

TORTOISE MLP FUND, INC.  
Form N-CSRS  
July 29, 2013

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-22409

Tortoise MLP Fund, Inc.  
(Exact name of registrant as specified in charter)

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

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

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

Date of fiscal year end: November 30

Date of reporting period: May 31, 2013

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Item 1. Reports to Stockholders.

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### Company at a Glance

*Tortoise MLP Fund, Inc. (NYSE: NTG) offers a closed-end fund strategy of investing in energy infrastructure MLPs and their affiliates, with an emphasis on natural gas infrastructure MLPs.*

### Investment Focus

NTG seeks to provide stockholders with a high level of total return with an emphasis on current distributions. The fund focuses primarily on midstream energy infrastructure MLPs that engage in the business of transporting, gathering and processing and storing natural gas and natural gas liquids (NGLs).

Under normal circumstances, we invest at least 80 percent of NTG's total assets in MLP equity securities with at least 70 percent of total assets in natural gas infrastructure MLP equity securities. Of the total assets in the fund, we may invest as much as 50 percent in restricted securities, primarily through direct investments in securities of listed companies. We do not invest in privately held companies and limit our investment in any one security to 10 percent.

### About Energy Infrastructure Master Limited Partnerships

MLPs are limited partnerships whose units trade on public exchanges such as the New York Stock Exchange (NYSE), the NYSE Alternext US and NASDAQ. Buying MLP units makes an investor a limited partner in the MLP. There are currently more than 90 MLPs in the market in industries related to energy and natural resources.

We primarily invest in MLPs and their affiliates in the energy infrastructure sector, with an emphasis on natural gas infrastructure MLPs. Energy infrastructure MLPs are engaged in the transportation, storage and processing of crude oil, natural gas and refined products from production points to the end users. Natural gas infrastructure MLPs are companies in which over 50 percent of their revenue, cash flow or assets are related to the operation of natural gas or NGL infrastructure assets. Our investments are primarily in midstream (mostly pipeline) operations, which typically produce steady cash flows with less exposure to commodity prices than many alternative investments in the broader energy industry. With the growth potential of this sector, along with our disciplined investment approach, we endeavor to generate a predictable and increasing distribution stream for our investors.

### An NTG Investment Versus a Direct Investment in MLPs

We provide our stockholders an alternative to investing directly in MLPs and their affiliates. A direct MLP investment potentially offers an attractive distribution with a significant portion treated as return of capital, and a historically low correlation to returns on stocks and bonds. However, the tax characteristics of a direct MLP investment are generally undesirable for tax-exempt investors such as retirement plans. We are structured as a C Corporation accruing federal and state income taxes based on taxable earnings and profits. Because of this innovative structure, pioneered by Tortoise Capital Advisors, institutions and retirement accounts are able to join individual stockholders as investors in MLPs.

Additional features include:

- ◆ The opportunity for tax deferred distributions and distribution growth;
- ◆ Simplified tax reporting (investors receive a single 1099) compared to directly owning MLP units;
- ◆ Appropriate for retirement and other tax exempt accounts;
- ◆ Potential diversification of overall investment portfolio; and
- ◆ Professional securities selection and active management by an experienced adviser.



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June 18, 2013

Dear Fellow Stockholders,

The equity market continued its bullish start in fiscal year 2013, with the S&P 500 Index<sup>®</sup> gaining 8.2 percent and 16.4 percent for the three and six months ending May 31st. A confluence of events conspired to buoy investor confidence and sustain the market's upward trajectory during the period as fiscal cliff concerns abated and economic data continued to suggest a moderate economic recovery. Natural gas midstream MLPs had a positive first half, continuing to demonstrate the resiliency of underlying fundamentals, with a long-term horizon of infrastructure build-out to connect new domestic supply with demand.

### Master Limited Partnership Sector Review

The Tortoise MLP Index<sup>®</sup> had a total return of 4.8 percent and 15.9 percent for the three months and six months ending May 31, 2013, respectively. Midstream MLPs outperformed upstream MLPs during both periods, supported by strong distribution growth and visible cash flow streams. While MLPs enjoyed a strong out-of-the-gate performance, they took a break late in the second fiscal quarter, underperforming broader equities in May as interest rate concerns began to surface following the release of the Federal Open Market Committee's (FOMC) rather ambiguous statement on quantitative easing. The markets responded with some immediate volatility, particularly impacting yield-oriented securities, a reaction we often see in the wake of uncertain comments out of the FOMC, and attractive yielding MLPs were not immune to this. However, we believe that quality MLPs are different from most yielding securities as they offer the potential for growth in addition to income. While market volatility can prevail in the short term, we believe that those growth-oriented MLPs with quality business models remain fundamentally well positioned over the longer term.

The U.S. has virtually achieved independence in natural gas following success in the Barnett shale in North Texas. While production in this area has leveled, the best economic shale basin has emerged in the Northeast—the Marcellus shale. Gas production in this resource-rich shale has grown from almost nothing to more than 7 billion cubic feet per day in the last four years. Future growth is expected to mostly offset declines in conventional natural gas production, with supply largely meeting domestic demand. In all, the U.S. produced approximately 69 billion cubic feet of gas per day in 2012, prompting the International Energy Agency (IEA) to project that within three years, the U.S. will unseat Russia as the world's largest producer of natural gas. This production comes from predictable onshore shale resources resulting in stable and globally competitive prices for natural gas and associated gas liquids.

This, in conjunction with low labor costs, labor market stability and well-developed infrastructure, is driving increased use of natural gas in power generation and a renaissance in manufacturing. At the same time, greater production of natural gas liquids, which are in high demand by the petrochemicals industry, has made North America a global cost leader in the supply of plastics and a leading exporter of liquefied petroleum gas (LPG). This vigorous activity continues to spur infrastructure build-out in the natural gas MLPs we target, with more than \$12 billion in natural gas infrastructure MLP growth projects projected in the next three years through 2015.

Capital markets remained very active and supportive, as MLPs raised approximately \$19 billion in equity and \$17 billion in debt fiscal year-to-date through May 31st. This includes the launch of eight new MLP initial public offerings, which included gathering/processing and natural gas pipeline MLPs, among other less traditional businesses. Merger and acquisition (M&A) deals also were abundant. Aggregate MLP M&A deals totaling more than \$22 billion were announced during the period, the largest of which was Kinder Morgan Energy Partners' \$5 billion acquisition of Copano Energy, L.L.C., a gathering and processing MLP, which closed on May 1st.

### Fund Performance Review

Our total assets increased from \$1.6 billion on Nov. 30, 2012, to \$1.9 billion on May 31, 2013, resulting primarily from market appreciation of our investments. Our market-based total return to stockholders was 4.3 percent and 17.4 percent (both including the reinvestment of distributions) for the three and six months ending May 31, 2013, respectively. Our NAV-based total return was 4.4 percent and 14.1 percent for the same periods. The difference between our market value total returns as compared to our NAV total returns reflected the increase in the market's premium of our stock price relative to our NAV during the period.

During the fiscal first half of 2013, our asset performance was driven primarily by our exposure to gathering and processing MLPs, which were positively affected by demand for natural gas liquids. Although they contributed to absolute returns, natural gas pipeline MLPs continued to face some short-term growth challenges. We believe near-term projects will be focused on Marcellus

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infrastructure build-out, but longer term we see additional natural gas infrastructure needs from new gas-fired power plants and LNG export terminals. With no holdings in upstream, our performance benefited from our overall midstream strategy.

*(Unaudited)*

2013 2nd Quarter Report 1

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We paid a distribution of \$0.4175 per common share (\$1.67 annualized) to our stockholders on June 3, 2013, an increase of 0.3 percent quarter over quarter and of 1.2 percent year over year. This distribution represented an annualized yield of 5.9 percent based on our second fiscal quarter closing price of \$28.35. Our distribution payout coverage (distributable cash flow divided by distributions) for the second fiscal quarter was 101.7 percent. For tax purposes, we currently expect 90 to 100 percent of NTG's 2013 distributions to be characterized as return of capital. A final determination of the characterization will be made in January 2014.

We ended the second fiscal quarter with leverage (including bank debt, senior notes and preferred stock) at 18.6 percent of total assets, below our long-term target of 25 percent. This provides us flexibility in managing the portfolio across market cycles and allows us to add leverage when compelling opportunities arise. As of May 31, 2013, our leverage had a weighted average maturity of 4.8 years and a weighted average cost of 3.77 percent, with more than 88 percent at fixed rates. We believe NTG's balance sheet is strong, with rates fixed on the majority of our leverage, laddered due dates and extended average maturities.

Additional information about our financial performance is available in the Key Financial Data and Management's Discussion sections of this report.

### Concluding Thoughts

We continue to be excited about the significant transformation underway in North American energy, with midstream MLPs playing a key role in the significant build-out underway. However, we also think it is important to note that while a rising tide may lift all boats, market cycles will separate quality companies from those with weaker business models. We believe this will play out over time, and we look forward to serving you as your professional investment adviser in navigating the course ahead.

As a final note, if you have not yet had a chance to listen to our May webcast, we invite and encourage you to do so at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com).

Sincerely,  
The Managing Directors  
Tortoise Capital Advisors, L.L.C.  
*The adviser to Tortoise MLP Fund, Inc.*

P. Bradley Adams

H. Kevin Birzer

Zachary A. Hamel

Kenneth P. Malvey

Terry Matlack

David J. Schulte

*The Tortoise MLP Index® is a float-adjusted, capitalization-weighted index of energy master limited partnerships (MLPs). The S&P 500 Index® is an unmanaged market-value weighted index of stocks, which is widely regarded as the standard for measuring large-cap U.S. stock market performance.*

*(Unaudited)*

**Key Financial Data** *(Supplemental Unaudited Information)**(dollar amounts in thousands unless otherwise indicated)*

The information presented below regarding Distributable Cash Flow and Selected Financial Information is supplemental non-GAAP financial information, which we believe is meaningful to understanding our operating performance. The Distributable Cash Flow Ratios include the functional equivalent of EBITDA for non-investment companies, and we believe they are an important supplemental measure of performance and promote comparisons from period-to-period. This information is supplemental, is not inclusive of required financial disclosures (e.g. Total Expense Ratio), and should be read in conjunction with our full financial statements.

	2012			2013	
	Q2 <sup>(1)</sup>	Q3 <sup>(1)</sup>	Q4 <sup>(1)</sup>	Q1 <sup>(1)</sup>	Q2 <sup>(1)</sup>
<b>Total Income from Investments</b>					
Distributions received from master limited partnerships	\$23,945	\$24,350	\$24,580	\$24,787	\$26,111
Dividends paid in stock	1,749	1,803	1,875	1,936	1,187
Total from investments	25,694	26,153	26,455	26,723	27,298
<b>Operating Expenses Before Leverage Costs and Current Taxes</b>					
Advisory fees, net of fees waived	3,094	2,991	3,044	3,236	3,753
Other operating expenses	286	278	278	327	324
	3,380	3,269	3,322	3,563	4,077
Distributable cash flow before leverage costs and current taxes	22,314	22,884	23,133	23,160	23,221
Leverage costs <sup>(2)</sup>	3,400	3,392	3,378	3,352	3,343
Current income tax expense <sup>(3)</sup>					
<b>Distributable Cash Flow<sup>(4)</sup></b>	\$18,914	\$19,492	\$19,755	\$19,808	\$19,878
<b>As a percent of average total assets<sup>(5)</sup></b>					
Total from investments	6.18%	6.50%	6.45%	6.39%	5.83%
Operating expenses before leverage costs and current taxes	0.81%	0.81%	0.81%	0.85%	0.87%
Distributable cash flow before leverage costs and current taxes	5.37%	5.69%	5.64%	5.54%	4.96%
<b>As a percent of average net assets<sup>(5)</sup></b>					
Total from investments	8.79%	9.24%	9.23%	9.19%	8.39%
Operating expenses before leverage costs and current taxes	1.16%	1.15%	1.16%	1.23%	1.25%
Leverage costs and current taxes	1.16%	1.20%	1.18%	1.15%	1.03%
Distributable cash flow	6.47%	6.89%	6.89%	6.81%	6.11%
<b>Selected Financial Information</b>					
Distributions paid on common stock	\$18,997	\$19,166	\$19,287	\$19,404	\$19,549
Distributions paid on common stock per share	0.41250	0.41500	0.41500	0.41625	0.41750
Distribution coverage percentage for period <sup>(6)</sup>	99.6%	101.7%	102.4%	102.1%	101.7%
Net realized gain (loss), net of income taxes, for the period	(6,034)	12,964	19,399	15,101	9,232
Total assets, end of period	1,530,564	1,633,486	1,633,815	1,785,448	1,853,489
Average total assets during period <sup>(7)</sup>	1,652,843	1,601,246	1,649,297	1,697,239	1,858,008
Leverage <sup>(8)</sup>	349,200	345,600	368,900	345,000	345,000
Leverage as a percent of total assets	22.8%	21.2%	22.6%	19.3%	18.6%
Net unrealized appreciation, end of period	137,300	198,772	193,475	288,835	340,955
Net assets, end of period	1,085,816	1,140,486	1,140,635	1,229,367	1,270,264
Average net assets during period <sup>(9)</sup>	1,162,876	1,126,062	1,152,970	1,178,669	1,290,683
Net asset value per common share	23.58	24.68	24.50	26.37	27.11



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Market value per common share	24.51	26.19	24.91	27.59	28.35
Shares outstanding (actual)	46,052,502	46,203,904	46,559,833	46,617,023	46,860,898

(1) Q1 is the period from December through February. Q2 is the period from March through May. Q3 is the period from June through August. Q4 is the period from September through November.

(2) Leverage costs include interest expense, distributions to preferred stockholders and other recurring leverage expenses.

(3) Includes taxes paid on net investment income and foreign taxes, if any. Taxes related to realized gains are excluded from the calculation of Distributable Cash Flow ( DCF ).

(4) Net investment loss, before income taxes on the Statement of Operations is adjusted as follows to reconcile to DCF: increased by the return of capital on MLP distributions, the value of paid-in-kind distributions, implied distributions included in direct placement discounts, and amortization of debt issuance costs; and decreased by current taxes paid on net investment income.

(5) Annualized for periods less than one full year.

(6) Distributable Cash Flow divided by distributions paid.

(7) Computed by averaging month-end values within each period.

(8) Leverage consists of long-term debt obligations, preferred stock and short-term borrowings.

(9) Computed by averaging daily net assets for the period.

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## Management's Discussion *(Unaudited)*

*The information contained in this section should be read in conjunction with our Financial Statements and the Notes thereto. In addition, this report contains certain forward-looking statements. These statements include the plans and objectives of management for future operations and financial objectives and can be identified by the use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, or continue or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause actual results and conditions to differ materially from those projected in these forward-looking statements are set forth in the Risk Factors section of our public filings with the SEC.*

### Overview

Tortoise MLP Fund, Inc.'s (NTG) primary investment objective is to provide a high level of total return with an emphasis on current distributions paid to stockholders. We seek to provide our stockholders with an efficient vehicle to invest in a portfolio consisting primarily of energy infrastructure master limited partnerships (MLPs) and their affiliates, with an emphasis on natural gas infrastructure. Energy infrastructure MLPs own and operate a network of pipeline and energy-related logistical assets that transport, store, gather and process natural gas, natural gas liquids (NGLs), crude oil, refined petroleum products, and other resources or distribute, market, explore, develop or produce such commodities. Natural gas infrastructure MLPs are defined as companies engaged in such activities with over 50 percent of their revenue, cash flow or assets related to natural gas or NGL infrastructure assets.

While we are a registered investment company under the Investment Company Act of 1940, as amended (the 1940 Act), we are not a regulated investment company for federal tax purposes. Our distributions do not generate unrelated business taxable income (UBTI) and our stock may therefore be suitable for holding by pension funds, IRAs and mutual funds, as well as taxable accounts. We invest primarily in MLPs through private and public market purchases. MLPs are publicly traded partnerships whose equity interests are traded in the form of units on public exchanges, such as the NYSE or NASDAQ. Tortoise Capital Advisors, L.L.C. serves as our investment adviser.

### Company Update

Total assets increased approximately \$68 million during the 2nd quarter, primarily as a result of higher market values of our MLP investments. Distribution increases from our MLP investments were in-line with our expectations and asset-based expenses increased from the previous quarter along with increased average managed assets. Total leverage as a percent of total assets decreased and we increased our quarterly distribution to \$0.4175 per share. Additional information on these events and results of our operations are discussed in more detail below.

### Critical Accounting Policies

The financial statements are based on the selection and application of critical accounting policies, which require management to make significant estimates and assumptions. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments. Our critical accounting policies are those applicable to the valuation of investments and certain revenue recognition matters as discussed in Note 2 in the Notes to Financial Statements.

### Determining Distributions to Stockholders

Our portfolio generates cash flow from which we pay distributions to stockholders. Our Board of Directors has adopted a policy of declaring what it believes to be sustainable distributions. In determining distributions, our Board of Directors considers a number of current and anticipated factors, including, among others, distributable cash flow (DCF), realized and unrealized gains, leverage amounts and rates, current and deferred taxes payable, and potential volatility in returns from our investments and the overall market. While the Board considers many factors in determining distributions to stockholders, particular emphasis is given to DCF and distribution coverage. Distribution coverage is DCF divided by distributions paid to stockholders and is discussed in more detail below. Over the long term, we expect to distribute substantially all of our DCF to holders of common stock. Our Board of Directors reviews the distribution rate quarterly and may adjust the quarterly distribution throughout the year.

## Determining DCF

DCF is distributions received from investments, less expenses. The total distributions received from our investments include the amount we receive as cash distributions from MLPs, paid-in-kind distributions, and dividend and interest payments. The total expenses include current or anticipated operating expenses, leverage costs and current income taxes. Current income taxes include taxes paid on our net investment income in addition to foreign taxes, if any. Taxes incurred from realized gains on the sale of investments, expected tax benefits and deferred taxes are not included in DCF.

The Key Financial Data table discloses the calculation of DCF and should be read in conjunction with this discussion. The difference between distributions received from investments in the DCF calculation and total investment income as reported in the Statement of Operations, is reconciled as follows: the Statement of Operations, in conformity with U.S. generally accepted accounting principles ( GAAP ), recognizes distribution income from MLPs and common stock on their ex-dates, whereas the DCF calculation may reflect distribution income on their pay dates; GAAP recognizes that a significant portion of the cash distributions received from MLPs are characterized as a return of capital and therefore excluded from investment income, whereas the DCF calculation includes the return of capital; and distributions received from investments in the DCF calculation include the value of dividends paid-in-kind (additional stock or MLP units), whereas such amounts are not included as income for GAAP purposes, and includes distributions related to direct investments when the purchase price is reduced in lieu of receiving cash distributions. The treatment of expenses in the DCF calculation also differs from what is reported in the Statement of Operations. In addition to the total operating expenses, including expense reimbursement, as disclosed in the Statement of Operations, the DCF calculation reflects interest expense, distributions to preferred stockholders, other recurring leverage expenses, as well as taxes paid on net investment income. A reconciliation of Net Investment Loss, before Income Taxes to DCF is included below.

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## Management's Discussion *(Unaudited)*

*(Continued)*

### Distributions Received from Investments

Our ability to generate cash is dependent on the ability of our portfolio of investments to generate cash flow from their operations. In order to maintain and grow distributions to our stockholders, we evaluate each holding based upon its contribution to our investment income, our expectation for its growth rate, and its risk relative to other potential investments.

We concentrate on MLPs we believe can expect an increasing demand for services from economic and population growth. We seek well-managed businesses with hard assets and stable recurring revenue streams. Our focus remains primarily on investing in fee-based service providers that operate long-haul, interstate pipelines. We further diversify among issuers, geographies and energy commodities to seek a distribution payment which approximates an investment directly in energy infrastructure MLPs. In addition, many crude/refined products and natural gas liquids pipeline companies are regulated and currently benefit from a tariff inflation escalation index of PPI + 2.65 percent. Over the long-term, we believe MLPs' distributions will outpace inflation and interest rate increases, and produce positive real returns.

Total distributions received from our investments for the 2nd quarter 2013 were approximately \$27.3 million, representing an increase of 6.2 percent as compared to 2nd quarter 2012 and an increase of 2.2 percent as compared to 1st quarter 2013. On an annualized basis, total distributions for the quarter equate to 5.83 percent of our average total assets for the quarter. These changes reflect increases in per share distribution rates on our MLP investments and the impact of various portfolio trading activity.

### Expenses

We incur two types of expenses: (1) operating expenses, consisting primarily of the advisory fee, and (2) leverage costs. On a percentage basis, operating expenses before leverage costs were an annualized 0.87 percent of average total assets for the 2nd quarter 2013, an increase of 0.02 percent as compared to the 1st quarter 2013 and an increase of 0.06 percent as compared to 2nd quarter 2012. While the contractual advisory fee is 0.95 percent of average monthly managed assets, the Adviser waived an amount equal to 0.20 percent of average monthly managed assets from July 28, 2011 through December 31, 2012 and has agreed to waive an amount equal to 0.15 percent of average monthly managed assets through December 31, 2013, with further reductions in the fee waiver of 0.05 percent of average managed assets per calendar year through 2015.

Leverage costs consist of two major components: (1) the direct interest expense on our senior notes and short-term credit facility, and (2) distributions to preferred stockholders. Other leverage expenses include rating agency fees and commitment fees. Total leverage costs for DCF purposes were approximately \$3.3 million for the 2nd quarter 2013, a decrease of 0.3 percent as compared to the 1st quarter 2013.

The weighted average annual rate of our leverage at May 31, 2013 was 3.77 percent including balances on our bank credit facility which accrue interest at a variable rate equal to one-month LIBOR plus 1.25 percent. Our weighted average rate may vary in future periods as a result of changes in LIBOR, the utilization of our credit facility, and as our leverage matures or is redeemed. Additional information on our leverage is included in the Liquidity and Capital Resources discussion below.

### Distributable Cash Flow

For 2nd quarter 2013, our DCF was approximately \$19.9 million, an increase of 5.1 percent as compared to 2nd quarter 2012 and an increase of 0.4 percent as compared to 1st quarter 2013. The changes are the net result of changes in distributions and expenses as outlined above. We declared a distribution of \$19.5 million, or \$0.4175 per share, during the quarter. This represents an increase of \$0.005 per share as compared to 2nd quarter 2012 and an increase of \$0.00125 from 1st quarter 2013.

Our distribution coverage ratio was 101.7 percent for 2nd quarter 2013, compared to a coverage ratio of 102.1 percent for 1st quarter 2013 and 99.6 percent for 2nd quarter 2012. Our goal is to pay what we believe to be sustainable distributions with any increases safely covered by earned DCF. A distribution coverage ratio of greater than 100 percent provides flexibility for on-going management of the portfolio, changes in leverage costs, the impact of taxes from realized gains and other expenses. An on-going distribution coverage ratio of less than 100 percent will, over time, erode the earning power of a portfolio and may lead to lower

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distributions. We expect to allocate a portion of the projected future growth in DCF to increase distributions to stockholders while also continuing to build critical distribution coverage to help preserve the sustainability of distributions to stockholders for the years ahead.

Net investment loss before income taxes on the Statement of Operations is adjusted as follows to reconcile to DCF for 2013 YTD and 2nd quarter 2013 (in thousands):

	2013 YTD	2nd Qtr 2013
Net Investment Loss, before Income Taxes	\$(17,090)	\$(11,689)
Adjustments to reconcile to DCF:		
Dividends paid in stock	3,123	1,187
Distributions characterized as return of capital	53,461	30,283
Amortization of debt issuance costs	192	97
DCF	\$ 39,686	\$ 19,878

### Liquidity and Capital Resources

We had total assets of \$1.853 billion at quarter-end. Our total assets reflect the value of our investments, which are itemized in the Schedule of Investments. It also reflects cash, interest and dividends receivable and any expenses that may have been prepaid. During 2nd quarter 2013, total assets increased by approximately \$68 million. This change was primarily the result of a \$66 million increase in the value of our investments as reflected by the change in net realized and unrealized gains on investments (excluding return of capital on distributions) and proceeds from the issuance of additional shares of common stock.

We issued 166,698 shares of our common stock during the quarter under our at-the-market equity program for a net total of approximately \$4.8 million. We are waiving our advisory fees on the net proceeds from shares issued under our at-the-market equity program for six months.

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**Management's Discussion** *(Unaudited)*

*(Continued)*

Total leverage outstanding at May 31, 2013 was \$345.0 million, unchanged as compared to February 28, 2013. Outstanding leverage is comprised of \$255 million in senior notes and \$90 million in preferred shares, with 88.4 percent of leverage with fixed rates and a weighted average maturity of 4.8 years. Total leverage represented 18.6 percent of total assets at May 31, 2013, as compared to 19.3 percent as of February 28, 2013 and 22.8 percent as of May 31, 2012. Our leverage as a percent of total assets remains below our long-term target level of 25 percent, allowing the opportunity to add leverage when compelling investment opportunities arise. Temporary increases to up to 30 percent of our total assets may be permitted, provided that such leverage is consistent with the limits set forth in the 1940 Act, and that such leverage is expected to be reduced over time in an orderly fashion to reach our long-term target. Our leverage ratio is impacted by increases or decreases in MLP values, issuance of equity and/or the sale of securities where proceeds are used to reduce leverage.

Our longer-term leverage (excluding our bank credit facility) of \$345 million is comprised of 74 percent private placement debt and 26 percent private placement preferred equity with a weighted average rate of 3.74 percent and remaining weighted average laddered maturity of approximately 4.8 years.

We use leverage to acquire MLPs consistent with our investment philosophy. The terms of our leverage are governed by regulatory and contractual asset coverage requirements that arise from the use of leverage. Additional information on our leverage and asset coverage requirements is discussed in Notes 9, 10 and 11 in the Notes to Financial Statements. Our coverage ratios are updated each week on our Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com).

Subsequent to quarter-end, we entered into an amendment to our bank credit facility that extends the facility through June 16, 2014. Terms of the amendment provide for an unsecured revolving credit facility of \$60,000,000. During the extension, outstanding balances generally will accrue interest at a variable annual rate equal to one-month LIBOR plus 1.125 percent and unused portions of the credit facility will accrue a non-usage fee equal to an annual rate of 0.15 percent.

**Taxation of our Distributions and Income Taxes**

We invest in partnerships that generally have cash distributions in excess of their income for accounting and tax purposes. Accordingly, the distributions include a return of capital component for accounting and tax purposes. Distributions declared and paid by us in a year generally differ from taxable income for that year, as such distributions may include the distribution of current year taxable income or return of capital.

The taxability of the distribution you receive depends on whether we have annual earnings and profits ( E&P ). E&P is primarily comprised of the taxable income from MLPs with certain specified adjustments as reported on annual K-1s, fund operating expenses and net realized gains. If we have E&P, it is first allocated to the preferred shares and then to the common shares.

In the event we have E&P allocated to our common shares, all or a portion of our distribution will be taxable at the Qualified Dividend Income ( QDI ) rate, assuming various holding requirements are met by the stockholder. The QDI rate is variable based on the taxpayer's taxable income. The portion of our distribution that is taxable may vary for either of two reasons. First, the characterization of the distributions we receive from MLPs could change annually based upon the K-1 allocations and result in less return of capital and more in the form of income. Second, we could sell an MLP investment and realize a gain or loss at any time. It is for these reasons that we inform you of the tax treatment after the close of each year as the ultimate characterization of our distributions is undeterminable until the year is over.

For tax purposes, distributions to common stockholders for the year ended 2012 were 100 percent return of capital as we had negative E&P for the year. A holder of our common stock would reduce their cost basis for income tax purposes by the amount designated as return of capital. This information is reported to stockholders on Form 1099-DIV and is available on our Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com). For book purposes, the source of distributions to common stockholders for the year ended 2012 was 100 percent return of capital. We currently estimate that 90 to 100 percent of 2013 distributions will be characterized as return of capital for tax purposes, with the remaining percentage, if any, characterized as qualified dividend income. A final determination of the characterization will be made in January 2014.

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As of November 30, 2012, we had approximately \$138 million in net operating losses. To the extent we have taxable income in the future that is not offset by net operating losses, we will owe federal and state income taxes. Tax payments can be funded from investment earnings, fund assets or borrowings.

The unrealized gain or loss we have in the portfolio is reflected in the Statement of Assets and Liabilities. At May 31, 2013, our investments are valued at approximately \$1.851 billion, with an adjusted cost of \$1.313 billion. The \$538 million difference reflects unrealized gain that would be realized for financial statement purposes if those investments were sold at those values. The Statement of Assets and Liabilities also reflects either a net deferred tax liability or net deferred tax asset depending primarily upon unrealized gains (losses) on investments, realized gains (losses) on investments, capital loss carryforwards and net operating losses. At May 31, 2013, the balance sheet reflects a net deferred tax liability of approximately \$212.0 million or \$4.52 per share. Accordingly, our net asset value per share represents the amount which would be available for distribution to stockholders after payment of taxes. Details of our taxes are disclosed in Note 5 in our Notes to Financial Statements.

6 Tortoise MLP Fund, Inc.

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**Schedule of Investments**

May 31, 2013  
(Unaudited)

	Shares	Fair Value
<b>Master Limited Partnerships and Related Companies 145.6%</b>		
<b>Natural Gas/Natural Gas Liquids Pipelines 86.0%</b>		
<b>United States 86.0%</b>		
Boardwalk Pipeline Partners, LP	3,523,800	\$ 104,304,480
El Paso Pipeline Partners, L.P.	3,591,200	147,562,408
Energy Transfer Partners, L.P.	2,893,600	140,657,896
Enterprise Products Partners L.P.	2,156,400	128,068,596
EQT Midstream Partners, L.P.	434,900	21,249,214
Inergy Midstream, L.P.	812,700	18,277,623
Inergy Midstream, L.P. <sup>(2)</sup>	321,429	7,206,438
Kinder Morgan Energy Partners, L.P.	665,696	55,519,046
Kinder Morgan Management, LLC <sup>(3)</sup>	926,557	75,254,935
ONEOK Partners, L.P.	1,112,900	57,603,704
Regency Energy Partners LP	4,520,433	115,903,902
Spectra Energy Partners, LP	2,915,600	103,824,516
TC PipeLines, LP	470,364	20,493,760
Williams Partners L.P.	1,940,900	96,831,501
		1,092,758,019
<b>Natural Gas Gathering/Processing 27.8%</b>		
<b>United States 27.8%</b>		
Access Midstream Partners, L.P.	1,391,000	59,840,820
Crestwood Midstream Partners LP	1,266,035	31,334,366
DCP Midstream Partners, LP	1,283,459	61,349,340
MarkWest Energy Partners, L.P.	924,600	60,875,664
Summit Midstream Partners, LP	330,500	10,301,685
Targa Resources Partners LP	1,224,600	56,956,146
Western Gas Equity Partners, LP	297,091	11,117,145
Western Gas Partners LP	1,036,430	60,973,177
		352,748,343
<b>Crude/Refined Products Pipelines 31.8%</b>		
<b>United States 31.8%</b>		
Buckeye Partners, L.P.	1,111,600	73,521,224
Enbridge Energy Partners, L.P.	1,438,700	42,456,037
Holly Energy Partners, L.P.	1,144,672	41,162,405
Magellan Midstream Partners, L.P.	938,300	48,782,217
MPLX LP	496,382	18,430,664
NuStar Energy L.P.	809,100	37,695,969
Plains All American Pipeline, L.P.	1,595,200	89,618,336
Rose Rock Midstream Partners, L.P.	137,031	5,064,666
Sunoco Logistics Partners L.P.	579,000	35,052,660
Tesoro Logistics LP	196,500	12,190,860
		403,975,038
Total Master Limited Partnerships and Related Companies (Cost \$1,312,087,075)		1,849,481,400
<b>Short-Term Investment 0.1%</b>		
<b>United States Investment Company 0.1%</b>		
Fidelity Institutional Money Market Portfolio		



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Class I, 0.08% <sup>(4)</sup> (Cost \$1,251,438)	1,251,438	1,251,438
<b>Total Investments 145.7%</b> (Cost \$1,313,338,513)		1,850,732,838
<b>Other Assets and Liabilities (18.5%)</b>		(235,468,756)
<b>Long-Term Debt Obligations (20.1%)</b>		(255,000,000)
<b>Mandatory Redeemable Preferred Stock at Liquidation Value (7.1%)</b>		(90,000,000)
<b>Total Net Assets Applicable to Common Stockholders 100.0%</b>	\$	1,270,264,082

(1) Calculated as a percentage of net assets applicable to common stockholders.

(2) Restricted securities have been fair valued in accordance with procedures approved by the Board of Directors and have a total fair value of \$7,206,438, which represents 0.6% of net assets. See Note 7 to the financial statements for further disclosure.

(3) Security distributions are paid-in-kind.

(4) Rate indicated is the current yield as of May 31, 2013.

See accompanying Notes to Financial Statements.

**Statement of Assets & Liabilities**

May 31, 2013

*(Unaudited)*

<b>Assets</b>	
Investments at fair value (cost \$1,313,338,513)	\$ 1,850,732,838
Receivable for Adviser fee waiver	479,984
Receivable for investments sold	435,625
Prepaid expenses and other assets	1,840,961
<b>Total assets</b>	<b>1,853,489,408</b>
<b>Liabilities</b>	
Payable to Adviser	3,000,556
Payable for investments purchased	761,852
Distribution payable to common stockholders	19,548,615
Accrued expenses and other liabilities	2,913,026
Deferred tax liability	212,001,277
Long-term debt obligations	255,000,000
Mandatory redeemable preferred stock (\$25.00 liquidation value per share; 3,600,000 shares outstanding)	90,000,000
<b>Total liabilities</b>	<b>583,225,326</b>
<b>Net assets applicable to common stockholders</b>	<b>\$ 1,270,264,082</b>
<b>Net Assets Applicable to Common Stockholders Consist of:</b>	
Capital stock, \$0.001 par value; 46,860,898 shares issued and outstanding (100,000,000 shares authorized)	\$ 46,861
Additional paid-in capital	912,479,783
Accumulated net investment loss, net of income taxes	(47,604,208)
Undistributed realized gain, net of income taxes	64,386,334
Net unrealized appreciation of investments, net of income taxes	340,955,312
<b>Net assets applicable to common stockholders</b>	<b>\$ 1,270,264,082</b>
<b>Net Asset Value per common share outstanding</b> (net assets applicable to common stock, divided by common shares outstanding)	<b>\$ 27.11</b>

**Statement of Operations**

Period from December 1, 2012 through May 31, 2013

*(Unaudited)*

<b>Investment Income</b>	
Distributions from master limited partnerships	\$ 50,897,588
Less return of capital on distributions	(53,461,548)
Net distributions from master limited partnerships	(2,563,960)
Dividends from money market mutual funds	188
<b>Total Investment Loss</b>	<b>(2,563,772)</b>
<b>Operating Expenses</b>	
Advisory fees	8,409,611
Administrator fees	231,196
Professional fees	94,325
Stockholder communication expenses	84,185
Directors fees	66,966
Fund accounting fees	42,921
Custodian fees and expenses	37,975
Registration fees	22,209
Franchise fees	10,097
Stock transfer agent fees	6,015
Other operating expenses	55,335

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<b>Total Operating Expenses</b>	9,060,835
<b>Leverage Expenses</b>	
Interest expense	4,780,614
Distributions to mandatory redeemable preferred stockholders	1,868,501
Amortization of debt issuance costs	191,721
Other leverage expenses	45,527
<b>Total Leverage Expenses</b>	6,886,363
<b>Total Expenses</b>	15,947,198
Less fees waived by Adviser	(1,420,872)
<b>Net Expenses</b>	14,526,326
<b>Net Investment Loss, before Income Taxes</b>	(17,090,098)
Deferred tax benefit	5,527,536
<b>Net Investment Loss</b>	(11,562,562)
<b>Realized and Unrealized Gain on Investments</b>	
Net realized gain on investments, before income taxes	38,332,651
Deferred tax expense	(13,999,687)
Net realized gain on investments	24,332,964
Net unrealized appreciation of investments, before income taxes	232,331,216
Deferred tax expense	(84,851,012)
Net unrealized appreciation of investments	147,480,204
<b>Net Realized and Unrealized Gain on Investments</b>	171,813,168
<b>Net Increase in Net Assets Applicable to Common Stockholders Resulting from Operations</b>	\$ 160,250,606

*See accompanying Notes to Financial Statements.*

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**Statement of Changes in Net Assets**

	Period from December 1, 2012 through May 31, 2013 <i>(Unaudited)</i>	Year Ended November 30, 2012
<b>Operations</b>		
Net investment loss	\$ (11,562,562)	\$ (18,486,108)
Net realized gain on investments	24,332,964	21,014,658
Net unrealized appreciation of investments	147,480,204	71,603,995
Net increase in net assets applicable to common stockholders resulting from operations	160,250,606	74,132,545
<b>Distributions to Common Stockholders</b>		
Return of capital	(38,952,937)	(76,403,671)
<b>Capital Stock Transactions</b>		
Proceeds from shelf offerings of 223,888 and 234,045 common shares, respectively	6,364,992	6,095,538
Underwriting discounts and offering expenses associated with the issuance of common stock	(69,126)	(128,623)
Issuance of 77,177 and 376,005 common shares from reinvestment of distributions to stockholders, respectively	2,035,157	9,348,018
Net increase in net assets applicable to common stockholders from capital stock transactions	8,331,023	15,314,933
Total increase in net assets applicable to common stockholders	129,628,692	13,043,807
<b>Net Assets</b>		
Beginning of period	1,140,635,390	1,127,591,583
End of period	\$ 1,270,264,082	\$ 1,140,635,390
Accumulated net investment loss, net of income taxes, end of period	\$ (47,604,208)	\$ (36,041,646)

*See accompanying Notes to Financial Statements.*

**Statement of Cash Flows**

Period from December 1, 2012 through May 31, 2013

*(Unaudited)*

<b>Cash Flows From Operating Activities</b>	
Distributions received from master limited partnerships	\$ 50,897,588
Dividend income received	126
Purchases of long-term investments	(145,723,789)
Proceeds from sales of long-term investments	144,968,108
Purchases of short-term investments, net	(1,177,115)
Interest expense paid	(4,801,910)
Distributions to mandatory redeemable preferred stockholders	(1,868,500)
Operating expenses paid	(7,309,282)
Net cash provided by operating activities	34,985,226
<b>Cash Flows From Financing Activities</b>	
Advances from revolving line of credit	90,600,000
Repayments on revolving line of credit	(114,500,000)
Issuance of common stock	6,364,992
Common stock issuance costs	(81,040)
Distributions paid to common stockholders	(17,369,178)
Net cash used in financing activities	(34,985,226)
Net change in cash	
Cash beginning of period	
Cash end of period	\$
<b>Reconciliation of net increase in net assets applicable to common stockholders resulting from operations to net cash provided by operating activities</b>	
Net increase in net assets applicable to common stockholders resulting from operations	\$ 160,250,606
Adjustments to reconcile net increase in net assets applicable to common stockholders resulting from operations to net cash provided by operating activities:	
Purchases of long-term investments	(146,485,641)
Proceeds from sales of long-term investments	145,403,733
Purchases of short-term investments, net	(1,177,115)
Return of capital on distributions received	53,461,548
Deferred tax expense	93,323,163
Net unrealized appreciation of investments	(232,331,216)
Net realized gain on investments	(38,332,651)
Amortization of debt issuance costs	191,721
Changes in operating assets and liabilities:	
Increase in receivable for investments sold	(435,625)
Increase in prepaid expenses and other assets	(43,895)
Increase in payable for investments purchased	761,852
Increase in payable to Adviser, net of fee waiver	477,017
Decrease in accrued expenses and other liabilities	(78,271)
Total adjustments	(125,265,380)
Net cash provided by operating activities	\$ 34,985,226
<b>Non-Cash Financing Activities</b>	
Reinvestment of distributions by common stockholders in additional common shares	\$ 2,035,157

See accompanying Notes to Financial Statements.



## Financial Highlights

	Period from December 1, 2012 through May 31, 2013 (Unaudited)	Year Ended November 30, 2012	Year Ended November 30, 2011	Period from July 30, 2010 <sup>(1)</sup> through November 30, 2010
<b>Per Common Share Data<sup>(2)</sup></b>				
Net Asset Value, beginning of period	\$ 24.50	\$ 24.54	\$ 24.91	\$ 25.00
Public offering price				
Income (Loss) from Investment Operations				
Net investment loss <sup>(3)</sup>	(0.25)	(0.40)	(0.34)	(0.04)
Net realized and unrealized gain on investments <sup>(3)</sup>	3.69	2.02	1.61	1.49
Total income from investment operations	3.44	1.62	1.27	1.45
Distributions to Common Stockholders				
Return of capital	(0.83)	(1.66)	(1.64)	(0.36)
Capital stock transactions				
Underwriting discounts and offering costs on issuance of common stock <sup>(4)</sup>				(1.18)
Premiums less underwriting discounts and offering costs on issuance of common stock <sup>(5)</sup>	0.00	0.00		
Total capital stock transactions	0.00	0.00		(1.18)
Net Asset Value, end of period	\$ 27.11	\$ 24.50	\$ 24.54	\$ 24.91
Per common share market value, end of period	\$ 28.35	\$ 24.91	\$ 24.84	\$ 24.14
Total Investment Return Based on Market Value <sup>(6)</sup>	17.39%	7.14%	9.88%	(2.02)%

## Supplemental Data and Ratios

Net assets applicable to common stockholders, end of period (000 s)	\$1,270,264	\$1,140,635	\$1,127,592	\$1,131,120
Average net assets (000 s)	\$1,235,291	\$1,157,421	\$1,140,951	\$1,087,459
Ratio of Expenses to Average Net Assets <sup>(7)</sup>				
Advisory fees	1.36%	1.34%	1.30%	1.07%
Other operating expenses	0.11	0.10	0.13	0.12
Fee waiver	(0.23)	(0.28)	(0.32)	(0.28)
Subtotal	1.24	1.16	1.11	0.91
Leverage expenses	1.12	1.20	1.22	0.48
Income tax expense <sup>(8)</sup>	15.15	3.86	3.11	10.44
Total expenses	17.51%	6.22%	5.44%	11.83%

See accompanying Notes to Financial Statements.

**Financial Highlights***(Continued)*

	Period from December 1, 2012 through May 31, 2013 <i>(Unaudited)</i>	Year Ended November 30, 2012	Year Ended November 30, 2011	Period from July 30, 2010 <sup>(1)</sup> through November 30, 2010
Ratio of net investment loss to average net assets before fee waiver <sup>(7)</sup>	(2.11)%	(1.88)%	(1.69)%	(0.79)%
Ratio of net investment loss to average net assets after fee waiver <sup>(7)</sup>	(1.88)%	(1.60)%	(1.37)%	(0.51)%
Portfolio turnover rate	8.20%	15.14%	19.57%	1.24%
Short-term borrowings, end of period (000 s)		\$ 23,900	\$ 10,100	\$ 30,700
Long-term debt obligations, end of period (000 s)	\$ 255,000	\$ 255,000	\$ 255,000	\$ 230,000
Preferred stock, end of period (000 s)	\$ 90,000	\$ 90,000	\$ 90,000	\$ 90,000
Per common share amount of long-term debt obligations outstanding, end of period	\$ 5.44	\$ 5.48	\$ 5.55	\$ 5.07
Per common share amount of net assets, excluding long-term debt obligations, end of period	\$ 32.55	\$ 29.98	\$ 30.09	\$ 29.98
Asset coverage, per \$1,000 of principal amount of long-term debt obligations and short-term borrowings <sup>(9)</sup>	\$ 6,334	\$ 5,412	\$ 5,593	\$ 5,684
Asset coverage ratio of long-term debt obligations and short-term borrowings <sup>(9)</sup>	633%	541%	559%	568%
Asset coverage, per \$25 liquidation value per share of mandatory redeemable preferred stock <sup>(10)</sup>	\$ 117	\$ 102	\$ 104	\$ 106
Asset coverage ratio of preferred stock <sup>(10)</sup>	468%	409%	418%	423%

(1) Commencement of Operations.

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

(3) The per common share data for the year ended November 30, 2012 and 2011 and the period from July 30, 2010 through November 30, 2010 do not reflect the change in estimate of investment income and return of capital. See Note 2C to the financial statements for further disclosure.

(4) Represents the dilution per common share from underwriting and other offering costs for the period from July 30, 2010 through November 30, 2010.

(5) Represents the premiums on the shelf offerings of less than \$0.01 per share, less the underwriter discount and offering costs of less than \$0.01 per share for the period from December 1, 2012 through May 31, 2013 and for the year ended November 30, 2012. Amount is less than \$0.01 for the period from December 1, 2012 through May 31, 2013 and the year ended November 30, 2012.

(6) Not annualized for periods less than one full year. Total investment return is calculated assuming a purchase of common stock at the beginning of the period (or initial public offering price) and a sale at the closing price on the last day of the period reported (excluding brokerage commissions). This calculation also assumes reinvestment of distributions at actual prices pursuant to the company's dividend reinvestment plan.

(7) Annualized for periods less than one full year.

(8) For the period from December 1, 2012 through May 31, 2013, the Company accrued \$93,323,163 for net deferred income tax expense. For the year ended November 30, 2012, the Company accrued \$44,677,351 for net deferred income tax expense. For the year ended November 30, 2011, the Company accrued \$20,589 for current income tax benefit and \$35,466,770 for net deferred income tax expense. For the period from July 30, 2010 to November 30, 2010, the Company accrued \$50,000 for current income tax expense and \$38,533,993 for net deferred income tax expense.

(9) Represents value of total assets less all liabilities and indebtedness not represented by long-term debt obligations, short-term borrowings and preferred stock at the end of the period divided by long-term debt obligations and short-term borrowings outstanding at the end of the period.

(10) Represents value of total assets less all liabilities and indebtedness not represented by long-term debt obligations, short-term borrowings and preferred stock at the end of the period divided by the sum of long-term debt obligations, short-term borrowings and preferred stock outstanding at the end of the period.

See accompanying Notes to Financial Statements.





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## Notes to Financial Statements *(Unaudited)*

May 31, 2013

### 1. Organization

Tortoise MLP Fund, Inc. (the Company) was organized as a Maryland corporation on April 23, 2010, and is a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Company's investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. The Company seeks to provide its stockholders with an efficient vehicle to invest in the energy infrastructure sector, with an emphasis on natural gas infrastructure. The Company commenced operations on July 30, 2010. The Company's stock is listed on the New York Stock Exchange under the symbol NTG.

### 2. Significant Accounting Policies

#### A. Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, recognition of distribution income and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

#### B. Investment Valuation

The Company primarily owns securities that are listed on a securities exchange or over-the-counter market. The Company values those securities at their last sale price on that exchange or over-the-counter market on the valuation date. If the security is listed on more than one exchange, the Company uses the price from the exchange that it considers to be the principal exchange on which the security is traded. Securities listed on the NASDAQ will be valued at the NASDAQ Official Closing Price, which may not necessarily represent the last sale price. If there has been no sale on such exchange or over-the-counter market on such day, the security will be valued at the mean between the last bid price and last ask price on such day.

The Company may invest up to 50 percent of its total assets in restricted securities. Restricted securities are subject to statutory or contractual restrictions on their public resale, which may make it more difficult to obtain a valuation and may limit the Company's ability to dispose of them. Investments in restricted securities and other securities for which market quotations are not readily available will be valued in good faith by using fair value procedures approved by the Board of Directors. Such fair value procedures consider factors such as discounts to publicly traded issues, time until conversion date, securities with similar yields, quality, type of issue, coupon, duration and rating. If events occur that affect the value of the Company's portfolio securities before the net asset value has been calculated (a significant event), the portfolio securities so affected will generally be priced using fair value procedures.

An equity security of a publicly traded company acquired in a direct placement transaction may be subject to restrictions on resale that can affect the security's liquidity and fair value. Such securities that are convertible or otherwise will become freely tradable will be valued based on the market value of the freely tradable security less an applicable discount. Generally, the discount will initially be equal to the discount at which the Company purchased the securities. To the extent that such securities are convertible or otherwise become freely tradable within a time frame that may be reasonably determined, an amortization schedule may be used to determine the discount.

The Company generally values debt securities at prices based on market quotations for such securities, except those securities purchased with 60 days or less to maturity are valued on the basis of amortized cost, which approximates market value.

#### C. Security Transactions and Investment Income

Security transactions are accounted for on the date the securities are purchased or sold (trade date). Realized gains and losses are reported on an identified cost basis. Interest income is recognized on the accrual basis, including amortization of premiums and accretion of discounts. Dividend and distribution income is recorded on the ex-dividend date. Distributions received from the Company's investments in master limited partnerships (MLPs) generally are comprised of ordinary income and return of capital from the MLPs. The Company allocates distributions between investment income and return of capital based on estimates made at the

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time such distributions are received. Such estimates are based on information provided by each MLP and other industry sources. These estimates may subsequently be revised based on actual allocations received from MLPs after their tax reporting periods are concluded, as the actual character of these distributions is not known until after the fiscal year end of the Company.

For the period from December 1, 2011 through November 30, 2012, the Company estimated the allocation of investment income and return of capital for the distributions received from MLPs within the Statement of Operations. For this period, the Company had estimated approximately 6 percent of total distributions as investment income and approximately 94 percent as return of capital.

Subsequent to November 30, 2012, the Company reallocated the amount of investment income and return of capital it recognized for the period from December 1, 2011 through November 30, 2012 based on the 2012 tax reporting information received from the individual MLPs. This reclassification amounted to a decrease in pre-tax net investment income of approximately \$5,432,000 or \$0.116 per share (\$3,438,000 or \$0.073 per share, net of deferred tax benefit), an increase in unrealized appreciation of investments of approximately \$4,964,000 or \$0.106 per share (\$3,142,000 or \$0.067 per share, net of deferred tax expense), and an increase in realized gains of

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**Notes to Financial Statements** *(Unaudited)*

*(Continued)*

approximately \$468,000 or \$0.010 per share (\$296,000 or \$0.006 per share, net of deferred tax expense) for the period from December 1, 2012 through May 31, 2013.

Subsequent to the period ended February 28, 2013, the Company reallocated the amount of investment income and return of capital it recognized in the current fiscal year based on its revised 2013 estimates, after considering the final allocations for 2012. This reclassification amounted to a decrease in pre-tax net investment income of approximately \$277,000 or \$0.006 per share (\$176,000 or \$0.004 per share, net of deferred tax benefit), an increase in unrealized appreciation of investments of approximately \$28,000 or \$0.001 per share (\$18,000 or \$0.001 per share, net of deferred tax expense), and an increase in realized gains of approximately \$249,000 or \$0.005 per share (\$158,000 or \$0.003 per share, net of deferred tax expense).

**D. Distributions to Stockholders**

Distributions to common stockholders are recorded on the ex-dividend date. The Company may not declare or pay distributions to its common stockholders if it does not meet asset coverage ratios required under the 1940 Act or the rating agency guidelines for its debt and preferred stock following such distribution. The character of distributions to common stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. For book purposes, the source of the Company's distributions to common stockholders for the year ended November 30, 2012 and the period ended May 31, 2013 was 100 percent return of capital. For tax purposes, the Company's distributions to common stockholders for the year ended November 30, 2012 were 100 percent return of capital. The tax character of distributions paid to common stockholders in the current year will be determined subsequent to November 30, 2013.

Distributions to mandatory redeemable preferred ( MRP ) stockholders are accrued daily and paid quarterly based on fixed annual rates. The Company may not declare or pay distributions to its preferred stockholders if it does not meet a 200 percent asset coverage ratio for its debt or the rating agency basic maintenance amount for the debt following such distribution. The character of distributions to MRP stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. For book purposes, the source of the Company's distributions to MRP stockholders for the year ended November 30, 2012 and the period ended May 31, 2013 was 100 percent return of capital. For tax purposes, the Company's distributions to MRP stockholders for the year ended November 30, 2012 were 100 percent return of capital. The tax character of distributions paid to MRP stockholders in the current year will be determined subsequent to November 30, 2013.

**E. Federal Income Taxation**

The Company, as a corporation, is obligated to pay federal and state income tax on its taxable income. Currently, the highest regular marginal federal income tax rate for a corporation is 35 percent. The Company may be subject to a 20 percent federal alternative minimum tax ( AMT ) on its federal alternative minimum taxable income to the extent that its AMT exceeds its regular federal income tax.

The Company invests its assets primarily in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Company reports its allocable share of the MLP's taxable income in computing its own taxable income. The Company's tax expense or benefit is included in the Statement of Operations based on the component of income or gains (losses) to which such expense or benefit relates. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

**F. Offering and Debt Issuance Costs**

Offering costs related to the issuance of common stock are charged to additional paid-in capital when the stock is issued. Debt issuance costs related to long-term debt obligations and MRP Stock are capitalized and amortized over the period the debt and MRP Stock is outstanding.

**G. Derivative Financial Instruments**

The Company may use derivative financial instruments (principally interest rate swap contracts) in an attempt to manage interest rate risk. The Company has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. The Company does not hold or issue derivative financial instruments for speculative purposes. All derivative financial instruments are recorded at fair value with changes in fair value during the reporting period, and amounts accrued under the agreements, included as unrealized gains or losses in the accompanying Statement of Operations. Cash settlements under the terms of the derivative instruments and the termination of such contracts are recorded as realized gains or losses in the accompanying Statement of Operations. The Company did not hold any derivative financial instruments during the period ended May 31, 2013.

#### **H. Indemnifications**

Under the Company's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Company. In addition, in the normal course of business, the Company may enter into contracts that provide general indemnification to other parties. The Company's maximum exposure under these arrangements

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## Notes to Financial Statements *(Unaudited)*

*(Continued)*

is unknown, as this would involve future claims that may be made against the Company that have not yet occurred, and may not occur. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

### I. Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board issued ASU 2011-11 Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities. ASU 2011-11 requires new disclosures for recognized financial instruments and derivative instruments that are either offset on the balance sheet in accordance with the offsetting guidance in ASC 210-20-45 or ASC 815-10-45 or are subject to an enforceable master netting arrangement or similar arrangement. ASU 2011-11 is effective for periods beginning on or after January 1, 2013 and must be applied retrospectively. Management is currently evaluating the impact of these amendments on the financial statements.

In January 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-01 Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities (ASU 2013-01) which amended Accounting Standards Codification Subtopic 210-20, Balance Sheet Offsetting. ASU 2013-01 clarified the scope of ASU No. 2011-11 Disclosures about Offsetting Assets and Liabilities (ASU 2011-11). ASU 2013-01 clarifies the scope of ASU 2011-11 as applying to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are offset either in accordance with other requirements of U.S. GAAP or subject to an enforceable master netting arrangement or similar agreement. The guidance in ASU 2013-01 and ASU 2011-11 is effective for interim and annual periods beginning on or after January 1, 2013. Adoption of ASU 2011-11 will have no effect on the Company's net assets. Management is currently evaluating any impact ASU 2013-01 and ASU 2011-11 may have on the Company's financial statements.

### 3. Concentration of Risk

Under normal circumstances, the Company intends to invest at least 80 percent of its total assets in equity securities of MLPs in the energy infrastructure sector and to invest at least 70 percent of its total assets in equity securities of natural gas infrastructure MLPs. The Company will not invest more than 10 percent of its total assets in any single issuer as of the time of purchase. The Company may invest up to 50 percent of its total assets in restricted securities. The Company will not invest in privately held companies. In determining application of these policies, the term total assets includes assets obtained through leverage. Companies that primarily invest in a particular sector may experience greater volatility than companies investing in a broad range of industry sectors. The Company may, for defensive purposes, temporarily invest all or a significant portion of its assets in investment grade securities, short-term debt securities and cash or cash equivalents. To the extent the Company uses this strategy, it may not achieve its investment objective.

### 4. Agreements

The Company has entered into an Investment Advisory Agreement with Tortoise Capital Advisors, L.L.C. (the Adviser). Under the terms of the agreement, the Company pays the Adviser a fee equal to an annual rate of 0.95 percent of the Company's average monthly total assets (including any assets attributable to leverage) minus accrued liabilities (other than debt entered into for purposes of leverage and the aggregate liquidation preference of outstanding preferred stock) (Managed Assets), in exchange for the investment advisory services provided. The Adviser waived an amount equal to 0.20 percent of average monthly Managed Assets for the period from July 28, 2011 through December 31, 2012, and has agreed to waive an amount equal to 0.15 percent of average monthly Managed Assets for the period from January 1, 2013 through December 31, 2013, 0.10 percent of average monthly Managed Assets for the period from January 1, 2014 through December 31, 2014, and 0.05 percent of average monthly Managed Assets for the period from January 1, 2015 through December 31, 2015. In addition, the Adviser has contractually agreed to waive all fees due under the Investment Advisory Agreement related to the net proceeds received from the issuance of additional common stock under the at-the-market equity program for a six month period following the date of issuance.

U.S. Bancorp Fund Services, LLC serves as the Company's administrator. The Company pays the administrator a monthly fee computed at an annual rate of 0.04 percent of the first \$1,000,000,000 of the Company's Managed Assets, 0.01 percent on the next \$500,000,000 of Managed Assets and 0.005 percent on the balance of the Company's Managed Assets.

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Computershare Trust Company, N.A. serves as the Company's transfer agent and registrar and Computershare Inc. serves as the Company's dividend paying agent and agent for the automatic dividend reinvestment plan.

U.S. Bank, N.A. serves as the Company's custodian. The Company pays the custodian a monthly fee computed at an annual rate of 0.004 percent of the Company's portfolio assets, plus portfolio transaction fees.

### 5. Income Taxes

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting and tax purposes. Components of the Company's deferred tax assets and liabilities as of May 31, 2013, are as follows:

Deferred tax assets:	
Net operating loss carryforwards	\$ 79,083,789
Deferred tax liabilities:	
Basis reduction of investment in MLPs	93,807,609
Net unrealized gains on investment securities	197,277,457
	291,085,066
Total net deferred tax liability	\$212,001,277

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**Notes to Financial Statements** *(Unaudited)**(Continued)*

At May 31, 2013, a valuation allowance on deferred tax assets was not deemed necessary because the Company believes it is more likely than not that there is an ability to realize its deferred tax assets through future taxable income. Any adjustments to the Company's estimates of future taxable income will be made in the period such determination is made. The Company recognizes the tax benefits of uncertain tax positions only when the position is more likely than not to be sustained upon examination by the tax authorities based on the technical merits of the tax position. The Company's policy is to record interest and penalties on uncertain tax positions as part of tax expense. As of May 31, 2013, the Company had no uncertain tax positions and no penalties and interest were accrued. All tax years since inception remain open to examination by federal and state tax authorities.

Total income tax expense differs from the amount computed by applying the federal statutory income tax rate of 35 percent to net investment loss and net realized and unrealized gains on investments for the period ended May 31, 2013, as follows:

Application of statutory income tax rate	\$88,750,819
State income taxes, net of federal tax benefit	4,336,110
Nondeductible payments on preferred stock	717,721
Dividends received deduction	(481,487)
Total income tax expense	\$93,323,163

Total income taxes are computed by applying the federal statutory rate plus a blended state income tax rate.

For the period from December 1, 2012 through May 31, 2013, the components of income tax expense include deferred federal and state income tax expense (net of federal tax benefit) of \$88,976,048 and \$4,347,115, respectively.

As of November 30, 2012, the Company had a net operating loss for federal income tax purposes of approximately \$138,231,000. The net operating loss may be carried forward for 20 years. If not utilized, this net operating loss will expire as follows: \$3,343,000, \$30,299,000 and \$104,589,000 in the years ending November 30, 2030, 2031 and 2032, respectively. The amount of deferred tax asset for net operating losses at May 31, 2013 includes amounts for the period from December 1, 2012 through May 31, 2013.

As of May 31, 2013, the aggregate cost of securities for federal income tax purposes was \$1,057,801,579. The aggregate gross unrealized appreciation for all securities in which there was an excess of fair value over tax cost was \$792,931,259, the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over fair value was \$0 and the net unrealized appreciation was \$792,931,259.

**6. Fair Value of Financial Instruments**

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

- Level 1 quoted prices in active markets for identical investments
- Level 2 other significant observable inputs (including quoted prices for similar investments, market corroborated inputs, etc.)
- Level 3 significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

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

The following table provides the fair value measurements of applicable Company assets by level within the fair value hierarchy as of May 31, 2013. These assets are measured on a recurring basis.

Description	Fair Value at May 31, 2013	Level 1	Level 2
-------------	-------------------------------	---------	---------



<b>Assets</b>				
Equity Securities:				
Master Limited Partnerships and Related Companies <sup>(a)</sup>	\$ 1,849,481,400	\$ 1,842,274,962	\$ 7,206,438	\$
Other Securities:				
Short-Term Investment <sup>(b)</sup>	1,251,438	1,251,438		
<b>Total Assets</b>	<b>\$ 1,850,732,838</b>	<b>\$ 1,843,526,400</b>	<b>\$ 7,206,438</b>	<b>\$</b>

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

(b) Short-term investment is a sweep investment for cash balances in the Company at May 31, 2013.

The Company did not hold any Level 3 securities during the period from December 1, 2012 through May 31, 2013.

### Valuation Techniques

In general, and where applicable, the Company uses readily available market quotations based upon the last updated sales price from the principal market to determine fair value. This pricing methodology applies to the Company's Level 1 investments.

An equity security of a publicly traded company acquired in a private placement transaction without registration under the Securities Act of 1933, as amended (the "1933 Act"), is subject to restrictions on resale that can affect the security's fair value. If such a security is convertible into publicly-traded common shares, the security generally will be valued at the common share market price adjusted by a percentage discount due to the restrictions and categorized as Level 2 in the fair value hierarchy. If the security has characteristics that are dissimilar to the class of security that trades on the open market, the security will generally be valued and categorized as Level 3 in the fair value hierarchy.

The Company utilizes the beginning of reporting period method for determining transfers between levels. There were no transfers between levels for the period from December 1, 2012 through May 31, 2013.

**Notes to Financial Statements** (Unaudited)

(Continued)

**7. Restricted Security**

Certain of the Company's investments are restricted and are valued as determined in accordance with procedures established by the Board of Directors, as more fully described in Note 2. The table below shows the number of units held, acquisition date, acquisition cost, fair value, fair value per share and percent of net assets which the security comprises at May 31, 2013.

Investment Security	Number of Shares	Acquisition Date	Acquisition Cost	Fair Value	Fair Value Per Share	Fair Value as Percent of Net Assets
Inergy Midstream, L.P. Unregistered Common Units	321,429	12/7/12	\$6,750,009	\$7,206,438	\$22.42	0.6%

The carrying value per unit of unrestricted common units of Inergy Midstream, L.P. was \$23.10 on November 3, 2012, the date of the purchase agreement and the date an enforceable right to acquire the restricted Inergy Midstream, L.P. units was obtained by the Company.

**8. Investment Transactions**

For the period from December 1, 2012 through May 31, 2013, the Company purchased (at cost) and sold securities (proceeds received) in the amount of \$146,485,641 and \$145,403,733 (excluding short-term debt securities), respectively.

**9. Long-Term Debt Obligations**

The Company has \$255,000,000 aggregate principal amount of private senior notes, Series A, Series B, Series C, Series D, Series E, Series F, and Series G (collectively, the Notes), outstanding. The Notes are unsecured obligations of the Company and, upon liquidation, dissolution or winding up of the Company, will rank: (1) senior to all of the Company's outstanding preferred shares; (2) senior to all of the Company's outstanding common stock; (3) on parity with any unsecured creditors of the Company and any unsecured senior securities representing indebtedness of the Company and (4) junior to any secured creditors of the Company. Holders of the Notes are entitled to receive cash interest payments each quarter until maturity. The Series A, Series B, Series C, Series D, and Series G Notes accrue interest at fixed rates and the Series E and Series F Notes accrue interest at an annual rate that resets each quarter based on the 3-month LIBOR plus 1.70 and 1.35 percent, respectively. The Notes are not listed on any exchange or automated quotation system.

The Notes are redeemable in certain circumstances at the option of the Company. The Notes are also subject to a mandatory redemption if the Company fails to meet asset coverage ratios required under the 1940 Act or the rating agency guidelines if such failure is not waived or cured. At May 31, 2013, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its senior notes.

The estimated fair value of each series of fixed-rate Notes was calculated, for disclosure purposes, by discounting future cash flows by a rate equal to the current U.S. Treasury rate with an equivalent maturity date, plus either 1) the spread between the interest rate on recently issued debt and the U.S. Treasury rate with a similar maturity date or 2) if there has not been a recent debt issuance, the spread between the AAA corporate finance debt rate and the U.S. Treasury rate with an equivalent maturity date plus the spread between the fixed rates of the Notes and the AAA corporate finance debt rate. The estimated fair value of the Series E and Series F Notes approximates the carrying amount because the interest rates fluctuate with changes in interest rates available in the current market. The estimated fair values in the table below are Level 2 valuations within the fair value hierarchy. The following table shows the maturity date, interest rate, notional/carrying amount and estimated fair value for each series of Notes outstanding at May 31, 2013.

Series	Maturity Date	Interest Rate	Notional/Carrying Amount	Estimated Fair Value
Series A	December 15, 2013	2.48%	\$ 12,000,000	\$ 12,111,238
Series B	December 15, 2015	3.14%	24,000,000	24,809,817
Series C	December 15, 2017	3.73%	57,000,000	60,373,665
Series D	December 15, 2020	4.29%	112,000,000	120,771,076

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Series E	December 15, 2015	1.98% <sup>(1)</sup>	25,000,000	25,000,000
Series F	May 12, 2014	1.63% <sup>(2)</sup>	15,000,000	15,000,000
Series G	May 12, 2018	4.35%	10,000,000	10,815,318
			\$255,000,000	\$268,881,114

(1) Floating rate; rate effective for period from March 15, 2013 through June 15, 2013. The weighted-average rate for the period from December 1, 2012 through May 31, 2013 was 2.00 percent.

(2) Floating rate; rate effective for period from May 12, 2013 through August 12, 2013. The weighted-average rate for the period from December 1, 2012 through May 31, 2013 was 1.65 percent.

**10. Preferred Stock**

The Company has 10,000,000 shares of preferred stock authorized. Of that amount, the Company has 3,600,000 shares of private Mandatory Redeemable Preferred ( MRP ) Stock authorized and outstanding at May 31, 2013. The MRP Stock has a liquidation value of \$25.00 per share plus any accumulated but unpaid distributions, whether or not declared. Holders of the MRP Stock are entitled to receive cash interest payments each quarter at a fixed rate until maturity. The MRP Stock is not listed on any exchange or automated quotation system.

The MRP Stock has rights determined by the Board of Directors. Except as otherwise indicated in the Company's Charter or Bylaws, or as otherwise required by law, the holders of MRP Stock have voting rights equal to the holders of common stock (one vote per MRP share) and will vote together with the holders of shares of common stock as a single class except on matters affecting only the holders of preferred stock or the holders of common stock. The 1940 Act requires that the holders of any preferred stock (including MRP Stock), voting separately as a single class, have the right to elect at least two directors at all times.

**Notes to Financial Statements** (Unaudited)

(Continued)

The estimated fair value of each series of MRP Stock was calculated, for disclosure purposes, by discounting future cash flows by a rate equal to the current U.S. Treasury rate with an equivalent maturity date, plus either 1) the spread between the interest rate on recently issued preferred stock and the U.S. Treasury rate with a similar maturity date or 2) if there has not been a recent preferred stock issuance, the spread between the AA corporate finance debt rate and the U.S. Treasury rate with an equivalent maturity date plus the spread between the fixed rates of the MRP Stock and the AA corporate finance debt rate. The estimated fair values in the table below are Level 2 valuations within the fair value hierarchy. The following table shows the mandatory redemption date, fixed rate, aggregate liquidation preference, number of shares outstanding and estimated fair value of each series of MRP Stock outstanding as of May 31, 2013.

Series	Mandatory Redemption Date	Fixed Rate	Aggregate Liquidation Preference	Shares Outstanding	Estimated Fair Value
Series A	December 15, 2015	3.69%	\$25,000,000	1,000,000	\$25,711,988
Series B	December 15, 2017	4.33%	65,000,000	2,600,000	68,320,717
			\$90,000,000	3,600,000	\$94,032,705

The MRP Stock is redeemable in certain circumstances at the option of the Company. Under the Investment Company Act of 1940, the Company may not declare dividends or make other distributions on shares of common stock or purchases of such shares if, at the time of the declaration, distribution or purchase, asset coverage with respect to the outstanding MRP Stock would be less than 200 percent. The MRP Stock is also subject to a mandatory redemption if the Company fails to meet an asset coverage ratio of at least 225 percent as determined in accordance with the 1940 Act or a rating agency basic maintenance amount if such failure is not waived or cured. At May 31, 2013, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its MRP Stock.

**11. Credit Facility**

As of May 31, 2013, the Company had a \$60,000,000 unsecured, revolving credit facility that matures on June 17, 2013. Bank of America, N.A. serves as a lender and the lending syndicate agent on behalf of other lenders participating in the facility. Outstanding balances generally will accrue interest at a variable annual rate equal to one-month LIBOR plus 1.25 percent and unused portions of the credit facility will accrue a non-usage fee equal to an annual rate of 0.20 percent.

The average principal balance and interest rate for the period during which the credit facility was utilized during the period from December 1, 2012 through May 31, 2013 was approximately \$22,800,000 and 1.45 percent, respectively. There was no outstanding balance on the credit facility at May 31, 2013.

Under the terms of the credit facility, the Company must maintain asset coverage required under the 1940 Act. If the Company fails to maintain the required coverage, it may be required to repay a portion of an outstanding balance until the coverage requirement has been met. At May 31, 2013, the Company was in compliance with the terms of the credit facility.

**12. Common Stock**

The Company has 100,000,000 shares of capital stock authorized and 46,860,898 shares outstanding at May 31, 2013. Transactions in common stock for the period from December 1, 2012 through May 31, 2013, were as follows:

Shares at November 30, 2012	46,559,833
Shares sold through shelf offerings	223,888
Shares issued through reinvestment of distributions	77,177
Shares at May 31, 2013	46,860,898

**13. Subsequent Events**

On June 3, 2013, the Company paid a distribution in the amount of \$0.4175 per common share, for a total of \$19,548,601. Of this total, the dividend reinvestment amounted to \$1,937,958.

On June 17, 2013, the Company entered into an amendment to its credit facility that extends the credit facility through June 16, 2014. The terms of the amendment provide for an unsecured revolving credit facility of \$60,000,000. During the extension,

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outstanding balances generally will accrue interest at a variable annual rate equal to one-month LIBOR plus 1.125 percent and unused portions of the credit facility will accrue a non-usage fee equal to an annual rate of 0.15 percent.

The Company has performed an evaluation of subsequent events through the date the financial statements were issued and has determined that no additional items require recognition or disclosure.

**18** Tortoise MLP Fund, Inc.

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**Additional Information** *(Unaudited)*

**Stockholder Proxy Voting Results**

The annual meeting of stockholders was held on May 30, 2013. The matters considered at the meeting, together with the actual vote tabulations relating to such matters are as follows:

1. To elect two directors of the Company, to hold office for a term of three years and until their successors are duly elected and qualified.

	<b>No. of Shares</b>
John R. Graham	
Affirmative	39,350,346
Withheld	860,127
<b>TOTAL</b>	<b>40,210,473</b>

	<b>No. of Shares</b>
H. Kevin Birzer*	
Affirmative	3,000,000
Withheld	0
<b>TOTAL</b>	<b>3,000,000</b>

*\*Only preferred stockholders are entitled to vote on this director.*

Each of Conrad S. Ciccotello and Terry Matlack continued as a director with a term expiring on the date of the 2014 annual meeting of stockholders. Charles E. Heath continued as a director and his term expires on the date of the 2015 annual meeting of stockholders.

2. To approve a proposal to authorize flexibility to the Company to sell its common shares for less than net asset value, subject to certain conditions.

Vote of Common Stockholders of Record (7 Stockholders of Record as of Record Date)	<b>No. of Recordholders Voting</b>
Affirmative	6
Against	0
Abstain	0
Broker Non-votes	0
<b>TOTAL</b>	<b>6</b>

	<b>No. of Shares</b>
Vote of Stockholders	
Affirmative	14,149,351
Against	1,054,379
Abstain	274,263
Broker Non-votes	24,732,480
<b>TOTAL</b>	<b>40,210,473</b>

3. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending November 30, 2013.

	<b>No. of Shares</b>
Affirmative	39,612,597
Against	276,441
Abstain	321,435
<b>TOTAL</b>	<b>40,210,473</b>

Based upon votes required for approval, each of these matters passed.

**Director and Officer Compensation**

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The Company does not compensate any of its directors who are interested persons, as defined in Section 2(a)(19) of the 1940 Act, nor any of its officers. For the period ended May 31, 2013, the aggregate compensation paid by the Company to the independent directors was \$63,500. The Company did not pay any special compensation to any of its directors or officers.

### Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect the Company's actual results are the performance of the portfolio of investments held by it, the conditions in the U.S. and international financial, petroleum and other markets, the price at which shares of the Company will trade in the public markets and other factors discussed in filings with the SEC.

### Proxy Voting Policies

A description of the policies and procedures that the Company uses to determine how to vote proxies relating to portfolio securities owned by the Company and information regarding how the Company voted proxies relating to the portfolio of securities during the 12-month period ended June 30, 2012 are available to stockholders (i) without charge, upon request by calling the Company at (913) 981-1020 or toll-free at (866) 362-9331 and on the Company's Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com); and (ii) on the SEC's Web site at [www.sec.gov](http://www.sec.gov).

### Form N-Q

The Company files its complete schedule of portfolio holdings for the first and third quarters of each fiscal year with the SEC on Form N-Q. The Company's Form N-Q is available without charge upon request by calling the Company at (866) 362-9331 or by visiting the SEC's Web site at [www.sec.gov](http://www.sec.gov). In addition, you may review and copy the Company's Form N-Q at the SEC's Public Reference Room in Washington D.C. You may obtain information on the operation of the Public Reference Room by calling (800) SEC-0330. The Company's Form N-Qs are also available on the Company's Web site at [www.tortoiseadvisors.com](http://www.tortoiseadvisors.com).

**Additional Information** *(Unaudited)*

*(Continued)*

**Statement of Additional Information**

The Statement of Additional Information ( SAI ) includes additional information about the Company s directors and is available upon request without charge by calling the Company at (866) 362-9331 or by visiting the SEC s Web site at [www.sec.gov](http://www.sec.gov).

**Certifications**

The Company s Chief Executive Officer submitted to the New York Stock Exchange the annual CEO certification as required by Section 303A.12(a) of the NYSE Listed Company Manual.

The Company has filed with the SEC, as an exhibit to its most recently filed Form N-CSR, the certification of its Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act.

**Privacy Policy**

In order to conduct its business, the Company collects and maintains certain nonpublic personal information about its stockholders of record with respect to their transactions in shares of the Company s securities. This information includes the stockholder s address, tax identification or Social Security number, share balances, and distribution elections. We do not collect or maintain personal information about stockholders whose share balances of our securities are held in street name by a financial institution such as a bank or broker.

We do not disclose any nonpublic personal information about you, the Company s other stockholders or the Company s former stockholders to third parties unless necessary to process a transaction, service an account, or as otherwise permitted by law.

To protect your personal information internally, we restrict access to nonpublic personal information about the Company s stockholders to those employees who need to know that information to provide services to our stockholders. We also maintain certain other safeguards to protect your nonpublic personal information.



**Office of the Company  
and of the Investment Adviser**

Tortoise Capital Advisors, L.L.C.  
11550 Ash Street, Suite 300  
Leawood, Kan. 66211  
(913) 981-1020  
(913) 981-1021 (fax)  
www.tortoiseadvisors.com

**Managing Directors of  
Tortoise Capital Advisors, L.L.C.**

P. Bradley Adams  
H. Kevin Birzer  
Zachary A. Hamel  
Kenneth P. Malvey  
Terry Matlack  
David J. Schulte

**Board of Directors of  
Tortoise MLP Fund, Inc.**

**H. Kevin Birzer, Chairman**  
Tortoise Capital Advisors, L.L.C.

**Terry Matlack**  
Tortoise Capital Advisors, L.L.C.

**Conrad S. Ciccotello**  
Independent

**John R. Graham**  
Independent

**Charles E. Heath**  
Independent

**ADMINISTRATOR**

U.S. Bancorp Fund Services, LLC  
615 East Michigan St.  
Milwaukee, Wis. 53202

**CUSTODIAN**

U.S. Bank, N.A.  
1555 North Rivercenter Drive, Suite 302  
Milwaukee, Wis. 53212

**TRANSFER, DIVIDEND DISBURSING  
AND REINVESTMENT AGENT**

Computershare Trust Company, N.A. / Computershare Inc.  
P.O. Box 43078  
Providence, R.I. 02940-3078  
(800) 426-5523  
www.computershare.com

**LEGAL COUNSEL**

Husch Blackwell LLP  
4801 Main St.  
Kansas City, Mo. 64112

**INVESTOR RELATIONS**

(866) 362-9331  
info@tortoiseadvisors.com

**STOCK SYMBOL**

Listed NYSE Symbol: NTG

This report is for stockholder information. This is not a prospectus intended for use in the purchase or sale of fund shares. ***Past performance is no guarantee of future results and your investment may be worth more or less at the time you sell.***

**Tortoise Capital Advisors Closed-end Funds**

Pureplay MLP Funds				Broader Funds			
Name	Ticker	Focus	Total Assets <sup>(1)</sup> (\$ in millions)	Name	Ticker	Focus	Total Assets <sup>(1)</sup> (\$ in millions)
Tortoise Energy Infrastructure Corp.		Midstream Equity	\$2,078	Tortoise Pipeline & Energy Fund, Inc.		Pipeline Equity	\$376
Tortoise Energy Capital Corp.		Midstream Equity	\$1,068	Tortoise Energy Independence Fund, Inc.		North American Upstream Equity	\$412

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Tortoise MLP Fund, Inc.	Natural Gas Infrastructure Equity	\$1,953	Tortoise Power and Energy Infrastructure Fund, Inc.	Power & Energy Infrastructure Debt & Dividend Paying Equity	\$235
Tortoise North American Energy Corp.	Midstream/Upstream Equity	\$262			

(1) As of 6/30/13



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Item 2. Code of Ethics.

Not applicable for semi-annual reports.

Item 3. Audit Committee Financial Expert.

Not applicable for semi-annual reports.

Item 4. Principal Accountant Fees and Services.

Not applicable for semi-annual reports.

Item 5. Audit Committee of Listed Registrants.

Not applicable for semi-annual reports.

Item 6. Investments.

Schedule of Investments is included as part of the report to shareholders filed under Item 1.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Not applicable for semi-annual reports.

Item 8. Portfolio Managers of Closed-End Management Investment Companies.

There have been no changes in the portfolio managers identified in response to this Item in the Registrant's most recent annual report on Form N-CSR.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

Period	(a) <b>Total Number of Shares (or Units) Purchased</b>	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 12/1/12-12/31/12	0	0	0	0
Month #2 1/1/13-1/31/13	0	0	0	0
Month #3 2/1/13-2/28/13	0	0	0	0
Month #4 3/1/13-3/31/13	0	0	0	0
Month #5 4/1/13-4/30/13	0	0	0	0
Month #6 5/1/13-5/31/13	0	0	0	0
Total	0	0	0	0

**Item 10. Submission of Matters to a Vote of Security Holders.**

None.

Item 11. Controls and Procedures.

(a) The Registrant's Chief Executive Officer and its Chief Financial Officer have concluded that the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended.

(b) There were no changes in the Registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the Registrant's second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 12. Exhibits.

(a)(1) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the Registrant intends to satisfy the Item 2 requirements through filing of an exhibit. Not applicable.

(2) Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.

(3) Any written solicitation to purchase securities under Rule 23c-1 under the Act sent or given during the period covered by the report by or on behalf of the Registrant to 10 or more persons. None.

(b) Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Furnished herewith.

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SIGNATURES

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

(Registrant)

Tortoise MLP Fund, Inc.

By (Signature and Title)

/s/ Terry Matlack  
Terry Matlack, Chief Executive Officer

Date July 29, 2013

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

By (Signature and Title)

/s/ Terry Matlack  
Terry Matlack, Chief Executive Officer

Date July 29, 2013

By (Signature and Title)

/s/ P. Bradley Adams  
P. Bradley Adams, Chief Financial Officer

Date July 29, 2013

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