

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

COREENERGY INFRASTRUCTURE TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

20-3431375
(IRS Employer
Identification Number)

**1100 Walnut, Ste. 3350
Kansas City, MO 64106
(816) 875-3705**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CorEnergy Infrastructure Trust, Inc. Director Compensation Plan

(Full title of the plan)

**David J. Schulte
President and Chief Executive Officer
1100 Walnut, Suite 3350
Kansas City, Missouri 64106
(816) 875-3705**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Steven F. Carman, Esq.
Husch Blackwell LLP
4801 Main Street, Suite 1000
Kansas City, Missouri 64112
(816) 983-8000

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.001 per share	100,000	\$7.855	\$785,500.00	\$101.17

(1) This Registration Statement covers 100,000 shares authorized to be issued under the CorEnergy Infrastructure Trust, Inc. Director Compensation Plan (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional securities that may be offered or issued pursuant to the Plan as a result of any stock split, stock dividend, recapitalization or other similar transaction.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock reported on the New York Stock Exchange on September 15, 2014.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

*The documents containing the information specified in “Item 1. Plan Information” and “Item 2. Registrant Information and Employee Plan Annual Information” of Form S-8 will be sent or given to participants in the CorEnergy Infrastructure Trust, Inc. Director Compensation Plan, as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, filed with the Securities and Exchange Commission (the “SEC”) by the Company are incorporated herein by reference:

- The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed on March 18, 2014, as amended by Amendment No. 1 thereto on Form 10-K/A filed on March 19, 2014 and Amendment No. 2 thereto on Form 10-K/A filed on March 31, 2014.
- The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed on May 12, 2014.
- The Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed on August 11, 2014.
- The Company’s Current Reports on Form 8-K dated and filed on the following dates:

<u>Dated</u>	<u>Filed</u>
January 3, 2014	January 6, 2014
January 8, 2014	January 8, 2014
January 13, 2014	January 14, 2014
January 14, 2014*	January 14, 2014*
January 15, 2014*	January 16, 2014*
January 21, 2014*	January 22, 2014*
January 24, 2014	January 28, 2014
February 27, 2014	February 28, 2014
April 30, 2014	May 1, 2014
May 28, 2014	May 30, 2014
July 31, 2014	July 31, 2014

* *Other than information that has been furnished to, and not filed with, the SEC, which information is not incorporated into this Registration Statement.*

- The description of our common stock included in our registration statement on Form 8-A filed on February 1, 2007, and any amendment or report filed for the purpose of updating such description.

Any document which we file pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a Post-Effective Amendment to this Registration Statement indicating that all securities offered under the Registration Statement have been sold, or deregistering all securities then remaining unsold (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules), are also incorporated herein by reference and shall be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

We are a Maryland corporation. Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty established by a final judgment as being material to the cause of action. Our Charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law.

Our Charter authorizes us, and our Bylaws obligate us, to the maximum extent permitted by Maryland law, to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. Our Charter and Bylaws also permit us to indemnify and advance expenses to any person who served a predecessor of ours in any of the capacities described above and any employee or agent of our Company or a predecessor of our Company.

Maryland law requires a corporation (unless its charter provides otherwise, which our Charter does not) to indemnify a director or officer who has been successful in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that (i) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (ii) the director or officer actually received an improper personal benefit in money, property or services or (iii) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received, unless in either case a court orders indemnification, and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (i) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (ii) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

These provisions do not limit or eliminate our rights or the rights of any of our stockholders to seek nonmonetary relief such as an injunction or rescission in the event any of our directors or officers breaches his or her duties. These provisions will not alter the liability of our directors or officers under federal securities laws.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit No.	Description
4.1	Articles of Amendment and Restatement of CorEnergy Infrastructure Trust, Inc. (a)
4.2	Second Amended and Restated Bylaws (b)
4.3	Form of Stock Certificate for Common Stock of CorEnergy Infrastructure Trust, Inc. (a)
5.1	Opinion of Venable LLP*
10.1	CorEnergy Infrastructure Trust, Inc. Director Compensation Plan (c)
10.2	Amendment No. 1 to CorEnergy Infrastructure Trust, Inc. Director Compensation Plan*
23.1	Consent of Venable LLP (included in Exhibit 5.1)*
23.2	Consent of Ernst & Young LLP*
23.3	Consent of McGladrey LLP*
23.4	Consent of Cooper, Travis & Company, PLC*
24.1	Power of Attorney (included in signature page of this Registration Statement)*

(a) Incorporated by reference from the Company's Current Report on Form 8-K, filed on January 14, 2014.**

(b) Incorporated by reference from the Company's Current Report on Form 8-K, filed on July 31, 2013.**

(c) Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed on August 11, 2014.

* Filed herewith.

** SEC File No. 1-33292

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David J. Schulte and Rebecca M. Sandring and each of them, with full power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature: /s/ David J. Schulte
David J. Schulte
Title: Chief Executive Officer and President
(Principal Executive Officer)
Date: September 17, 2014

Signature: /s/ Rebecca M. Sandring
Rebecca M. Sandring
Title: Chief Accounting Officer
(Principal Financial and Accounting Officer)
Date: September 17, 2014

Signature: /s/ Richard C. Green
Richard C. Green
Title: Chairman of the Board
Date: September 17, 2014

Signature: /s/ Barrett Brady
Barrett Brady
Title: Director
Date: September 17, 2014

Signature: /s/ Conrad S. Ciccotello
Conrad S. Ciccotello
Title: Director
Date: September 17, 2014

Signature: /s/ Catherine A. Lewis
Catherine A. Lewis
Title: Director
Date: September 17, 2014

Signature: /s/ Charles E. Heath
Charles E. Heath
Title: Director
Date: September 17, 2014

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* Filed herewith.

** SEC File No. 1-33292

[Letterhead of Venable LLP]

September 17, 2014

CorEnergy Infrastructure Trust, Inc.
1100 Walnut, Suite 3350
Kansas City, Missouri 64106

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to CorEnergy Infrastructure Trust, Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the issuance of up to 100,000 shares (the "Shares") of the Company's common stock, \$0.001 par value per share (the "Common Stock"), pursuant to the CorEnergy Infrastructure Trust, Inc. Director Compensation Plan, as amended (as so amended, the "Plan"), covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the Plan and the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
6. The Plan, certified as of the date hereof by an officer of the Company;
7. A certificate executed by an officer of the Company, dated as of the date hereof; and
8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
 2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
 3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
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4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
5. The Shares will not be issued in violation of any restriction or limitation contained in Article VII of the Charter or in the Plan.
6. Upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter or the Plan.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.
2. The issuance of the Shares has been duly authorized and, when and if delivered against payment therefor in accordance with the Registration Statement, the Resolutions and the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

Adopted by Board of Directors
September 15, 2014

**AMENDMENT NO. 1
TO
DIRECTOR COMPENSATION PLAN
OF
COREENERGY INFRASTRUCTURE TRUST, INC.**

WHEREAS, the Director Compensation Plan (the "Director Plan") of CorEnergy Infrastructure Trust, Inc. (the "Company") was approved by the Company's Board of Directors as of April 5, 2014, and was approved by stockholders at the Company's 2014 Annual Meeting on May 28, 2014; and

WHEREAS, the Board of Directors of the Company has deemed it advisable to amend the Director Plan to: (i) correct a typographical error in the introductory paragraph of the Director Plan; (ii) allow the Company the flexibility of funding the stock retainer payments called for by the Director Plan either by issuing shares of the Company's Common Stock, par value \$0.001 per share (the "Common Stock"), or by funding the acquisition of shares in the open market for a designated account for each Compensated Director (as defined in the Director Plan); and (iii) provide that the Director Plan shall have a term of ten (10) years, ending on April 1, 2024;

WHEREAS, the Board of Directors has received the advice of counsel that the amendment of the Director Plan on the terms set forth herein should not be deemed a "material" amendment requiring the approval of the Company's stockholders.

NOW, THEREFORE, pursuant to the determination of the Board of Directors of the Company, acting by unanimous written consent dated September 15, 2014, the Director Plan is hereby amended in the following three respects:

- I. The first sentence of the introductory paragraph of the Director Plan is hereby deleted in its entirety and restated to read as follows:

This Plan is adopted by the Board of Directors (the "Board") of CorEnergy Infrastructure Trust, Inc. (the "Company"), effective as of April 1, 2014 (the "Effective Date"), subject to paragraph 9 below.

- II. Section 2 of the Director Plan is hereby amended by adding the following sentence to the end of such section:

The Company may, in its discretion, fund each installment of such stock retainer either (i) by issuing new shares of the Company's common stock or (ii) by providing cash to a designated agent or agents selected for such purpose by the Company to fund the purchase of the required number of shares for the account of each Compensated Director.

- III. Section 11 of the Director Plan is hereby deleted in its entirety and restated to read as follows:

11. **Amendment and Term.** The Board reserves the right to amend or terminate this Plan at any time. If not terminated earlier by action of the Board, this Plan shall have a term of ten (10) years, ending on April 1, 2024.

All other terms and provisions of the Director Plan shall remain as stated therein and this Amendment No. 1 shall be effective as of September 15, 2014.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the CorEnergy Infrastructure Trust, Inc. Director Compensation Plan of our report dated March 17, 2014, with respect to the consolidated financial statements and schedules of CorEnergy Infrastructure Trust, Inc. and the effectiveness of internal control over financial reporting of CorEnergy Infrastructure Trust, Inc. included in its Annual Report (Form 10-K/A-1) for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

September 17, 2014
Kansas City, MO

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of CorEnergy Infrastructure Trust, Inc. of our report dated March 31, 2014, relating to our audits of the consolidated financial statements of VantaCore Partners LP and Subsidiaries appearing in Amendment No. 2 to the Annual Report on Form 10-K/A of CorEnergy Infrastructure Trust, Inc., for the year ended December 31, 2013.

/s/ McGladrey LLP

September 17, 2014
Chicago, IL

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of CorEnergy Infrastructure Trust, Inc. of our report dated May 8, 2012, relating to our audits of the consolidated financial statements of VantaCore Partners LP and Subsidiaries appearing in Amendment No. 2 to the Annual Report on Form 10-K/A of CorEnergy Infrastructure Trust, Inc., for the year ended December 31, 2013.

/s/ Cooper, Travis & Company, PLC

September 17, 2014
Nashville, TN