, net of tax	4,040,081	—
Transaction costs	36,915	672,747
Amortization of debt issuance costs	617,097	305,710
Amortization of deferred lease costs	22,983	15,342
Accretion of asset retirement obligation	184,082	—
Income tax expense (benefit)	(174,382)	(92,499)
Amortization of above market leases	—	72,987
Unrealized (gain) loss associated with derivative instruments	23,875	(16,880)
Less:		
EIP Lease Adjustment	—	542,809
Non-Controlling Interest attributable to AFFO reconciling items	36,804	23,284
Adjusted funds from operations (AFFO)	\$ 12,783,433	\$ 6,984,084
Weighted Average Shares of Common Stock Outstanding:		
Basic	11,943,938	9,322,652
Diluted	15,428,787	9,322,652
NAREIT FFO attributable to Common Stockholders		
Basic	\$ 0.59	\$ 0.75
Diluted	\$ 0.59	\$ 0.75
FFO attributable to Common Stockholders		
Basic	\$ 0.68	\$ 0.71
Diluted	\$ 0.65	\$ 0.71
AFFO attributable to Common Stockholders		
Basic	\$ 1.07	\$ 0.75
Diluted	\$ 0.96	\$ 0.75

Non-GAAP Financial Metrics: Contribution Margin

Lease Revenue, Security Distributions, Financing Revenue, and Operating Results For the Three Months Ended

	March 31, 2016	March 31, 2015
Lease Revenue, Security Distributions, Financing Revenue, and Operating Results		
Leases:		
Lease revenue	\$ 16,996,072	\$ 7,336,101
Other Equity Securities:		
Net cash distributions received	259,734	248,949
Financing:		
Financing revenue	162,344	660,392
Operations:		
Transportation and distribution revenue ⁽¹⁾	5,099,451	5,991,390
Transportation and distribution expense ⁽²⁾	(1,362,325)	(2,446,298)
Net Operations (excluding depreciation, amortization, and accretion)	3,737,126	3,545,092
Total Lease Revenue, Security Distributions, Financing Revenue, and Operating Results	\$ 21,155,276	\$ 11,790,534
General and administrative	(3,289,852)	(2,568,519)
Non-Controlling Interest attributable to Adjusted EBITDA		
Items	(944,527)	(969,987)
Adjusted EBITDA	\$ 16,920,897	\$ 8,252,028

(1) MoGas and Omega revenues have been combined and are presented net of Omega's natural gas and propane costs subsequent to the new contract with the DOD executed on January 28, 2016, effective February 1, 2016. In accordance with GAAP, Omega's historical Sales revenue and Cost of sales for the three months ended March 31, 2015 are presented separately, on a gross basis, in the Consolidated Statements of Income and Combined Income in this quarterly report on Form 10-Q. For ease of comparison in this results of operations discussion, Omega's historical Sales revenue, Cost of sales and Operating expenses for the three months ended March 31, 2015 are presented on a gross basis and are included in the Transportation and distribution lines in this table.

(2) MoGas' transportation, maintenance and administrative expenses and Omega's operating expenses and cost of sales on non-DOD customers have been combined subsequent to the new contract with the DOD executed on January 28, 2016.

Non-GAAP Financial Metrics: Contribution Margin

Reconciliation of Adjusted EBITDA to Income Attributable to Common Stockholders

	For the Three Months Ended	
	March 31, 2016	March 31, 2015
Adjusted EBITDA	\$ 16,920,897	\$ 8,252,028
Other Adjustments:		
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	117,004	371,323
Net realized and unrealized gain (loss) on securities	(1,629,917)	419,934
Depreciation, amortization & accretion	(5,296,818)	(4,048,832)
Interest expense, net	(3,926,009)	(1,147,272)
Provision for loan losses	(4,645,188)	—
Non-controlling interest attributable to depreciation, amortization, accretion, and interest expense	596,026	559,812
Income tax benefit (expense)	1,255,126	(320,365)
Preferred dividend requirements	(1,037,109)	(737,500)
Income Attributable to Common Stockholders	\$ 2,354,012	\$ 3,349,128

Non-GAAP Financial Metrics: Fixed-Charges Ratio

Ratio of Earnings to Combine Fixed Charges and Preferred Stock

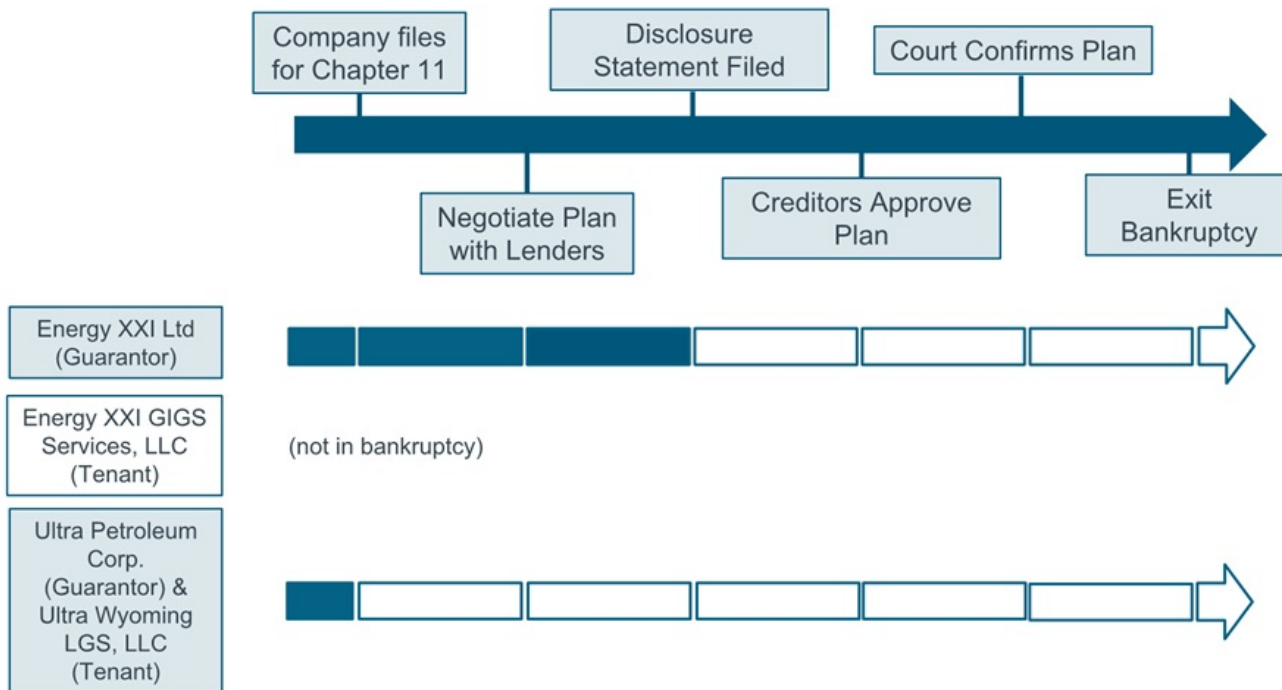
	For the Three Months Ended		For the Years Ended		For the Years	One Month
	March 31,	March 31,	December 31,	December 31,	Ended	Transition
	2016	2015	2014	2013	November 30,	Period Ended
					2012	December 31,
						2012
Earnings						
Pre-tax income from continuing operations before adjustment for income or loss from equity investees	\$ 3,737,675	\$ 11,782,422	\$ 6,973,693	\$ 2,967,257	\$ 19,857,050	\$ (515,658)
Fixed charges ⁽¹⁾	\$ 3,926,009	\$ 9,781,184	\$ 3,675,122	\$ 3,288,378	\$ 81,123	\$ 416,137
Amortization of capitalized interest	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Distributed income of equity investees	\$ 375,573	\$ 1,270,754	\$ 1,836,783	\$ 584,814	\$ (279,395)	\$ 2,325
Pre-tax losses of equity investees for which charges arising from guarantees are included in fixed charges	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Subtract:						
Interest capitalized	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Preference security dividend requirements of consolidated subsidiaries	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Earnings	8,039,257	22,834,360	12,485,598	6,840,449	19,658,778	(97,196)
Combined Fixed Charges and Preference Dividends:						
Fixed charges ⁽¹⁾	\$ 3,926,009	\$ 9,781,184	\$ 3,675,122	\$ 3,288,378	\$ 81,123	\$ 416,137
Preferred security dividend ⁽²⁾	1,037,109	3,848,828	—	—	—	—
Combined fixed charges and preference dividends	4,963,118	13,630,012	3,675,122	3,288,378	81,123	416,137
Ratio of earnings to fixed charges	2.05	2.33	3.40	2.08	242.70	(0.23)
Ratio of earnings to combined fixed charges and preference dividends	1.62	1.68	3.40	2.08	242.70	(0.23)
Combined Fixed Charges Deficiency	N/A	N/A	N/A	N/A	N/A	(513,333)

(1) Fixed charges consist of interest expense, as defined under U.S. generally accepted accounting principles, on all indebtedness

(2) This line represents the amount of preferred stock dividends accumulated for the three months ended March 31, 2016.

Expected Next Steps for Bankrupt EXXI & UPL

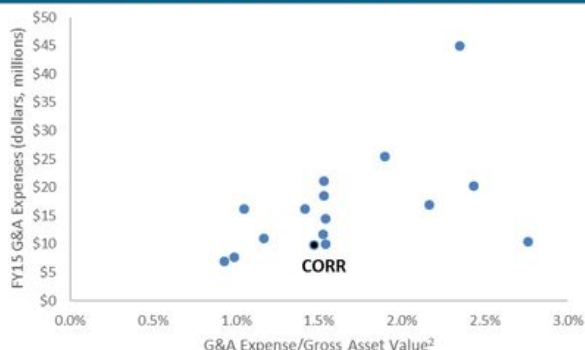
Traditional Chapter 11 Case Timeline



Corporate Structure Alignment with Investors



CORR Expense Metrics vs. Peer Group¹



(1) Peer group consists of REITs included in the RMZ index under \$1BN market cap

(2) Gross Asset Value = Asset Value of Investment Properties + Accumulated Depreciation

(3) "Managed Assets" is defined as Total Assets of CORR minus the initial invested value of non-controlling interests, the value of any hedged derivative assets, any prepaid expenses, all of the accrued liabilities other than deferred taxes and debt entered into for the purpose of leverage

Management Fee

- Services provided:
 - Presents the Company with suitable acquisition opportunities, responsible for the day-to-day operations of the Company and performs such services and activities relating to the assets and operations of the Company as may be appropriate
- Base Fees paid:
 - Quarterly management fee equal to 0.25 percent (1.00 percent annualized) of the value of the Company's Managed Assets³ as of the end of each quarter
- Incentive Fees paid:
 - Quarterly incentive fee of 10 percent of the increase in distributions earned over a threshold distribution equal to \$0.625 per share per quarter. The Management Agreement also requires at least half of any incentive fees to be reinvested in the Company's common stock

Administrative Fee

- Services provided:
 - Performs (or oversees or arranges for the performance of) the administrative services necessary for our operation, including without limitation providing us with equipment, clerical, bookkeeping and record keeping services
- Fees paid:
 - 0.04 percent of our aggregate average daily Managed Assets, with a minimum annual fee of \$30 thousand

