

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC

Form N-Q

October 27, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

Investment Company Act file number 811-22106

Tortoise Power and Energy Infrastructure Fund, Inc.  
(Exact name of registrant as specified in charter)

11550 Ash Street, Suite 300, Leawood, KS 66211  
(Address of principal executive offices) (Zip code)

Terry Matlack  
Diane Bono  
11550 Ash Street, Suite 300, Leawood, KS 66211  
(Name and address of agent for service)

913-981-1020  
Registrant's telephone number, including area code

Date of fiscal year end: November 30

Date of reporting period: August 31, 2016

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Item 1. Schedule of Investments.

Tortoise Power and Energy Infrastructure Fund, Inc.  
SCHEDULE OF INVESTMENTS (Unaudited)

	August 31, 2016	
	Principal Amount/Shares	Fair Value
Corporate Bonds - 68.3%(1)		
Crude Oil Pipelines - 6.2%(1)		
Canada - 2.8%(1)		
Gibson Energy Inc., 6.750%, 07/15/2021(2)	\$ 4,500,000	\$ 4,567,500
United States - 3.4%(1)		
SemGroup Corp., 7.500%, 06/15/2021	5,450,000	5,477,250
		10,044,750
Local Distribution Companies - 6.3%(1)		
United States - 6.3%(1)		
Black Hills Energy, 5.900%, 04/01/2017(2)	5,770,000	5,867,917
CenterPoint Energy, Inc., 6.500%, 05/01/2018	4,000,000	4,284,904
		10,152,821
Natural Gas/Natural Gas Liquids Pipelines - 24.1%(1)		
Canada - 4.3%(1)		
TransCanada Corporation, 5.625%, 05/20/2075	7,000,000	6,947,500
United States - 19.8%(1)		
Cheniere Corp., 7.000%, 06/30/2024(2)	2,000,000	2,140,000
Columbia Pipeline Group, Inc., 3.300%, 06/01/2020	2,000,000	2,071,070
Florida Gas Transmission Co., LLC, 5.450%, 07/15/2020(2)	1,500,000	1,647,258
Kinder Morgan, Inc., 6.500%, 09/15/2020	4,000,000	4,472,148
Midcontinent Express Pipeline LLC, 6.700%, 09/15/2019(2)	6,000,000	6,255,000
ONEOK, Inc., 4.250%, 02/01/2022	4,500,000	4,353,750
ONEOK, Inc., 7.500%, 09/01/2023	2,000,000	2,215,000
Rockies Express Pipeline, LLC, 6.000%, 01/15/2019(2)	4,000,000	4,210,000
Ruby Pipeline, LLC, 6.000%, 04/01/2022(2)	1,500,000	1,554,468
Southern Star Central Corp., 5.125%, 07/15/2022(2)	3,000,000	3,007,500
		38,873,694
Natural Gas Gathering/Processing - 8.1%(1)		
United States - 8.1%(1)		
Blue Racer Midstream, LLC, 6.125%, 11/15/2022(2)	4,000,000	3,850,000
DCP Midstream LLC, 9.750%, 03/15/2019(2)	3,000,000	3,345,000
The Williams Companies, Inc., 7.875%, 09/01/2021	5,000,000	5,825,000
		13,020,000
Oil and Gas Production - 3.9%(1)		
United States - 3.9%(1)		
Carrizo Oil & Gas, Inc., 7.500%, 09/15/2020	2,000,000	2,055,000
Diamondback Energy, Inc., 7.625%, 10/01/2021	1,000,000	1,060,625
EQT Corporation, 8.125%, 06/01/2019	2,000,000	2,278,436

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Range Resources Corporation, 5.000%, 03/15/2023	1,000,000	987,500
		6,381,561
Power/Utility - 19.7%(1)		
United States - 19.7%(1)		
The AES Corporation, 5.500%, 04/15/2025	4,000,000	4,101,760
CMS Energy Corp., 8.750%, 06/15/2019	5,185,000	6,170,617
Dominion Resources, Inc., 5.750%, 10/01/2054	4,000,000	4,130,000
Duquesne Light Holdings, Inc., 6.400%, 09/15/2020(2)	3,000,000	3,404,376
Duquesne Light Holdings, Inc., 5.900%, 12/01/2021(2)	2,000,000	2,259,086
NRG Energy, Inc., 6.250%, 07/15/2022	5,000,000	5,106,250
NRG Yield Operating LLC, 5.375%, 08/15/2024	2,500,000	2,606,250
NV Energy, Inc., 6.250%, 11/15/2020	1,000,000	1,175,702
Wisconsin Energy Group, Inc., 6.250%, 05/15/2067	3,450,000	2,949,750
		31,903,791
Total Corporate Bonds (Cost \$106,736,842)		110,376,617
Master Limited Partnerships and Related Companies - 38.0%(1)		
Crude Oil Pipelines - 14.3%(1)		
United States - 14.3%(1)		
Enbridge Energy Management, L.L.C.(3)	442,095	10,062,084
Genesis Energy, L.P.	54,067	1,935,058
NuStar Energy L.P.	6,432	308,736
Plains All American Pipeline, L.P.	125,439	3,519,818
Shell Midstream Partners, L.P.	29,307	892,984
Sunoco Logistics Partners L.P.	159,265	4,714,244
Tesoro Logistics LP	34,009	1,631,072
		23,063,996
Natural Gas/Natural Gas Liquids Pipelines - 11.2%(1)		
United States - 11.2%(1)		
Energy Transfer Partners, L.P.(4)	238,284	9,517,063
Enterprise Products Partners L.P.	145,712	3,846,797
EQT Midstream Partners, LP	4,770	374,970
ONEOK Partners, L.P.	103,809	4,022,599
Spectra Energy Partners, LP	8,708	397,346
		18,158,775
Natural Gas Gathering/Processing - 7.0%(1)		
United States - 7.0%(1)		
DCP Midstream Partners, LP	52,040	1,705,351
EnLink Midstream Partners, LP	22,400	395,360
MPLX LP	131,504	4,356,727
Rice Midstream Partners LP	28,091	642,160
Western Gas Partners, LP	18,799	945,966
Williams Partners L.P.	86,542	3,297,250
		11,342,814
Refined Product Pipelines - 5.5%(1)		
United States - 5.5%(1)		
Buckeye Partners, L.P.	47,132	3,311,494

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Magellan Midstream Partners, L.P.	50,165	3,528,104
Phillips 66 Partners LP	24,755	1,224,630
Valero Energy Partners LP	19,193	803,995
		8,868,223
Total Master Limited Partnerships and Related Companies (Cost \$40,308,844)		61,433,808
Common Stock - 20.6%(1)		
Crude Oil Pipelines - 7.2%(1)		
United States - 7.2%(1)		
Plains GP Holdings, L.P.	820,383	9,335,959
SemGroup Corporation	71,922	2,236,774
		11,572,733
Natural Gas/Natural Gas Liquids Pipelines - 8.8%(1)		
United States - 8.8%(1)		
ONEOK, Inc.	180,423	8,460,034
Spectra Energy Corp	135,036	4,809,982
Tallgrass Energy GP, LP	42,124	980,225
		14,250,241
Natural Gas Gathering/Processing - 4.0%(1)		
United States - 4.0%(1)		
EnLink Midstream LLC	125,234	2,085,146
Targa Resources Corp.	101,103	4,406,069
		6,491,215
Refined Product Pipelines - 0.6%(1)		
United States - 0.6%(1)		
VTTI Energy Partners LP	50,626	973,538
Total Common Stock (Cost \$26,371,386)		33,287,727
Preferred Stock - 3.2%(1)		
Natural Gas Gathering/Processing - 1.2%(1)		
United States - 1.2%(1)		
Targa Resources Corp., 9.500%(2)(5)	1,685	1,885,866
Natural Gas/Natural Gas Liquids Pipelines - 1.4%(1)		
United States - 1.4%(1)		
Kinder Morgan, Inc., 9.750%, 10/26/2018	44,949	2,242,506
Oil and Gas Production - 0.6%(1)		
United States - 0.6%(1)		
Anadarko Petroleum Corporation, 7.500%, 06/07/2018	24,400	932,080
Total Preferred Stock (Cost \$4,059,820)		5,060,452
Warrants - 0.4%(1)		
Natural Gas Gathering/Processing - 0.4%(1)		
United States - 0.4%(1)		
Targa Resources Corp. - Series A, \$18.88, 03/16/2023(2)(5)(6)	23,657	540,214

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Targa Resources Corp. - Series B, \$25.11, 03/16/2023(2)(5)(6)	11,407	193,277
Total Warrants (Cost \$243,584)		733,491
Short-Term Investment - 0.1%(1)		
United States Investment Company - 0.1%(1)		
Government & Agency Portfolio - Institutional Class, 0.29%(7) (Cost \$195,359)	195,359	195,359
Total Investments - 130.6%(1) (Cost \$177,915,835)		211,087,454
Interest Rate Swap Contracts - (0.2)% (1)		
\$23,500,000 notional - unrealized depreciation		(341,125 )
Other Assets and Liabilities - 1.0%(1)		1,568,699
Credit Facility Borrowings - (31.4)% (1)		(50,700,000 )
Total Net Assets Applicable to Common Stockholders - 100.0%(1)		\$ 161,615,028

- (1) Calculated as a percentage of net assets applicable to common stockholders.
- (2) Restricted securities have a total fair value of \$44,727,462, which represents 27.7% of net assets.
- (3) Security distributions are paid-in-kind.
- (4) A portion of the security is segregated as collateral for the unrealized depreciation of interest rate swap contracts of \$341,125.
- (5) Securities have been valued in accordance with fair value procedures.
- (6) Non-income producing security.
- (7) Rate indicated is the current yield as of August 31, 2016.

Various inputs are used in determining the fair value of the Company's investments and financial instruments. These inputs are summarized in the three broad levels listed below:

Level 1 – quoted prices in active markets for identical investments

Level 2 – other significant observable inputs (including quoted prices for similar investments, market corroborated inputs, etc.)

Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following table provides the fair value measurements of applicable assets and liabilities by level within the fair value hierarchy as of August 31, 2016. These assets and liabilities are measured on a recurring basis.

Description	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
<b>Investments:</b>				
Corporate Bonds(a)	\$-	\$110,376,617	\$-	\$110,376,617
Master Limited Partnerships and Related Companies(a)	61,433,808	-	-	61,433,808
Common Stock(a)	33,287,727	-	-	33,287,727
Preferred Stock(a)	3,174,586	-	1,885,866	5,060,452
Warrants(a)	-	-	733,491	733,491
Short-Term Investment(b)	195,359	-	-	195,359
<b>Total Assets</b>	<b>\$98,091,480</b>	<b>\$110,376,617</b>	<b>\$2,619,357</b>	<b>\$211,087,454</b>
<b>Liabilities</b>				
Interest Rate Swap Contracts	\$-	\$341,125	\$-	\$341,125

(a) All other industry classifications are identified in the Schedule of Investments.

(b) Short-term investment is a sweep investment for cash balances.

The Company utilizes the beginning of reporting period method for determining transfers between levels. During the period ended August 31, 2016, Rice Midstream Partners LP common units held by the Company in the amount of \$367,430 were transferred from Level 2 to Level 1 when they converted into registered and unrestricted common units of Rice Midstream Partners LP. There were no other transfers between levels for the Company during the period ended August 31, 2016.

#### Valuation Techniques

In general, and where applicable, the Company uses readily available market quotations based upon the last updated sales price from the principal market to determine fair value. The Company primarily owns securities that are listed on a securities exchange or are traded in the over-the-counter market. The Company values those securities at their last sale price on that exchange or over-the-counter market on the valuation date. If the security is listed on more than one exchange, the Company uses the price from the exchange that it considers to be the principal exchange on which the security is traded. Securities listed on the NASDAQ are valued at the NASDAQ Official Closing Price, which may not necessarily represent the last sale price. If there has been no sale on such exchange or over-the-counter market on such day, the security is valued at the mean between the last bid price and last ask price on such day. These securities are categorized as Level 1 in the fair value hierarchy.

Restricted securities are subject to statutory or contractual restrictions on their public resale, which may make it more difficult to obtain a valuation and may limit the Company's ability to dispose of them. Investments in private placement securities and other securities for which market quotations are not readily available are valued in good faith by using certain fair value procedures. Such fair value procedures consider factors such as discounts to publicly traded issues, time until conversion date, securities with similar yields, quality, type of issue, coupon, duration and rating. If events occur that affect the value of the Company's portfolio securities before the net asset value has been calculated (a "significant event"), the portfolio securities so affected are generally priced using fair value procedures.

An equity security of a publicly traded company acquired in a private placement transaction without registration under the Securities Act of 1933, as amended (the "1933 Act"), is subject to restrictions on resale that can affect the security's liquidity and fair value. If such a security is convertible into publicly-traded common shares, the security generally will be valued at the common share market price adjusted by a percentage discount due to the restrictions and categorized as Level 2 in the fair value hierarchy. To the extent that such securities are convertible or otherwise become freely tradable within a time frame that may be reasonably determined, an amortization schedule may be used to determine the discount. If the security has characteristics that are dissimilar to the class of security that trades on the open market, the security will generally be valued and categorized as Level 3 in the fair value hierarchy.

Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity. Unobservable inputs shall reflect the Company's own beliefs about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). Unobservable inputs shall be developed based on the best information available in the circumstances, which might include the Company's own data. The Company's own data shall be adjusted if information is reasonably available without undue cost and effort that indicates that market participants would use different assumptions.

The Company generally values debt securities at evaluated bid prices obtained from an independent third-party valuation service that utilizes a pricing matrix based upon yield data for securities with similar characteristics, or based on a direct written broker-dealer quotation from a dealer who has made a market in the security. Debt securities with 60 days or less to maturity at time of purchase are valued on the basis of amortized cost, which approximates market value.

Interest rate swap contracts are valued by using industry-accepted models, which discount the estimated future cash flows based on a forward rate curve and the stated terms of the interest rate swap agreement by using interest rates currently available in the market, or based on dealer quotations, if available, and are categorized as Level 2 in the fair value hierarchy.

The following table presents the Company's assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the period ended August 31, 2016.

	Preferred	
	Stock	Warrants
Balance – beginning of period	\$-	\$-
Purchases	1,491,965	243,585
Return of capital	(73,812 )	-
Sales	-	-
Total realized gains	-	-
Change in unrealized gains	467,713	489,906
Balance – end of period	\$1,885,866	\$733,491

The \$957,619 of unrealized gains relate to investments that are still held at the end of the reporting period.



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Certain of the Company's investments are restricted and are valued as determined in accordance with fair value procedures. The following table shows the principal amount or shares, acquisition date(s), acquisition cost, fair value and the percent of net assets which the securities comprise at August 31, 2016.

Investment Security	Investment Type	Principal Amount/Shares	Acquisition Date(s)	Acquisition Cost	Fair Value	Fair Value as Percent of Net Assets
Blue Racer Midstream, LLC, 6.125%, 11/15/2022*	Corporate Bond	\$ 4,000,000	06/23/16-07/29/16	\$ 3,810,000	\$ 3,850,000	2.4 %
Black Hills Energy, 5.900%, 04/01/2017*	Corporate Bond	\$ 5,770,000	04/21/10	5,544,521	5,867,917	3.6
Cheniere Corp., 7.000%, 06/30/2024*	Corporate Bond	\$ 2,000,000	05/19/15	2,025,000	2,140,000	1.3
DCP Midstream LLC, 9.750%, 03/15/2019*	Corporate Bond	\$ 3,000,000	08/07/09-08/16/12	3,674,870	3,345,000	2.1
Duquesne Light Holdings, Inc., 6.400%, 09/15/2020*	Corporate Bond	\$ 3,000,000	11/30/11	3,180,330	3,404,376	2.1
Duquesne Light Holdings, Inc., 5.900%, 12/01/2021*	Corporate Bond	\$ 2,000,000	11/18/11-12/05/11	2,074,420	2,259,086	1.4
Florida Gas Transmission Co., LLC, 5.450%, 07/15/2020*	Corporate Bond	\$ 1,500,000	07/08/10-01/04/11	1,551,220	1,647,258	1.0
Gibson Energy Inc., 6.750%, 07/15/2021*	Corporate Bond	\$ 4,500,000	06/26/13-07/01/13	4,459,760	4,567,500	2.8
Midcontinent Express Pipeline, LLC, 6.700%, 09/15/2019*	Corporate Bond	\$ 6,000,000	09/09/09-03/02/10	6,055,570	6,255,000	3.9
Rockies Express Pipeline, LLC, 6.000%, 01/15/2019*	Corporate Bond	\$ 4,000,000	08/03/15	4,130,000	4,210,000	2.6
Ruby Pipeline, LLC, 6.000%, 04/01/2022*	Corporate Bond	\$ 1,500,000	09/17/12	1,616,250	1,554,468	1.0
Southern Star Central Corp., 5.125%, 07/15/2022*	Corporate Bond	\$ 3,000,000	06/17/14	3,041,250	3,007,500	1.9
Targa Resources Corp., 9.500%	Preferred Stock	1,685	03/16/16	1,491,965	1,885,866	1.2
Targa Resources Corp., Series A, \$18.88, 03/16/2023	Warrants	23,657	03/16/16	179,734	540,214	0.3
Targa Resources Corp., Series B, \$25.11, 03/16/2023	Warrants	11,407	03/16/16	63,851	193,277	0.1
				\$ 42,898,741	\$ 44,727,462	27.7 %

\*Security is eligible for resale under Rule 144A under the 1933 Act.

As of August 31, 2016, the aggregate cost of securities for federal income tax purposes was \$169,482,211. The aggregate gross unrealized appreciation for all securities in which there was an excess of fair value over tax cost was \$42,654,497, the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over fair value was \$1,049,254 and the net unrealized appreciation was \$41,605,243.

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Item 2. Controls and Procedures.

- (a) The registrant's Chief Executive Officer and its Principal Financial Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended.
- (b) There was no change in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

Separate certifications for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)) are filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Tortoise Power and Energy Infrastructure Fund, Inc.

Date: October 27, 2016

By: /s/ P. Bradley Adams  
P. Bradley Adams  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Tortoise Power and Energy Infrastructure Fund, Inc.

Date: October 27, 2016

By: /s/ P. Bradley Adams  
P. Bradley Adams  
Chief Executive Officer

Tortoise Power and Energy Infrastructure Fund, Inc.

Date: October 27, 2016

By: /s/ Brent Behrens  
Brent Behrens  
Principal Financial Officer and  
Treasurer