

Cushing MLP Total Return Fund  
 Form 497  
 May 13, 2008

Dated May 13, 2008  
*The Cushing MLP Total Return Fund*  
 707,581 COMMON SHARES

*The Cushing MLP Total Return Fund (the "Fund") is offering 707,581 common shares beneficial interest ("common shares").*

The Fund's common shares are traded on the New York Stock Exchange ("NYSE") under the symbol "SRV." The last reported sale price of the Fund's common shares, as reported by the NYSE on May 6, 2008 was \$17.14 per share.

*Investment Objective. The Fund is a recently organized, non-diversified, closed-end management investment company. The Fund's investment objective is to obtain a high after-tax total return from a combination of capital appreciation and current income. No assurance can be given that the Fund's investment objective will be achieved.*

*Investment Strategy. The Fund will seek to achieve its investment objective by investing, under normal market conditions, at least 80% of its net assets, plus any borrowings for investment purposes, in MLP investments. Entities commonly referred to as "MLPs" are taxed as partnerships for federal income tax purposes, and are generally organized under state law as limited partnerships or limited liability companies. If publicly traded, MLPs must derive at least 90% of their gross income from qualifying sources as described in Section 7704 of the Internal Revenue Code of 1986, as amended (the "Code"). For purposes of the Fund's 80% policy, "MLP investments" are investments that offer economic exposure to public and private MLPs in the form of common or subordinated units issued by MLPs, securities of entities holding primarily general partner or managing member interests in MLPs, debt securities of MLPs, and securities that are derivatives of interests in MLPs. The Fund will be managed by Swank Energy Income Advisors, LP (the "Investment Adviser").*

***Limited Prior History. Because the Fund is recently organized, its common shares have limited history of public trading.*** Shares of closed-end funds frequently trade at a discount to their net asset value, which may increase the risk of loss. This creates a risk of loss for investors purchasing common shares at net asset value in a public offering. The common shares of the Fund have historically traded below, at and above their net asset value.

***Investment in the Fund's common shares involves substantial risks arising from the Fund's policy of investing in the securities of MLPs, its concentration in the natural resource sector and its use of leverage. Before buying any of the Fund's common shares, you should read the discussion of the material risks of investing in the Fund in "Principal Risks of the Fund" beginning on page 49 of this prospectus.***

The following table applies to the proposed offering of the common shares:

	<i>Price to Public</i>	<i>Sales Load</i>	<i>Estimated Offering Expenses</i>	<i>Proceeds to the Fund</i>
<i>Per Share</i>	\$ 17.63	\$ —	\$ 0.23	\$ 17.40
<i>Total</i>	\$ 12,474,653	\$ —	\$ 160,000	\$ 12,314,653

*The Fund will pay its own offering expenses. The Fund estimates that it will incur approximately \$160,000 in expenses in connection with this offering.*

*The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.*

*It is currently anticipated that two or fewer investors will participate in the proposed offering of the common shares and that no underwriters will be involved.*

*As used in this prospectus, the term “master limited partnership” refers only to a limited partnership or limited liability company entity and its subsidiaries, and does not include its general partner or managing member or any other affiliate.*

*The Fund seeks to obtain a high after-tax total return through investments in public and private MLPs that have distribution growth prospects that, in the Investment Adviser’s view, are high relative to comparable MLPs and available unit pricing. The Fund will be treated as a regular corporation, or “C” corporation, for U.S. federal income tax purposes. The Fund intends to focus its investments in MLPs with operations in the development, production, processing, refining, transportation, storage and marketing of natural resources. The Fund believes that, as a result of the tax characterization of cash distributions made by master limited partnerships to their investors (such as the Fund), a significant portion of the Fund’s income will be tax-deferred, which will allow distributions by the Fund to its shareholders to include tax-deferred income. However, there can be no assurance in this regard. If this expectation is not realized, the Fund will have a larger corporate income tax expense than expected, which will result in less cash available to distribute to shareholders. The Fund expects to make equity investments in a mix of publicly traded securities and non-readily marketable securities that may be issued by public or private companies. The Fund will seek to hedge certain risks such as overall market, interest rate and commodity price risk.*

*The Fund will generally seek to invest in 20 to 30 issuers with generally no more than 10% of Managed Assets in any one issue, and no more than 15% of Managed Assets in any one issuer (for purposes of this limit, an “issuer” includes both a master limited partnership and its controlling general partner or managing member), in each case, determined at the time of investment. Among other things, the Investment Adviser will use fundamental, proprietary research to seek to identify the most attractive MLPs with strong fundamental growth prospects, and will seek to invest in initial public offerings (“IPOs”) and secondary market issuances, private investment in public equity (“PIPE”) transactions and private transactions, including pre-acquisition and pre-IPO equity issuances and investments in private companies. Generally, no more than 50% of the Fund’s portfolio will be in PIPE or other private or restricted securities at the time of investment.*

*As used in this prospectus, “Managed Assets” means the total assets of the Fund, minus all accrued expenses incurred in the normal course of operations other than liabilities or obligations attributable to investment leverage, including, without limitation, investment leverage obtained through (i) indebtedness of any type (including, without limitation, borrowing through a credit facility or the issuance of debt securities), (ii) the issuance of preferred stock or other similar preference securities and/or (iii) the reinvestment of collateral received for securities loaned in accordance with the Fund’s investment objective and policies.*

*Investment Adviser. The Investment Adviser has been registered as an investment adviser with the Securities and Exchange Commission (the “SEC”) since 2003. The Investment Adviser is also an investment adviser to several private investment funds, not registered under the Investment Company Act of 1940 (the “1940 Act”), and private managed accounts (the “Affiliated Funds”) that invest primarily in MLPs, securities of other companies that are generally engaged in the same lines of business as those in which MLPs engage (“Other Natural Resource Companies”), and global commodities. The Investment Adviser brands certain of its investment vehicles with the name “Cushing.” As of February 29, 2008 the Investment Adviser managed approximately \$2.0 billion in assets on behalf of institutional and private investors around the world. The Investment Adviser is indirectly controlled by Jerry V. Swank.*

*Leverage. The Fund may seek to enhance its total returns through the use of financial leverage, which may include the issuance of shares of preferred stock (“Preferred Shares”), commercial paper or notes and other forms of borrowing (each a “Leverage Instrument” and collectively, “Leverage Instruments”), in each case within the applicable limits of the 1940 Act. The Fund expects it will initially leverage through borrowings in an aggregate amount of up to approximately 33<sup>1</sup>/<sub>3</sub>% of its Managed Assets (i.e. 50% of its net assets attributable to the Fund's common shares).*

*The Fund has entered into a fully collateralized borrowing arrangement with Credit Suisse. Proceeds from the borrowing arrangement are used to execute the Fund's investment objective. The borrowing arrangement is collateralized with investments held for the benefit of Credit Suisse at the Fund's custodian, which exceed the amount borrowed.*

*The Fund in the future may decide to leverage through the issuance of Preferred Shares or other means. After that decision, total leverage of the Fund is expected to range between 20% to 50% of the Fund's Managed Assets (i.e., 25% to 100% of its net assets attributable to the Fund's common shares). The Fund may borrow from banks and other financial institutions.*

*The use of leverage for investment purposes creates opportunities for greater total returns but at the same time increases risk. When leverage is employed, the net asset value and market price of the common shares and the yield to holders of common shares may be more volatile. Any investment income or gains earned with respect to the amounts borrowed in excess of the interest due on the borrowing will augment the Fund's income. Conversely, if the investment performance with respect to the amounts borrowed fails to cover the interest on such borrowings, the value of the Fund's common shares may decrease more quickly than would otherwise be the case, and distributions on the common shares would be reduced or eliminated. Interest payments and fees incurred in connection with such borrowings will reduce the amount of net income available for payment to common shareholders.*

*Leverage Instruments will have seniority over the Fund's common shares. If the Fund uses Leverage Instruments, associated costs will be borne immediately by the Fund's common shareholders and result in a reduction of the net asset value of the common shares. The Fund does not intend to use leverage until the proceeds of this offering are substantially invested in accordance with the Fund's investment objective. See "The Fund's Investments — Use of Leverage." Because the Investment Adviser's fees are based upon a percentage of the Fund's Managed Assets, the Investment Adviser's fees will be higher if the Fund employs leverage. Therefore, the Investment Adviser will have a financial incentive to use leverage, which may create a conflict of interest between the Investment Adviser and the Fund's common shareholders. There can be no assurance that a leveraging strategy will be used or that it will be successful during any period in which it is used. The use of leverage involves significant risks. See "Principal Risks of the Fund — Leverage Risk."*

*Certain numbers and percentages in this prospectus have been rounded for ease of presentation, which may result in amounts not totaling precisely.*

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*Please read this prospectus carefully before deciding whether to invest and retain it for future reference. Information required to be in the Fund's Statement of Additional Information is found in this prospectus. It sets forth concisely the information about the Fund that a prospective investor ought to know before investing in the Fund. Copies of the Fund's annual and semi-annual reports, may be obtained upon request, without charge, by calling toll-free (800) 662-7232 and also will be made available on the Fund's website at [www.swankcapital.com](http://www.swankcapital.com). You may also call this toll-free telephone number to request other information about the Fund or to make shareholder inquiries. Information on, or accessible through, the Fund's website is not a part of, and is not incorporated into, this prospectus. The SEC maintains an internet website ([www.sec.gov](http://www.sec.gov)) that contains other information regarding the Fund.*

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*The Fund's common 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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***Prospective investors should rely only on the information contained or incorporated by reference in this prospectus. The Fund has not authorized any other person to provide investors with different information. If anyone provides an investor with different or inconsistent information, the investor should not rely on it. The Fund is not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. Prospective investors should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. The Fund's business, financial condition, results of operations and prospects may have changed since that date.***

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations not contained in this prospectus as if the Fund had authorized it. The Fund is offering to sell, and seeking offers to buy, common shares only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of common shares. The Fund will amend this prospectus if, during the period that this prospectus is required to be delivered, there are any material changes subsequent to the date of this prospectus.

## PROSPECTUS SUMMARY

*This is only a summary. This summary does not contain all of the information that an investor should consider before investing in the Fund's common shares. You should review the more detailed information contained in this prospectus. In particular, you should carefully read the risks of investing in the common shares, as discussed under "Principal Risks of the Fund."*

- The Fund** The Cushing MLP Total Return Fund is a recently organized, non-diversified, closed-end management investment company registered under the 1940 Act. Throughout this prospectus, The Cushing MLP Total Return Fund is referred to simply as the "Fund" or as "we," "us" or "our." See "The Fund."
- The Offering** The Fund is offering 707,581 shares of beneficial interest at \$17.63 per share. It is currently anticipated that two or fewer investors will participate in the offering and that no underwriters will be involved. The common shares of beneficial interest are called "common shares" in the rest of this prospectus. You must purchase at least 100 common shares in order to participate in this offering. Investors must pay for common shares by June 2, 2008. The Investment Adviser has paid the organizational expenses of the Fund and the Fund will pay its own expenses in connection with this offering. The Fund estimates that it will incur approximately \$100,000 in expenses in connection with this offering. See "Fund Expenses."
- NYSE Listed** The Fund's common shares are listed for trading on the NYSE, under the symbol "SRV." As of May 6, 2008, the Fund had approximately 8,755,236 common shares, par value \$.001 per share, outstanding. As of May 6, 2008, the last reported sale price of a Fund share on the NYSE was \$17.14.
- Who May Want to Invest** Investors should consider their own investment goals, time horizon and risk tolerance before investing in the Fund. An investment in the Fund may not be appropriate for all investors and is not intended to be a complete investment program. The Fund may be an appropriate investment for you if you are seeking:
- The opportunity for an attractive total return through capital appreciation and current income, in a fund managed by an experienced team of portfolio and investment professionals.
  - Low correlation with broader equity or fixed income markets.
  - Exposure to a growing sub-sector of the natural resource universe which benefits from a tax-advantaged structure, and which owns and operates integral infrastructure energy assets that are essential in meeting the growing demand from energy producers and consumers.
  - Access through a single investment vehicle to a portfolio of public, PIPE, and private securities issued by MLPs and Other Natural Resource Companies (not otherwise available to the general public) researched and sourced by experienced investment professionals at Swank Energy Income Advisors, LP.

However, an investment in the Fund involves certain associated investment risks. See “Principal Risks of the Fund.”

**Plan of Distribution**

The securities will be distributed by the Fund directly to one or more investors. The investors will not pay a commission or similar charge.

**An Investment in the Fund vs. Direct Investment in MLPs**

The Investment Adviser believes that an investment in the Fund has certain advantages over direct investment in MLPs, such as:

- Exposure to the MLP asset class through an investment vehicle that will provide common shareholders with a single IRS form 1099. Direct investors in MLPs receive an IRS schedule K-1 from each MLP in which they invest.



- Access to an investment vehicle that will not require shareholders to file state income tax returns in any state in which such investor is not otherwise required to file a tax return. Direct investors in an MLP are considered limited partners and may be required to file state income tax returns in each state in which the MLP operates.
- Ability for the Fund's common shareholders that are tax-exempt investors to avoid having the Fund's distributions classified as unrelated business taxable income ("UBTI"), unless such investor's common shares are debt-financed. A portion of income received by tax-exempt investors directly from MLPs is generally treated as UBTI.
- Ability for non-U.S. shareholders to avoid being directly subject to regular net based U.S. federal income tax and return filing requirements with respect to investments in MLPs, provided such non-U.S. shareholder's investment in the Fund is not effectively connected with the conduct of a trade or business in the United States by such shareholder. Non-U.S. shareholders would be subject to regular net based U.S. federal income tax on income from direct investments in master limited partnerships treated as effectively connected with a U.S. trade or business.
- Ability for the Fund's common shareholders to not be limited by the Code's passive activity loss rules with respect to any losses resulting from the purchase and sale of common shares, as the Fund is taxed as a corporation. The passive activity loss rules limit the ability of certain direct investors in MLPs to use their allocable share of any losses generated by an MLP to offset income from other activities.

**Investment Objective and Policies**

The Fund's investment objective is to obtain a high after-tax total return from a combination of capital appreciation and current income. There can be no assurance that the Fund's investment objective will be achieved. The Fund intends to focus its investments in MLPs with operations in the development, production, processing, refining, transportation, storage and marketing of natural resources.

- The Fund will generally seek to invest in 20 to 30 issuers with generally no more than 10% of Managed Assets in any one issue, and no more than 15% of Managed Assets in any one issuer (for purposes of this limit, an "issuer" includes both the master limited partnership or limited liability company, as well as its controlling general partner or managing member), in each case, determined at the time of investment. For purposes of this calculation, an "issue" is a class of an issuer's securities or a derivative security that tracks that class of securities. Among other things, the Investment Adviser will use fundamental and proprietary research to seek to identify the most attractive MLPs and will seek to invest in MLPs that have distribution growth prospects that, in the Investment Adviser's view, are high relative to comparable MLPs and that are not fully reflected in current pricing. The Investment Adviser believes that the MLPs most likely to offer such attractive investment characteristics are those that are relatively small and have proven and

motivated management teams that are able to develop projects organically (“greenfield” or internally developed) and/or to successfully identify, acquire and integrate assets and companies that enhance value to shareholders. As part of the Fund’s 80% MLP investment policy, the Investment Adviser will also seek to invest in MLPs or other entities that hold the general partner or managing member interest and incentive distribution rights in master limited partnerships (“GP MLPs”). The Investment Adviser believes the distribution growth prospects of many GP MLPs are high relative to many other master limited partnerships and the Investment Adviser will seek to invest in GP MLPs where the Investment Adviser believes that such growth is not fully reflected in current pricing. Like master limited partnerships with strong distribution growth prospects, GP MLPs with strong growth prospects often trade at prices which result in relatively low current yields. Since the Investment Adviser will seek to maximize total return through a focus on master limited partnerships and GP MLPs with strong distribution growth prospects, the Investment Adviser believes the distribution yield of the Fund will be lower than it would be under a more diversified investment approach.

- The Investment Adviser will seek to invest in IPOs and secondary market issuances, PIPE transactions and privately negotiated transactions, including pre-acquisition and pre-IPO equity issuances and investments in private companies.
- The Fund will seek to achieve its investment objective by investing, under normal market conditions, at least 80% of its net assets, plus any borrowings for investment purposes, in MLP investments. Entities commonly referred to as “MLPs” are taxed as partnerships for federal income tax purposes, and are generally organized under state law as limited partnerships or limited liability companies. If publicly traded, MLPs must derive at least 90% of their gross income from qualifying sources as described in Section 7704 of the Code. For purposes of the Fund’s 80% policy, “MLP investments” are investments that offer economic exposure to public and private MLPs in the form of common or subordinated units issued by MLPs, securities of entities holding primarily general partner or managing member interests in MLPs, debt securities of MLPs, and securities that are derivatives of interests in MLPs.
- The Fund may invest up to 50% of its Managed Assets in securities of MLPs and Other Natural Resource Companies that are not publicly traded, or that are otherwise restricted securities. For purposes of this limitation, “restricted securities” include (i) registered securities of public companies subject to a lock-up period greater than 30 days, (ii) unregistered securities of public companies with registration rights until such securities are registered for resale by the Fund, or until they become freely tradable with the passage of time, and (iii) securities of companies that have no class of registered or publicly offered securities (“privately held” companies). The Fund does not intend to invest more than 25% of its Managed Assets in securities of privately held companies.
- The Fund may invest up to 20% of its Managed Assets in securities of companies that are not MLPs, including Other Natural Resource Companies, and U.S. and non-U.S. issuers that may not constitute Other Natural Resource Companies. These investments may include securities such as partnership interests, limited liability company interests or units, trust units, common stock, preferred stock, convertible securities, warrants and depositary receipts, debt securities, exchange traded notes (“ETNs”) (typically, unsecured, unsubordinated debt securities that trade on a securities exchange and are designed to replicate the returns of market benchmarks minus applicable fees), and securities issued by investment companies registered under the 1940 Act including exchange traded funds (“ETFs”). The Investment Adviser anticipates that the Fund will generally invest in ETFs or ETNs that focus their investments on the energy natural resources, utility, real estate or banking industries.
- The Fund may invest up to 20% of its Managed Assets in debt securities of MLPs, Other Natural Resource Companies and other issuers. Any securities issued by MLPs, including debt securities, will count towards the Fund’s 80% MLP investment policy.

Each percentage limitation applicable to the Fund's portfolio described in this prospectus applies only at the time of investment in the asset to which the percentage limitation applies, and the Fund will not be required to sell securities due to subsequent changes in the value of the securities it owns. The Fund may invest in companies of any market capitalization.

At the time of this offering, the Fund does not intend to invest directly in commodities, although the Fund's investments in some MLPs will expose it to risks similar to risks arising from investing in commodities.

The Fund may, but is not required to, write, purchase or sell put or call options on securities, equity or fixed-income indices or other instruments, write, purchase or sell futures contracts or options on futures, or enter into various transactions such as swaps, caps, floors or collars (collectively, "Strategic Transactions").

The Fund's investment objective and percentage parameters, including its 80% MLP investment policy, are not fundamental policies of the Fund and may be changed without shareholder approval. Shareholders, however, will be notified in writing of any change at least 60 days prior to effecting any such change.

**The Fund's common shares have limited previous trading history. Shares of closed-end funds frequently trade at discounts to their net asset value.** This creates a risk of loss for investors purchasing common shares at net asset value in a public offering. The Fund's common shares have historically traded below, at and above their net asset value.

**The Fund's Investments** The Fund will invest primarily in the securities of MLPs, other equity securities, debt securities and securities of non-U.S. issuers as described below.

*MLPs*

Master limited partnerships are formed as limited partnerships or limited liability companies and taxed as partnerships for federal income tax purposes. The securities issued by many master limited partnerships are listed and traded on a U.S. exchange. A master limited partnership typically issues general partner and limited partner interests, or managing member and member interests. The general partner or managing member manages and often controls, has an ownership stake in, and is normally eligible to receive incentive distribution payments from, the master limited partnership. To be treated as a partnership for U.S. federal income tax purposes, a master limited partnership must derive at least 90% of its gross income for each taxable year from qualifying sources as described in Section 7704 of the Code. These qualifying sources include natural resource-based activities such as the exploration, development, mining, production, processing, refining, transportation, storage and marketing of mineral or natural resources. The general partner or managing member may be structured as a private or publicly traded corporation or other entity. The general partner or managing member typically control the operations and management of the entity through an up to 2% general partner or managing member interest in the entity plus, in many cases, ownership of some percentage of the outstanding limited partner or member interests. The limited partners or members, through their ownership of limited partner or member interests, provide capital to the entity, are intended to have no role in the operation and management of the entity and receive cash distributions. Due to their structure as partnerships for U.S. federal income tax purposes, master limited partnerships generally do not pay federal income taxes. Thus, unlike investors in corporate securities, direct master limited partnership investors are generally not subject to double taxation (i.e., corporate level tax and tax on corporate dividends). Currently, most master limited partnerships operate in the energy and midstream, natural resources, shipping or real estate sectors.

*MLP Equity Securities.* Equity securities issued by master limited partnerships typically consist of common and subordinated units (which represent the limited partner or member interests) and a general partner or managing member interest.

- *Common Units.* The common units of many master limited partnerships are listed and traded on national securities exchanges, including the New York Stock Exchange (the "NYSE"), the American Stock Exchange (the "AMEX"), and the NASDAQ Stock Market (the "NASDAQ"). The Fund will typically purchase such common units through open market transactions and underwritten offerings, but may also acquire common units through direct placements and privately negotiated transactions. Holders of master limited partnership common units typically have very limited control and voting

rights. Holders of such common units are typically entitled to receive quarterly cash distributions up to an established minimum amount (the “minimum quarterly distribution” or “MQD”), including arrearage rights, from the issuer. Generally, a master limited partnership must pay (or set aside for payment) the MQD to holders of common units before any distributions may be paid to subordinated unit holders. In addition, incentive distributions are typically not paid to the general partner or managing member unless the quarterly distributions on the common units exceed specified threshold levels above the MQD. Master limited partnerships also issue different classes of common units that may have different voting, trading, and distribution rights. The Fund may invest in different classes of common units.

- *Subordinated Units.* Subordinated units, which, like common units, represent limited partner or member interests, are not typically listed on an exchange or publicly traded. The Fund will typically purchase outstanding subordinated units through negotiated transactions directly with holders of such units or newly-issued subordinated units directly from the issuer. Holders of such subordinated units are generally entitled to receive a distribution only after the MQD and any arrearages from prior quarters have been paid to holders of common units. Holders of subordinated units typically have the right to receive distributions at and above the MQD before any incentive distributions are payable to the general partner or managing member. Subordinated units generally do not provide arrearage rights. Most master limited partnership subordinated units are convertible into common units after the passage of a specified period of time or upon the achievement by the issuer of specified financial goals. Master limited partnerships also issue different classes of subordinated units that may have different voting, trading, and distribution rights. The Fund may invest in different classes of subordinated units.

- *General Partner or Managing Member Interests.* The general partner or managing member interest in master limited partnerships or limited liability companies is typically retained by the original sponsors of a master limited partnership or limited liability company, such as its founders, corporate partners and entities that sell assets to the master limited partnership or limited liability company. The holder of the general partner or managing member interest can be liable in certain circumstances for amounts greater than the amount of the holder's investment in the general partner or managing member. General partner or managing member interests often confer direct board participation rights in, and in many cases control over the operations of, the entity. General partner or managing member interests can be privately held or owned by publicly traded entities. General partner or managing member interests receive cash distributions, typically in an amount of up to 2% of available cash, which is contractually defined in the partnership or limited liability company agreement. In addition, holders of general partner or managing member interests typically receive incentive distribution rights, which provide them with an increasing share of the entity's aggregate cash distributions upon the payment of per unit distributions that exceed specified threshold levels above the MQD. Due to the incentive distribution rights, GP MLPs have higher distribution growth prospects than their underlying master limited partnerships, but quarterly incentive distribution payments would also decline at a greater rate than the decline rate in quarterly distributions to common and subordinated unit holders in the event of a reduction in the master limited partnership's quarterly distribution. The ability of the limited partners or members to remove the general partner or managing member without cause is typically very limited. In addition, some master limited partnerships permit the holder of incentive distribution rights to reset, under specified circumstances, the incentive distribution levels and receive compensation in exchange for the incentive distribution rights given up in the reset.
- *I-Shares.* I-Shares represent an ownership interest issued by an MLP affiliate. The MLP affiliate uses the proceeds from the sale of I-Shares to purchase limited partnership interests in the MLP in the form of I-units. Thus, I-Shares represent an indirect limited partner interest in the master limited partnership. I-units have features similar to MLP common units in terms of voting rights, liquidation preference and distribution. I-Shares differ from MLP common units primarily in that instead of receiving cash distributions, holders of I-Shares will receive distributions of additional I-Shares in an amount equal to the cash distributions received by common unit holders. I-Shares are traded on the NYSE or the AMEX. For purposes of the Fund's 80% policy, securities that are derivatives of interests in MLPs are I-Shares or derivative securities that otherwise have economic characteristics of MLP securities.

#### *Other Equity Securities*

The Fund may invest in equity securities of issuers other than MLPs, including common stocks of Other Natural Resource Companies and issuers



engaged in other sectors, including the finance and real estate sectors. Such issuers may be organized and/or taxed as corporations and therefore may not offer the advantageous tax characteristics of master limited partnership units.

*Debt Securities*

The Fund may invest in debt securities rated, at the time of investment, at least (i) B3 by Moody's Investors Service, Inc., (ii) B- by Standard & Poor's or Fitch Ratings, or (iii) a comparable rating by another rating agency, provided, however, that the Fund may invest up to 5% of the Fund's Managed Assets in lower rated or unrated debt securities. Debt securities rated below investment grade are commonly known as "junk bonds" and are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations, and involve major risk exposure to adverse conditions.

*Non-U.S. Securities*

The Fund may invest in non-U.S. securities, including, among other things, non-U.S. securities represented by American Depositary Receipts, or "ADRs." ADRs are certificates evidencing ownership of shares of a non-U.S. issuer that are issued by depositary banks and generally trade on an established market in the United States or elsewhere.

**Investment Characteristics** The Investment Adviser believes that the following characteristics of MLPs make them attractive investments:

- Many MLPs are utility-like in nature and have relatively stable, predictable cash flows.
- MLPs provide services which help meet the largely inelastic demand of U.S. energy consumers.
- Transportation assets in the interstate and intrastate pipeline sector are typically backed by relatively long-term contracts and stable transportation rates (or tariffs) that are regulated by the U.S. Federal Energy Regulatory Commission ("FERC") or by state regulatory commissions.
- High barriers to entry may protect the business model of some MLPs, since construction of the physical assets typically owned by these MLPs generally requires significant capital expenditures and long lead times.
- As the location and quality of natural resource supplies change, new midstream infrastructure such as gathering and transportation pipelines, treating and processing facilities, and storage facilities is needed to meet these new logistical needs. Similarly, as the demographics of demand centers change, new infrastructure is often needed. MLPs are integral providers of these midstream needs.
- Requirements for new and additional transportation fuel compositions (e.g., reduced sulfur diesel and ethanol blends) require additional logistical assets. MLPs are integral providers of these logistical needs.

- Midstream assets are typically long-lived and tend to retain their economic value, and the risk of technological obsolescence is low.
- Master limited partnerships are “pass-through” entities and do not pay federal income taxes at the entity level. In general, a portion of their distributions are treated as a return of capital (that is, a payback of invested capital).
- In addition to their growth potential, MLP investments are currently offering higher yields than some investments, such as utilities and real estate investment trusts (“REITs”). Of course, there can be no guarantee that the MLP investments in the Fund’s portfolio will generate higher yields than these other asset classes, and since the Investment Adviser will seek to maximize total return through a focus on master limited partnerships and GP MLPs with strong distribution growth prospects, the Investment Adviser believes the distribution yield of the Fund will be lower than it would be under a more diversified investment approach.

An investment in MLPs also involves risks, some of which are described below under “— Principal Risks of the Fund.”

#### **Investment Adviser**

The Fund’s investments will be managed by its Investment Adviser, Swank Energy Income Advisors, LP, whose principal business address is 3300 Oak Lawn Avenue, Suite 650, Dallas, Texas 75219. The Investment Adviser is also investment adviser to the Affiliated Funds, which invest primarily in securities of MLPs and Other Natural Resource Companies and global commodities. Since 2003, the Investment Adviser has managed the Affiliated Funds with a focus on achieving a high after-tax total return from a combination of capital appreciation and current income (as opposed to relative performance against a benchmark index). The Investment Adviser seeks to identify and exploit investment niches it believes are generally less understood and less followed by the broader investor community.

As of February 29, 2008, the Investment Adviser managed approximately \$2.0 billion in assets on behalf of institutional and private investors around the world.

The Fund has agreed to pay the Investment Adviser, as compensation for the services rendered by it, a management fee equal on an annual basis to 1.25% of the Fund’s Managed Assets. See “Management of the Fund — Investment Management Agreement.”

#### *Competitive Strengths*

The Investment Adviser considers itself one of the principal professional institutional investors in the MLP space based on the following:

- An investment team with extensive experience in MLP analysis and investment, portfolio management, risk management, and private securities transactions.
- A focus on bottom-up, fundamental analysis performed by its experienced investment team.
- The investment team’s wide range of professional backgrounds, market knowledge, industry relationships, and experience in the analysis, financing, and structuring of MLP investments give the Investment Adviser insight into, and the ability to identify and capitalize on, investment opportunities in MLPs and Other Natural Resource Companies.
- Its central location in Dallas, Texas and proximity to major players and assets in the MLP space.

#### **Administrator**

U.S. Bancorp Fund Services, LLC (the “Administrator”) will provide the Fund with administrative services. The Administrator also serves as fund accountant. See “Other Service Providers”

#### **Distributions**

The Fund intends to make regular quarterly cash distributions of all or a portion of its income to its common shareholders.

The Fund anticipates that, due to the tax characterization of cash distributions made by master limited partnerships, a significant portion of the Fund's distributions to common shareholders will consist of tax-advantaged return of capital for U.S. federal income tax purposes. In general, a distribution will constitute a return of capital to a common shareholder, rather than a dividend, to the extent such distribution exceeds the Fund's current and accumulated earnings and profits. The portion of any distribution treated as a return of capital will not be subject to tax currently, but will result in a corresponding reduction in a shareholder's basis in our common shares and in the shareholder's recognizing more gain or less loss (that is, will result in an increase of a shareholder's tax liability) when the shareholder later sells or exchanges our common shares. To permit it to maintain a more stable quarterly distribution rate, the Fund may distribute less or more than the entire amount of cash it receives from its investments in a particular period. Any undistributed cash would be available to supplement future distributions, and until distributed would add to the Fund's net asset value. Correspondingly, such amounts, once distributed, will be deducted from the Fund's net asset value. See "Distributions" and "Dividend Reinvestment Plan." Shareholders will automatically have all distributions reinvested in common shares issued by the Fund or common shares of the Fund purchased on the open market in accordance with the Fund's dividend reinvestment plan unless an election is made to receive cash. See "Distributions" and "Dividend Reinvestment Plan." Common shareholders who receive dividends in the form of additional common shares will be subject to the same U.S. federal, state and local tax consequences as common shareholders who elect to receive their dividends in cash.

## Use of Leverage

The Fund may seek to enhance its total returns through the use of financial leverage, which may include the issuance of Preferred Shares and other Leverage Instruments, in each case within the applicable limits of the 1940 Act. The Fund expects that it will initially leverage through borrowings in an aggregate amount of up to approximately 33 1/3% of its Managed Assets (i.e. 50% of its net assets attributable to the Fund's common shares).

The Fund has entered into a fully collateralized borrowing arrangement with Credit Suisse. Proceeds from the borrowing arrangement are used to execute the Fund's investment objective. The borrowing arrangement is collateralized with investments held for the benefit of Credit Suisse at the Fund's custodian, which exceed the amount borrowed.

The Fund in the future may decide to leverage through the issuance of Preferred Shares or other means. After that decision, total leverage of the Fund is expected to range between 20% to 50% of the Fund's Managed Assets, including any borrowings for investment purposes (i.e., 25% to 100% of its net assets attributable to the Fund's common shares). The Fund may borrow from banks and other financial institutions.

To the extent the Fund borrows, the Fund will create financial leverage. It will do so only when it expects to be able to invest the proceeds at a higher rate of return than its cost of borrowing.

The use of leverage for investment purposes creates opportunities for greater total returns but at the same time increases risk. When leverage is employed, the net asset value, market price of the common shares and the yield to holders of common shares may be more volatile. Any investment income or gains earned with respect to the amounts borrowed in excess of the interest due on the borrowing will augment the Fund's income. Conversely, if the investment performance with respect to the amounts borrowed fails to cover the interest on such borrowings, the value of the Fund's common shares may decrease more quickly than would otherwise be the case, and distributions on the common shares would be reduced or eliminated. Interest payments and fees incurred in connection with such borrowings will reduce the amount of net income available for distribution to common shareholders.

Because the investment management fee paid to the Investment Adviser is calculated on the basis of the Fund's Managed Assets, which include the proceeds of leverage, the dollar amount of the management fee paid by the Fund to the Investment Adviser will be higher (and the Investment Adviser will be benefited to that extent) when leverage is utilized. The Investment Adviser will utilize leverage only if it believes such action would result in a net benefit to the Fund's shareholders after taking into account the higher fees and expenses associated with leverage (including higher management fees).

The Fund's leveraging strategy may not be successful. See "Principal Risks of the Fund — Leverage Risk."

**Tax Treatment of the Fund**

The Fund will be treated as a regular corporation, or “C” corporation, for U.S. federal income tax purposes. Accordingly, the Fund generally will be subject to U.S. federal income tax on its taxable income at the graduated rates applicable to corporations (currently at a maximum rate of 35%). In addition, as a regular corporation, the Fund may be subject to state income tax by reason of its investments in equity securities of MLPs. The Fund may be subject to a 20% alternative minimum tax on its alternative minimum taxable income to the extent that the alternative minimum tax exceeds the Fund’s regular income tax liability. The Fund’s payments of U.S. corporate income tax or alternative minimum tax could materially reduce the amount of cash available for the Fund to make distributions on the shares. In addition, distributions to shareholders of the Fund will be taxed under federal income tax laws applicable to corporate distributions, and thus the Fund’s taxable income will be subject to a double layer of taxation.

**Principal Risks of the General Fund**

Risk is inherent in all investing. The following discussion summarizes some of the risks that a potential investor should consider before deciding to purchase the Fund's common shares.

*Limited Operating and Trading History.* The Fund is a recently organized, non-diversified, closed-end management investment company and it has limited operating and public trading history. Being a recently organized company, the Fund is subject to all of the business risks and uncertainties associated with any new business, including the risk that the Fund will not achieve its investment objective and that the value of an investment in the Fund could decline substantially.

*Investment and Market Risk.* An investment in the Fund's common shares is subject to investment risk, including the possible loss of an investor's entire investment. An investment in the Fund's common shares represents an indirect investment in the securities owned by the Fund, some of which will be traded on a national securities exchange or in the over-the-counter markets. The value of the securities in the Fund's portfolio, like other market investments, may move up or down, sometimes rapidly and unpredictably. The value of the securities in which the Fund invests will affect the value of its common shares. The Fund's common shares at any point in time may be worth less than at the time of original investment, even after taking into account the reinvestment of the Fund's dividends. The Fund is primarily a long-term investment vehicle and should not be used for short-term trading. An investment in the Fund's common shares is not intended to constitute a complete investment program and should not be viewed as such.

*Market Discount From Net Asset Value Risk.* Shares of closed-end funds frequently trade at discounts to their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund's net asset value could decrease as a result of its investment activities and creates a risk of loss for investors purchasing common shares at net asset value in a public offering. The net asset value of the Fund's common shares will be reduced immediately following the offering as a result of the payment of certain offering costs. Although the value of the Fund's net assets is generally considered by market participants in determining whether to purchase or sell shares, whether investors will realize gains or losses upon the sale of the Fund's common shares will depend entirely upon whether the market price of its common shares at the time of sale is above or below the investor's purchase price for the Fund's common shares. Because the market price of the Fund's common shares will be affected by factors such as net asset value, dividend or distribution levels (which are dependent, in part, on expenses), supply of and demand for the Fund's common shares, stability of dividends or distributions, trading volume of the Fund's common shares, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether its common shares will trade at, below or above net asset



value or at, below or above the initial public offering price. The common shares of the Fund have historically traded below, at and above their net asset value.

*Sector Concentration Risk*

Under normal market conditions the Fund will have at least 80% of its net assets, plus any borrowings for investment purposes, invested in MLP investments, which operate primarily in the natural resource sector. There are risks inherent in the natural resource sector and the businesses of MLPs and Other Natural Resource Companies, including those described below.

*MLP and Other Natural Resource Company Risks*

*Commodity Price Risk.* The return on the Fund's investments in MLPs and Other Natural Resource Companies will be dependent on the operating margins received and cash flows generated by those companies from the exploration for, and development, production, gathering, transportation, processing, storage, refining, distribution, mining or marketing of, coal, natural gas, natural gas liquids, crude oil, refined petroleum products or other hydrocarbons. These operating margins and cash flows may fluctuate widely in response to a variety of factors, including global and domestic economic conditions, weather conditions, natural disasters, the supply and price of imported natural resources, political instability, conservation efforts and governmental regulation. Natural resource commodity prices have been very volatile in the past and such volatility is expected to continue. MLPs and Other Natural Resource Companies engaged in crude oil and natural gas exploration, development or production, natural gas gathering and processing, crude oil refining and transportation and coal mining or sales may be directly affected by their respective natural resource commodity prices. The volatility of, and interrelationships between, commodity prices can also indirectly affect certain MLPs and Other Natural Resource Companies due to the potential impact on the volume of commodities transported, processed, stored or distributed. Some MLPs or Other Natural Resource Companies that own the underlying energy commodity may be unable to effectively mitigate or manage direct margin exposure to commodity price levels. The prices of MLP and Other Natural Resource Companies' securities can be adversely affected by market perceptions that their performance and distributions or dividends are directly tied to commodity prices.

*Cyclical Risk.* The operating results of companies in the broader natural resource sector are cyclical, with fluctuations in commodity prices and demand for commodities driven by a variety of factors. Commodity prices and natural resource asset values are near historically high levels. The highly cyclical nature of the natural resource sector may adversely affect the earnings or operating cash flows of the MLPs and Other Natural Resource Companies in which the Fund will invest.

*Supply Risk.* The profitability of MLPs and Other Natural Resource Companies, particularly those involved in processing, gathering and pipeline transportation, may be materially impacted by the volume of natural gas or other energy commodities available for transportation, processing, storage or distribution. A significant decrease in the production of natural gas, crude oil, coal or other energy commodities, due to the decline of production from existing resources, import supply disruption, depressed commodity prices or otherwise, would reduce the revenue, operating income and operating cash flows of MLPs and Other Natural Resource Companies and, therefore, their ability to make distributions or pay dividends.

*Demand Risk.* A sustained decline in demand for coal, natural gas, natural gas liquids, crude oil and refined petroleum products could adversely affect an MLP's or an Other Natural Resource Company's revenues and cash flows. Factors that could lead to a sustained decrease in market demand include a recession or other adverse economic conditions, an increase in the market price of the underlying commodity that is not, or is not expected to be, merely a short-term increase, higher taxes or other regulatory actions that increase costs, or a shift in consumer demand for such products. Demand may also be adversely affected by consumer sentiment with respect to global warming and by state or federal legislation intended to promote the use of alternative energy sources.

*Risks Relating to Expansions and Acquisitions.* MLPs and Other Natural Resource Companies employ a variety of means to increase cash flow, including increasing utilization of existing facilities, expanding operations through new construction or development activities, expanding operations through acquisitions, or securing additional long-term contracts. Thus, some MLPs or Other Natural Resource Companies may be subject to construction risk, development risk, acquisition risk or other risks arising from their specific business strategies. MLPs and Other Natural Resource Companies that attempt to grow through acquisitions may not be able to effectively integrate acquired operations with their existing operations. In addition, acquisition or expansion projects may not perform as anticipated. A significant slowdown in merger and acquisition activity in the natural resource sector could reduce the growth rate of cash flows received by the Fund from MLPs and Other Natural Resource Companies that grow through acquisitions.

*Competition Risk.* The natural resource sector is highly competitive. The MLPs and Other Natural Resource Companies in which the Fund will invest

will face substantial competition from other companies, many of which will have greater financial, technological, human and other resources, in acquiring natural resource assets, obtaining and retaining customers and contracts and hiring and retaining qualified personnel. Larger companies may be able to pay more for assets and may have a greater ability to continue their operations during periods of low commodity prices. To the extent that the MLPs and Other Natural Resource Companies in which the Fund will invest are unable to compete effectively, their operating results, financial position, growth potential and cash flows may be adversely affected, which could in turn adversely affect the results of the Fund.

*Weather Risk.* Extreme weather conditions, such as Hurricane Ivan in 2004 and Hurricanes Katrina and Rita in 2005, could result in substantial damage to the facilities of certain MLPs and Other Natural Resource Companies located in the affected areas and significant volatility in the supply of natural resources, commodity prices and the earnings of MLPs and Other Natural Resource Companies, and could therefore adversely affect their securities.

*Interest Rate Risk.* The prices of the equity and debt securities of the MLPs and Other Natural Resource Companies the Fund expects to hold in its portfolio are susceptible in the short term to a decline when interest rates rise. Rising interest rates could limit the capital appreciation of securities of certain MLPs as a result of the increased availability of alternative investments with yields comparable to those of MLPs. Rising interest rates could adversely impact the financial performance of MLPs and Other Natural Resource Companies by increasing their cost of capital. This may reduce their ability to execute acquisitions or expansion projects in a cost effective manner.

*MLP Structure Risk.* Holders of MLP units are subject to certain risks inherent in the structure of MLPs, including (i) tax risks (described further below), (ii) the limited ability to elect or remove management or the general partner or managing member (iii) limited voting rights, except with respect to extraordinary transactions, and (iv) conflicts of interest between the general partner or managing member and its affiliates, on the one hand, and the limited partners or members, on the other hand, including those arising from incentive distribution payments or corporate opportunities.

*Sub-Sector Specific Risk.* MLPs and Other Natural Resource Companies are also subject to risks that are specific to the particular sub-sector of the natural resources sector in which they operate.

- *Pipelines.* Pipeline companies are subject to the demand for natural gas, natural gas liquids, crude oil or refined products in the markets they serve, changes in the availability of products for gathering, transportation, processing or sale due to natural declines in reserves and production in the supply areas serviced by the companies' facilities, sharp decreases in crude oil or natural gas prices that cause producers to curtail production or reduce capital spending for exploration activities, and environmental regulation. Demand for gasoline, which accounts for a substantial portion of refined product transportation, depends on price, prevailing economic conditions in the markets served, and demographic and seasonal factors. Companies that own interstate pipelines that transport natural gas, natural gas liquids, crude oil or refined petroleum products are subject to regulation by FERC with respect to the tariff rates they may charge for transportation services. An adverse determination by FERC with respect to the tariff rates of such a company could have a material adverse effect on its business, financial condition, results of operations and cash flows of those companies and their ability to pay cash distributions or dividends. In addition, FERC has a tax allowance policy, which permits such companies to include in their cost of service an income tax allowance to the extent that their owners have an actual

or potential tax liability on the income generated by them. If FERC's income tax allowance policy were to change in the future to disallow a material portion of the income tax allowance taken by such interstate pipeline companies, it would adversely impact the maximum tariff rates that such companies are permitted to charge for their transportation services, which would in turn adversely affect the results of operations and cash flows of those companies and their ability to pay cash distributions or dividends to their unit holders or shareholders.

- *Gathering and processing.* Gathering and processing companies are subject to natural declines in the production of oil and natural gas fields, which utilize their gathering and processing facilities as a way to market their production, prolonged declines in the price of natural gas or crude oil, which curtails drilling activity and therefore production, and declines in the prices of natural gas liquids and refined petroleum products, which cause lower processing margins. In addition, some gathering and processing contracts subject the gathering or processing company to direct commodities price risk.
- *Exploration and production.* Exploration, development and production companies are particularly vulnerable to declines in the demand for and prices of crude oil and natural gas. Reductions in prices for crude oil and natural gas can cause a given reservoir to become uneconomic for continued production earlier than it would if prices were higher, resulting in the plugging and abandonment of, and cessation of production from, that reservoir. In addition, lower commodity prices not only reduce revenues but also can result in substantial downward adjustments in reserve estimates. The accuracy of any reserve estimate is a function of the quality of available data, the accuracy of assumptions regarding future commodity prices and future exploration and development costs and engineering and geological interpretations and judgments. Different reserve engineers may make different estimates of reserve quantities and related revenue based on the same data. Actual oil and gas prices, development expenditures and operating expenses will vary from those assumed in reserve estimates, and these variances may be significant. Any significant variance from the assumptions used could result in the actual quantity of reserves and future net cash flow being materially different from those estimated in reserve reports. In addition, results of drilling, testing and production and changes in prices after the date of reserve estimates may result in downward revisions to such estimates. Substantial downward adjustments in reserve estimates could have a material adverse effect on a given exploration and production company's financial position and results of operations. In addition, due to natural declines in reserves and production, exploration and production companies must economically find or acquire and develop additional reserves in order to maintain and grow their revenues and distributions.
- *Propane.* Propane companies are subject to earnings variability based upon weather patterns in the locations where they operate and increases in the wholesale price of propane which reduce profit margins. In addition, propane companies are facing increased competition due to the growing availability of natural gas, fuel oil and alternative energy sources for residential heating.
- *Coal.* Coal companies are subject to declines in the demand for and prices of coal. Demand variability can be based on weather conditions, the strength of the domestic economy, the level of coal stockpiles in their customer base, and the prices of competing sources of fuel for electric generation. They are also subject to supply variability based on geological conditions that reduce the productivity of mining operations, the availability of regulatory permits for mining activities and the availability of coal that

meets the standards of the federal Clean Air Act of 1990, as amended (the “Clean Air Act”). Demand and prices for coal may also be affected by current and proposed regulatory limitations on emissions from coal-fired power plants and the facilities of other coal end users. Such limitations may reduce demand for the coal produced and transported by coal companies. Certain coal companies could face declining revenues if they are unable to acquire additional coal reserves or other mineral reserves that are economically recoverable.

- *Marine shipping.* Marine shipping companies are subject to supply of and demand for, and level of consumption of, natural gas, liquefied natural gas, crude oil, refined petroleum products and liquefied petroleum gases in the supply and market areas they serve, which affect the demand for marine shipping services and therefore charter rates. Shipping companies’ vessels and cargoes are also subject to the risk of being damaged or lost due to marine disasters, extreme weather, mechanical failures, grounding, fire, explosions, collisions, human error, piracy, war and terrorism. Some vessels may also require replacement or significant capital improvements earlier than otherwise required due to changing regulatory standards. Shipping companies or their ships may be chartered in any country and the Fund’s investments in such issuers may be subject to risks similar to risks related to investments in non-U.S. securities.

*Cash Flow Risk.* The Fund will derive substantially all of its cash flow from investments in equity securities of MLPs and Other Natural Resource Companies. The amount of cash that the Fund has available to distribute to shareholders will depend on the ability of the MLPs and Other Natural Resource Companies in which the Fund has an interest to make distributions or pay dividends to their investors and the tax character of those distributions or dividends. The Fund will likely have no influence over the actions of the MLPs in which it invests with respect to the payment of distributions or dividends, and may only have limited influence over Other Natural Resource Companies in that regard. The amount of cash that any individual MLP or Other Natural Resource Company can distribute to its investors, including the Fund, will depend on the amount of cash it generates from operations, which will vary from quarter to quarter depending on factors affecting the natural resource sector generally and the particular business lines of the issuer. Available cash will also depend on the MLP's or Other Natural Resource Company's operating costs, capital expenditures, debt service requirements, acquisition costs (if any), fluctuations in working capital needs and other factors. The cash that a master limited partnership will have available for distribution will also depend on the incentive distributions payable to its general partner or managing member in connection with distributions paid to its equity investors.

*Regulatory Risk.* The profitability of MLPs and Other Natural Resource Companies could be adversely affected by changes in the regulatory environment. MLPs and Other Natural Resource Companies are subject to significant foreign, federal, state and local regulation in virtually every aspect of their operations, including with respect to how facilities are constructed, maintained and operated, environmental and safety controls, and the prices they may charge for the products and services they provide. Such regulation can change over time in both scope and intensity. For example, a particular by-product may be declared hazardous by a regulatory agency and unexpectedly increase production costs. Various governmental authorities have the power to enforce compliance with these regulations and the permits issued under them, and violators are subject to administrative, civil and criminal penalties, including civil fines, injunctions or both. Stricter laws, regulations or enforcement policies could be enacted in the future which would likely increase compliance costs and may adversely affect the financial performance of MLPs and Other Natural Resource Companies.

Specifically, the operations of wells, gathering systems, pipelines, refineries and other facilities are subject to stringent and complex federal, state and local environmental laws and regulations. These include, for example:

- the federal Clean Air Act and comparable state laws and regulations that impose obligations related to air emissions;
- the federal Clean Water Act and comparable state laws and regulations that impose obligations related to discharges of pollutants into regulated bodies of water;



- the federal Resource Conservation and Recovery Act (“RCRA”) and comparable state laws and regulations that impose requirements for the handling and disposal of waste from facilities; and
- the federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (“CERCLA”), also known as “Superfund,” and comparable state laws and regulations that regulate the cleanup of hazardous substances that may have been released at properties currently or previously owned or operated by MLPs and Other Natural Resource Companies or at locations to which they have sent waste for disposal.

Failure to comply with these laws and regulations may trigger a variety of administrative, civil and criminal enforcement measures, including the assessment of monetary penalties, the imposition of remedial requirements, and the issuance of orders enjoining future operations. Certain environmental statutes, including RCRA, CERCLA, the federal Oil Pollution Act and analogous state laws and regulations, impose strict, joint and several liability for costs required to clean up and restore sites where hazardous substances have been disposed of or otherwise released. Moreover, it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the release of hazardous substances or other waste products into the environment.

There is an inherent risk that MLPs and Other Natural Resource Companies may incur environmental costs and liabilities due to the nature of their businesses and the substances they handle. For example, an accidental release from wells or gathering pipelines could subject them to substantial liabilities for environmental cleanup and restoration costs, claims made by neighboring landowners and other third parties for personal injury and property damage, and fines or penalties for related violations of environmental laws or regulations. Moreover, the possibility exists that stricter laws, regulations or enforcement policies could significantly increase the compliance costs of MLPs and Other Natural Resource Companies, and the cost of any remediation that may become necessary. MLPs and Other Natural Resource Companies may not be able to recover these costs from insurance.

Proposals for voluntary initiatives and mandatory controls are being discussed both in the United States and worldwide to reduce emissions of “greenhouse gases” such as carbon dioxide, a by-product of burning fossil fuels, and methane, the major constituent of natural gas, which many scientists and policymakers believe contribute to global climate change. These measures, if adopted, could result in increased costs to certain companies in which the Fund may invest to operate and maintain Natural Resource facilities and administer and manage a greenhouse gas emissions program.

In the wake of a recent Supreme Court decision holding that the Environmental Protection Agency (“EPA”) has some legal authority to deal with climate change under the Clean Air Act, the federal government announced on May 14, 2007 that the EPA and the Departments of Transportation, Energy, and Agriculture would jointly write regulations to cut gasoline use and control greenhouse gas emissions from cars and trucks. These measures if adopted could reduce demand for energy or raise prices, which may adversely affect the total return of certain of the Fund’s investments.

*Affiliated Party Risk.* Certain MLPs and Other Natural Resource Companies are dependent on their parents or sponsors for a majority of their revenues. Any failure by an MLP’s or an Other Natural Resource Company’s parents or sponsors to satisfy their payments or obligations would impact the MLP’s or Other Natural Resource Company’s revenues and cash flows and ability to make distributions. Moreover, the terms of an MLP’s or an Other Natural Resource Company’s transactions with its parent or sponsor are typically not arrived at on an arm’s-length basis, and may not be as favorable to the MLP or Other Natural Resource Company as a transaction with a non-affiliate.

*Catastrophe Risk.* The operations of MLPs and Other Natural Resource Companies are subject to many hazards inherent in the exploration for, and development, production, gathering, transportation, processing, storage, refining, distribution, mining or marketing of coal, natural gas, natural gas liquids, crude oil, refined petroleum products or other hydrocarbons, including: damage to production equipment, pipelines, storage tanks or related equipment and surrounding properties caused by hurricanes,

tornadoes, floods, fires and other natural disasters or by acts of terrorism; inadvertent damage from construction or other equipment; leaks of natural gas, natural gas liquids, crude oil, refined petroleum products or other hydrocarbons; and fires and explosions. These risks could result in substantial losses due to personal injury or loss of life, severe damage to and destruction of property and equipment and pollution or other environmental damage, and may result in the curtailment or suspension of their related operations. Not all MLPs or Other Natural Resource Companies are fully insured against all risks inherent to their businesses. If a significant accident or event occurs that is not fully insured, it could adversely affect the MLP's or Other Natural Resource Company's operations and financial condition.

*Risks Associated with an Investment in IPOs*

Securities purchased in IPOs are often subject to the general risks associated with investments in companies with small market capitalizations, and typically to a heightened degree. Securities issued in IPOs have no trading history, and information about the companies may be available for very limited periods. In addition, the prices of securities sold in an IPO may be highly volatile. At any particular time or from time to time, the Fund may not be able to invest in IPOs, or to invest to the extent desired, because, for example, only a small portion (if any) of the securities being offered in an IPO may be available to the Fund. In addition, under certain market conditions, a relatively small number of companies may issue securities in IPOs. The investment performance of the Fund during periods when it is unable to invest significantly or at all in IPOs may be lower than during periods when it is able to do so.

IPO securities may be volatile, and the Fund cannot predict whether investments in IPOs will be successful. As the Fund grows in size, the positive effect of IPO investments on the Fund may decrease.

*Risks Associated with an Investment in PIPE Transactions*

PIPE investors purchase securities directly from a publicly traded company in a private placement transaction, typically at a discount to the market price of the company's common stock. Because the sale of the securities is not registered under the Securities Act of 1933, as amended (the "Securities Act"), the securities are "restricted" and cannot be immediately resold by the investors into the public markets. Accordingly, the company typically agrees as part of the PIPE deal to register the restricted securities with the SEC. PIPE securities may be deemed illiquid.

*Privately Held Company Risk*

Investing in privately held companies involves risk. For example, privately held companies are not subject to SEC reporting requirements, are not required to maintain their accounting records in accordance with generally accepted accounting principles, and are not required to maintain effective internal controls over financial reporting. As a result, the Investment Adviser may not have timely or accurate information about the business, financial condition and results of operations of the privately held companies in which the Fund invests. In addition, the securities of privately held companies are generally illiquid, and entail the risks described under "— Liquidity Risk" below.

*Liquidity Risk*

The investments made by the Fund, including investments in MLPs, may be illiquid and consequently the Fund may not be able to sell such investments at prices that reflect the Investment Adviser's assessment of their value, the value at which the Fund is carrying the securities on its books or the amount paid

for such investments by the Fund. Furthermore, the nature of the Fund's investments may require a long holding period prior to profitability.

Although the equity securities of the MLPs and Other Natural Resource Companies in which the Fund invests generally trade on major stock exchanges, certain securities may trade less frequently, particularly those with smaller capitalizations. Securities with limited trading volumes may display volatile or erratic price movements. Investment of the Fund's capital in securities that are less actively traded or over time experience decreased trading volume may restrict the Fund's ability to take advantage of other market opportunities.

The Fund also expects to invest in unregistered or otherwise restricted securities. Unregistered securities are securities that cannot be sold publicly in the United States without registration under the Securities Act, unless an exemption from such registration is available. Restricted securities may be more difficult to value and the Fund may have difficulty disposing of such assets either in a timely manner or for a reasonable price. In order to dispose of an unregistered security, the Fund, where it has contractual rights to do so, may have to cause such security to be registered. A considerable period may elapse between the time the decision is made to sell the security and the time the security is registered so that the Fund could sell it. Contractual restrictions on the resale of securities vary in length and scope and are generally the result of a negotiation between the issuer and acquiror of the securities. The Fund would, in either case, bear the risks of any downward price fluctuation during that period. The difficulties and delays associated with selling restricted securities could result in the Fund's inability to realize a favorable price upon disposition of such securities, and at times might make disposition of such securities impossible.

*Tax Risks*

In addition to other risk considerations, an investment in the Fund's common shares will involve certain tax risks, including, but not limited to, the risks summarized below and discussed in more detail elsewhere in this prospectus. Tax matters are complicated, and the foreign and U.S. federal, state and local tax consequences of the purchase and ownership of the Fund's common shares will depend on the facts of each investor's situation. Prospective investors are encouraged to consult their own tax advisers regarding the specific tax consequences that may affect such investors.

*Tax Law Changes.* Changes in tax laws, regulations or interpretations of those laws or regulations in the future could adversely affect the Fund or the MLPs or Other Natural Resource Companies in which the Fund will invest. Any such changes could negatively impact the Fund's common shareholders. Legislation could also negatively impact the amount and tax characterization of dividends received by the Fund's common shareholders. Federal legislation has reduced the tax rate on qualified dividend income to the rate applicable to long-term capital gains, which is generally 15% for individuals, provided a holding period requirement and certain other requirements are met. This reduced rate of tax on dividends is currently scheduled to revert to ordinary income tax rates for taxable years beginning after December 31, 2010, and the 15% federal income tax rate for long-term capital gains is scheduled to revert to 20% for such taxable years.

*Tax Risk of MLPs.* The Fund's ability to meet its investment objective will depend partially on the amounts of taxable income, distributions and dividends it receives from the securities in which it will invest, a factor over which it has no control. The benefit the Fund will derive from its investment in master limited partnerships is largely dependent on the master limited partnership's being treated as partnerships for federal income tax purposes. As a partnership, a master limited partnership has no federal income tax liability at the entity level. If, as a result of a change in current law or a change in a master limited partnership's business, a master limited partnership were to be treated as a corporation for federal income tax purposes, it would be subject to federal income tax on its income at the graduated tax rates applicable to corporations (currently a maximum rate of 35%). In addition, if a master limited partnership were to be classified as a corporation for federal income tax purposes, the amount of cash available for distribution by it would be reduced and distributions received by the Fund from it would be taxed under federal income tax laws applicable to corporate distributions (as dividend income, return of capital, or capital gain). Therefore, treatment of master limited partnerships as corporations for federal income tax purposes would result in a reduction in the after-tax return to the Fund, likely causing a reduction in the value of the Fund's common shares.

*Deferred Tax Risks of MLPs.* As a limited partner or member in the MLPs in which the Fund will invest, the Fund will be required to include in its taxable income its allocable share of income, gains, losses, deductions, and credits

from those master limited partnerships, regardless of whether they distribute any cash to the Fund. Historically, a significant portion of the income from master limited partnerships has been offset by tax deductions. The Fund will incur a current tax liability on its allocable share of a master limited partnership's income and gains that is not offset by tax deductions, losses and credits, or its net operating loss carryforwards, if any. The portion, if any, of a distribution received by the Fund from a master limited partnership that is offset by the master limited partnership's tax deductions, losses or credits will be treated as a tax-advantaged return of capital. However, those distributions will reduce the Fund's adjusted tax basis in the equity securities of the master limited partnership, which will result in an increase in the amount of gain (or decrease in the amount of loss) that will be recognized by the Fund for tax purposes upon the sale of any such equity securities or upon subsequent distributions in respect of such equity securities. The percentage of a master limited partnership's income and gains that is offset by tax deductions, losses and credits will fluctuate over time for various reasons. A significant slowdown in acquisition activity or capital spending by master limited partnerships held in the Fund's portfolio could result in a reduction of accelerated depreciation generated by new acquisitions, which may result in increased current tax liability for the Fund.

The Fund will accrue deferred income taxes for its future tax liability associated with that portion of master limited partnership distributions considered to be a tax-advantaged return of capital, as well as for its future tax liability associated with the capital appreciation of its investments. Upon the Fund's sale of a master limited partnership security, the Fund may be liable for previously deferred taxes. The Fund will rely to some extent on information provided by master limited partnerships, which is not necessarily timely, to estimate deferred tax liability for purposes of financial statement reporting and determining its net asset value. From time to time, the Fund will modify its estimates or assumptions regarding its deferred tax liability as new information becomes available.

*Tax Risks of Corporations.* The Fund intends to invest in companies that are classified as corporations for federal income tax purposes. Any distributions received by the Fund from these companies will be taxed under federal income tax laws applicable to corporate distributions (as dividend income, return of capital or capital gain). The amount of a corporate distribution taxable to the Fund as a dividend will depend upon the earnings and profits of the company making the distribution. Historically, the types of corporate Other Natural Resource Companies in which the Fund intends to invest generally have paid dividends to their equity holders in excess of earnings and profits. However, the earnings and profits of an Other Natural Resource Company will fluctuate over time for a variety of reasons, including those discussed in this prospectus. An increase in a corporation's earnings and profits may result in a greater proportion of its corporate distributions being treated as a taxable dividend, resulting in an increased current tax liability to the Fund. In addition, the Fund may invest in certain foreign entities that constitute "passive foreign investment companies" ("PFICs") for U.S. federal income tax purposes. As a result of an investment in a PFIC, the Fund may be subject to an interest charge or, if it makes a certain election, may be required to recognize taxable income related to such investment prior to its receipt of the corresponding cash.

*Deferred Tax Risks of Investing in the Fund's CommonShares.* A reduction in the percentage of the distributions received by the Fund that are offset by tax deductions, losses or credits, or an increase in its portfolio turnover, will reduce that portion of its common share dividend treated as a tax-advantaged return of capital and increase that portion treated as dividend income, resulting in lower after-tax dividends to its common shareholders. See "Tax Matters."

*Risks Associated with an Investment in Non-U.S. Companies*

*Non-U.S. Securities Risk.* Investing in securities of non-U.S. issuers involves certain risks not involved in domestic investments, including, but not limited to: fluctuations in currency exchange rates; future foreign economic, financial, political and social developments; different legal systems; the possible imposition of exchange controls or other foreign governmental laws or restrictions; lower trading volume; greater price volatility and illiquidity;



different trading and settlement practices; less governmental supervision; high and volatile rates of inflation; fluctuating interest rates; less publicly available information; and different accounting, auditing and financial recordkeeping standards and requirements.

*Non-U.S. Currency Risk.* Because the Fund may invest in securities denominated or quoted in non-U.S. currencies, changes in the non-U.S. currency/U.S. dollar exchange rate may affect the value of the Fund's securities and the unrealized appreciation or depreciation of its investments.

*Currency Hedging Risk.* The Fund may in the future hedge against currency risk resulting from investing in non-U.S. MLPs and Other Natural Resource Companies valued in non-U.S. currencies. Currency hedging transactions in which the Fund may engage include buying or selling options or futures or entering into other foreign currency transactions including forward foreign currency contracts, currency swaps or options on currency and currency futures and other derivatives transactions. Hedging transactions can be expensive and have risks, including the imperfect correlation between the value of such instruments and the underlying assets, the possible default of the other party to the transaction or the illiquidity of the derivative instruments. Furthermore, the ability to successfully use hedging transactions depends on the Investment Adviser's ability to predict pertinent market movements, which cannot be assured. Thus, the use of hedging transactions may result in losses greater than if they had not been used, may require the Fund to sell or purchase portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation the Fund can realize on an investment, or may cause the Fund to hold a security that the Fund might otherwise sell. The use of hedging transactions may result in the Fund incurring losses as a result of matters beyond the Fund's control. For example losses may be incurred because of the imposition of exchange controls, the suspension of settlements or the Fund's inability to deliver or receive a specified currency.

*Emerging Markets Risk.* Investments in emerging markets instruments, while generally providing greater potential opportunity for capital appreciation and higher yields than investments in more developed market instruments, may also involve greater risk. Emerging markets may be subject to economic, social and political risks not applicable to instruments of developed market issuers, such as repatriation, exchange control or other monetary restrictions, taxation risks, and special considerations due to limited publicly available information, less stringent regulatory standards, and lack of uniformity in accounting.

With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets of the Fund, political or social instability or diplomatic developments that could affect investments in those countries. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

*Interest Rate Risk*

The costs associated with any leverage used by the Fund are likely to increase when interest rates rise. Accordingly, the market price of the Fund's common shares may decline when interest rates rise.

*Legal and Regulatory Risk*

Legal, tax and regulatory changes could occur during the term of the Fund that may adversely affect the Fund. The regulatory environment for closed-end funds is evolving, and changes in the regulation of closed-end funds may adversely affect the value of investments held by the Fund and the ability of the Fund to obtain the leverage it might otherwise obtain or to pursue its trading strategy. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by governmental and judicial action. The effect of any future regulatory change on the Fund could be substantial and adverse.

*Interest Rate Hedging Risk*

The Fund may in the future hedge against interest rate risk resulting from the Fund's portfolio holdings and any financial leverage it may incur. Interest rate transactions the Fund may use for hedging purposes will expose the Fund to certain risks that differ from the risks associated with its portfolio holdings. There are economic costs of hedging reflected in the price of interest rate swaps, caps and similar techniques, the cost of which can be significant. In addition, the Fund's success in using hedging instruments is subject to the Investment Adviser's ability to correctly predict changes in the relationships of such hedging instruments to the Fund's leverage risk, and there can be no assurance that the Investment Adviser's judgment in this respect will be accurate. Depending on the state of interest rates in general, the Fund's use of interest rate hedging instruments could enhance or decrease investment company taxable income available to the holders of its common shares. To the extent there is a decline in interest rates, the value of interest rate swaps or caps could decline, and result in a decline in the net asset value of the Fund's common shares. In addition, if the counterparty to an interest rate swap or cap defaults, the Fund would not be able to use the anticipated net receipts under the interest rate swap or cap to offset its cost of financial leverage.

*Arbitrage Risk*

A part of the Investment Adviser's investment operations may involve spread positions between two or more securities, or derivatives positions including commodities hedging positions, or a combination of the foregoing. The Investment Adviser's trading operations also may involve arbitraging between two securities or commodities, between the security, commodity and related options or derivatives markets, between spot and futures or forward markets, and/or any combination of the above. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. These offsetting positions entail substantial risk that the price differential could change unfavorably, causing a loss to the position.

*Equity Securities Risk*

Master limited partnership common units and other equity securities of master limited partnerships and Other Natural Resource Companies can be affected by macroeconomic, political, global and other factors affecting the stock market in general, expectations of interest rates, investor sentiment towards master limited partnerships or the natural resource sector, changes in a particular company's financial condition, or the unfavorable or unanticipated poor performance of a particular master limited partnership or Other Natural Resource Company (which, in the case of a master limited partnership, is generally measured in terms of distributable cash flow). Prices of common units and other equity securities of individual master limited partnerships and Other Natural Resource Companies can also be affected by fundamentals unique to the partnership or company, including earnings power and coverage ratios.

*MLP Subordinated Units.* Master limited partnership subordinated units are not typically listed on an exchange or publicly traded. Holders of master limited partnership subordinated units are entitled to receive a distribution only after the MQD has been paid to holders of common units, but prior to payment of incentive distributions to the general partner or managing member. Master limited partnership subordinated units generally do not provide arrearage rights. Most master limited partnership subordinated units are convertible into common units after the passage of a specified period of time or upon the achievement by the master limited partnership of specified financial goals.

*General Partner and Managing Member Interests.* General partner and managing member interests are not publicly traded, though they may be owned by publicly traded entities such as GP MLPs. A holder of general partner or managing member interests can be liable in certain circumstances for amounts greater than the amount of the holder's investment. In addition, while a general partner or managing member's incentive distribution rights can mean that general partners and managing members have higher distribution growth prospects than their underlying master limited partnerships, these incentive distribution payments would decline at a greater rate than the decline rate in quarterly distributions to common or subordinated unit holders in the event of a reduction in the master limited partnership's quarterly distribution. A general partner or managing member interest can be redeemed by the master limited partnership if the master limited partnership unit holders choose to remove the general partner, typically by a supermajority vote of the limited partners or members.

*Small-Cap and Mid-Cap Company Risk*

Certain of the MLPs and Other Natural Resource Companies in which the Fund may invest may have small or medium-sized market capitalizations (“small-cap” and “mid-cap” companies, respectively). Investing in the securities of small-cap or mid-cap MLPs and Other Natural Resource Companies presents some particular investment risks. These MLPs and Other Natural Resource Companies may have limited product lines and markets, as well as shorter operating histories, less experienced management and more limited financial resources than larger MLPs and Other Natural Resource Companies, and may be more vulnerable to adverse general market or economic developments. Stocks of these MLPs and Other Natural Resource Companies may be less liquid than those of larger MLPs and Other Natural Resource Companies, and may experience greater price fluctuations than larger MLPs and Other Natural Resource Companies. In addition, small-cap or mid-cap company securities may not be widely followed by investors, which may result in reduced demand.

*Leverage Risk*

The Fund may use leverage through the issuance of Preferred Shares, commercial paper or notes, other forms of borrowing or both. The use of leverage, which can be described as exposure to changes in price at a ratio greater than the amount of equity invested, either through the issuance of Preferred Shares, borrowing or other forms of market exposure, magnifies both the favorable and unfavorable effects of price movements in the investments made by the Fund. Insofar as the Fund employs leverage in its investment operations, the Fund will be subject to increased risk of loss.

*Preferred Share Risk.* Preferred Share risk is the risk associated with the issuance of the Preferred Shares to leverage the common shares. If the Fund issues Preferred Shares, the net asset value and market value of the common shares will be more volatile, and the yield to the holders of common shares will tend to fluctuate with changes in the shorter-term dividend rates on the Preferred Shares. If the dividend rate on the Preferred Shares approaches the net rate of return on the Fund’s investment portfolio, the benefit of leverage to the holders of the common shares would be reduced. If the dividend rate on the Preferred Shares exceeds the net rate of return on the Fund’s portfolio, the leverage will result in a lower rate of return to the holders of common shares than if the Fund had not issued Preferred Shares.

In addition, the Fund will pay (and the holders of common shares will bear) all costs and expenses relating to the issuance and ongoing maintenance of the Preferred Shares, including higher advisory fees. Accordingly, the Fund cannot assure you that the issuance of Preferred Shares will result in a higher yield or return to the holders of the common shares. Costs of the offering of Preferred Shares will be borne immediately by the Fund’s common shareholders and result in a reduction of net asset value of the common shares.

Similarly, any decline in the net asset value of the Fund's investments will be borne entirely by the holders of common shares. Therefore, if the market value of the Fund's portfolio declines, the leverage will result in a greater decrease in net asset value to the holders of common shares than if the Fund were not leveraged. This greater net asset value decrease will also tend to cause a greater decline in the market price for the common shares. The Fund might be in danger of failing to maintain the required asset coverage of the Preferred Shares or of losing its ratings on the Preferred Shares or, in an extreme case, the Fund's current investment income might not be sufficient to meet the dividend requirements on the Preferred Shares. In order to counteract such an event, the Fund might need to liquidate investments in order to fund a redemption of some or all of the Preferred Shares. Liquidation at times of low municipal bond prices may result in capital loss and may reduce returns to the holders of common shares.

*Preferred Shareholders May Have Disproportionate Influence over the Fund.* If Preferred Shares are issued, holders of Preferred Shares may have differing interests than holders of common shares and holders of Preferred Shares may at times have disproportionate influence over the Fund's affairs. If Preferred Shares are issued, holders of Preferred Shares, voting separately as a single class, would have the right to elect two members of the Board of Trustees at all times. The remaining members of the Board of Trustees would be elected by holders of common shares and Preferred Shares, voting as a single class. The 1940 Act also requires that, in addition to any approval by shareholders that might otherwise be required, the approval of the holders of a majority of any outstanding Preferred Shares, voting separately as a class, would be required to (i) adopt any plan of reorganization that would adversely affect the Preferred Shares and (ii) take any action requiring a vote of security holders under Section 13(a) of the 1940 Act, including, among other things, changes in the Fund's subclassification as a closed-end fund or changes in its fundamental investment restrictions.

*Credit Facility.* The Fund may enter into definitive agreements with respect to a credit facility. The Fund may negotiate with commercial banks to arrange a credit facility pursuant to which the Fund would be entitled to borrow an amount equal to approximately 33 1/3% of the Fund's Managed Assets (i.e. 50% of the Fund's net assets attributable to the Fund's common shares). Any such borrowings would constitute financial leverage. Such a facility is not expected to be convertible into any other securities of the Fund. Any outstanding amounts are expected to be prepayable by the Fund prior to final maturity without significant penalty, and there are not expected to be any sinking fund or mandatory retirement provisions. Outstanding amounts would be payable at maturity or such earlier times as required by the agreement. The Fund may be required to prepay outstanding amounts under a facility or incur a penalty rate of interest in the event of the occurrence of certain events of default. The Fund would be expected to indemnify the lenders under the facility against liabilities they may incur in connection with the facility. The Fund may be required to pay commitment fees under the terms of any such facility. With the use of borrowings, there is a risk that the interest rates paid by the Fund on the amount it borrows will be higher than the return on the Fund's investments.

The Fund expects that such a credit facility would contain covenants that, among other things, likely will limit the Fund's ability to: (i) pay dividends in certain circumstances, (ii) incur additional debt and (iii) change its fundamental investment policies and engage in certain transactions, including mergers and consolidations. In addition, it may contain a covenant requiring asset coverage ratios in addition to those required by the 1940 Act. The Fund may be required to pledge its assets and to maintain a portion of its assets in cash or high-grade securities as a reserve against interest or principal payments and expenses. The Fund expects that any credit facility would have customary covenant, negative covenant and default provisions. There can be no assurance that the Fund will enter into an agreement for a credit facility on terms and conditions representative of the foregoing or that additional



material terms will not apply. In addition, if entered into, any such credit facility may in the future be replaced or refinanced by one or more credit facilities having substantially different terms or by the issuance of Preferred Shares.

The Fund has entered into a fully collateralized borrowing arrangement with Credit Suisse. Proceeds from the borrowing arrangement are used to execute the Fund's investment objective. The borrowing arrangement is collateralized with investments held for the benefit of Credit Suisse at the Fund's custodian, which exceed the amount borrowed.

*Portfolio Guidelines of Rating Agencies for Preferred Share and/or Credit Facility.* In order to obtain and maintain the required ratings of loans from a credit facility, the Fund will be required to comply with investment quality, diversification and other guidelines established by Moody's and/or S&P or the credit facility, respectively. Such guidelines will likely be more restrictive than the restrictions otherwise applicable to the Fund as described in this prospectus. The Fund does not anticipate that such guidelines would have a material adverse effect on the Fund's holders of common shares or its ability to achieve its investment objective. No minimum rating is required for the issuance of Preferred Shares by the Fund. Moody's and S&P would receive fees in connection with their ratings issuances.

*Securities Lending Risk*

The Fund may lend its portfolio securities (up to a maximum of one-third of its Managed Assets) to banks or dealers which meet the creditworthiness standards established by the Board of Trustees of the Fund. Securities lending is subject to the risk that loaned securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price. Any loss in the market price of securities loaned by the Fund that occurs during the term of the loan would be borne by the Fund and would adversely affect the Fund's performance. Also, there may be delays in recovery, or no recovery, of securities loaned or even a loss of rights in the collateral should the borrower of the securities fail financially while the loan is outstanding. These risks may be greater for non-U.S. securities.

*Non-Diversification Risk*

The Fund is a non-diversified, closed-end management investment company under the 1940 Act. The Fund may invest a relatively high percentage of its assets in a limited number of issuers. To the extent the Fund invests a relatively high percentage of the Fund's assets in the securities of a limited number of issuers, the Fund may be more susceptible than a more widely diversified investment company to any single economic, political or regulatory occurrence.

*Valuation Risk*

Market prices may not be readily available for certain of the Fund's investments, and the value of such investments will ordinarily be determined based on fair valuations determined by the Board of Trustees or its designee pursuant to procedures adopted by the Board of Trustees. Restrictions on resale or the absence of a liquid secondary market may adversely affect the Fund's ability to determine its net asset value. The sale price of securities that are not readily marketable may be lower or higher than the Fund's most recent determination of their fair value.

Additionally, the value of these securities typically requires more reliance on the judgment of the Investment Adviser than that required for securities for which there is an active trading market. Due to the difficulty in valuing these securities and the absence of an active trading market for these investments, the Fund may not be able to realize these securities' true value or may have to delay their sale in order to do so.

When determining the fair value of an asset, the Investment Adviser will seek to determine the price that the Fund might reasonably expect to receive from the current sale of that asset in an arm's length transaction. Fair value pricing, however, involves judgments that are inherently subjective and inexact, since fair valuation procedures are used only when it is not possible to be sure what value should be attributed to a particular asset or when an event will affect the

market price of an asset and to what extent. As a result, there can be no assurance that fair value pricing will reflect actual market value and it is possible that the fair value determined for a security will be materially different from the value that actually could be or is realized upon the sale of that asset. See "Net Asset Value."

*Portfolio Turnover Risk*

The Fund anticipates that its annual portfolio turnover rate will be approximately 25%, but that rate may vary greatly from year to year. Portfolio turnover rate is not considered a limiting factor in the Investment Adviser's execution of investment decisions. A higher portfolio turnover rate results in correspondingly greater brokerage commissions and other transactional expenses that are borne by the Fund.

*Strategic Transactions Risk*

The Fund may engage in Strategic Transactions, including the purchase and sale of derivative investments such as exchange-listed and over-the-counter put and call options on securities, equity, fixed income and interest rate indices, and other financial instruments, and may enter into various interest rate transactions such as swaps, caps, floors or collars or credit transactions and credit default swaps and invest in forward contracts. The Fund also may purchase derivative investments that combine features of these instruments. The use of derivatives has risks, including the imperfect correlation between the value of such instruments and the underlying assets, the possible default of the other party to the transaction or illiquidity of the derivative investments. Furthermore, the ability to successfully use these techniques depends on the Fund's ability to predict pertinent market movements, which cannot be assured. Thus, their use may result in losses greater than if they had not been used, may require the Fund to sell or purchase portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation the Fund can realize on an investment or may cause the Fund to hold a security that it might otherwise sell. Additionally, amounts paid by the Fund as premiums and cash, or other assets held in margin accounts with respect to derivative transactions, are not otherwise available to the Fund for investment purposes.

The Fund may write covered call options. As the writer of a covered call option, the Fund gives up the opportunity during the option's life to profit from increases in the market value of the security covering the call option above the sum of the premium and the strike price of the call, but the Fund retains the risk of loss should the price of the underlying security decline.

The Fund may also write uncovered call options (i.e., where the Fund does not own the underlying security or index) to a limited extent. Similar to a naked short sale, writing an uncovered call creates the risk of an unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the call option if it is exercised before it expires. There can be no assurance that the securities necessary to cover the call option will be available for purchase. Purchasing securities to cover an uncovered call option can itself cause the price of the securities to rise, further exacerbating the loss.

The writer of an option has no control over the time when it may be required to fulfill its obligation as a writer of the option. Once an option writer has received an exercise notice, it cannot effect a closing purchase transaction in order to terminate its obligation under the option and must deliver the underlying security at the exercise price. There can be no assurance that a liquid market will exist when the Fund seeks to close out an option position. If trading were suspended in an option purchased by the Fund, the Fund would not be able to close out the option. If the Fund were unable to close out a covered call option that the Fund had written on a security, the Fund would not be able to sell the underlying security unless the option expired without exercise. If the Fund were unable to close out an uncovered call option that the Fund had written on a security, the Fund retains the risk of a price increase in the underlying security until the Fund purchases the security or the option expires without exercise.

Depending on whether the Fund would be entitled to receive net payments from the counterparty on a swap or cap, which in turn would depend on the general state of short-term interest rates at that point in time, a default by a counterparty could negatively impact the performance of the Fund's common shares. In addition, at the time an interest rate swap or cap transaction reaches its scheduled termination date, there is a risk that the Fund would not be able to obtain a replacement transaction or that the terms of the replacement would not be as favorable as on the expiring transaction. If this occurs, it could have a negative impact on the performance of the Fund's common shares. If the Fund fails to maintain any required asset coverage ratios in connection with any use by the Fund of Leverage Instruments, the Fund may be required to redeem or prepay some or all of the Leverage Instruments. Such redemption or prepayment would likely result in the Fund's seeking to terminate early all or a portion of any swap or cap transactions. Early termination of a swap could result in a termination payment by or to the Fund. Early termination of a cap could result in a termination payment to the Fund.

The Fund intends to segregate liquid assets against or otherwise cover its future obligations under such swap or cap transactions, in order to provide that its future commitments for which the Fund has not segregated liquid assets against or otherwise covered, together with any outstanding Leverage Instruments, will not exceed the applicable limits of the 1940 Act . In addition, such transactions and other use of Leverage Instruments by the Fund will be subject to the asset coverage requirements of the 1940 Act.

The use of interest rate swaps and caps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions. Depending on market conditions in general, the Fund's use of swaps or caps could enhance or harm the overall performance of its common shares. For example, the Fund may use interest rate swaps and caps in connection with any use by the Fund of Leverage Instruments. To the extent there is a decline in interest rates, the value of the interest rate swap or cap could decline, and could result in a decline in the net asset value of the Fund's common shares. In addition, if short-term interest rates are lower than the Fund's fixed rate of payment on the interest rate swap, the swap will reduce common shares net earnings. Buying interest rate caps could decrease the net earnings of the Fund's common shares in the event that the premium paid by the Fund to the counterparty exceeds the additional amount the Fund would have been required to pay had the Fund not entered into the cap agreement.

Interest rate swaps and caps do not involve the delivery of securities or other underlying assets or principal. Accordingly, the risk of loss with respect to interest rate swaps is limited to the net amount of interest payments that the Fund is contractually obligated to make. If the counterparty defaults, the Fund would not be able to use the anticipated net receipts under the swap or cap to offset any declines in the value of the Fund's portfolio assets being hedged or the increase in its cost of financial leverage. Depending on whether the Fund would be entitled to receive net payments from the counterparty on the swap or cap, which in turn would depend on the general state of the market rates at that point in time, such a default could negatively impact the performance of the Fund's common shares.

The Fund may invest in forward contracts entered into directly with banks, financial institutions and other dealers acting as principal. Forward contracts may not be liquid in all circumstances, so that in volatile markets, the Fund to the extent it wishes to do so may not be able to close out a position by taking another position equal and opposite to such position on a timely basis or without incurring a sizeable loss. Closing transactions with respect to forward contracts usually are effected with the counterparty who is a party to the original forward contract and generally require the consent of such trader. There can be no assurance that the Fund will be able to close out its obligations.

There are no limitations on daily price moves in forward contracts. Banks and other financial institutions with which the Fund may maintain accounts may require the Fund to deposit margin with respect to such trading. Banks are not required to continue to make markets in forward contracts. There have been periods during which certain banks have refused to quote prices for such forward contracts or have quoted prices with an unusually wide spread between the price at which the bank is prepared to buy and that at which it is prepared to sell. Trading of forward contracts through banks is not regulated by any U.S. governmental agency. The Fund will be subject to the risk of bank failure and the inability of, or refusal by, a bank to perform with respect

to such contracts.

*Convertible Instrument Risk*

The Fund may invest in convertible instruments. A convertible instrument is a bond, debenture, note, preferred stock or other security that may be converted into or exchanged for a prescribed amount of common shares of the same or a different issuer within a particular period of time at a specified price or formula. Convertible debt instruments have characteristics of both fixed income and equity investments. Convertible instruments are subject both to the stock market risk associated with equity securities and to the credit and interest rate risks associated with fixed-income securities. As the market price of the equity security underlying a convertible instrument falls, the convertible instrument tends to trade on the basis of its yield and other fixed-income characteristics. As the market price of such equity security rises, the convertible security tends to trade on the basis of its equity conversion features. The Fund may invest in convertible instruments that have varying conversion values. Convertible instruments are typically issued at prices that represent a premium to their conversion value. Accordingly, the value of a convertible instruments increases (or decreases) as the price of the underlying equity security increases (or decreases). If a convertible instrument held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the instrument, or convert it into the underlying stock, and will hold the stock to the extent the Investment Adviser determines that such equity investment is consistent with the investment objective of the Fund.

*Short Sales Risk*

Short selling involves selling securities which may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the short seller to profit from declines in market prices to the extent such declines exceed the transaction costs and the costs of borrowing the securities. A naked short sale creates the risk of an unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise, further exacerbating the loss.

The Fund's obligation to replace the borrowed security will be secured by collateral deposited with the broker-dealer, usually cash, U.S. government securities or other liquid securities similar to those borrowed. The Fund also will be required to segregate similar collateral to the extent, if any, necessary so that the value of both collateral amounts in the aggregate is at all times equal to at least 100% of the current market value of the security sold short. Depending on arrangements made with the broker-dealer from which the Fund borrowed the security regarding payment over of any payments received by the Fund on such security, the Fund may not receive any payments (including interest) on the Fund's collateral deposited with such broker-dealer.

*Inflation Risk*

Inflation risk is the risk that the value of assets or income from investment will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the Fund's common shares and dividends can decline.

*Debt Securities Risks*

Debt securities are subject to many of the risks described elsewhere in this section. In addition, they are subject to credit risk, prepayment risk and, depending on their quality, other special risks.

*Credit Risk.* An issuer of a debt security may be unable to make interest payments and repay principal. The Fund could lose money if the issuer of a debt obligation is, or is perceived to be, unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. The downgrade of a security may further decrease its value.

*Below Investment Grade and Unrated Debt Securities Risk.* Below investment grade debt securities in which the Fund may invest are rated from B3 to Ba1 by Moody's Investors Service, Inc., from B- to BB+ by Fitch Ratings or Standard & Poor's, or comparably rated by another rating agency. Below investment grade and unrated debt securities generally pay a premium



above the yields of U.S. government securities or debt securities of investment grade issuers because they are subject to greater risks than these securities. These risks, which reflect their speculative character, include the following: greater yield and price volatility; greater credit risk and risk of default; potentially greater sensitivity to general economic or industry conditions; potential lack of attractive resale opportunities (illiquidity); and additional expenses to seek recovery from issuers who default.

In addition, the prices of these below investment grade and unrated debt securities are more sensitive to negative developments, such as a decline in the issuer's revenues, downturns in profitability in the natural resource industry or a general economic downturn, than are the prices of higher-grade securities. Below investment grade and unrated debt securities tend to be less liquid than investment grade securities and the market for below investment grade and unrated debt securities could contract further under adverse market or economic conditions. In such a scenario, it may be more difficult for the Fund to sell these securities in a timely manner or for as high a price as could be realized if such securities were more widely traded. The market value of below investment grade and unrated debt securities may be more volatile than the market value of investment grade securities and generally tends to reflect the market's perception of the creditworthiness of the issuer and short-term market developments to a greater extent than investment grade securities, which primarily reflect fluctuations in general levels of interest rates. In the event of a default by a below investment grade or unrated debt security held in the Fund's portfolio in the payment of principal or interest, the Fund may incur additional expense to the extent the Fund is required to seek recovery of such principal or interest.

For a description of the ratings categories of certain rating agencies, see Appendix A to this prospectus.

*Reinvestment Risk.* Certain debt instruments, particularly below investment grade securities, may contain call or redemption provisions which would allow the issuer of the debt instrument to prepay principal prior to the debt instrument's stated maturity. This is also sometimes known as prepayment risk. Prepayment risk is greater during a falling interest rate environment as issuers can reduce their cost of capital by refinancing higher yielding debt instruments with lower yielding debt instruments. An issuer may also elect to refinance its debt instruments with lower yielding debt instruments if the credit standing of the issuer improves. To the extent debt securities in the Fund's portfolio are called or redeemed, the Fund may be forced to reinvest in lower yielding securities.

*ETN and ETF Risk*

An ETN or ETF that is based on a specific index may not be able to replicate and maintain exactly the composition and relative weighting of securities in the index. An ETN or ETF also incurs certain expenses not incurred by its applicable index. The market value of an ETN or ETF share may differ from its net asset value; the share may trade at a premium or discount to its net asset value, which may be due to, among other things, differences in the supply and demand in the market for the share and the supply and demand in the market for the underlying assets of the ETN or ETF. In addition, certain securities that are part of the index tracked by an ETN or ETF may, at times, be unavailable, which may impede the ETN's or ETF's ability to track its index. An ETF that uses leverage can, at times, be relatively illiquid, which can affect whether its share price approximates net asset value. As a result of using leverage, an ETF is subject to the risk of failure in the futures and options markets it uses to obtain leverage and the risk that a counterparty will default on its obligations, which can result in a loss to the Fund. Although an ETN is a debt security, it is unlike a typical bond, in that there are no periodic interest payments and principal is not protected.

*Terrorism and Market Disruption Risk*

The terrorist attacks on September 11, 2001 had a disruptive effect on the U.S. economy and securities markets. United States military and related action in Iraq and Afghanistan is ongoing and events in the Middle East could have significant, continuing adverse effects on the U.S. economy in general and the natural resource sector in particular. Global political and economic instability could affect an MLP's or an Other Natural Resource Company's operations in unpredictable ways, including through disruptions of natural resource supplies and markets and the resulting volatility in commodity prices. The U.S. government has issued warnings that natural resource assets, specifically pipeline infrastructure and production, transmission and distribution facilities, may be future targets of terrorist activities. In addition, changes in the insurance markets have made certain types of insurance more

difficult, if not impossible, to obtain and have generally resulted in increased premium costs.

*Investment Management Risk*

The Fund's portfolio is subject to investment management risk because it will be actively managed. The Investment Adviser will apply investment techniques and risk analyses in making investment decisions for the Fund, but there can be no guarantee that they will produce the desired results.

The decisions with respect to the management of the Fund are made exclusively by the Investment Adviser, subject to the oversight of the Board of Trustees. Investors have no right or power to take part in the management of the Fund. The Investment Adviser also is responsible for all of the trading and investment decisions of the Fund. In the event of the withdrawal or bankruptcy of the Investment Adviser, generally the affairs of the Fund will be wound-up and its assets will be liquidated.

*Dependence on Key Personnel of the Investment Adviser*

The Fund is dependent upon the Investment Adviser's key personnel for its future success and upon their access to certain individuals and investments in the natural resource industry. In particular, the Fund will depend on the diligence, skill and network of business contacts of the personnel of the Investment Adviser and its portfolio managers, who will evaluate, negotiate, structure, close and monitor the Fund's investments. The portfolio managers do not have long-term employment contracts with the Investment Adviser, although they do have equity interests and other financial incentives to remain with the firm. For a description of the Investment Adviser, see "Management of the Fund — Investment Adviser." The Fund will also depend on the senior management of the Investment Adviser, including particularly Jerry V. Swank. The departure of Mr. Swank or another of the Investment Adviser's senior management could have a material adverse effect on the Fund's ability to achieve its investment objective. In addition, the Fund can offer no assurance that the Investment Adviser will remain its investment adviser, or that the Fund will continue to have access to the Investment Adviser's industry contacts and deal flow.

*Conflicts of Interest with the Investment Adviser*

Conflicts of interest may arise because the Investment Adviser and its affiliates generally will be carrying on substantial investment activities for other clients, including, but not limited to, the Affiliated Funds, in which the Fund will have no interest. The Investment Adviser or its affiliates may have financial incentives to favor certain of such accounts over the Fund. Any of their proprietary accounts and other customer accounts may compete with the Fund for specific trades. The Investment Adviser or its affiliates may buy or sell securities for the Fund which differ from securities bought or sold for other accounts and customers, even though their investment objectives and policies may be similar to the Fund's. Situations may occur when the Fund could be disadvantaged because of the investment activities conducted by the Investment Adviser and its affiliates for their other accounts. Such situations may be based on, among other things, legal or internal restrictions on the combined size of positions that may be taken for the Fund and the other

accounts, limiting the size of the Fund's position, or the difficulty of liquidating an investment for the Fund and the other accounts where the market cannot absorb the sale of the combined position. Notwithstanding these potential conflicts of interest, the Fund's Board of Trustees and officers have a fiduciary obligation to act in the Fund's best interest.

The Fund's investment opportunities may be limited by affiliations of the Investment Adviser or its affiliates with MLPs and Other Natural Resource Companies. Additionally, to the extent that the Investment Adviser sources and structures private investments in MLPs and Other Natural Resource Companies, certain employees of the Investment Adviser may become aware of actions planned by MLPs and Other Natural Resource Companies, such as acquisitions that may not be announced to the public. It is possible that the Fund could be precluded from investing in an MLP or an Other Natural Resource Company about which the Investment Adviser has material non-public information; however, it is the Investment Adviser's intention to ensure that any material non-public information available to certain of the Investment Adviser's employees not be shared with those employees responsible for the purchase and sale of publicly traded MLP or Other Natural Resource Company securities.

The Investment Adviser manages several Affiliated Funds. Some of the Affiliated Funds have investment objectives that are similar to or overlap with the Fund. Further, the Investment Adviser may at some time in the future manage other investment funds with the same investment objective as the Fund.

The Investment Adviser and its affiliates generally will be carrying on substantial investment activities for other clients, including, but not limited to, the Affiliated Funds, in which the Fund will have no interest. Investment decisions for the Fund are made independently from those of such other clients; however, from time to time, the same investment decision may be made for more than one fund or account. When two or more clients advised by the Investment Adviser or its affiliates seek to purchase or sell the same publicly traded securities, the securities actually purchased or sold will be allocated among the clients on a good faith equitable basis by the Investment Adviser in its discretion in accordance with the clients' various investment objectives and procedures adopted by the Investment Adviser and approved by the Fund's Board of Trustees. In some cases, this system may adversely affect the price or size of the position the Fund may obtain.

The Fund's investment opportunities may be limited by investment opportunities in the MLPs and Other Natural Resource Companies that the Investment Adviser is evaluating for the Affiliated Funds. To the extent a potential investment is appropriate for the Fund and one or more of the Affiliated Funds, the Investment Adviser will need to fairly allocate that investment to the Fund or an Affiliated Fund, or both, depending on its allocation procedures and applicable law related to combined or joint transactions. There may occur an attractive limited investment opportunity suitable for the Fund in which the Fund cannot invest under the particular allocation method being used for that investment.

Under the 1940 Act, the Fund and its Affiliated Funds may be precluded from co-investing in private placements of securities. Except as permitted by law or positions of the staff of the SEC, the Investment Adviser will not co-invest its other clients' assets in private transactions in which the Fund invests. To the extent the Fund is precluded from co-investing, the Investment Adviser will allocate private investment opportunities among its clients, including but not limited to the Fund and the Affiliated Funds, based on allocation policies that take into account several suitability factors, including the size of the investment opportunity, the amount each client has available for investment and the client's investment objectives. These allocation policies may result in the allocation of investment opportunities to an Affiliated Fund rather than to the Fund.

The management fee payable to the Investment Adviser is based on the value of the Fund's Managed Assets, as periodically determined. A significant percentage of the Fund's Managed Assets may be illiquid securities acquired in private transactions for which market quotations will not be readily available. Although the Fund will adopt valuation procedures designed to

determine valuations of illiquid securities in a manner that reflects their fair value, there typically is a range of possible prices that may be established for each individual security. Senior management of the Investment Adviser, the Fund's Board of Trustees and its Valuation Committee will participate in the valuation of its securities. See "Net Asset Value."

Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Fund in this offering, also represents the Investment Adviser. Skadden, Arps, Slate, Meagher & Flom LLP does not purport to represent the separate interests of the investors and has assumed no obligation to do so. Accordingly, the investors have not had the benefit of independent counsel in the structuring of the Fund or determination of the relative interests, rights and obligations of the Fund's investment adviser and the investors.

**Listing and Symbol**

Shares of the Fund are listed on the New York Stock Exchange. The trading symbol is "SRV."

**Transfer Agent and  
Dividend-Disbursing  
Agent**

Under a transfer agency and service agreement among Computershare Trust Company, N.A., Computershare Inc. and the Fund, Computershare Trust Company, N.A. serves as the Fund's transfer agent, registrar and administrator of its dividend reinvestment plan, and Computershare Inc. serves as dividend disbursing agent and may act on behalf of Computershare Trust Company, N.A. in providing certain of the services covered by the agreement.

**Custodian**

U.S. Bank National Association serves as the custodian of the Fund's securities and other assets.



**SUMMARY OF FUND EXPENSES**

The following table assumes the Fund has borrowed in the amount equal to 33 1/3% of the Fund's Managed Assets (i.e., 50% of its net assets attributable to the Fund's common shares) and shows the Fund's expenses as a percentage of net assets attributable to its common shares.

**Shareholder Transaction Expenses:**

Sales Load Paid by Investors (as a percentage of offering price)	None
Offering Expenses Borne by the Fund (as a percentage of offering price)(1)	1.28%
Dividend Reinvestment Plan Fees(2)	None

**Percentage of Net Assets Attributable to Common Shares  
(Assumes Leverage Instruments are Used)(3)**

**Annual Expenses:**

Management Fees(5)	1.88%
Interest Payments on Borrowed Funds(6)	1.75%
Expenses Associated with Dividends Paid on Sales of Securities Sold Short (5)	1.48%
Other Expenses(4)	.38%
<b>Total Annual Expenses(5)</b>	<b>5.49%</b>

(1) Amount reflects estimated offering expenses of \$100,000 borne by the Fund.

(2) Investors who hold shares in a dividend reinvestment account and request a sale of shares through the dividend reinvestment plan agent are subject to a \$15.00 sales fee and pay a brokerage commission of \$0.12 per share sold.

**Percentage of Net Assets Attributable to Common Shares  
(Assumes No Leverage Instruments Are Used)**

**Annual Expenses:**

<i>Management Fees(5)</i>	<i>1.25%</i>
<i>Interest Payments on Borrowed Funds</i>	<i>None</i>
<i>Expenses Associated with Dividends Paid on Sales of Securities Sold Short (5)</i>	<i>.98 %</i>
<i>Other Expenses(4)</i>	<i>0.25%</i>
<i>Total Annual Expenses(5)</i>	<i>2.48%</i>

(4) The costs of this offering are not included as an Annual Expense in the expenses shown in this table but are included as a Shareholder Transaction Expense in the table above. "Other Expenses" are based on estimated amounts for the current fiscal year. Please see footnote (1) above.

(5) The Investment Adviser currently intends to reimburse the Fund's expenses to the extent that total annual Fund operating expenses, not including interest payments or other expenses on borrowed funds, exceed 1.50% of average weekly Managed Assets. The Investment Adviser is not obligated to do so, however, and reimbursement may be discontinued at any time. Because holders of any Leverage Instruments do not bear management fees and other expenses, the cost to shareholders increases as leverage increases.

(6)

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Assumes a cost on Leverage Instruments of 3.5%. This rate is an estimate and may differ based on varying market conditions that may exist when Leverage Instruments are issued or incurred and depending on the type of Leverage Instrument issued or incurred. If the Fund issues or incurs Leverage Instruments in an amount greater than 33 1/3% of Managed Assets, this amount could increase.

The purpose of the table and the example is to assist prospective investors in understanding the costs and expenses that an investor in the Fund will bear directly or indirectly.

### **Example**

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As required by relevant SEC regulations, the following example illustrates the expenses (including the estimated offering expenses) that an investor would pay on a \$1,000 investment in the Fund's common shares, assuming total annual expenses of 4.01% of net assets attributable to the Fund's common shares, the Fund issues Leverage Instruments in an amount equal to 33 1/3% of Managed Assets (i.e., 50% of net assets attributable to the Fund's common shares), and a 5% annual return:

<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>	<u>10 Years</u>
\$ 35	\$102	\$171	\$356

THE EXAMPLE SHOULD NOT BE CONSIDERED A REPRESENTATION OF FUTURE EXPENSES OR RETURNS. ACTUAL EXPENSES MAY BE GREATER OR LESS THAN THOSE SHOWN. Moreover, the Fund's actual rate of return may be greater or less than the hypothetical 5% return shown in the example. The example assumes that the estimated "Other Expenses" set out in the Annual Expenses table are accurate and that all dividends and distributions are reinvested at net asset value. In the event that the Fund does not use any leverage, an investor would pay the following expenses based on the assumptions in the example and total annual expenses of 1.50% of net assets attributable to the Fund's common shares: 1 Year, \$17; 3 Years, \$49; 5 Years, \$84; and 10 Years, \$181.

### FINANCIAL STATEMENTS

The Financial Statements of the Fund and Notes thereto are incorporated by reference into this prospectus.

### FINANCIAL HIGHLIGHTS

The selected data below sets forth the per share operating performance and ratios for the period presented. The financial information was derived from and should be read in conjunction with the Financial Statements of the Fund and Notes thereto, which are incorporated by reference into this prospectus and the SAI from the Fund's Annual Report to Shareholders for the fiscal year ended November 30, 2007. The financial information for the period from August 27, 2007 (commencement of operations) to November 30, 2007 has been audited by Deloitte & Touche LLP, the Fund's independent registered public accounting firm, whose unqualified report on such Financial Statements is incorporated by reference into the SAI.

	<b>Period from August 27, 2007<sup>(1)</sup> through November 30, 2007</b>
<b>Per Common Share Data<sup>(2)</sup></b>	
Public offering price	\$ 20.00
Underwriting discounts and offering costs on issuance of common shares	(0.94)
<b>Income from Investment Operations:</b>	
Net investment income	0.30
Net realized and unrealized loss on investments	(0.89)
Total decrease from investment operations	(0.59)
<b>Less Distributions to Common Stockholders:</b>	
Net Investment income	-
Return of capital	(0.30)
Total dividends to common stockholders	(0.30)
Net Asset Value, end of period	\$ 18.17
Per common share market value, end of period	\$ 16.71
Total Investment Return Based on Market Value <sup>(3)</sup>	(14.84)%
<b>Supplemental Data and Ratios</b>	

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Net assets applicable to common stockholders, end of period (000's)	\$	159,103
Ratio of expenses (including current and deferred income tax benefit) to average net assets before waiver <sup>(4)(5)</sup>		(4.53)%
Ratio of expenses (including current and deferred income tax benefit) to average net assets after waiver <sup>(4)(5)</sup>		(5.18)%
Ratio of expenses (excluding current and deferred income tax benefit) to average net assets before waiver <sup>(4)(5)(6)</sup>		2.69%
Ratio of expenses (excluding current and deferred income tax benefit) to average net assets after waiver <sup>(4)(5)(6)</sup>		2.04%
Ratio of net investment income to average net assets before waiver <sup>(4)(5)(6)</sup>		(0.48)%
Ratio of net investment income to average net assets after waiver <sup>(4)(5)(6)</sup>		0.17%
Ratio of net investment income to average net assets after current and deferred income tax benefit, before waiver <sup>(4)(5)</sup>		6.74%
Ratio of net investment income to average net assets after current and deferred income tax benefit, after waiver <sup>(4)(5)</sup>		7.39%
Portfolio turnover rate		15.15%

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- (1) Commencement of Operations
- (2) Information presented relates to a share of common stock outstanding for the entire period.
- (3) Not Annualized. Total investment return is calculated assuming a purchase of common stock at the initial public offering price and a sale at the closing price on the last day of the period reported. The calculation also assumes reinvestment of dividends at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.
- (4) Annualized for periods less than one full year.
- (5) For the period from August 27, 2007 through November 30, 2007 the Fund accrued \$3,153,649 in net deferred income tax benefit.
- (6) This ratio excludes current and deferred income tax benefit on net investment income.

The selected data below sets forth certain unaudited financial items that are separate from the information set forth above. The net asset value per common share immediately following the closing of the Fund's first public offering was \$19.06. The average commission rate paid during the period from August 27, 2007 through February 29, 2008 was \$0.0390 per share.

### **THE FUND**

The Cushing MLP Total Return Fund is a recently organized, non-diversified, closed-end management investment company registered under the 1940 Act. The Fund was formed as a Delaware statutory trust on May 23, 2007. The Fund has limited operating and trading history. The Fund's principal office is located at 3300 Oak Lawn Avenue, Suite 650, Dallas, TX 75219, and its telephone number is (214) 692-6334. You may call toll-free (800) 662-7232 to request information or make shareholder inquiries.

The Cushing name originates from a city in Oklahoma of the same name that was a center for the exploration, production and storage of crude oil during the early 20th century. Cushing, Oklahoma, with its large amount of energy infrastructure assets, is currently a major storage and trading clearing hub for crude oil and refined products in the United States.

### **USE OF PROCEEDS**

The net proceeds of this offering of common shares will be approximately \$12,314,653, after payment by the Fund of estimated offering expenses of \$160,000.

The Fund anticipates that it will be able to invest substantially all of the net proceeds of this offering in accordance with its investment objectives and policies within approximately one week after completion of this offering. Prior to the time the Fund is fully invested, the proceeds of the offering may temporarily be invested in cash, cash equivalents, or in debt securities that are rated AA or higher. Income received by the Fund from these temporary investments would likely be less than returns sought pursuant to the Fund's investment objective and policies.

### **INVESTMENT OBJECTIVE AND POLICIES**

The Fund's investment objective is to obtain a high after-tax total return from a combination of capital appreciation and current income. There can be no assurance that the Fund's investment objective will be achieved. The Fund intends to focus its investments in MLPs with operations in the development, production, processing, refining, transportation, storage and marketing of natural resources.

The Fund will generally seek to invest in 20 to 30 issuers with generally no more than 10% of Managed Assets in any one issue, and no more than 15% of Managed Assets in any one issuer (for purposes of this limit, the "issuer" includes both the master limited partnership or limited liability company, as well as its controlling general partner or managing

member), in each case, determined at the time of investment. Among other things, the Investment Adviser will use fundamental and proprietary research to seek to identify the most attractive MLPs and will seek to invest in MLPs that have distribution growth prospects that, in the Investment Adviser's view, are high relative to comparable MLPs and which are not fully reflected in current pricing. The Investment Adviser believes that the MLPs most likely to offer such attractive investment characteristics are those that are relatively small and have proven and motivated management teams that are able to develop projects organically ("greenfield" or internally developed) and/or to successfully find, acquire and integrate assets and companies that enhance value to shareholders. As part of the Fund's 80% MLP investment policy, the Investment Adviser will also seek to invest in GP MLPs. The Investment Adviser believes the distribution growth prospects of many GP MLPs are high relative to many other master limited partnerships and the Investment Adviser will seek to invest in GP MLPs where the Investment Adviser believes that such growth is not fully reflected in current pricing. Like master limited partnerships with strong distribution growth prospects, GP MLPs with strong growth prospects often trade at prices which result in relatively low current yields. Since the Investment Adviser will seek to maximize total return through a focus on master limited partnerships and GP MLPs with strong distribution growth prospects, the Investment Adviser believes the current yield of the Fund will be lower than it would be under a more diversified investment approach. The Investment Adviser will seek to invest in IPOs and secondary market issuances, PIPE transactions and private transactions, including pre-acquisition and pre-IPO equity issuances and investments in private companies.

•The Fund will seek to achieve its investment objective by investing, under normal market conditions, at least 80% of its net assets, plus any borrowings for investment purposes, in MLP investments. Entities commonly referred to as “MLPs” are taxed as partnerships for federal income tax purposes, and are generally organized under state law as limited partnerships or limited liability companies. If publicly traded, MLPs must derive at least 90% of their gross income from qualifying sources as described in Section 7704 of the Code. For purposes of the Fund’s 80% policy, “MLP investments” are investments that offer economic exposure to public and private MLPs in the form of common or subordinated units issued by MLPs, securities of entities holding primarily general partner or managing member interests in MLPs, debt securities of MLPs, and securities that are derivatives of interests in MLPs.

•The Fund may invest up to 50% of its Managed Assets in securities of MLPs and Other Natural Resource Companies that are not publicly traded, or that are otherwise restricted securities. For purposes of this limitation, “restricted securities” include (i) registered securities of public companies subject to a lock-up period greater than 30 days, (ii) unregistered securities of public companies with registration rights until such securities are registered for resale by the Fund, or until they become freely tradable with the passage of time, and (iii) securities of companies that have no class of registered or publicly offered securities (“privately held” companies). The Fund does not intend to invest more than 25% of its Managed Assets in securities of privately held companies.

•The Fund may invest up to 20% of its Managed Assets in securities of companies that are not MLPs, including Other Natural Resource Companies, and U.S. and non-U.S. issuers that may not constitute Other Natural Resource Companies. These investments may include securities such as partnership interests, limited liability company interests or units, trust units, common stock, preferred stock, convertible securities, warrants and depositary receipts, debt securities, ETNs (typically, unsecured, unsubordinated debt securities that trade on a securities exchange and are designed to replicate the returns of market benchmarks minus applicable fees), and securities issued by investment companies registered under the 1940 Act including ETFs. The Investment Adviser anticipates that the Fund will generally invest in ETFs or ETNs that focus their investments on the energy, natural resources, utility, real estate or banking industries.

•The Fund may invest up to 20% of its Managed Assets in debt securities of MLPs, Other Natural Resource Companies and other issuers. Any securities issued by MLPs, including debt securities, will count towards the Fund’s 80% MLP investment policy.

Each percentage limitation applicable to the Fund’s portfolio described in this prospectus applies only at the time of investment in the asset to which the percentage limitation applies, and the Fund will not be required to sell securities due to subsequent changes in the value of the securities it owns. The Fund may invest in companies of any market capitalization.

At the time of this offering, the Fund does not intend to invest directly in commodities, although the Fund’s investments in some MLPs will expose it to risks similar to risks arising from investing in commodities.

The Fund may, but is not required to, write, purchase or sell put or call options on securities, equity or fixed-income indices or other instruments, write, purchase or sell futures contracts or options on futures, or enter into other Strategic Transactions.

The Fund’s investment objective and percentage parameters, including its 80% MLP investment policy, are not fundamental policies of the Fund and may be changed without shareholder approval. Shareholders, however, will be notified in writing of any change at least 60 days prior to effecting any such change.

**The Fund's common shares have limited trading history. Shares of closed-end funds frequently trade at discounts to their net asset value, which may increase the risk of loss. The common shares of the Fund have historically traded below, at or above their net asset value. This creates a risk of loss for investors purchasing common shares at net asset value in a public offering.**

## **THE FUND'S INVESTMENTS**

### **The Fund's Investments**

The Fund will invest primarily in the securities of MLPs, other equity securities, debt securities and securities of non-U.S. issuers as described below.

### **Description of MLPs**

Master limited partnerships are formed as limited partnerships or limited liability companies and taxed as partnerships for federal income tax purposes. The securities issued by many master limited partnerships are listed and traded on a U.S. exchange. A master limited partnership typically issues general partner and limited partner interests, or managing member and member interests. The general partner or managing member manages and often controls, has an ownership stake in, and is normally eligible to receive incentive distribution payments from, the master limited partnership. To be treated as a partnership for U.S. federal income tax purposes, a master limited partnership must derive at least 90% of its gross income for each taxable year from specified qualifying sources as described in Section 7704 of the Code.

These qualifying sources include natural resource-based activities such as the exploration, development, mining, production, processing, refining, transportation, storage and marketing of mineral or natural resources. The general partner or managing member may be structured as a private or publicly traded corporation or other entity. The general partner or managing member typically control the operations and management of the entity through an up to 2% general partner or managing member interest in the entity plus, in many cases, ownership of some percentage of the outstanding limited partner or member interests. The limited partners or members, through their ownership of limited partner or member interests, provide capital to the entity, are intended to have no role in the operation and management of the entity and receive cash distributions. Due to their structure as partnerships for federal income tax purposes, master limited partnerships generally do not pay federal income taxes. Thus, unlike investors in corporate securities, direct master limited partnership investors are generally not subject to double taxation (i.e., corporate level tax and tax on corporate dividends). Currently, most master limited partnerships operate in the energy and midstream, natural resources, shipping or real estate sectors.

MLPs are typically structured such that common units and general partner interests have first priority to receive the MQD. Common and general partner interests also accrue arrearages in distributions to the extent the MQD is not paid. Once common units and general partner interests have been paid, subordinated units receive distributions up to the MQD; however, subordinated units do not accrue arrearages. The subordinated units are normally owned by the owners or affiliates of the general partner and convert on a one for one basis into common units, generally in three to five years after the master limited partnership's initial public offering or after certain distribution levels have been exceeded. Distributable cash in excess of the MQD is distributed to both common and subordinated units generally on a pro rata basis. The general partner is also normally eligible to receive incentive distributions if the general partner operates the business in a manner which results in payment of per unit distributions that exceed threshold levels above the MQD. As the general partner increases cash distributions to the limited partners, the general partner receives an increasingly higher percentage of the incremental cash distributions. A common arrangement provides that the general partner can reach a tier where it receives 50% of every incremental dollar distributed by the master limited partnership. These incentive distributions encourage the general partner to increase the partnership's cash flow and



raise the quarterly cash distribution by pursuing steady cash flow investment opportunities, streamlining costs and acquiring assets. Such results benefit all security holders of the MLP.

## Sector Outlook

*General.* The Investment Adviser believes that master limited partnerships play a vital role in the movement of energy resources. Many master limited partnerships own midstream energy infrastructure assets used to transport, process, and store natural gas, natural gas liquids, crude oil, and refined petroleum products. Examples of the midstream “value chain” are shown in certain charts available in the Fund’s prospectus dated August 27, 2007; in the example, crude oil is gathered, shipped, or trucked from producers (suppliers) and transported through pipelines to storage/terminal facilities, refined into petroleum products, and ultimately to end users. While there are a number of contract structures with varying degrees of commodity price sensitivity in the Investment Adviser’s experience, these activities are usually fee-based in nature, in which case revenues are simply a function of throughput and a dollar rate per unit. Consequently, cash flows typically have minimal direct commodity price sensitivity, although they may frequently be exposed to indirect commodity risk. See “Principal Risks of the Fund — MLP and Other Natural Resource Company Risks — Commodity Price Risk.” Generally, the natural gas and natural gas liquids value chain, natural gas is gathered in the field and transported via pipelines to a central processing facility where the natural gas liquids are separated from the residue natural gas. The residue gas is then shipped to end users, and the raw natural gas liquids go to a fractionation facility. The raw natural gas liquids mix is separated into its different components (ethane, propane, butane, etc.) and then delivered to end use markets.

MLP operations are often referred to in the context of the following business segments or subsectors:

• *Pipeline MLPs.* Pipeline MLPs are common carrier transporters of natural gas, natural gas liquids (primarily propane, ethane, butane and natural gasoline), crude oil or refined petroleum products (gasoline, diesel fuel and jet fuel). Pipeline MLPs may also operate ancillary businesses such as storage and marketing of such products. Revenue is derived from capacity and transportation fees. Historically, in the Investment Adviser’s view, pipeline output has been less exposed to cyclical economic forces due in large part to its low cost structure and government-regulated nature. In addition, pipeline MLPs do not have much direct commodity price exposure (as opposed to indirect exposure) because they do not own the product being shipped.

• *Processing MLPs.* Processing MLPs include gatherers and processors of natural gas as well as providers of natural gas liquid transportation, fractionation and storage services. Revenue is typically derived from providing services to natural gas producers, which require treatment or processing before their natural gas commodity can be marketed to utilities and other end user markets. Revenue for the processor is often fee based, although it is not uncommon to have some participation in the prices of the natural gas and natural gas liquids commodities for a portion of revenue.

- *Exploration and Production MLPs (“E&P MLPs”).* E&P MLPs include MLPs that are engaged in the exploration, development, production and acquisition of crude oil and natural gas properties. E&P MLP cash flows generally depend on the volume of crude oil and natural gas produced and the realized prices received for crude oil and natural gas sales.

• *Propane MLPs.* Propane MLPs include MLPs that are distributors of propane to end-users for space and water heating. Revenue is typically derived from the resale of the commodity at a margin over wholesale cost. The ability to maintain margin is often a key to profitability. Propane serves approximately 3% of the household energy needs in the United States, largely for homes beyond the geographic reach of natural gas distribution pipelines. Approximately 70% of annual cash flow can be earned during the winter heating season (October through March).

• *Coal MLPs.* Coal MLPs include MLPs that own, lease and manage coal reserves. Revenue is typically derived from production and sale of coal, or from royalty payments related to leases to coal producers. Electricity generation is the primary use of coal in the United States. Demand for electricity and supply of alternative fuels to generators are usually the primary drivers of coal demand. Coal MLPs are subject to operating and production risks, such as: the MLP or a lessee meeting necessary production volumes; federal, state and local laws and regulations which may limit

the ability to produce coal; the MLPs' ability to manage production costs and pay mining reclamation costs; and the effect on demand that the EPA's standards set in the Clean Air Act have on coal end-users.

*Marine Shipping MLPs.* Marine Shipping MLPs include MLPs that are primarily marine transporters of natural gas, natural gas liquids, crude oil or refined petroleum products. Marine shipping MLPs typically derive revenue from charging customers for the transportation of these products utilizing the MLPs' vessels. Transportation services are typically provided pursuant to a charter or contract, the terms of which vary depending on, for example, the length of use of a particular vessel, the amount of cargo transported, the number of voyages made, the parties operating a vessel or other factors.

*Investment Characteristics.* The Investment Adviser believes that the following are characteristics of MLPs that make them attractive investments:

- Many MLPs are utility-like in nature and have relatively stable, predictable cash flows.

• MLPs provide services which help meet the largely inelastic demand of U.S. energy consumers. In its International Energy Outlook 2006, the U.S. Energy Information Administration projects 3.8% annual growth for worldwide energy demand through 2030.

• Transportation assets in the interstate and intrastate pipeline sector are typically backed by relatively long-term contracts and stable transportation rates (or tariffs) that are regulated by FERC or by state regulatory commissions.

• High barriers to entry may protect the business model of some MLPs, since construction of the physical assets typically owned by these MLPs generally requires significant capital expenditures and long lead times.

- As the location and quality of natural resource supplies change, new midstream infrastructure such as gathering and transportation pipelines, treating and processing facilities, and storage facilities is needed to meet these new logistical needs. Similarly, as the demographics of demand centers change, new infrastructure is often needed. MLPs are integral providers of these midstream needs.

• Requirements for new and additional transportation fuel compositions (e.g., reduced sulfur diesel and ethanol blends) require additional logistical assets. MLPs are integral providers of these logistical needs.

• Midstream assets are typically long-lived and tend to retain their economic value, and the risk of technological obsolescence is low.

- Master limited partnerships are “pass-through” entities and do not pay federal income taxes at the entity level. In general, a portion of their distribution payments is treated as a return of capital.

• In addition to their growth potential, MLP investments are currently offering higher yields than some investments, such as utilities and REITs. Of course, there can be no guarantee that the MLP investments in the Fund’s portfolio will generate higher yields than these other asset classes, and since the Investment Adviser will seek to maximize total return through a focus on master limited partnerships and GP MLPs with strong distribution growth prospects, the Investment Adviser believes the distribution yield of the Fund will be lower than it would be under a more diversified investment approach.

*Sector Growth.* Historically, MLP cash flow and distribution growth has come primarily from two sources, acquisitions and organic (internal) expansion projects, which have also contributed to growth in market capitalization. Much of this growth came from MLPs acquiring midstream assets from utilities, natural gas pipeline companies, and major integrated oil companies.

Market Cap (\$MM)	2007	2006	2005	2004	2003
Midstream	60,861	50,844	34,772	29,021	21,361
Propane	6,882	5,783	4,684	4,642	3,819
Coal	4,588	3,924	3,786	3,744	2,173
Shipping	3,027	2,820	1,955	921	218
Exploration & Production	5,450	7,638	719	647	525
G.P. Equity	19,537	15,624	3,353		