

### Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

#### Part I Reporting Issuer

<b>1</b> Issuer's name <b>TORTOISE MLP FUND, INC.</b>		<b>2</b> Issuer's employer identification number (EIN)	
<b>3</b> Name of contact for additional information <b>PAM KEARNEY</b>	<b>4</b> Telephone No. of contact <b>(866) 362-9331</b>	<b>5</b> Email address of contact <b>TAXINFO@TORTOISEADVISORS.COM</b>	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact <b>11550 ASH STREET, SUITE 300</b>		<b>7</b> City, town, or post office, state, and Zip code of contact <b>LEAWOOD, KS 66211</b>	
<b>8</b> Date of action <b>11/30/2012</b>		<b>9</b> Classification and description <b>COMMON STOCK</b>	
<b>10</b> CUSIP number <b>89148B101</b>	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol <b>NTG</b>	<b>13</b> Account number(s)

#### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **TORTOISE MLP FUND, INC. (NTG) PAID DISTRIBUTIONS TO COMMON SHAREHOLDERS DURING 2012 THAT WERE DETERMINED TO BE NONTAXABLE UPON COMPUTATION OF NTG'S EARNINGS AND PROFITS AFTER THE TAX YEAR-END.**

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **A SHAREHOLDER'S BASIS IN NTG STOCK IS REDUCED BY THE NONTAXABLE DISTRIBUTIONS PAID PER SHARE, AS FOLLOWS: \$0.4125 ON 3/1/2012, \$0.4125 ON 6/1/2012, \$0.4150 ON 9/4/2012, AND \$0.4150 ON 11/30/12.**

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **NONTAXABLE DISTRIBUTIONS ARE CONSIDERED RETURN OF CAPITAL AND REDUCE THE SHAREHOLDER'S BASIS IN ITS STOCK. NONTAXABLE DISTRIBUTIONS IN EXCESS OF THE SHAREHOLDER'S BASIS ARE TREATED AS CAPITAL GAIN.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ TAX TREATMENT IS BASED UPON INTERNAL REVENUE CODE SECTIONS 301(c) AND 316(a).

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18 Can any resulting loss be recognized? ▶ N/A

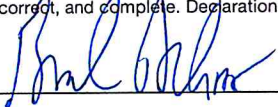
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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 1/14/13

Print your name ▶ BRAD ADAMS Title ▶ CFO

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				