

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND, INC.		04-3593253	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
AB INVESTOR SERVICES, INC.	(800) 251-0539	https://www.abglobal.com/abcom/segment_homepages/investments/us/resources/contact_us.htm	
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	
P.O. BOX 786003		SAN ANTONIO, TX 78278-6003	
8 Date of action		9 Classification and description	
OCTOBER 31, 2014		COMMON STOCK - REGULATED INVESTMENT COMPANY	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED	N/A	SEE ATTACHED	N/A

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 ISSUER PAID MONTHLY DISTRIBUTIONS TO COMMON SHAREHOLDERS FROM JANUARY 2014 TO OCTOBER 2014. ALL OR A PORTION OF EACH DISTRIBUTION CONSTITUTES A NON-TAXABLE RETURN OF CAPITAL. SEE ATTACHED FOR DETAILS.

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 DISTRIBUTIONS THAT CONSTITUTE A NON-TAXABLE RETURN OF CAPITAL WILL DECREASE A U.S. TAXPAYER'S BASIS IN SHARES OF THE ISSUER. SEE ATTACHED FOR DETAILS.

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 ▶ AT THE CLOSE OF THE ISSUER'S FISCAL YEAR ON 10/31/2014, THE ISSUER'S CURRENT & ACCUMULATED E&P WAS CALCULATED UNDER IRC SECTION 312 AS MODIFIED BY SECTION 852(c) FOR A REGULATED INVESTMENT COMPANY (RIC) AND THE REGULATIONS THEREUNDER. THE AMOUNT OF E&P WAS COMPARED TO THE AMOUNT OF THE ISSUER'S FISCAL YEAR DISTRIBUTIONS TO SHAREHOLDERS. DISTRIBUTIONS IN EXCESS OF E&P WERE RECHARACTERIZED AS RETURN OF CAPITAL AND SHOULD BE APPLIED AS A REDUCTION IN EACH SHAREHOLDER'S TAX BASIS IN THE APPLICABLE SHARES.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

INTERNAL REVENUE CODE SECTIONS 301, 316, 852

18 Can any resulting loss be recognized? ▶ NO

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

THE ORGANIZATIONAL ACTION IS REPORTABLE WITH RESPECT TO THE TAXABLE YEAR ENDED OCTOBER 31, 2014. SHAREHOLDERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE EFFECT OF THE NON-TAXABLE RETURN OF CAPITAL IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES.

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

Sign Here
Signature ▶ "A SIGNED COPY IS MAINTAINED BY THE ISSUER" Date ▶ _____

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

AllianceBernstein National Municipal Income Fund, Inc.
Return of Capital Analysis

Shareholders of record on distribution date listed below will decrease their tax basis as follows:

<u>CUSIP</u>	<u>Ticker Symbol</u>
01864U106	AFB

<u>Distribution Date</u>	<u>Return of Capital per Share</u>
01/17/2014	\$ 0.002500470
02/21/2014	\$ 0.002500470
03/21/2014	\$ 0.002500470
04/25/2014	\$ 0.002500470
05/16/2014	\$ 0.002500470
06/20/2014	\$ 0.002500470
07/18/2014	\$ 0.002500470
08/15/2014	\$ 0.002500470
09/19/2014	\$ 0.002500470
10/17/2014	\$ 0.002500470