

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF MISSOURI

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name CorEnergy Infrastructure Trust, Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 20-3431375

4. Debtor's address Principal place of business Mailing address, if different from principal place of business
1100 Walnut Street, Suite 3350
Kansas City, MO 64106
Number, Street, City, State & ZIP Code P.O. Box, Number, Street, City, State & ZIP Code
Jackson
County Location of principal assets, if different from principal place of business
Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.coreenergy.reit

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **CorEnergy Infrastructure Trust, Inc.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5239**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ **Chapter 11. Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____

When _____

Case number _____

District _____

When _____

Case number _____

Debtor **CorEnergy Infrastructure Trust, Inc.** Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor Relationship
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| ☒ 1-49 | ☐ 1,000-5,000 | ☐ 25,001-50,000 |
| ☐ 50-99 | ☐ 5001-10,000 | ☐ 50,001-100,000 |
| ☐ 100-199 | ☐ 10,001-25,000 | ☐ More than 100,000 |
| ☐ 200-999 | | |

15. Estimated Assets
- | | | |
|--|---|--|
| ☐ \$0 - \$50,000 | ☐ \$1,000,001 - \$10 million | ☐ \$500,000,001 - \$1 billion |
| ☐ \$50,001 - \$100,000 | ☒ \$10,000,001 - \$50 million | ☐ \$1,000,000,001 - \$10 billion |
| ☐ \$100,001 - \$500,000 | ☐ \$50,000,001 - \$100 million | ☐ \$10,000,000,001 - \$50 billion |
| ☐ \$500,001 - \$1 million | ☐ \$100,000,001 - \$500 million | ☐ More than \$50 billion |

16. Estimated liabilities
- | | | |
|---|---|--|
| ☐ \$0 - \$50,000 | ☐ \$1,000,001 - \$10 million | ☐ \$500,000,001 - \$1 billion |
|---|---|--|

Debtor	CorEnergy Infrastructure Trust, Inc.	Case number (if known)	
Name			
	☐ \$50,001 - \$100,000	☐ \$10,000,001 - \$50 million	☐ \$1,000,000,001 - \$10 billion
	☐ \$100,001 - \$500,000	☐ \$50,000,001 - \$100 million	☐ \$10,000,000,001 - \$50 billion
	☐ \$500,001 - \$1 million	☒ \$100,000,001 - \$500 million	☐ More than \$50 billion

Debtor **CorEnergy Infrastructure Trust, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

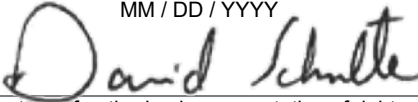
I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/25/2024

MM / DD / YYYY

X 

Signature of authorized representative of debtor

David J. Schulte

Printed name

Title **Officer**

18. Signature of attorney X /s/ Mark T. Benedict

Signature of attorney for debtor

Date 02/25/2024

MM / DD / YYYY

Mark T. Benedict

Printed name

Husch Blackwell LLP

Firm name

**4801 Main Street
Suite 100
Kansas City, MO 64112**

Number, Street, City, State & ZIP Code

Contact phone **816-983-8000**

Email address **mark.benedict@huschblackwell.com**

44621 MO

Bar number and State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
Western District of Missouri**

In re **CorEnergy Infrastructure Trust, Inc.**

Debtor(s)

Case No.

Chapter

11

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **001-33292**.

2. The following financial data is the latest available information and refers to the debtor's condition on **January 31, 2024**.

a. Total assets \$ **14,492,662.82**

b. Total debts (including debts listed in 2.c., below) \$ **118,415,403.86**

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	☐	unsecured	☐	subordinated	☐	\$	<u>0.00</u>	<u>0</u>
secured	☐	unsecured	☐	subordinated	☐	\$	<u>0.00</u>	<u>0</u>
secured	☐	unsecured	☐	subordinated	☐	\$	<u>0.00</u>	<u>0</u>
secured	☐	unsecured	☐	subordinated	☐	\$	<u>0.00</u>	<u>0</u>
secured	☐	unsecured	☐	subordinated	☐	\$	<u>0.00</u>	<u>0</u>

d. Number of shares of preferred stock **51,810** **100**

e. Number of shares common stock **15,817,532** **500**

Comments, if any:

Holders references registered holders.

3. Brief description of Debtor's business:

Ownership of entitites that own California crude oil pipelines.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

David J. Schulte

**CERTIFICATE OF
CORPORATE RESOLUTIONS**

COREENERGY INFRASTRUCTURE TRUST, INC.

The undersigned, being the duly appointed Secretary of CorEnergy Infrastructure Trust, Inc., a Maryland corporation ("CorEnergy"), does hereby certify on behalf of CorEnergy, in such capacity and not individually and without assuming any personal liability, the following:

1. Attached hereto as Exhibit A is a true, correct and complete copy of the resolutions duly adopted by the Board of Directors of CorEnergy at a duly-called meeting of the Board of Directors of CorEnergy on February 23, 2024 and such resolutions have not been rescinded and are still in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to be effective as of February 23, 2024.

**COREENERGY INFRASTRUCTURE TRUST,
INC.**

/s/ Chris Reitz

Chris Reitz

Executive Vice President, General Counsel and
Corporate Secretary

EXHIBIT A

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF COREENERGY
INFRASTRUCTURE TRUST, INC.**

February 23, 2024

WHEREAS, government mandated shutdowns associated with COVID caused a steep decline in crude oil and natural gas prices and contributed to the default by contractual counterparties on their obligations to the Company, leaving it with substantially too much debt for its remaining businesses;

WHEREAS, recent government and court actions in California have caused (i) oil producers in the state to incur billions of dollars in impairment charges and reduce production and (ii) revenues from crude oil transported on the pipelines owned by the Company's joint venture to sharply decline while its inspection, maintenance and repair costs have increased;

WHEREAS, the Company has explored joint ventures, the sale of its California crude oil pipeline investment or the entire Company and has not received any offers;

WHEREAS, in anticipation that the Company's cash flows and profitability would decline, the Board halted stock dividends and its securities prices declined;

WHEREAS, the Company's initiative to sell the MoGas pipeline for a \$60 million gain was substantially delayed by an investigation by the Federal Trade Commission, contributing to further declines in the common stock price below the standards of the New York Stock Exchange;

WHEREAS, the pending delisting of the Company's common stock from the New York Stock Exchange will cause an acceleration of \$118 million in senior notes, which far exceeds the Company's cash reserves;

WHEREAS, dividends on the preferred stock are in arrears and the five-year forecast provided by management indicates that cash flows and profitability will never return to levels that would allow for a dividend or liquidation distribution to the common stock and that the common stock has no value;

WHEREAS, the Company is unable to borrow money, raise capital, refinance or retire the senior notes and if no action is taken it will result in a default and involuntary bankruptcy of the Company, which the financial and legal advisors to the Company have advised will destroy all value associated with the preferred stock and further impair the senior notes;

WHEREAS, the Company engaged financial and legal advisors and other professionals for the Company and the senior noteholders to prepare for a bankruptcy that will have the support of the senior notes and would provide appropriate value to the Company's stakeholders and avoid the costs of a contested bankruptcy case;

WHEREAS, the financial advisors to the Company under the direction of its bankruptcy legal counsel provided a valuation analysis to the Board and at the Board's direction engaged in discussions with holders of a majority of the senior notes;

WHEREAS, the Board has had the opportunity to consult with the Company's management, legal, and financial advisors to fully consider, and have considered, the strategic alternatives available to the Company;

WHEREAS, the Company's officers and advisors recommend a restructuring support agreement, which has the requisite consent of the senior notes, and contemplates, among other things, a reorganization and recapitalization of the Company pursuant to a plan of reorganization under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") before the United States Bankruptcy Court for the Western District of Missouri (the "Bankruptcy Court") on February 25, 2023 (the "Restructuring Support Agreement");

WHEREAS, in accordance with the Restructuring Support Agreement, the Company's management and advisors negotiated with holders of the senior notes a *Plan of Reorganization of CorEnergy Infrastructure Trust, Inc. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, supplemented, or otherwise modified from time to time, the "Plan") and related *Disclosure Statement Relating to the Plan of Reorganization of CorEnergy Infrastructure Trust, Inc. Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, supplemented, or otherwise modified from time to time, the "Disclosure Statement");

WHEREAS, the Board has received regular updates regarding such negotiations and provided guidance to the Company through the negotiation process based upon consultations with management, legal, and financial advisors;

WHEREAS, the Board, in connection with the Restructuring Support Agreement and the Plan, has reviewed and considered presentations by management, legal, and financial advisors regarding the terms of the Plan and Restructuring Support Agreement, including but not limited to the treatment of claims and interests and the advantages and disadvantages of soliciting acceptances of the Plan contemplated by the Restructuring Support Agreement;

WHEREAS, the Company's management, legal and financial advisors have advised the Board that the Restructuring Support Agreement, Plan and Disclosure Statement are consistent in all material respects with the terms approved by the Board at its meeting on January 17, 2024, and the Restructuring Support Agreement and Plan can be terminated by the Board, if continued performance thereunder would be inconsistent with the exercise of the Board's fiduciary duties; and

WHEREAS, in furtherance of the Restructuring Support Agreement the Board deems it desirable and in the best interests of the Company, its creditors and other relevant stakeholders, for the Company to file a voluntary petition for relief ("Chapter 11 Case") under the Bankruptcy Code in the Bankruptcy Court in accordance with the terms of the Restructuring Support Agreement and the Plan;

NOW THEREFORE BE IT RESOLVED, that David Schulte as Chairman of the Board – Chief Executive Officer, Robert Waldron as President – Chief Financial Officer, and Chris Reitz as Executive Vice President – General Counsel – Corporate Secretary (each such person, an “Authorized Person”), acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, to negotiate, execute, deliver and file with the Bankruptcy Court, in the name and on behalf of the Company the Restructuring Support Agreement, the Plan, the Disclosure Statement and such other plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders and other documents (collectively, the “Chapter 11 Filings”) with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or advisable, for the execution and delivery of any of the Chapter 11 Filings by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard;

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with the Company’s Chapter 11 Case or the Chapter 11 Filings, including, without limitation, (i) the engagement of such professionals, payment of fees, expenses and taxes as such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and

RESOLVED, that any and all past actions heretofore taken by any Authorized Person in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

Fill in this information to identify the case:

Debtor name **CorEnergy Infrastructure Trust, Inc.**
 United States Bankruptcy Court for the: **WESTERN DISTRICT OF MISSOURI**
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
American Express 200 Vesey Street New York, NY 10285-3106	Laureen E. Seeger, Chief Legal Officer laureen.e.seeger@aexp.com 212-640-5574	Trade claim				\$6,941.70
Internal Revenue Service Insolvency Operations P. O. Box 7346 Philadelphia, PA 19101-7346	800-973-0424	Taxes				\$0.00
Larry Alexander 33731 Paseo Baja San Juan Capistrano, CA 92675	Brook Barnes bbarnes@swlaw.com 858-910-4783	Threatened litigation				\$0.00
Missouri Department of Revenue Taxation Division P.O. Box 3365 Jefferson City, MO 65105	573-751-8533	Taxes				\$0.00
Nestor Taura 16778 Nandina Avenue Riverside, CA 92504	Brook Barnes bbarnes@swlaw.com 858-910-4783	Threatened litigation				\$0.00
Regions Bank 1900 5th Ave North Birmingham, AL 35203	Anne D. Silvestri, Managing Director anne.silvestri@regions.com 314-615-2372	Trade claim				\$11,268.16

Debtor **CorEnergy Infrastructure Trust, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
The Depository Trust Company Attn: Ann Shuman, General Counsel P O Box 27590 New York, NY 10087-7590	Ann Shuman, General Counsel spr@dtcc.com 888-382-2721	Trade claim				\$510.00
U.S. Bank NA, as Indenture Trustee Attn: Brian Kabbes One U.S. Bank Plaza Saint Louis, MO 63101	Adam Maier adam.maier@stinson.com 612-335-1412	5.875% Convertible Senior Notes due 2025				\$118,242,651.00
Valerie Jackson 17061 Westport Drive Huntington Beach, CA 92649	Brook Barnes bbarnes@swlaw.com 858-910-4783	Threatend litigation				\$0.00

**United States Bankruptcy Court
Western District of Missouri**

In re **CorEnergy Infrastructure Trust, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **CorEnergy Infrastructure Trust, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

02/25/2024

Date

/s/ Mark T. Benedict

Mark T. Benedict

Signature of Attorney or Litigant

Counsel for **CorEnergy Infrastructure Trust, Inc.**

Husch Blackwell LLP

4801 Main Street

Suite 100

Kansas City, MO 64112

816-983-8000 Fax: 816-983-8080

mark.benedict@huschblackwell.com

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MISSOURI

In re:)
) Case No.
COREENERGY INFRASTRUCTURE TRUST, INC.,¹) Chapter 11
)
Debtor.)

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, CorEnergy Infrastructure Trust, Inc. hereby provides the following list of holders of equity interests.²

Name and Address of Interest Holder	Kind of Interest	Percentage of Interest Held
David J. Schulte 1100 Walnut Street, Suite 3350, Kansas City, MO 64106	Common Stock	5.64%

¹ The Debtor's address is 1100 Walnut, Ste. 3350 Kansas City, MO 64106. The last four digits of the Debtor's taxpayer identification number are 1375.

² The Debtor has requested that the Court waive the requirement to comply with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, *see Debtor's Emergency Motion for Order Waiving the Requirements to Equity Security Holders*, the Debtor is providing a list of those equity security holders that hold 5% or more of common shares in CorEnergy.