Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)
MAINGATE MLP FUND		27-6896939
3 Name of contact for additional information	**4** Telephone No. of contact	**5** Email address of contact
ANGELA A. TER MAAT	414-287-3013	angela.termaat@usbank.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		**7** City, town, or post office, state, and Zip code of contact
777 EAST WISCONSIN AVENUE 5TH FLOOR		MILWAUKEE, WISCONSIN 53202

8 Date of action	9 Classification and description
10/25/2012	NONTAXABLE RETURN OF CAPITAL DISTRIBUTION

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
560599201		IMLPX	

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

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ THE MAINGATE MLP FUND PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTIONS ON 02/29/12, 04/25/12, 07/25/12, 10/25/12 TO SHAREHOLDERS OF RECORD ON 01/23/12, 04/23/12, 07/23/12, 10/23/12. THE ESTIMATED PERCENT OF THE NONTAXABLE RETURN OF CAPITAL DISTRIBUTION PAID TO SHAREHOLDERS ON 01/23/12, 04/23/12, 07/23/12, 10/23/12 IS 100 PERCENT OF THE TOTAL AMOUNT OF DIVIDEND.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE TOTAL NONTAXABLE RETURN OF CAPITAL PORTION OF THE DIVIDEND PAID TO SHAREHOLDERS OF RECORD ON 01/23/12, 04/23/12, 07/23/12, 10/23/12 WAS 0.157500 PER SHARE.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE BASIS IS LOWERED BY THE PER SHARE AMOUNT OF 0.157500 FOR THE SHAREHOLDERS OF RECORD ON 01/23/12, 04/23/12, 07/23/12, 10/23/12. THE RATE WAS DETERMINED IN ACCORDANCE WITH IRC §301 AND IRC §316.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC §§ 301, 316

18 Can any resulting loss be recognized? ▶ NO LOSS CAN BE RECOGNIZED ON THE DISTRIBUTIONS PAID ON 02/29/2012, 04/25/12, 07/25/12, 10/25/12 TO THE SHAREHOLDERS OF RECORD ON 01/23/12, 04/23/12, 07/23/12, 10/23/12. POTENTIAL GAIN MAY RESULT IF SHAREHOLDER HAS A ZERO BASIS.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE INFORMATION PROVIDED ABOVE WILL BE PROVIDED ON THE SHAREHOLDERS 2012 1099 DIV STATEMENT BOX 3.

Sign Here

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

Signature ▶ _____ Date ▶ _____

Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054