**Tortoise Capital Resources Corp.**
**Fiscal Year 2011 Results Conference Call**
**February 14, 2012**
**Prepared Remarks**

**Operator:** Good afternoon ladies and gentlemen and thank you for standing by. Welcome to the Tortoise Capital Resources 2011 year-end earnings conference call. At this time, all participants are in listen-only mode. Following the formal presentation, instructions will be given for the question and answer session. Should anyone require assistance on the call today please press the star followed by the zero. As a reminder this call is being recorded today, Tuesday, February 14, 2012. At this time I would like to turn the conference over to our host, Ms. Pam Kearney, Director of Investor Relations. Ms. Kearney, you may now begin the call.

**Pam Kearney:** Thank you and welcome to the 2011 year-end earnings call for Tortoise Capital Resources Corp. I'm joined today by David Schulte, CEO, Ed Russell, President and Connie Savage, Controller. An audio replay of our conference call and information included in our press release issued yesterdayis available at www.tortoiseadvisors.com.

We would like to remind you that statements made during the course of this presentation that are not purely historical may be forward-looking statements regarding TTO's or management's intentions, estimates, projections, assumptions, beliefs, expectations and strategies for the future. All such forward-looking statements are intended to be subject to the safe harbor protection available under applicable securities law. Because such statements deal with future events, they are subject to various risks and uncertainties and actual outcomes and results might differ materially from those projected in the forward-looking statements.

Important factors that could cause actual results to differ materially from those in the forward looking statements are discussed in our filings with the SEC including the Annual Report on Form 10-K which was filed yesterday. These documents can be accessed through the investor relations section of our website. We do not update our forward-looking statements.

For the purposes of this call we will be referring to a slide presentation that is available for download on our homepage at www.tortoiseadvisors.com.

I'll now turn the call over to David Schulte, who is a founder and Managing Director of Tortoise Capital Advisors and a member of Tortoise's investment committee. He has been Chief Executive Officer of TTO since its inception and is now also a Managing Director of Corridor InfraTrust Management and will be working with the Corridor team to guide TTOs future.

**David Schulte:**

Thanks Pam. Good afternoon everyone and thank you for joining us today for our 2011 year-end earnings conference call. I'll begin today by outlining our reflections on the strategic positioning of TTO. Following that, Ed Russell will review the performance of our private investments and Connie will discuss our financial and operating results.

Hopefully you have been able to access the slide presentation on our website and I will start with **slide 4.**

As with all public vehicles created by Tortoise, TTO's objective has been to provide attractive risk-adjusted total return. We seek to accomplish this by providing distribution stability and distributiongrowth. TTO as a private equity platform was challenged to achieve this objective. We had experienced many challenges as a BDC, including small investment size due to our platform, variability of distributions from our portfolio, including reactions to the financial crisis, lack of leverage for the strategy and an inability to raise equity capital to grow our platform under the restrictions of the 1940 Act. After studying all available options, a year ago the Managing Directors of Tortoise recommended positioning TTO to be able to access the the significant opportunities for acquisition of energy infrastructure real property assets, rather than securities. We chose the REIT structure because it has a single layer of tax and can be owned by institutions and retirement plan investors.

In 2011 we accomplished many steps to address opportunity for TTO. We received shareholder approval for the plan, acquired our first real estate qualifying asset, a power line in New Mexico, we withdrew our BDC election and changed our shelf filing from an N-2 under the 1940 Act to an S-3 under the 1933 Act. We also formally retained Corridor as a manager and changed the management fee to align incentives with distribution stability and distribution growth.

We expect that the activities we engage in with Corridor's leadership, which are outlined on slide 5, will result in investment attributes sought out by infrastructure asset investors. We believe these investors seek long duration investments suitable for retirement plans.

Institutional investors are increasingly focused on infrastructure as a distinct asset class due to its desirable characteristics. There are very few publicly listed vehicles that offer direct access to the infrastructure assetsin the US. TTO focuses on the most attractive segment of infrastructure, the transport and storage of power and energy throughout the United States. The essential nature and long lives of these assets makes them relatively stable through economic cycles. By qualifying for REIT status, TTOs ownership can include retirement plan investors, which we believe are a significant source of investment appetite for long duration assets.

We believe that TTO's distribution is attractive relative to benchmark REITs and Utilities today.
I have personally worked closely with the Corridor team, and will remain active in the acquisition of quality assets and the structuring of financing around those assets. Corridor InfraTrust Management, LLC is an asset manager specializing in financing the acquisition or development of real property infrastructure assets. Corridor provides capital to operating companies through Infrastructure REIT or what we have called "InfraTrust" financing vehicles.

The strategy is founded on the critical assets contained in infrastructure right-of-ways called "corridors." Corridor was formed by and is a joint venture of the Corridor management team, Tortoise Capital Advisors, and Montage Investments.

Our mission of providing attractive risk adjusted returns focused on distribution stability and distribution growth starts with an understanding of the market we are serving, depicted on **slide 6**.

Operating businesses that are grouped into the infrastructure asset class have in common, revenue that is linked to socially necessary services, and are underpinned by capital assets with long lives. Investments in these businesses have a quasi-public purpose and are widely available outside the US. Inside the US most of these assets have been funded with Municipal Bonds, but are becoming more widely funded with private equity.

The unique and appealing characteristics of this asset class include:

1) Long term stability and low volatility
2) Attractive risk adjusted returns relative to other market sectors with cash distributions being the largest portion of return
3) The growth potential of distribution may provide a potential hedge against inflation
4) Low correlation to both debt and equity that attempts provides an additional layer of diversification to an investment portfolio

TTO will endeavor to achieve these objectives for our stockholders.

Under the communication assets silo, recently American Tower completed a conversion from a corporation to a publicly traded REIT. There are other listed infrastructure vehicles, such as Master Limited Partnerships, which maybe difficultfor some retirement plan investors to access. This set of companies provides distinct investment characteristics, similar to Real Estate, due to recurring revenues, but with competitive positions more like Utilities. We think TTO's focus is on the most attractive part of that group, so lets look closer at why we think so.

The US is the largest market in the world for both energy production and consumption. On **slide 7** you see that over the past 40 years, we've have seen a fairly steady upward-sloping trend in energy and electricity consumption. The long-term expectation is for continued demand growth into the foreseeable future, driven by both economic growth and population growth.

Long-term leases with high quality credit counterparties that provide the transportation of energy commodities is the basis for revenue in the assets we target. Infrastructure assets, such as pipelines and power transmission lines, provide the vital link connecting energy producers and end-users. The revenue model of the companies operating these assets is more volume based, and less commodity price based. We endeavor to provide financing terms to these companies that include both base rental and participation features to provide TTO with exposure to the long-term benefits of their business models.

The volume of energy utilized in our economy has been relatively stable through several economic downturns, including our most recent one. Part of the reason is the tremendous build-out underway by pipeline and transmission line operators connecting growing areas of supply with markets.

We believe TTO hasan opportunity to invest in the expansion of our country's energy infrastructure system. Whether it is electric transmission to connect new wind development, pipeline development to bring new shale gas to market or other infrastructure such as storage terminals, TTO has provided, and intends to continue to provide funding for these assets.

Lets take a look at why the transition of TTO from a BDC to a REIT is familiar territory on **slide 8**.

Each of the companies in TTO's private portfolio operates assets with our targeted asset characteristics. The companies provide socially essential services, such as Mowood's gas distribution pipeline; are supported by long-duration assets, such as Lightfoot's Arc Terminal business and have attempted to limit commodity price and technological risk, and provide access to potential growth.

Historically TTO was limited to investing in private securities of these companies. Going forward we expect to acquire the physical assets and lease them to the same type of companies, such as we have done with the Eastern Interconnect Project.

We believe that our stockholders should expect TTO to deliver on the promise of the infrastructure asset class: outlined on **slide 9.**

In our distribution press release we announced confidence that we could pay not less than $.44 annualized from economic earnings regardless of characterization for accountingor tax purposes during 2012. We intend in the future to adopt REIT style reporting to illustrate the earnings power of TTO for stockholders in a format widely followed such as Funds from Operations.

We will target investments in assets and on terms that can provide visibility of distribution growth of 2-4% over the long run. We believe this growth willmitigate the impact of inflation on our distribution and is consistent with expectations of infrastructure investors. Through distribution stability and modest growth we believe that we can be favorably compared with an investment in utilities or other REITs.

Our strategies to obtain these results are designed to generate desirable return characteristics.First we are targeting high quality energy infrastructure real assets which are REIT qualifying.  We are proposing leases around those assets with both base rent and participating rent feature, which provide us with an attractive risk adjusted total return profile of 8-10%, with most of that coming in the form of current income.

While we feel that we have adequate operating flexibility today, with the MLP's in our portfolio as potential liquidity source, our S–3 filing, once declared effective, will enable TTO to issue a wide range of securities including debt or equity and will result in increased liquidity for our stockholders.  We plan to issue equity only in the event that proceeds can be deployed to grow the value for our current stockholders. We confirmed when obtaining stockholder approval for de-registration last April, that our managing directors and Board of Directors will consider the stock price and potential for dilution in accounting value per share resulting from new equity issuance if any. The earnings power of new capital must outweigh that dilution and contribute to our objective of increasing distribution stability and distribution accretion for existing stockholders before we will issue new equity. The filing allows us additional financial flexibility for the future, upon its being declared effective by the SEC, which has not yet occurred.

Finally we believe we have aligned both downside and upside incentives between the manager and our stockholders. Tortoise has always had shareholder friendly terms and Corridor continues that tradition.

On **slide 10** we summarize the manager's expertise. We believe that investorsin infrastructure assets want management teams with bothinvestment acumen and operating skills to create working relationships with the operating teams in the companies they finance as a way to mitigate risk. We believe the resources of an external manager are critical to our success in executing the plan.

Corridor's team has over 70 years of combined leadership experience in operating multi-national electric and gas utilities, national energy marketing and trading businesses and in optimizing portfolios for real energy asset investment. The management team has developed strong industry and regulatory relationships and is credited with building an energy utility and trading business into a Fortune 30 company. We believe Corridor's experience and relationships provide the expertise necessary to acquire real property assets with strong performance standards, and to provide effective ongoing oversight of our portfolio. We may need to oversee the operation of these assets in the event of a default or non-renewal upon termination of a lease, and we built that capability in up front.

Additionally the resources of Tortoise are a great help to Corridor. Tortoise led the first MLP-focused closed-end fund and is a pioneer in the MLP direct placement market. Our investment committee members have an average of over 25 years of investing experience. Tortoise employs a dynamic approach to maximizing value in its securities portfolios, with knowledge and experience across the power and energy value chains. Tortoisealso hasexperience investing across the corporate capital structure. Tortoise has developed proprietary financial, valuation and risk models that it has employed successfully since inception and which are available for Corridor to assist evaluation of opportunities. With roots in both private equity and high yield, Tortoise has developed deep relationships with energy companies, and invested $2.7B in direct placements, pre-IPO investments and IPOs and critical affiliate liquidity events.

Tortoise and its affiliates, including Corridor, have invested significant sums in the development of the new opportunity set for TTO. Over the past several years Tortoise has waived $1.5 million in fees, while bearing the costs associated with management of the vehicle. The Corridor effort has incurred an additional $3 million in management costs, which arenot covered by fees. Additionally,in aggregate our investors own approximately $600,000 in TTO stock and when you addthese commitments represent nearly 6% of the market capitalization of TTO. We believe your manager has skin in the game and is committed to the long-term success of this company.

I will now turn the call over to Ed Russell to give an update on ourprivate holdings.

**Ed Russell:**
Thank you Dave.

High Sierra's fair value increased approximately $4.2 million since Nov.30, 2010. In March 2011, High Sierra closed on a new $215 million, 3-year committed senior secured credit facility led by BNP Paribas. The new facility financed the buyout of High Sierra's minority partners at Anticline Disposal, resulting in High Sierra owning 100 percent of the membership interests of that business. High Sierra further expanded its investment in the Water treatment sector by acquiring the assets of Marcum Midstream one of the largest oil and gas water disposal companies in Colorado.

In 2011 the Company continued to divest of its non-core assets by selling its 70% interest in Monroe Gas Storage and its interest in Asgard Energy. High Sierra did not make cash distributions to its LP and GP unit holders during our first two fiscal quarters of the year.However, in the third quarter, High Sierra returned to paying cash distributions at $0.15 per unit and increased the per unit payout to $0.30 per unit in our fourth quarter. In the coming year we expect High Sierra to maintain its current level of cash distributions with modest room for growth.

In June 2011, we purchased an 8.2 percent ownership interest in Magnetar MLP Investment, LP (Magnetar MLP) for net consideration of $9.9 million. This represented an indirect investment into Lightfoot Capital Partners, LP ("Lightfoot"), which owned 83.5 percent of the outstanding limited partnership units of Arc Terminals LP ("Arc") and 100 percent of that GP, which also included a 2.0 percent limited partnership interest. At the time of investment, Lightfoot also held approximately $60 million in cash available for new investments.

Arc Terminals provides storage and delivery services for petroleum, petrochemical and chemical products to customers under long-term storage and throughput contracts. In October 2011, Magnetar MLP sold a substantial portion of its interest in Lightfoot's LP and GP to provide liquidity to certain original investors in the fund. As part of their transaction we received direct ownership interests in Lightfoot, LP (6.72%) and GP LLC (1.52%). Immediately following this transaction Lightfoot invested its remaining cash in a minority interest in a liquefied natural gas regasification facility located in Mississippi. The decrease in value since August 31, 2011 (approximately $500,000) was due in large part to the anticipated expenses of potential acquisitions and capital market events in the coming year. The addition of the LNG facility and Arc's refined product storage assets should provide for growing distributions in the future.

VantaCore's fair value decreased approximately $7.4 million since Nov.30, 2010. VantaCore was unable to meet its minimum quarterly cash distribution ("MQD") throughout this past year. Common and preferred unit holders elected to receive a small percentage of the MQD in cash with the remainder paid in newly issued preferred units. VantaCore reported year-to-date EBITDA below budget, with the Southern Aggregates property in Louisiana continuing to fall short. In August 2011, VantaCore completed its acquisition of Cherry Grove Quarry in Todd County, Kentucky and purchased a milling machine. We invested an additional $1.2 million in VantaCore in August 2011 in exchange for newly issued Preferred B units to provide funding needed. Although VantaCore has done a better job of meeting expectations, we continue to lower our EBITDA expectations for 2012 due to the economic outlook in the territories that contributed to the reduction in fair value for VantaCore, particularly in the fourth quarter. We do believe that the fair value of VantaCore will ultimately increase as the construction and housing markets improve. Until that time, VantaCore continues to look for small acquisitions and operational improvements at its existing facilities.

As a result of the withdrawalof our prior election to be regulated as a BDC, and resulting change in investment focus, we no longer prepare our financials as an investment company but rather as a general corporate entity and thus consolidate the operations of Mowood. Our independent valuation firm prepared a positive assurance valuation for our Mowood equity investment as of Nov. 30, 2011 even though the valuation is unaudited and not used as the carrying value in the consolidated financial statements. The resulting valuation increased slightly from that which was reported last quarter. In 2012 we expect Mowood to meet and slightly exceed 2011 EBITDA.

Connie will now discuss our financial and operating performance.

**Connie Savage:** Thanks Ed. First I'd like to address the changes in our financial statements included in our Annual Report on Form 10-K, which was filed yesterday. These items are also summarized on slide 15. As a result of the withdrawalof our prior election to be regulated as a BDC, and resulting change in investment focus, we no longer prepare our financials as an investment company but rather as a general corporate entity. The most notable changes to the financials include the removal of the Schedule of Investments and Financial Highlights, and consolidation of ourwholly owned portfolio company, Mowood.

The income statement in our Annual Report reflects the results of our operations for the years ended Nov.30, 2009 and 2010 and the period from December 1, 2010 to Sept.21, 2011 (which was the date we withdrew our election to be regulated as a BDC), during which time we reported as an investment company, and therefore reported and accounted for Mowood at fair value. The results of operations for Mowood for the period from Sept.21, 2011 to Nov.30, 2011 and the related balances at Nov.30, 2011 are included, or consolidated, in ourincome statement for the year ended Nov. 30, 2011 and in ourbalance sheet as ofNov.30, 2011.

Our securities investments (other than Mowood) have been reclassified on the balance sheet as either trading or other equity securities. Trading securities represent our publicly-traded securities which are reported at fair value with changes in value reflected in the Other Income section of theincome statement. Other equity securities represent our private investments other than Mowood (High Sierra, VantaCore and Lightfoot). These securities are reported at fair value pursuant to the fair value option available under GAAP, with changes in fair value also recorded in the Other Income section of the income statement. The fair value of these private securities is reported in aggregate on the balance sheet; however, detailed information on the fair value of each holding can be found in the private company update in the MD&A Section of the 10K. The total fair value of our trading and other equity securities, excluding Mowood and excluding short-term investments, at Nov.30, 2011, was $68.9 million, with approximately $41.9 million in private securities and about $27.0 million in publicly-traded securities. Consistent with the prior quarter, the EIP acquisition is accounted for separately as a business combination and detailed information can be found in footnote 7 to our financial statements. In addition to the changes I've described, certain prior year balances on the balance sheet, income statement and cash flow statements have been reclassified to conform to the current year presentation required for general corporate entities and to provide comparability of our financial results across reporting periods. These reclassifications are described in more detail in footnote 2B to our financial statements, and they did not impact our financial position or reported net results of operations.

Net asset valuehas historically been a meaningful measure of our operating performance and it is included on the balance sheet now labeled as book value per share. Our book value per share as of Nov. 30, 2011 was $9.85, compared to $10.44per share as of Nov. 30, 2010, a 59 cent per share decrease. Keep in mind that for the period ended Nov. 30, 2010 we prepared our financials as an investment company and therefore reported Mowood at fair value, but after withdrawing as a BDC and given our change in investment focus,Mowood is now consolidated, so essentially we are carrying it at book value, which is typically less than fair value.The consolidation of Mowood decreased our book value this year by about $0.41 per share. The net decrease in fair value of our other private investments, primarily driven by VantaCore, reduced our book value by about $0.34 per share. We picked up about $0.16 per share book value on deferred tax and other assets and liabilities on the balance sheet.

Total revenue for the year ended Nov.30, 2011 was approximately $3.2 million. This represents revenue from our wholly owned subsidiary, Mowood, for the period from Sept.21, 2011 through Nov.30, 2011 as well as lease income from our EIP investment during the year. The EIP investment was not held and the results of Mowood's operations were not consolidated in prior years,sothere are no comparable revenues for those periods.

Total expenses for the year ended Nov. 30, 2011 were approximately $4.7 million, compared to $1.9 million for the prior year. The increase in expenses is primarily related to cost of sales and other operating expenses resulting from consolidation of Mowood, and costs pertaining to our asset acquisition and related depreciation expense recognized during the year.

Other income represents earnings on our portfolio of trading and other equity securities, including realized and unrealized gains or losses, distributions, dividend and other income received. Total other income after tax, for the year ended Nov.30, 2011 was about $3.8 million. This represents a decrease of about $12 million as compared to the prior year. In the prior year, the fair value of IRP increased significantly about $18 million, driven by IRP's strong performance, significant increases in comparable company valuations, two coal MLP IPOs, and renewed M&A activity. Those unrealized gains were ultimately realized during 2011; when IRP was sold.In summary, our net income for the year ended Nov.30, 2011 was about $2.9 million compared to $14.7 million in the prior year.

With that, I will turn the call back to Dave.

**David Schulte:**

Investors typically look to a company's historical performance as the best indication of its future possibility; however 2011 has marked a year of transition for Tortoise Capital Resources Corp. particularly as it relates to our financial statement presentation, as Connie just outlined.We believe that the past is no longer an appropriate indicator for the opportunity created by our new strategy. We intend to acquire assets that enable us to provide the desirable promise of the infrastructure asset class in an investor friendly structure.

And with that, operator we will be open for questions.