

TORTOISE ENERGY INFRASTRUCTURE CORP

Form 497

August 17, 2007

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PROSPECTUS SUPPLEMENT

(To prospectus dated March 14, 2007)

Filed pursuant to Rules 497(c) and (h) under
the Securities Act of 1933, As Amended
File No. 333-140457

\$55,000,000

Tortoise Energy Infrastructure Corporation

2,200 Series IV Money Market Cumulative Preferred (MMP®) Shares

Liquidation Preference \$25,000 per share

Tortoise Energy Infrastructure Corporation (the Company, we, us or our) is a nondiversified, closed-end management investment company. Our investment objective is to seek a high level of total return with an emphasis on current distributions to stockholders.

We are offering an additional series (Series IV) of our auction rate preferred stock (referred to as Money Market Cumulative Preferred Shares or MMP Shares) with an aggregate liquidation preference of \$55,000,000 in this prospectus supplement. This prospectus supplement is not complete and should be read in conjunction with our prospectus dated March 14, 2007 (the prospectus), which accompanies this prospectus supplement. This prospectus supplement does not include all information that you should consider before purchasing any MMP Shares. You should read this prospectus supplement and our prospectus prior to purchasing any MMP Shares.

The Series IV MMP Shares offered in this prospectus supplement, together with the previously issued and currently outstanding MMP Shares, are collectively referred to as MMP Shares. Individual series of MMP Shares are referred to as a series. Except as otherwise described in this prospectus supplement, the terms of the Series IV MMP Shares and all other series are the same. Capitalized terms used but not defined in this prospectus supplement shall have the meanings given to such terms in the Articles Supplementary, which is available from us upon request.

Investors in MMP Shares will be entitled to receive cash dividends at an annual rate that may vary for each dividend period. The dividend rate for the initial period for Series IV MMP Shares from and including the issue date through September 18, 2007 will be 6.00% per year. For each subsequent dividend period, the dividend rate will be determined by an auction conducted in accordance with the procedures described in this prospectus supplement. Generally, following the initial dividend period, each dividend period will be 28 days.

MMP Shares will not be listed on any exchange or automated quotation system. Generally, you may only buy and sell MMP Shares through an order placed at an auction with or through a broker-dealer that has entered into an agreement with the auction agent or in a secondary market that those broker-dealers may maintain. These broker-dealers are not required to maintain a market in MMP Shares, and a secondary market, if one develops, may not provide you with liquidity. See The Auction Certain Considerations Affecting Auction Rate Securities Existing Holder's Ability to Resell Auction Rate Securities May Be Limited.

Investing in MMP Shares involves certain risks. See Risk Factors beginning on page 27 of the prospectus and The Auction Auction Risk beginning on page S-15 of this prospectus supplement.

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

	Per Share	Total
Public offering price	\$ 25,000	\$ 55,000,000
Sales load	\$ 250	\$ 550,000
Proceeds to us (before expenses)(1)	\$ 24,750	\$ 54,450,000

(1) Does not include offering expenses payable by us estimated to be \$188,004.

The underwriters expect to deliver the Series IV MMP Shares in book-entry form, through the facilities of The Depository Trust Company, to broker-dealers on or about August 20, 2007.

Lehman Brothers

Merrill Lynch & Co.

A.G. Edwards

Oppenheimer & Co.

Stifel Nicolaus

Wachovia Securities

August 16, 2007

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The offering is conditioned upon the Series IV MMP Shares receiving a rating of Aa2 from Moody's and AA from Fitch.

This prospectus supplement has been filed with the Securities and Exchange Commission (the SEC). Additional copies of this prospectus supplement, the prospectus or the statement of additional information dated March 14, 2007, as supplemented from time to time, are available by calling 1-866-362-9331 or by writing to us, or you may obtain copies (and other information regarding us) from the SEC's web site (<http://www.sec.gov>). You also may e-mail requests for these documents to the SEC at publicinfo@sec.gov or make a request in writing to the SEC's Public Reference Section, 100 F Street, N.E., Room 1580, Washington, D.C. 20549.

This prospectus supplement, which describes the specific terms of this offering, also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in the prospectus. The prospectus gives more general information, some of which may not apply to this offering.

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in this prospectus supplement; provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date, the statement in the document having the later date modifies or supersedes the earlier statement.

The MMP Shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

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You should rely on the information contained in or incorporated by reference in this prospectus supplement in making an investment decision. Neither we nor the Underwriters have authorized anyone to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the Underwriters are not, making an offer to sell these Series IV MMP Shares in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus supplement is accurate only as of the date of this prospectus supplement, and that our business, financial condition and prospects may have changed since this date. We will amend or supplement this prospectus supplement to reflect material changes to the information contained in this prospectus supplement to the extent required by applicable law.

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CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the statement of additional information contain forward-looking statements. Forward-looking statements can be identified by the words may, will, intend, expect, estimate, continue, plan, anticipate, and similar terms and the negative of such terms. Such forward-looking statements may be contained in this prospectus supplement, as well as in the accompanying prospectus. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect our actual results are the performance of the portfolio of securities we hold, the conditions in the U.S. and international financial, petroleum and other markets, the price at which our shares will trade in the public markets and other factors discussed in our periodic filings with the SEC.

Although we believe that the expectations expressed in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in the Risk Factors section of the prospectus accompanying this prospectus supplement. All forward-looking statements contained or incorporated by reference in this prospectus supplement or the accompanying prospectus are made as of the date of this prospectus supplement or the accompanying prospectus, as the case may be. Except for our ongoing obligations under the federal securities laws, we do not intend, and we undertake no obligation, to update any forward-looking statement. The forward-looking statements contained in this prospectus supplement and the accompanying prospectus are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended (the 1933 Act).

Currently known risk factors that could cause actual results to differ materially from our expectations include, but are not limited to, the factors described in the Risk Factors section of the prospectus accompanying this prospectus supplement as well as in Auction Risk and Certain Considerations Affecting Auction Rate Securities Existing Holder s Ability to Resell Auction Rate Securities May Be Limited in The Auction section of this prospectus supplement. We urge you to review carefully those sections for a more detailed discussion of the risks of an investment in the MMP Shares.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary contains basic information about us but does not contain all of the information that is important to your investment decision. You should read this summary together with the more detailed information contained elsewhere in this prospectus supplement and accompanying prospectus and in the statement of additional information, especially the information set forth under the heading Risk Factors beginning on page 27 of the accompanying prospectus and The Auction Auction Risk beginning on page S-15 of this prospectus supplement.

The Company

We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded master limited partnerships (MLPs) in the energy infrastructure sector. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. For purposes of our investment objective, total return includes capital appreciation of, and all distributions received from, securities in which we invest regardless of the tax character of the distributions. Similar to the tax characterization of distributions made by MLPs to unitholders, a significant portion of our distributions to stockholders have been and are expected to continue to be treated as a return of capital to stockholders.

We are a nondiversified, closed-end management investment company. We commenced operations in February 2004 following our initial public offering. We were the first publicly traded investment company offering access to a portfolio of MLPs. Since that time, we completed four additional offerings of common stock in December 2004, August 2006, December 2006 and March 2007. As of the date of this prospectus supplement, we have three series of Money Market Cumulative Preferred (MMP®) Shares (MMP Shares) and five series of auction rate senior notes (Tortoise Notes) outstanding. We may borrow from time to time using our unsecured credit facility. We have a fiscal year ending November 30.

Investment Adviser

Tortoise Capital Advisors, L.L.C. (the Adviser) serves as our investment adviser. The Adviser specializes in managing portfolios of investments in MLPs and other energy companies. The Adviser was formed in October 2002 to provide portfolio management services to institutional and high-net-worth investors seeking professional management of their MLP investments. As of July 31, 2007, the Adviser had approximately \$3.1 billion of client assets under management. The Adviser's investment committee is comprised of five portfolio managers. See Management of the Company in the accompanying prospectus.

The Adviser also serves as the investment adviser to Tortoise Energy Capital Corporation (TYY) and Tortoise North American Energy Corporation (TYN), which are also publicly traded, closed-end management investment companies. TYY, which commenced operations on May 31, 2005, invests primarily in equity securities of MLPs and their affiliates in the energy infrastructure sector. TYN, which commenced operations on October 31, 2005, invests primarily in equity securities of companies in the energy sector whose primary operations are in North America. The Adviser also serves as the investment adviser to Tortoise Capital Resources Corporation (TTO), a non-diversified closed-end management investment company that has elected to be regulated as a business development company (a BDC) under the Investment Company Act of 1940 (the 1940 Act). TTO, which commenced operations on December 8, 2005, invests primarily in privately held and micro-cap public energy companies operating in the midstream and downstream segments, and to a lesser extent the upstream segment. The Adviser also serves as the investment adviser to two privately held registered investment companies.

The principal business address of the Adviser is 10801 Mastin Boulevard, Suite 222, Overland Park, Kansas 66210.

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The Offering

MMP Shares offered by the Company	2,200 Series IV MMP Shares, \$25,000 liquidation preference per share (\$55,000,000 aggregate liquidation preference). The Series IV MMP Shares are being offered by Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, A.G. Edwards & Sons, Inc., Oppenheimer & Co. Inc., Stifel, Nicolaus & Company, Incorporated and Wachovia Capital Markets, LLC (the Underwriters). See Underwriting.
Use of proceeds	<p>We estimate that our net proceeds from this offering after expenses will be approximately \$54.3 million. We intend to use the net proceeds:</p> <p style="padding-left: 40px;">to retire our short-term debt of approximately \$39.3 million, which we incurred (a) in connection with the acquisition of equity portfolio securities and certain open market purchases in pursuit of our investment objective and policies and (b) for working capital purposes;</p> <p style="padding-left: 40px;">to invest in energy infrastructure companies in accordance with our investment objective and policies; and</p> <p style="padding-left: 40px;">for working capital purposes.</p>
Auction Agent	The Bank of New York
Broker Dealers	Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, A.G. Edwards & Sons, Inc., Oppenheimer & Co. Inc., Stifel, Nicolaus & Company, Incorporated and Wachovia Capital Markets, LLC (the Broker-Dealers).
Risk factors	See Risk Factors and other information included in the accompanying prospectus, as well as Auction Risk and Certain Considerations Affecting Auction Rate Securities Existing Holder s Ability to Resell Auction Rate Securities May Be Limited under The Auction in this prospectus supplement, for a discussion of factors you should carefully consider before deciding to invest in the MMP Shares.

Recent Developments

On August 13, 2007, the Board of Directors of the Company declared a dividend in the amount of \$0.55 per common share payable on September 4, 2007 to stockholders of record on August 23, 2007.

As of the date of this prospectus supplement, information set forth under the heading Management of the Company Investment Adviser in the accompanying prospectus is hereby updated to reflect that all five members of the Adviser s investment committee are employees of the Adviser. In addition, information set forth under that same heading in the accompanying prospectus is hereby updated to reflect that the individuals identified as directors of the Company also serve as directors of two privately held registered investment companies.

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Information contained in the table below under the heading **Per Common Share Data** and **Supplemental Data and Ratios** shows our per common share operating performance. Except when noted, the information in this table is derived from our financial statements audited by Ernst & Young LLP, whose report on such financial statements is contained in our 2006 Annual Report and incorporated by reference into the statement of additional information, both of which are available from us upon request. The information for the period from December 1, 2006 through May 31, 2007 appears in our unaudited interim financial statements as of May 31, 2007, as filed with the SEC in our most recent shareholder report for the period ended May 31, 2007. See **Available Information** in the accompanying prospectus.

	Period from December 1, 2006 through May 31, 2007 (Unaudited)	Year Ended November 30, 2006	Year Ended November 30, 2005	Period from February 27, 2004⁽¹⁾ through November 30, 2004
Per Common Share Data:⁽²⁾				
Net Asset Value, beginning of period	\$ 31.82	\$ 27.12	\$ 26.53	\$ 25.00
Public offering price				25.00
Underwriting discounts and offering costs on initial public offering				(1.17)
Underwriting discounts and offering costs on issuance of preferred shares	(0.04)		(0.02)	(0.06)
Premiums less underwriting discounts and offering costs on secondary offering ⁽³⁾				
Underwriting discounts and offering costs on shelf offering of common stock ⁽⁴⁾		(0.14)		
Premiums less underwriting discounts and offering costs on shelf offerings of common stock ⁽⁵⁾	0.08			
Income (loss) from Investment Operations:				
Net investment loss ⁽⁶⁾	(0.22)	(0.32)	(0.16)	(0.03)
Net realized and unrealized gain on investments ⁽⁶⁾	8.31	7.41	2.67	3.77
Total increase from investment operations	8.09	7.09	2.51	3.74
Less Dividends to Preferred Stockholders:				
Net investment income				
Return of capital	(0.13)	(0.23)	(0.11)	(0.01)
Total dividends to preferred stockholders	(0.13)	(0.23)	(0.11)	(0.01)

Less Dividends to Common Stockholders:				
Net investment income				
Return of capital	(1.09)	(2.02)	(1.79)	(0.97)
Total dividends to common stockholders	(1.09)	(2.02)	(1.79)	(0.97)
Net Asset Value, end of period	\$ 38.73	\$ 31.82	\$ 27.12	\$ 26.53
Per common share market value, end of period	\$ 42.12	\$ 36.13	\$ 28.72	\$ 27.06
Total Investment Return Based on Market Value ⁽⁷⁾	20.05%	34.50%	13.06%	12.51%
Supplemental Data and Ratios:				
Net assets applicable to common stockholders, end of period (000 s)	\$ 724,194	\$ 532,433	\$ 404,274	\$ 336,553
Ratio of expenses (including current and deferred income tax expense) to average net assets before waiver: ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾	33.12%	20.03%	9.10%	15.20%

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	Period from December 1, 2006 through May 31, 2007 (Unaudited)	Year Ended November 30, 2006	Year Ended November 30, 2005	Period from February 27, 2004⁽¹⁾ through November 30, 2004
Ratio of expenses (including current and deferred income tax expense) to average net assets after waiver: ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾	32.94%	19.81%	8.73%	14.92%
Ratio of expenses (excluding current and deferred income tax expense) to average net assets before waiver: ⁽⁸⁾⁽⁹⁾⁽¹¹⁾	4.08%	3.97%	3.15%	2.01%
Ratio of expenses (excluding current and deferred income tax expense) to average net assets after waiver: ⁽⁸⁾⁽⁹⁾⁽¹¹⁾	3.90%	3.75%	2.78%	1.73%
Ratio of expenses (excluding current and deferred income tax expense), without regard to non-recurring organizational expenses, to average net assets before waiver: ⁽⁸⁾⁽⁹⁾⁽¹¹⁾	4.08%	3.97%	3.15%	1.90%
Ratio of expenses (excluding current and deferred income tax expense), without regard to non-recurring organizational expenses, to average net assets after waiver: ⁽⁸⁾⁽⁹⁾⁽¹¹⁾	3.90%	3.75%	2.78%	1.62%
Ratio of net investment loss to average net assets before waiver: ⁽⁸⁾⁽⁹⁾⁽¹¹⁾	(2.66)%	(2.24)%	(1.42)%	(0.45)%
Ratio of net investment loss to average net assets after waiver: ⁽⁸⁾⁽⁹⁾⁽¹¹⁾	(2.48)%	(2.02)%	(1.05)%	(0.17)%
Ratio of net investment loss to average net assets after current and deferred income tax expense, before waiver: ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾	(31.70)%	(18.31)%	(7.37)%	(13.37)%
Ratio of net investment loss to average net assets after current and deferred income tax expense, after waiver: ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾	(31.52)%	(18.09)%	(7.00)%	(13.65)%
Portfolio turnover rate ⁽⁸⁾	6.04%	2.18%	4.92%	1.83%
Tortoise Auction Rate Senior Notes, end of period (000 s)	\$ 305,000	\$ 165,000	\$ 165,000	\$ 110,000
Tortoise Preferred Shares, end of period (000 s)	\$ 130,000	\$ 70,000	\$ 70,000	\$ 35,000
Per common share amount of auction rate senior notes outstanding at end of period	\$ 16.31	\$ 9.86	\$ 11.07	\$ 8.67
Per common share amount of net assets, excluding auction rate senior notes, at end of period	\$ 55.04	\$ 41.68	\$ 38.19	\$ 35.21

Asset coverage, per \$1,000 of principal amount of auction rate senior notes and short-term borrowings ⁽¹²⁾	\$ 3,801	\$ 4,051	\$ 3,874	\$ 4,378
Asset coverage ratio of auction rate senior notes and short-term borrowings ⁽¹²⁾	380%	405%	387%	438%
Asset coverage, per \$25,000 liquidation value per share of preferred shares ⁽¹³⁾	\$ 164,268	\$ 215,155	\$ 169,383	\$ 265,395
Asset coverage, per \$25,000 liquidation value per share of preferred shares ⁽¹⁴⁾	\$ 66,620	\$ 74,769	\$ 68,008	\$ 83,026
Asset coverage ratio of preferred shares ⁽¹⁴⁾	266%	299%	272%	332%

(1) Commencement of operations.

(2) Information presented relates to a share of common stock outstanding for the entire period.

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- (3) The amount is less than \$0.01 per share, and represents the premium on the secondary offering of \$0.14 per share, less underwriting discounts and offering costs of \$0.14 per share for the year ended November 30, 2005.
- (4) Represents the dilution per common share from underwriting and other offering costs.
- (5) Represents the premium on the shelf offerings of \$0.21 per share, less underwriting and offering costs of \$0.13 per share.
- (6) The per common share data for the periods ended November 30, 2006, 2005 and 2004, do not reflect the change in estimate of investment income and return of capital, for the respective period. See Note 2C to our financial statements for further disclosure.
- (7) Not annualized. Total investment return is calculated assuming a purchase of common stock at the market price on the first day and a sale at the current market price on the last day of the period reported (excluding brokerage commissions). The calculation also assumes reinvestment of dividends at actual prices pursuant to our dividend reinvestment plan.
- (8) Annualized for periods less than one full year.
- (9) The expense ratios and net investment loss ratios do not reflect the effect of dividend payments to preferred stockholders.
- (10) The Company accrued \$94,822,011, \$71,661,802, \$24,659,420 and \$30,330,018 for the period ended May 31, 2007, the years ended November 30, 2006 and 2005 and for the period from February 27, 2004 through November 30, 2004, respectively, for current and deferred income tax expense.
- (11) The ratio excludes the impact of current and deferred income taxes.
- (12) Represents value of total assets less all liabilities and indebtedness not represented by auction rate senior notes, short-term borrowings and preferred shares at the end of the period divided by auction rate senior notes and short-term borrowings outstanding at the end of the period.
- (13) Represents value of total assets less all liabilities and indebtedness not represented by preferred shares at the end of the period divided by preferred shares outstanding at the end of the period, assuming the retirement of all auction rate senior notes and short-term borrowings.
- (14) Represents value of total assets less all liabilities and indebtedness not represented by auction rate senior notes, short-term borrowings and preferred shares at the end of the period divided by auction rate senior notes, short-term borrowings and preferred shares outstanding at the end of the period.

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USE OF PROCEEDS

The net proceeds of the offering of the Series IV MMP Shares will be approximately \$54.3 million, after payment of the Underwriters' discounts and commissions and estimated offering costs.

We intend to use a portion of the net proceeds of this offering to retire the outstanding balance under our unsecured credit facility. Outstanding balances under the credit facility generally accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 0.75%. As of the date of this prospectus supplement, the current rate is 6.29%. The credit facility expires on March 21, 2008, and we may draw on the facility from time to time to invest in accordance with our investment policies and for working capital purposes. As of the date of this prospectus supplement, we had approximately \$39.3 million outstanding under our credit facility. We will use any remaining net proceeds of this offering to make investments in energy infrastructure companies in accordance with our investment objective and policies as described under "Investment Objective and Principal Investment Strategies" in the accompanying prospectus and for working capital purposes.

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The following table sets forth our capitalization: (i) as of May 31, 2007, (ii) pro forma to reflect (a) the outstanding balance under our credit facility as of August 16, 2007 and (b) the issuance of 26,722 shares of our common stock on June 1, 2007, pursuant to our automatic dividend reinvestment plan and (iii) pro forma as adjusted to give effect to the issuance of the Series IV MMP Shares offered hereby and the retirement of the balance outstanding under our unsecured credit facility with the proceeds of such offering. As indicated below, common stockholders will bear the offering costs associated with this offering.

	Actual (Unaudited)	Pro Forma (Unaudited)	Pro Forma as Adjusted (Unaudited)
Short-Term Debt:			
Unsecured credit facility: \$150,000,000 available ⁽¹⁾	\$	\$ 39,300,000	\$
Long-Term Debt:			
Tortoise Notes, denominations of \$25,000 or any multiple thereof ⁽²⁾	\$ 305,000,000	\$ 305,000,000	\$ 305,000,000
Preferred Stock:			
MMP Shares, \$0.001 par value per share, \$25,000 stated value per share at liquidation; 10,000,000 shares authorized/5,200 shares (7,400 pro forma as adjusted) issued ⁽²⁾	\$ 130,000,000	\$ 130,000,000	\$ 185,000,000
Common Stockholders Equity:			
Common Stock, \$0.001 par value per share; 100,000,000 shares authorized; 18,700,689 shares (18,727,411 pro forma and pro forma as adjusted) outstanding ⁽²⁾	\$ 18,701	\$ 18,727 ⁽³⁾	\$ 18,727 ⁽³⁾
Additional paid-in capital	\$ 379,668,175	\$ 380,733,849 ⁽⁴⁾	\$ 379,995,845 ⁽⁵⁾
Accumulated net investment loss, net of deferred tax benefit	\$ (13,762,666)	\$ (13,762,666)	\$ (13,762,666)
Undistributed realized gain, net of deferred tax expense	\$ 19,654,212	\$ 19,654,212	\$ 19,654,212
Net unrealized gain on investments and interest rate swap contracts, net of deferred tax expense	\$ 338,615,979	\$ 338,615,979	\$ 338,615,979
Net assets applicable to common stockholders	\$ 724,194,401	\$ 725,260,101	\$ 724,522,097

(1) As of May 31, 2007, we had an unsecured credit facility with U.S. Bank N.A. and a lending syndicate which allows us to borrow up to \$150,000,000 and expires on March 21, 2008.

(2) None of these outstanding shares/notes are held by us or for our account.

(3) Reflects the issuance of 26,722 shares of our common stock (aggregate par value \$26) on June 1, 2007 pursuant to our automatic dividend reinvestment plan.

- (4) Reflects the issuance of 26,722 shares of our common stock on June 1, 2007 (\$1,065,700) less \$0.001 par value per share (\$26).
- (5) Reflects the items described in footnote (4) above, less the underwriting commissions and the estimated offering expenses borne by us (\$738,004) related to the issuance of the Series IV MMP Shares.

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The 1940 Act and each Rating Agency impose asset coverage requirements which may limit our ability to engage in certain types of transactions and may limit our ability to take certain actions without confirming with each Rating Agency that such action will not impair the ratings.

We are required to satisfy two separate asset maintenance requirements with respect to outstanding MMP Shares: (1) we must maintain assets in our portfolio that have a value, discounted in accordance with guidelines set forth by each Rating Agency, at least equal to the aggregate liquidation preference of the MMP Shares, plus specified liabilities, payment obligations and other amounts (the MMP Shares Basic Maintenance Amount); and (2) we must satisfy the 1940 Act asset coverage requirements (the 1940 Act MMP Shares Asset Coverage).

The MMP Shares Basic Maintenance Amount is defined in the Rating Agency Guidelines. Each Rating Agency may amend the definition of MMP Shares Basic Maintenance Amount from time to time.

With respect to the 1940 Act MMP Shares Asset Coverage requirement, we are required to maintain, with respect to outstanding MMP Shares, asset coverage of at least 200%. We estimate that based on the composition of our portfolio as of May 31, 2007 (adjusted to reflect the issuance of 26,722 shares of our common stock on June 1, 2007, and to reflect the outstanding balance under our credit facility as of August 16, 2007) assuming the issuance of all Series IV MMP Shares offered hereby, the application of all the proceeds received in this offering to retire our outstanding balance under our unsecured credit facility and giving effect to the deduction of the sales load and estimated offering costs related thereto estimated at \$738,004, the 1940 Act MMP Shares Asset Coverage would be:

Value of Company assets less all liabilities and indebtedness not represented by senior securities	=	\$1,214,522,097	=	248%
Senior securities representing indebtedness, plus the aggregate liquidation preference of MMP Shares		\$490,000,000		

A copy of the current Rating Agency Guidelines will be provided to any holder of MMP Shares promptly upon written request by such holder to the Company at 10801 Mastin Boulevard, Suite 222, Overland Park, Kansas 66210. See Rating Agency Guidelines in the accompanying prospectus for a more detailed description of our asset maintenance requirements.

DESCRIPTION OF MONEY MARKET CUMULATIVE PREFERRED SHARES

The following is a brief description of the terms of the MMP Shares. This description does not purport to be complete and is subject to and qualified in its entirety by reference to the more detailed description of the Money Market Cumulative Preferred Shares in the Articles Supplementary, a copy of which is filed as an exhibit to our registration statement. Capitalized terms not otherwise defined in this prospectus supplement shall have the same meaning as defined in the Articles Supplementary.

General

Our Charter authorizes the issuance of up to 10,000,000 shares of preferred stock, par value \$0.001 per share, with preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption as determined by the Board of Directors without the approval of

common stockholders. In addition, the Board of Directors, without any action by our stockholders, may amend our Charter to increase or decrease the aggregate number of shares of stock or the number of shares of any class or series of stock that we have authority to issue. The MMP Shares have a liquidation preference of \$25,000 per share, plus all accumulated but unpaid dividends (whether or not earned or declared) to the date of final distribution. The Series IV MMP Shares when issued and sold through this offering (1) will be fully paid and non-assessable, (2) will not be convertible into shares of our common stock or other stock, (3) will have no preemptive rights, and (4) will not be subject to any sinking fund. The MMP Shares will be subject to optional and mandatory redemption as described below under Redemption.

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Holders of MMP Shares will not receive certificates representing their ownership interest in such shares. The Depository Trust Company (DTC) will initially act as Securities Depository for the Agent Members with respect to the MMP Shares.

In addition to serving as the Auction Agent in connection with the Auction Procedures described below, the Auction Agent will act as the transfer agent, registrar, and paying agent for the MMP Shares. Furthermore, the Auction Agent will send notices to holders of MMP Shares of any meeting at which holders of MMP Shares have the right to vote. See Description of Securities Preferred Stock Voting Rights in the accompanying prospectus. However, the Auction Agent generally will serve merely as our agent, acting in accordance with our instructions.

Except in an Auction, we will have the right (to the extent permitted by applicable law) to purchase or otherwise acquire any MMP Share, so long as we are current in the payment of dividends on the MMP Shares and on any of our other shares ranking on a parity with the MMP Shares with respect to the payment of dividends or upon liquidation.

Dividends and Dividend Periods

General. Holders of MMP Shares will be entitled to receive cash dividends, when, as and if authorized by the Board of Directors and declared by us, out of funds legally available therefor, on the initial Dividend Payment Date with respect to the initial Dividend Period and, thereafter, on each Dividend Payment Date with respect to a subsequent Dividend Period (generally a period of 28 days, subject to certain exceptions) at the rate per annum equal to the Applicable Rate for each Dividend Period. Dividends so declared and payable shall be paid to the extent permitted under Maryland law and to the extent available and in preference to and priority over any distribution declared and payable on our common stock. Dividends shall be treated for federal income tax purposes as payable from our earnings and profits allocable to the MMP Shares. Because of our emphasis on investments in MLPs, there is a possibility that dividends on MMP Shares may not be derived entirely from earnings and profits. In such a case, dividends would be paid from cash flow in excess of such earnings and profits and would be treated as return of capital, to the extent of an investor's adjusted tax basis in the MMP Shares, and thereafter as capital gain. See Certain Federal Income Tax Matters in the accompanying prospectus.

On the Business Day next preceding each Dividend Payment Date, we are required to deposit with the Paying Agent sufficient funds for the payment of dividends. We do not intend to establish any reserves for the payment of dividends.

All moneys paid to the Paying Agent for the payment of dividends shall be held in trust for the payment of such dividends to each Holder. Each dividend will be paid by the Paying Agent to the Holder as its name appears on our share ledger or share records, which Holder(s) is expected to be the nominee of the Securities Depository. The Securities Depository will credit the accounts of the Agent Members of the Beneficial Owners in accordance with the Securities Depository's normal procedures. The Securities Depository's current procedures provide for it to distribute dividends in same-day funds to Agent Members who are in turn expected to distribute such dividends to the persons for whom they are acting as agents. The Agent Member of a Beneficial Owner will be responsible for holding or disbursing such payments on the applicable Dividend Payment Date to such Beneficial Owner in accordance with the instructions of such Beneficial Owner.

Dividends in arrears for any past Dividend Period may be declared and paid at any time, without reference to any regular Dividend Payment Date, to the Holder(s) as its name appears on our share ledger or share records on such date, not exceeding 15 days preceding the payment date thereof, as may be fixed by the Board of Directors. Any dividend payment shall first be credited against the earliest accumulated but unpaid dividends. No interest will be payable in respect of any dividend payment or payments which may be in arrears. See Default Period below.

The amount of dividends per share payable (if declared) on each Dividend Payment Date of each Dividend Period (or in respect of dividends on another date in connection with a redemption during such Dividend Period) shall be computed by multiplying the Applicable Rate (or the Default Rate) for such

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Dividend Period (or a portion thereof) by a fraction, the numerator of which will be the number of days in such Dividend Period (or portion thereof) that such share was outstanding and for which the Applicable Rate or the Default Rate was applicable and the denominator of which will be 360, multiplying the amount so obtained by \$25,000 per share, and rounding the amount so obtained to the nearest cent.

Determination of Dividend Rate. The dividend rate for the initial Dividend Period (i.e., the period from and including the Original Issue Date to and including the initial Auction Date) and the initial Auction Date are set forth on the cover page of this prospectus supplement. For each subsequent Dividend Period, subject to certain exceptions, the dividend rate will be the Applicable Rate that the Auction Agent advises us has resulted from an Auction.

The initial Dividend Period for the Series IV MMP Shares will be 30 days. Dividend Periods after the initial Dividend Period shall either be Standard Dividend Periods or, subject to certain conditions and with notice to Holders, Special Dividend Periods.

A Special Dividend Period will not be effective unless, among other things, Sufficient Clearing Bids exist at the Auction in respect of such Special Dividend Period (that is, in general, the number of shares subject to Buy Orders by Potential Holders is at least equal to the number of shares subject to Sell Orders by Existing Holders).

Dividends will accumulate at the Applicable Rate from the Original Issue Date and shall be payable on each subsequent Dividend Payment Date. For Dividend Periods of less than 30 days, Dividend Payment Dates shall occur on the first Business Day following the last day of such Dividend Period and, if greater than 30 days, then on a monthly basis on the first Business Day of each month within such Dividend Period and on the Business Day following the last day of such Dividend Period. Dividends will be paid through the Securities Depository on each Dividend Payment Date.

Except during a Default Period as described below, the Applicable Rate resulting from an Auction will not be greater than the Maximum Rate, which is equal to the Applicable Percentage of the Reference Rate, subject to upward but not downward adjustment in the discretion of the Board of Directors after consultation with the Broker-Dealers. The Applicable Percentage will be determined based on the lower of the credit ratings assigned on that date to that series of MMP Shares by Moody's and Fitch, as follows:

Moody's Credit Rating	Fitch Credit Rating	Applicable Percentage
Aa3 or above	AA or above	200%
Aa3 to A1	A to A+	250%
Baa3 to Baa1	BBB to BBB+	275%
Below Baa3	Below BBB	300%

The Reference Rate is the greater of (1) the applicable AA Composite Commercial Paper Rate (for a Dividend Period of fewer than 184 days) or the applicable Treasury Index Rate (for a Dividend Period of 184 days or more), or (2) the applicable LIBOR. For Standard Dividend Periods or shorter periods only, the Applicable Rate resulting from an Auction will not be less than the Minimum Rate, which is 70% of the applicable AA Composite Commercial Paper Rate. No Minimum Rate is specified for Auctions with respect to Dividend Periods of more than the Standard Dividend Period.

The Maximum Rate for the MMP Shares will apply automatically following an Auction for such shares in which Sufficient Clearing Bids have not been made (other than because all shares of MMP Shares were subject to Submitted

Hold Orders). If an Auction for any subsequent Dividend Period is not held for any reason, including because there is no Auction Agent or Broker-Dealer, then the Applicable Rate on the MMP Shares for any such Dividend Period shall be the Maximum Rate (except for circumstances in which the Dividend Rate is the Default Rate, as described below).

The All Hold Rate will apply automatically following an Auction in which all of the outstanding MMP Shares of a series are subject to (or are deemed to be subject to) Submitted Hold Orders. The All Hold Rate is 80% of the applicable AA Composite Commercial Paper Rate.

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Prior to each Auction, the Broker-Dealers will notify Holders of the term of the next succeeding Dividend Period as soon as practicable after the Broker-Dealers have been so advised by us. After each Auction, on the Auction Date, the Broker-Dealers will notify Holders of the Applicable Rate for the next succeeding Dividend Period and of the Auction Date of the next succeeding Auction.

Designation of Dividend Period. We will designate the duration of subsequent Dividend Periods for each series of MMP Shares; provided, however, that no such designation is necessary for a Standard Dividend Period and, provided further, that any designation of a Special Dividend Period shall be effective only if (1) notice thereof shall have been given as provided herein, (2) any failure to pay in the timely manner to the Auction Agent the full amount of any dividend on, or the redemption price of, a series of MMP Shares shall have been cured as set forth under *Default Period*, (3) Sufficient Clearing Bids shall have existed in an Auction held on the Auction Date immediately preceding the first day of such proposed Special Dividend Period, (4) if we shall have mailed a Notice of Redemption with respect to any MMP Shares, as described under *Redemption* below, the Redemption Price with respect to such MMP Shares shall have been deposited with the Paying Agent, and (5) we have confirmed that, as of the Auction Date next preceding the first day of such Special Dividend Period, we have Eligible Assets with an aggregate Discounted Value at least equal to the MMP Shares Basic Maintenance Amount and we have consulted with the Broker-Dealers and have provided notice of such designation and otherwise complied with Rating Agency Guidelines.

Designation of a Special Dividend Period. If we propose to designate any Special Dividend Period, not fewer than seven (7) (or two (2) Business Days in the event the duration of the Dividend Period prior to such Special Dividend Period is fewer than eight (8) days) nor more than 30 Business Days prior to the first day of such Special Dividend Period, notice shall be (1) made by press release and (2) communicated by us by telephonic or other means to the Auction Agent and confirmed in writing promptly thereafter. Each such notice shall state (A) that we propose to exercise our option to designate a succeeding Special Dividend Period, specifying the first and last days thereof and (B) that we will, by 3:00 p.m. New York City time, on the second Business Day next preceding the first day of such Special Dividend Period, notify the Auction Agent, who will promptly notify the Broker-Dealers, of either (x) our determination, subject to certain conditions, to proceed with such Special Dividend Period, subject to the terms of any Specific Redemption Provisions, or (y) our determination not to proceed with such Special Dividend Period in which latter event the succeeding Dividend Period shall be a Standard Dividend Period.

No later than 3:00 p.m., New York City time, on the second Business Day next preceding the first day of any proposed Special Dividend Period, we will deliver to the Auction Agent, who will promptly deliver to the Broker-Dealers and Existing Holders, either:

- (1) a notice stating (A) that we have determined to designate the next succeeding Dividend Period as a Special Dividend Period, specifying the first and last days thereof and (B) the terms of any Specific Redemption Provisions; or
- (2) a notice stating that we have determined not to exercise our option to designate a Special Dividend Period.

If we fail to deliver either such notice with respect to any designation of any proposed Special Dividend Period to the Auction Agent and the Auction Agent is unable to make the confirmation described above by 3:00 p.m., New York City time, on the second Business Day next preceding the first day of such proposed Special Dividend Period, we shall be deemed to have delivered a notice to the Auction Agent with respect to such Dividend Period to the effect set forth in clause (2) above, thereby resulting in a Standard Dividend Period.

Default Period. Subject to cure provisions, a *Default Period* with respect to a particular series of MMP Shares will commence on any date on which, when required to do so, we fail to deposit irrevocably in trust in same-day funds, with the Paying Agent by 12:00 noon, New York City time, (A) the full amount of any declared dividend on that

series payable on the Dividend Payment Date (a Dividend Default), or (B) the full amount of any redemption price (the Redemption Price) payable on the date fixed for redemption (the

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Redemption Date) (a Redemption Default , and together with a Dividend Default, hereinafter referred to as Default).

Subject to cure provisions, a Default Period with respect to a Dividend Default or a Redemption Default shall end on the Business Day on which, by 12:00 noon, New York City time, all unpaid dividends and any unpaid Redemption Price, respectively, shall have been deposited irrevocably in trust in same-day funds with the Paying Agent. In the case of a Dividend Default, the Applicable Rate for each Dividend Period commencing during a Default Period will be equal to the Default Rate, and each subsequent Dividend Period commencing after the beginning of a Default Period shall be a Standard Dividend Period; provided, however, that the commencement of a Default Period will not by itself cause the commencement of a new Dividend Period.

No Auction shall be held during a Default Period with respect to a Dividend Default applicable to that series of MMP Shares. No Default Period with respect to a Dividend Default or Redemption Default shall be deemed to commence if the amount of any dividend or any Redemption Price due (if such default is not solely due to our willful failure) is deposited irrevocably in trust, in same-day funds with the Paying Agent by 12:00 noon, New York City time, within three Business Days after the applicable Dividend Payment Date or Redemption Date, together with an amount equal to the Default Rate applied to the amount of such non-payment based on the actual number of days comprising such period divided by 360 for each series. The Default Rate shall be equal to the Reference Rate multiplied by three.

Redemption

Optional Redemption. To the extent permitted under the 1940 Act and Maryland law, we may, at our option, redeem MMP Shares having a Dividend Period of one year or less, in whole or in part, out of funds legally available therefor, on any Dividend Payment Date upon not less than 15 calendar days and not more than 40 calendar days , prior notice. This optional redemption is not available during the initial Dividend Period or during other limited circumstances. The optional redemption price per share shall be equal to the liquidation preference per share, plus an amount equal to accumulated but unpaid dividends thereon (whether or not earned or declared) to the date fixed for redemption. MMP Shares having a Dividend Period of more than one year are redeemable at our option, in whole or in part, out of funds legally available therefor, prior to the end of the relevant Dividend Period, upon not less than 15 calendar days and not more than 40 calendar days prior notice, subject to any Specific Redemption Provisions, which may include the payment of redemption premiums in the sole discretion of the Board of Directors. We shall not effect any optional redemption unless after giving effect thereto (1) we have available on such date fixed for the redemption certain Deposit Securities with maturity or tender dates not later than the day preceding the applicable redemption date and having a value not less than the amount (including any applicable premium) due to Holders of a series of MMP Shares by reason of the redemption of MMP Shares on such date fixed for the redemption, and (2) we would have Eligible Assets with an aggregate Discounted Value at least equal to the MMP Shares Basic Maintenance Amount.

We also reserve the right to repurchase MMP Shares in market or other transactions from time to time in accordance with applicable law and at a price that may be more or less than the liquidation preference of the MMP Shares, but are under no obligation to do so.

Mandatory Redemption. If we fail to maintain Eligible Assets with an aggregate Discounted Value at least equal to the MMP Shares Basic Maintenance Amount as of any Valuation Date or, fail to satisfy the 1940 Act MMP Shares Asset Coverage as of the last Business Day of any month, and such failure is not cured within ten (10) Business Days following such Valuation Date in the case of a failure to maintain the MMP Shares Basic Maintenance Amount or on the last Business Day of the following month in the case of a failure to maintain the 1940 Act MMP Shares Asset Coverage (each an Asset Coverage Cure Date), the MMP Shares will be subject to mandatory redemption out of funds legally available therefor. See Rating Agency Guidelines in the accompanying prospectus.

The number of MMP Shares to be redeemed under these circumstances will be equal to the lesser of (1) the minimum number of MMP Shares the redemption of which, if deemed to have occurred immediately

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prior to the opening of business on the relevant Asset Coverage Cure Date, would result in our having Eligible Assets with an aggregate Discounted Value at least equal to the MMP Shares Basic Maintenance Amount or sufficient to satisfy the 1940 Act MMP Shares Asset Coverage, as the case may be, in either case as of the relevant Asset Coverage Cure Date (provided that, if there is no such minimum number of shares the redemption of which would have such result, all MMP Shares then outstanding will be redeemed), and (2) the maximum number of MMP Shares that can be redeemed out of funds expected to be available therefor on the Mandatory Redemption Date (as defined below) at the Mandatory Redemption Price (as defined below).

We shall allocate the number of shares required to be redeemed to satisfy the MMP Shares Basic Maintenance Amount or the 1940 Act MMP Shares Asset Coverage, as the case may be, pro rata among the Holders of MMP Shares in proportion to the number of shares they hold, by lot or by such other method as we shall deem fair and equitable, subject to any mandatory redemption provisions.

We are required to effect such a mandatory redemption not later than 40 days after the Asset Coverage Cure Date (the Mandatory Redemption Date), except that if we do not have funds legally available for the redemption of, or are not otherwise legally permitted to redeem, all of the required number of MMP Shares of a series that are subject to mandatory redemption, or we otherwise are unable to effect such redemption on or prior to such Mandatory Redemption Date, we will redeem those MMP Shares on the earliest practicable date on which we will have such funds available, upon notice to record owners of shares of MMP Shares and the Paying Agent. Our ability to make a mandatory redemption may be limited by the provisions of the 1940 Act or Maryland law.

The redemption price per share in the event of any mandatory redemption will be \$25,000 per share, plus an amount equal to accumulated but unpaid dividends (whether or not earned or declared) to the date fixed for redemption, plus (in the case of a Dividend Period of more than one year only) a redemption premium, if any, determined by the Board of Directors in its sole discretion after consultation with the Broker-Dealers and set forth in any applicable Specific Redemption Provisions (the Mandatory Redemption Price).

Redemption Procedure. Pursuant to Rule 23c-2 under the 1940 Act, we will file a notice of our intention to redeem with the SEC so as to provide at least the minimum notice required by such rule or any successor provision (notice currently must be filed with the SEC generally at least 30 days prior to the redemption date). We shall deliver a notice of redemption to the Auction Agent containing the information described below one Business Day prior to the giving of notice to Holders in the case of an optional redemption and on or prior to the 30th day preceding the Mandatory Redemption Date in the case of a mandatory redemption. The Auction Agent will use its reasonable efforts to provide notice to each Holder of MMP Shares called for redemption by electronic means not later than the close of business on the Business Day immediately following the Business Day on which the Auction Agent determines the shares to be redeemed (or, during a Default Period with respect to such shares, not later than the close of business on the Business Day immediately following the day on which the Auction Agent receives notice of redemption from us). Such notice will be confirmed promptly in writing not later than the close of business on the third Business Day preceding the redemption date by providing the notice to each Holder of record of MMP Shares called for redemption, the Paying Agent (if different from the Auction Agent) and the Securities Depository (Notice of Redemption). The Notice of Redemption will be addressed to the registered owners of the MMP Shares at their addresses appearing on our books or records. Such notice will set forth (1) the redemption date, (2) the number and identity of MMP Shares to be redeemed, (3) the redemption price (specifying the amount of accumulated dividends to be included therein and the amount of the redemption premium, if any), (4) that dividends on the shares to be redeemed will cease to accumulate on such redemption date, and (5) the 1940 Act provision under which redemption shall be made. No defect in the Notice of Redemption or in the transmittal or mailing thereof will affect the validity of the redemption proceedings, except as required by applicable law.

If less than all of the shares of MMP Shares are redeemed on any date, the shares per Holder to be redeemed on such date will be selected by us on a pro rata basis in proportion to the number of shares held by such Holder, by lot or by such other method as is determined by us to be fair and equitable, subject to the terms of any Specific Redemption Provisions. MMP Shares may be subject to mandatory redemption as described herein notwithstanding the terms of any Specific Redemption Provisions. The Auction Agent will

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give notice to the Securities Depository, whose nominee will be the record Holder of all of the MMP Shares, and the Securities Depository will determine the number of shares to be redeemed from the account of the Agent Member of each Beneficial Owner. Each Agent Member will determine the number of shares to be redeemed from the account of each Beneficial Owner for which it acts as agent. An Agent Member may select for redemption shares from the accounts of some Beneficial Owners without selecting for redemption any shares from the accounts of other Beneficial Owners. In this case, in selecting the MMP Shares to be redeemed, the Agent Member will select by lot or by other fair and equitable method. Notwithstanding the foregoing, if neither the Securities Depository nor its nominee is the record Holder of all of the shares, the particular shares to be redeemed shall be selected by us by lot, on a pro rata basis between each series or by such other method as we shall deem fair and equitable, as contemplated above.

If Notice of Redemption has been given, then upon the deposit of funds with the Paying Agent sufficient to effect such redemption, dividends on such shares will cease to accumulate and such shares will be no longer deemed to be outstanding for any purpose and all rights of the Holders of the shares so called for redemption will cease and terminate, except the right of the Holders of such shares to receive the redemption price, but without any interest or additional amount. We shall be entitled to receive from the Paying Agent, promptly after the date fixed for redemption, any cash deposited with the Paying Agent in excess of (1) the aggregate redemption price of the MMP Shares called for redemption on such date and (2) such other amounts, if any, to which Holders of MMP Shares called for redemption may be entitled. We will be entitled to receive, from time to time after the date fixed for redemption, from the Paying Agent the interest, if any, earned on such funds deposited with the Paying Agent and the owners of MMP Shares so redeemed will have no claim to any such interest. Any funds so deposited that are unclaimed two years after such redemption date will be paid, to the extent permitted by law, by the Paying Agent to us upon our request. Subsequent to such payment, Holders of MMP Shares called for redemption may look only to us for payment.

So long as any MMP Shares are held of record by the nominee of the Securities Depository, the redemption price for such shares will be paid on the redemption date to the nominee of the Securities Depository. The Securities Depository's normal procedures provide for it to distribute the amount of the redemption price to Agent Members who, in turn, are expected to distribute such funds to the persons for whom they are acting as agent.

Notwithstanding the provisions for redemption described above, no MMP Shares may be redeemed unless all dividends in arrears on the outstanding MMP Shares, and any of our shares ranking on a parity with the MMP Shares with respect to the payment of dividends or upon liquidation, have been or are being contemporaneously paid or set aside for payment, except in connection with our liquidation, in which case all MMP Shares and all shares ranking in parity with the MMP Shares must receive proportionate amounts. At any time we may purchase or acquire all the outstanding MMP Shares pursuant to the successful completion of an otherwise lawful purchase or exchange offer made on the same terms to, and accepted by, Holders of all outstanding MMP Shares.

Except for the provisions described above, nothing contained in the Articles Supplementary limits any legal right of ours to purchase or otherwise acquire any MMP Shares outside of an Auction at any price, whether higher or lower than the price that would be paid in connection with an optional or mandatory redemption, so long as, at the time of any such purchase, there is no arrearage in the payment of dividends on, or the mandatory or optional redemption price with respect to, any MMP Shares for which Notice of Redemption has been given and we are in compliance with the 1940 Act MMP Shares Asset Coverage and have Eligible Assets with an aggregate Discounted Value at least equal to the MMP Shares Basic Maintenance Amount after giving effect to such purchase or acquisition on the date thereof. Any shares which are purchased, redeemed or otherwise acquired by us shall be returned to the status of authorized but unissued shares. If less than all outstanding MMP Shares are redeemed or otherwise acquired by us, we shall give notice of such transaction to the Auction Agent, in accordance with the procedures agreed upon by the Board of Directors.

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THE AUCTION

Role of Auction Agent

Articles Supplementary. The Articles Supplementary provide that, except as otherwise described herein, the Applicable Rate for the shares of each series of preferred stock, for each Dividend Period of shares of such series after the initial Dividend Period thereof, shall be equal to the rate per annum that the Auction Agent advises has resulted on the Business Day preceding the first day of such Subsequent Dividend Period (an Auction Date) from implementation of the auction procedures (the Auction Procedures), in which persons determine to hold or offer to sell or, based on dividend rates bid by them, offer to purchase or sell shares of such series. Each periodic implementation of the Auction Procedures is referred to herein as an Auction. See the Articles Supplementary relating to the Series IV MMP Shares, a copy of which is filed as an exhibit to our registration statement, for a more complete description of the Auction process.

Auction Agency Agreement. The Auction Agency Agreement between us and the Auction Agent (currently, The Bank of New York) (the Auction Agency Agreement) provides, among other things, that the Auction Agent will follow the Auction Procedures for purposes of determining the Applicable Rate for the Series IV MMP Shares so long as the Applicable Rate for the Series IV MMP Shares is to be based on the results of an Auction. The Auction Agent acts as a non-fiduciary agent for us in connection with Auctions. In the absence of bad faith or gross negligence on its part, the Auction Agent will not be liable for any action taken, suffered, or omitted or for any error of judgment made by it in the performance of its duties under the Auction Agency Agreement and will not be liable for any error of judgment made in good faith unless the Auction Agent will have been grossly negligent in ascertaining the pertinent facts.

The Auction Agent may terminate the Auction Agency Agreement upon notice to us on a date no earlier than 60 days after the notice. If the Auction Agent should resign, we will use our best efforts to enter into an agreement with a successor Auction Agent containing substantially the same terms and conditions as the Auction Agency Agreement. We may remove the Auction Agent provided that prior to such removal we shall have entered into such an agreement with a successor Auction Agent.

Auction Risk

You may not be able to sell your MMP Shares at an Auction if the Auction fails; that is, if there are more MMP Shares offered for sale than there are buyers for those MMP Shares. Also, if you place hold orders (orders to retain MMP Shares) at an Auction only at a specified rate, and that bid rate exceeds the rate set at the Auction, you will not retain your MMP Shares. Finally, if you buy MMP Shares or elect to retain MMP Shares without specifying a rate below which you would not wish to buy or continue to hold those MMP Shares, and the Auction sets a below-market rate, you may receive a lower rate of return on your MMP Shares than the market rate.

Auction Procedures

Beneficial Owners. Prior to the Broker-Dealer Deadline on each Auction Date for MMP Shares, each customer of a Broker-Dealer who is listed on the records of that Broker-Dealer (or, if applicable, the Auction Agent) as a holder of MMP Shares of such series (a Beneficial Owner) may submit orders (Orders) with respect to MMP Shares to that Broker-Dealer as follows:

Hold Order indicating its desire to hold MMP Shares of such series without regard to the Applicable Rate for MMP Shares of such series for the next Dividend Period thereof.

Bid indicating its desire to sell MMP Shares, if any, of such series held by such Beneficial Owner which such Beneficial Owner offers to sell if the Applicable Rate for MMP Shares of such series for the next succeeding Dividend Period of MMP Shares of such series shall be less than the rate per annum specified by such Beneficial Owner (also known as a hold-at-rate order).

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Sell Order indicating its desire to sell the number of MMP Shares, if any, of such series held by such Beneficial Owner which such Beneficial Owner offers to sell without regard to the Applicable Rate for MMP Shares of such series for the next succeeding Dividend Period of MMP Shares of such series.

Orders submitted (or the failure to do so) by Beneficial Owners under certain circumstances will have the effects described below. A Beneficial Owner of MMP Shares of such series that submits a Bid with respect to MMP Shares of such series to its Broker-Dealer having a rate higher than the Maximum Rate for MMP Shares of such series on the Auction Date therefore will be treated as having submitted a Sell Order with respect to such MMP Shares.

A Beneficial Owner of MMP Shares of such series that fails to submit an Order with respect to such MMP Shares to its Broker-Dealer will be deemed to have submitted a Hold Order with respect to such MMP Shares of such series; provided, however, that if a Beneficial Owner of Series IV MMP Shares fails to submit an Order with respect to such Series IV MMP Shares to its Broker-Dealer for an Auction relating to a Special Dividend Period of more than 28 days, such Beneficial Owner will be deemed to have submitted a Sell Order with respect to such MMP Shares. A Sell Order shall constitute an irrevocable offer to sell the MMP Shares subject thereto. A Beneficial Owner that offers to become the Beneficial Owner of additional MMP Shares is, for purposes of such offer, a Potential Beneficial Owner as discussed below.

Potential Beneficial Owners. A customer of a Broker-Dealer that is not a Beneficial Owner of a series of MMP Shares but that wishes to purchase MMP Shares of such series, or that is a Beneficial Owner of MMP Shares of such series that wishes to purchase additional MMP Shares of such series (in each case, a Potential Beneficial Owner), may submit Bids to its Broker-Dealer in which it offers to purchase shares at \$25,000 per MMP Share of such series specified in such Bid if the Applicable Rate for MMP Shares determined on such Auction Date shall be higher than the rate specified in such Bid. A Bid placed by a Potential Beneficial Owner of MMP Shares of such series specifying a rate higher than the Maximum Rate for MMP Shares of such series on the Auction Date therefore will not be accepted.

The Auction Process. Each Broker-Dealer shall submit in writing, which shall include a writing delivered via e-mail or other electronic means, to the Auction Agent, prior to the Submission Deadline on each Auction Date, all Orders for MMP Shares of a series subject to an Auction on such Auction Date accepted by such Broker-Dealer, designating itself (unless otherwise permitted by us) as an Existing Holder in respect of MMP Shares subject to Orders submitted or deemed submitted to it by Beneficial Owners and as a Potential Holder in respect of MMP Shares subject to Orders submitted to it by Potential Beneficial Owners. However, neither we nor the Auction Agent will be responsible for a Broker-Dealer's failure to comply with the foregoing. Any Order placed with the Auction Agent by a Broker-Dealer as or on behalf of an Existing Holder or a Potential Holder will be treated in the same manner as an Order placed with a Broker-Dealer by a Beneficial Owner or Potential Beneficial Owner. Similarly, any failure by a Broker-Dealer to submit to the Auction Agent an Order in respect of MMP Shares held by it or customers who are Beneficial Owners will be treated in the same manner as a Beneficial Owner's failure to submit to its Broker-Dealer an Order in respect of MMP Shares held by it. A Broker-Dealer may also submit Orders to the Auction Agent for its own account as an Existing Holder or Potential Holder, provided it is not an affiliate of ours.

If Sufficient Clearing Bids for a series of MMP Shares exist (that is, the number of MMP Shares of such series subject to Submitted Bids of Potential Holders specifying one or more rates between the Minimum Rate (for Standard Dividend Periods or shorter periods, only) and the Maximum Rate (for all Dividend Periods) for MMP Shares of such series exceeds or is equal to the number of MMP Shares of such series subject to Sell Submitted Orders, the Applicable Rate for MMP Shares of such series for the next succeeding Dividend Period thereof will be the lowest rate specified in the Submitted Bids which, taking into account such rate and all lower rates bid by Broker-Dealers as or on behalf of Existing Holders and Potential Holders, would result in Existing Holders and Potential Holders owning

the MMP Shares of such series available for purchase in the Auction (such rate, the Winning Bid Rate). If Sufficient Clearing Bids for MMP Shares of a series do not exist (other than because all of the outstanding MMP Shares of a series are subject to Submitted Hold Orders), then the Applicable Rate for all MMP Shares of such series for the next succeeding Dividend Period thereof will be equal to the Maximum Rate for MMP Shares of such series. In such event, Holders of MMP Shares of

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such series that have submitted or are deemed to have submitted Sell Orders may not be able to sell in such Auction all MMP Shares of such series subject to such Sell Orders. In any particular Auction, if all outstanding MMP Shares of a series are the subject of Submitted Hold Orders, the Applicable Rate for such series of MMP Shares for the next succeeding Auction Period will be the All Hold Rate (such a situation is called an All Hold Auction).

The Auction Procedures include a pro rata allocation of MMP Shares for purchase and sale, which may result in an Existing Holder continuing to hold or selling, or a Potential Holder purchasing, a number of MMP Shares that is less than the number of MMP Shares specified in its Order. To the extent the allocation procedures have that result, Broker-Dealers that have designated themselves as Existing Holders or Potential Holders in respect of customer Orders will be required to make appropriate pro rata allocations among their respective customers.

Settlement of purchases and sales will be made on the next Business Day (also a Dividend Payment Date) after the Auction Date through the Securities Depository. Purchasers will make payment through their Agent Members in same-day funds to the Securities Depository against delivery to their respective Agent Members. The Securities Depository will make payment to the sellers Agent Members in accordance with the Securities Depository's normal procedures, which now provide for payment against delivery by their Agent Members in same-day funds.

Certain Considerations Affecting Auction Rate Securities

Role of Broker-Dealers. Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, A.G. Edwards & Sons, Inc., Oppenheimer & Co. Inc., Stifel, Nicolaus & Company, Incorporated and Wachovia Capital Markets, LLC (the Broker-Dealers) have been appointed by the issuers or obligors of various auction rate securities to serve as a dealer in the auctions for those securities and are paid by the issuers or obligors for their services. The Broker-Dealers receive broker-dealer fees from such issuers or obligors at an agreed upon annual rate that is applied to the principal amount of securities sold or successfully placed through them in such auctions.

The Broker-Dealers are designated in the Broker-Dealer Agreements as the Broker-Dealers to contact Existing Holders and Potential Holders and solicit Bids for the MMP Shares. The Broker-Dealers will receive Broker-Dealer Fees from us with respect to the MMP Shares sold or successfully placed through them in Auctions. The Broker-Dealers may share a portion of such fees with other dealers that submit Orders through them that are filled in the Auction.

Bidding by Broker-Dealers. A Broker-Dealer is permitted, but not obligated, to submit Orders in Auctions for its own account either as a buyer or seller and routinely does so in the auction rate securities market in its sole discretion. If a Broker-Dealer submits an Order for its own account, it would have an advantage over other Bidders because a Broker-Dealer would have knowledge of the other Orders placed through it in that Auction and thus could determine the rate and size of its Order so as to increase the likelihood that (i) its Order will be accepted in the Auction and (ii) the Auction will clear at a particular rate. For this reason, and because a Broker-Dealer is appointed and paid by us to serve as a Broker-Dealer in the Auction, a Broker-Dealer's interests in serving as a Broker-Dealer in an Auction may differ from those of Existing Holders and Potential Holders who participate in Auctions. See Role of Broker-Dealers. A Broker-Dealer would not have knowledge of Orders submitted to the Auction Agent by any other firm that is, or may in the future be, appointed to accept Orders pursuant to a Broker-Dealer Agreement.

The Broker-Dealers are the only Broker-Dealers appointed by us to serve as a Broker-Dealer in the Auction, and as long as that remains the case, they will be the only Broker-Dealers that submit Orders to the Auction Agent in that Auction. As a result, in such circumstances, the Broker-Dealers may discern the clearing rate before the Orders are submitted to the Auction Agent and set the clearing rate with their respective Orders.

A Broker-Dealer may place one or more Bids in an Auction for its own account to acquire securities for its inventory, to prevent an Auction Failure (which occurs if there are insufficient clearing bids and results in

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the auction rate being set at the Maximum Rate) or to prevent Auctions from clearing at a rate that the Broker-Dealer believes does not reflect the market for the MMP Shares. A Broker-Dealer may place such Bids even after obtaining knowledge of some or all of the other Orders submitted through it. When bidding in an Auction for its own account, a Broker-Dealer also may Bid inside or outside the range of rates that it posts in its Price Talk (as defined herein). See Price Talk.

A Broker-Dealer also may encourage bidding by others in Auctions for which it serves as broker-dealer, including to prevent an Auction Failure or to prevent an Auction from clearing at a rate that a Broker-Dealer believes does not reflect the market for the MMP Shares. A Broker-Dealer may encourage such Bids even after obtaining knowledge of some or all of the other Orders submitted through it.

Bids by a Broker-Dealer or by those it may encourage to place Bids are likely to affect (i) the Applicable Rate including preventing the Applicable Rate from being set at the Maximum Rate or otherwise causing bidders to receive a lower rate than they might have received had a Broker-Dealer not Bid (or not encouraged others to Bid) and (ii) the allocation of the MMP Shares being auctioned, including displacing some Potential Beneficial Owners who may have their Bids rejected or receive fewer MMP Shares than they would have received if a Broker-Dealer had not Bid (or encouraged others to Bid). Because of these practices, the fact that an Auction clears successfully does not mean that an investment in the MMP Shares involves no significant liquidity or credit risk. A Broker-Dealer is not obligated to continue to place such Bids (or to continue to encourage other Bidders to do so) in any particular Auction to prevent an Auction Failure or an Auction from clearing at a rate a Broker-Dealer believes does not reflect the market for the MMP Shares. Investors should not assume that a Broker-Dealer will place Bids or encourage others to do so or that Auction Failures will not occur. Investors should also be aware that Bids by a Broker-Dealer (or by those it may encourage to place Bids) may cause lower Applicable Rates to occur.

The statements herein regarding Bidding by a Broker-Dealer apply only to a Broker-Dealer's auction desk and any other business units of a Broker-Dealer that are not separated from the auction desk by an information barrier designed to limit inappropriate dissemination of bidding information.

In an Auction, if an All Hold Auction results because all outstanding MMP Shares of a series are the subject of Submitted Hold Orders, then the Applicable Rate for the next succeeding Auction Period will be the All Hold Rate. If a Broker-Dealer holds any MMP Shares of a series for its own account on an Auction Date, it is the Broker-Dealer's practice to submit a Sell Order into the Auction with respect to such shares, which would prevent that Auction from being an All Hold Auction. A Broker-Dealer may, but is not obligated to, submit Bids for its own account in that same Auction, as set forth above.

Price Talk. Before the start of an Auction, a Broker-Dealer, in its discretion, may make available to its customers who are Existing Holders and Potential Holders a Broker-Dealer's good faith judgment of the range of likely clearing rates for the Auction based on market and other information. This is known as Price Talk. Price Talk is not a guaranty that the Applicable Rate established through the Auction will be within the Price Talk, and Existing Holders and Potential Holders are free to use it or ignore it. A Broker-Dealer occasionally may update and change the Price Talk based on changes in our credit quality or macroeconomic factors that are likely to result in a change in interest rate levels, such as an announcement by the Federal Reserve Board of a change in the Federal Funds rate or an announcement by the Bureau of Labor Statistics of unemployment numbers. Potential Holders should confirm with a Broker-Dealer the manner by which such Broker-Dealer will communicate Price Talk and any changes to Price Talk. The Broker-Dealer may communicate this information by updating its internal systems, notifying investors electronically or any other reasonable means.

All-or-Nothing Bids. The Broker-Dealers will not accept all-or-nothing Bids (i.e., Bids whereby the bidder proposes to reject an allocation smaller than the entire quantity Bid) or any other type of Bid that allows the bidder to

avoid Auction Procedures that require the pro rata allocation of MMP Shares of a series where there are not sufficient Sell Orders to fill all Bids at the Winning Bid Rate.

No Assurances Regarding Auction Outcomes. The Broker-Dealers provide no assurance as to the outcome of any Auction. The Broker-Dealers also do not provide any assurance that any Bid will be successful, in whole or in part, or that the Auction will clear at a rate that a bidder considers acceptable. Bids

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may be only partially filled, or not filled at all, and the Applicable Rate on any MMP Shares purchased or retained in the Auction may be lower than the market rate for similar investments.

The Broker-Dealers will not agree before an Auction to buy MMP Shares of any series from, or sell MMP Shares of any series to, a customer after the Auction.

Deadlines. Each particular Auction has a formal deadline by which all Bids must be submitted by the Broker-Dealers to the Auction Agent. This deadline is called the Submission Deadline. To provide sufficient time to process and submit customer Bids to the Auction Agent before the Submission Deadline, each Broker-Dealer imposes an earlier deadline for all customers, called the Broker-Dealer Deadline, by which bidders must submit Bids to a Broker-Dealer. The Broker-Dealer Deadline is subject to change by a Broker-Dealer. The Broker-Dealer may make this information available by updating its internal systems, notifying investors electronically or any other reasonable means. Potential Beneficial Owners should consult with their Broker-Dealer as to its Broker-Dealer Deadline. A Broker-Dealer may correct clerical errors by the Broker-Dealer after the Broker-Dealer Deadline and prior to the Submission Deadline and may change Bids it has submitted for its own account at any time until the Submission Deadline. A Broker-Dealer may submit Bids for its own account at any time until the Submission Deadline. The Auction Procedures provide that until one hour after the Auction Agent completes the dissemination of the results of an Auction, new Orders can be submitted to the Auction Agent if such Orders were received by a Broker-Dealer or generated by a Broker-Dealer for its own account prior to the Submission Deadline and the failure to submit such Orders prior to the Submission Deadline was the result of force majeure, a technological failure or a clerical error. In addition, until one hour after the Auction Agent completes dissemination of the results of an Auction a Broker-Dealer may modify or withdraw an Order submitted to the Auction Agent prior to the Submission Deadline if a Broker-Dealer determines that such Order contained a clerical error. In the event of such a submission, modification or withdrawal, the Auction Agent will rerun the Auction, if necessary, taking into account such submission, modification or withdrawal.

Existing Holder's Ability to Resell Auction Rate Securities May Be Limited. An Existing Holder may sell, transfer or dispose of an MMP Share of a series (i) in an Auction, only pursuant to a Bid or Sell Order in accordance with the Auction Procedures, or (ii) outside an Auction, only to or through the Broker-Dealer.

Existing Holders will be able to sell all of the MMP Shares of a series that are the subject of their Submitted Sell Orders only if there are bidders willing to purchase all those shares in the Auction. If Sufficient Clearing Bids have not been made, Existing Holders that have submitted Sell Orders will not be able to sell in the Auction all, and may not be able to sell any, of the MMP Shares of such series subject to such Submitted Sell Orders. As discussed above (See Bidding by Broker-Dealers), a Broker-Dealer may submit a Bid in an Auction to avoid an Auction Failure, but it is not obligated to do so. There may not always be enough bidders to prevent an Auction Failure in the absence of bidding by a Broker-Dealer in the Auction for its own account or encouraging others to Bid. Therefore, Auction Failures are possible, especially if our credit were to deteriorate, if a market disruption were to occur or if, for any reason, a Broker-Dealer were unable or unwilling to Bid.

Between Auctions, there can be no assurance that a secondary market for the MMP Shares of any series will develop or, if it does develop, that it will provide Existing Holders the ability to resell the MMP Shares of such series on the terms or at the times desired by an Existing Holder. A Broker-Dealer, in its own discretion, may decide to buy or sell the MMP Shares of a series in the secondary market for its own account from or to investors at any time and at any price, including at prices equivalent to, below, or above par for the MMP Shares of such series. However, a Broker-Dealer is not obligated to make a market in the MMP Shares of a series and may discontinue trading in the MMP Shares of such series without notice for any reason at any time. Existing Holders who resell between Auctions may receive an amount less than par, depending on market conditions.

If an Existing Holder purchased MMP Shares through a dealer which is not a Broker-Dealer for the securities, such Existing Holder's ability to sell its securities may be affected by the continued ability of its dealer to transact trades for the MMP Shares through a Broker-Dealer.

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The ability to resell the MMP Shares of any series will depend on various factors affecting the market for the MMP Shares, including news relating to us, the attractiveness of alternative investments, investor demand for short term securities, the perceived risk of owning the MMP Shares (whether related to credit, liquidity or any other risk), the tax or accounting treatment accorded the MMP Shares (including U.S. generally accepted accounting principles as they apply to the accounting treatment of auction rate securities), reactions of market participants to regulatory actions (such as those described in Securities and Exchange Commission Settlements below) or press reports, financial reporting cycles and market conditions generally. Demand for the MMP Shares may change without warning, and declines in demand may be short-lived or continue for longer periods.

Resignation of the Auction Agent or a Broker-Dealer Could Impact the Ability to Hold Auctions. The Auction Agent Agreement provides that the Auction Agent may resign from its duties as Auction Agent by giving us at least 60 days notice and does not require, as a condition to the effectiveness of such resignation, that a replacement Auction Agent be in place. The Broker-Dealer Agreements provide that a Broker-Dealer thereunder may resign upon five days notice or suspend its duties immediately in certain circumstances and does not require, as a condition to the effectiveness of such resignation or suspension, that a replacement Broker-Dealer be in place. For any Auction Period during which there is no duly appointed Broker-Dealer, it will not be possible to hold Auctions for the MMP Shares, with the result that the dividend rate on the MMP Shares will be determined as described in the Articles Supplementary.

Securities and Exchange Commission Settlements. On January 9, 2007, the SEC announced that it had settled its investigation of three banks, including The Bank of New York (the Settling Auction Agents), that participate as auction agents in the auction rate securities market, regarding their respective practices and procedures in this market. The SEC alleged in the settlement that the Settling Auction Agents allowed broker-dealers in auctions to submit bids or revise bids after the submission deadlines and allowed broker-dealers to intervene in auctions in ways that affected the rates paid on the auction rate securities. As part of the settlement, the Settling Auction Agents agreed to pay civil penalties. In addition, each Settling Auction Agent, without admitting or denying the SEC's allegations, agreed to provide to broker-dealers and issuers written descriptions of its material auction practices and procedures and to implement procedures reasonably designed to detect and prevent any failures by that Settling Auction Agent to conduct the auction process in accordance with disclosed procedures. No assurance can be offered as to how the settlement may affect the market for auction rate securities or the MMP Shares.

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The underwriters named below (the Underwriters), acting through their representative, Lehman Brothers Inc., are acting as underwriters in this offering. Subject to the terms and conditions contained in the underwriting agreement by and among the Underwriters, the Adviser and us, dated the date of this prospectus supplement, the Underwriters have agreed to purchase from us, and we have agreed to sell to the Underwriters, the liquidation preference of Series IV MMP Shares set forth opposite their names below.

Underwriter	Liquidation Preference of MMP Shares
Lehman Brothers Inc.	\$ 33,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$ 11,000,000
A.G. Edwards & Sons, Inc.	\$ 2,750,000
Oppenheimer & Co. Inc.	\$ 2,750,000
Stifel, Nicolaus & Company, Incorporated	\$ 2,750,000
Wachovia Capital Markets, LLC	\$ 2,750,000
Total	\$ 55,000,000

The underwriting agreement provides that the Underwriters are obligated to purchase, subject to certain conditions, all of the Series IV MMP Shares being offered. The conditions contained in the underwriting agreement include requirements that (1) the representations and warranties made by us and the Adviser to the Underwriters are true; (2) there has been no material change in the financial markets; and (3) we and the Adviser deliver customary closing documents to the Underwriters.

After the first Auction that includes the newly issued Series IV MMP Shares issued pursuant to this prospectus supplement, payment by each purchaser of Series IV MMP Shares sold through the Auction will be made in accordance with the procedures described under The Auction.

Sales Load

The Underwriters have advised us that they propose to offer the Series IV MMP Shares directly to the public at the public offering price presented on the cover page of this prospectus supplement less an underwriting discount and commission equal to \$250 per share, which is equal to 1.0% of the initial offering price. Investors must pay for any Series IV MMP Shares purchased on or before August 20, 2007. After the offering, the Underwriters may change the price at which they re-offer the Series IV MMP Shares to dealers and other selling terms.

Indemnification

We and the Adviser have agreed to indemnify the Underwriters against certain liabilities relating to this offering, including liabilities under the 1933 Act and to contribute to payments that the Underwriters may be required to make for those liabilities; provided that such indemnification shall not extend to any liability or action resulting directly from the gross negligence, willful misconduct or reckless disregard of applicable obligations and duties of the

Underwriters.

Listing

The MMP Shares, which have no history of public trading, will not be listed on an exchange or automated quotation system. Broker-Dealers may maintain a secondary trading market in the MMP Shares outside of Auctions; however, they have no obligation to do so, and there can be no assurance that a secondary market for the MMP Shares will develop or, if it does develop, that it will provide holders with a liquid trading market (i.e., trading will depend on the presence of willing buyers and sellers and the trading price will be subject to variables to be determined at the time of the trade by such Broker-Dealers). The

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Underwriters are not obligated to make a market in the MMP Shares between Auctions and the market making may be discontinued at any time at their sole discretion.

Electronic Distribution

The prospectus supplement and the accompanying prospectus in electronic format may be made available on the Internet sites or through other online services maintained by the Underwriters or their affiliates. In those cases, prospective investors may view offering terms online and prospective investors may be allowed to place orders online. The Underwriters may allocate a specific number of MMP Shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the representative on the same basis as other allocations.

Other than the prospectus supplement and the accompanying prospectus in electronic format, the information on the Underwriters' web site and any information contained in any other web site maintained by the Underwriters are not part of the prospectus supplement and the accompanying prospectus or the registration