

ClearBridge Energy MLP Total Return Fund Inc.  
Form N-PX  
August 16, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

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Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-22693**

**ClearBridge Energy MLP Total Return Fund Inc.**

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,  
49TH FLOOR,  
NEW YORK, NEW YORK**  
(Address of principal executive offices)

**10018**  
(Zip code)

**Robert I. Frenkel, Esq.  
100 First Stamford Place  
Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-888-777-0102**

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Date of fiscal year end: **November 30**

Date of reporting period: **July 1, 2012- June 30, 2013**

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**Item 1. Proxy Voting Record**

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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-22693

Reporting Period: 07/01/2012 - 06/30/2013

Clearbridge Energy MLP Total Return Fund Inc.

===== Clearbridge Energy MLP Total Return Fund =====

BUCKEYE PARTNERS, L.P.

Ticker: BPL Security ID: 118230101

Meeting Date: JUN 04, 2013 Meeting Type: Annual

Record Date: APR 08, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Oliver G. Richard, III	For	For	Management
1.2	Elect Director Clark C. Smith	For	For	Management
1.3	Elect Director Frank S. Sowinski	For	For	Management

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2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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COPANO ENERGY, L.L.C.

Ticker: CPNO Security ID: 217202100

Meeting Date: APR 30, 2013 Meeting Type: Special

Record Date: MAR 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management
3	Advisory Vote on Golden Parachutes	For	For	Management

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EAGLE ROCK ENERGY PARTNERS, L.P.

Ticker: EROC Security ID: 26985R104

Meeting Date: MAY 16, 2013 Meeting Type: Annual

Record Date: MAR 21, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peggy A. Heeg	For	For	Management

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1.2	Elect Director Philip B. Smith	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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GOLAR LNG PARTNERS LP

Ticker: GMLP Security ID: Y2745C102

Meeting Date: SEP 21, 2012 Meeting Type: Annual

Record Date: AUG 15, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Bart Veldhuizen	For	For	Management
2	Elect Director Carl Erik Steen	For	For	Management
3	Elect Director Hans Petter	For	For	Management
4	Elect Director Paul Leand Jr.	For	For	Management

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GOLAR LNG PARTNERS LP

Ticker: GMLP Security ID: Y2745C102

Meeting Date: DEC 13, 2012 Meeting Type: Annual

Record Date: OCT 17, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Bart Veldhuizen	For	For	Management
2	Elect Director Carl Erik Steen	For	For	Management
3	Elect Director Hans Petter Aas	For	For	Management
4	Elect Director Paul Leand, Jr.	For	For	Management
5	Amend Quorum Requirements	For	For	Management

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KNOT OFFSHORE PARTNERS LP

Ticker: KNOP Security ID: Y48125101

Meeting Date: JUN 25, 2013 Meeting Type: Annual

Record Date: MAY 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Edward Andrew Waryas, Jr. as Director	For	For	Management
2	Elect Andrew Beveridge as Director	For	For	Management
3	Elect John Costain as Director	For	For	Management
4	Elect Hans Petter Aas as Director	For	For	Management
5	Transact Other Business (Non-voting)	None	None	Management

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MAGELLAN MIDSTREAM PARTNERS, L.P.

Ticker: MMP Security ID: 559080106

Meeting Date: APR 25, 2013 Meeting Type: Annual

Record Date: FEB 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Walter R. Arnheim	For	For	Management
1.2	Elect Director Patrick C. Eilers	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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MARKWEST ENERGY PARTNERS, L.P.

Ticker: MWE Security ID: 570759100

Meeting Date: MAY 29, 2013 Meeting Type: Annual

Record Date: APR 03, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank M. Semple	For	For	Management
1.2	Elect Director Donald D. Wolf	For	For	Management
1.3	Elect Director Keith E. Bailey	For	For	Management
1.4	Elect Director Michael L. Beatty	For	For	Management
1.5	Elect Director Charles K. Dempster	For	For	Management



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1.6	Elect Director Donald C. Heppermann	For	For	Management
1.7	Elect Director Randall J. Larson	For	For	Management
1.8	Elect Director Anne E. Fox Mounsey	For	For	Management
1.9	Elect Director William P. Nicoletti	For	For	Management
2	Ratify Auditors	For	For	Management

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NUSTAR GP HOLDINGS, LLC

Ticker: NSH Security ID: 67059L102

Meeting Date: APR 24, 2013 Meeting Type: Annual

Record Date: MAR 04, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William E. Greehey	For	For	Management
1.2	Elect Director Jelynn LeBlanc-Burley	For	For	Management
2	Ratify Auditors	For	For	Management

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PVR PARTNERS, L.P.

Ticker: PVR Security ID: 693665101

Meeting Date: JUN 05, 2013 Meeting Type: Annual

Record Date: APR 08, 2013

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Hall	For	For	Management
1.2	Elect Director Marsha R. Perelman	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

===== END NPX REPORT

**SIGNATURES**

Pursuant to the requirements of 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) ClearBridge Energy MLP Total Return Fund Inc.

By (Signature and Title)\* /s/ Kenneth D. Fuller  
Kenneth D. Fuller  
Chairman, President and Chief Executive Officer

Date August 16, 2013

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\* Print the name and title of each signing officer under his or her signature.

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