

Cushing MLP Total Return Fund
Form N-PX
August 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

811-22072
Investment Company Act file number

The Cushing MLP Total Return Fund
(Exact name of registrant as specified in charter)

8117 Preston Road, Suite 440
Dallas, TX 75225
(Address of principal executive offices) (Zip code)

The Cushing MLP Total Return Fund
8117 Preston Road, Suite 440
Dallas, TX 75225
(Name and address of agent for service)

Registrant's telephone number, including area code: 214-692-6634

Date of fiscal year end: November 30

Date of reporting period: June 30, 2012

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Item 1. Proxy Voting Record.

Name of Fund:	Cushing MLP Total Return Fund
Period:	July 2011 through June 2012

Company Name	Meeting Date	CUSIP	Ticker
Atlas Energy LP	4/26/2012	04930A-104	ATLS
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
	For	Directors	Issuer
For		1. Dennis A. Holtz	
For		2. William G. Karis	
For		3. Harvey G. Magarick	
	For		
Abstain		Ratification of the selection of Grant Thornton LLP as the partnership's independent registered public accounting firm for the fiscal year 2012	
	For		
For		Approval of the compensation of our executive officers including our compensation practices and principles and their implementation	
	1 Year		
3 Years		Frequency of advisory votes on executive compensation.	

Company Name	Meeting Date	CUSIP	Ticker
BreitBurn Energy Partners LP	6/21/2012	106776-107	BBEP
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
	For	Directors	Issuer
For		1. John R. Butler	
For		2. Gregory J. Moroney	
	For		
For			

Ratification of the appointment of
PricewaterhouseCoopers LLP as the independent
registered public accounting firm for the year ending
December 31, 2012

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Company Name	Meeting Date	CUSIP	Ticker
Buckeye Partners L.P.	6/5/2012	18230-101	BPL
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
	For	Director	Issuer
For		1. Pieter Bakker	
For		2. C.Scott Hobbs	
For		3. Mark C. McKinley	
	For		
For		The ratification of the selection of Deloitte & Touche LLP as Buckeye Partners, LP's independent registered public accountants for 2012	

Company Name	Meeting Date	CUSIP	Ticker
Copano Energy, L.L.C.	5/17/2012	217202-100	CPNO
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
	For	Directors	Issuer
For		1. James G. Crump	
For		2. Ernie L. Danner	
For		3. Scott A. Griffiths	
For		4. Michael L. Johnson	
For		5. Michael G. Macdougall	
For		6. R. Bruce Northcutt	
For		7. T. William Porter	
For		8. William L. Thacker	
	For		
For		Ratification of Deloitte & Touche LLP as our independent registered public accounting firm for 2012.	

Company Name	Meeting Date	CUSIP	Ticker
El Paso Corp.	3/6/2012	28336L-109	EP

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Vote	MRV	Proposal	Proposed by Issuer or Security Holder
For	For	Agreement and Plan of Merger by El Paso Corporation (El Paso), Sirius Holdings Merger Corporation, Kinder Morgan, Inc., Sherpa Merger Sub, Inc. and Sherpa Acquisition, LLC (Merger Agreement) and Agreement and Plan of Merger by and among El Paso, Sirius Holdings Merger Corporation & Sirius Merger Corporation (First Merger Agreement)	Issuer
For	For	To approve any adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the proposal to adopt the merger agreement and the first merger agreement	
For	For	To approve on an advisory (non-binding) basis the compensation that may be paid or become payable to El Paso's named executive officers that is based on or otherwise relates to proposed transactions.	

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Company Name	Meeting Date	CUSIP	Ticker
Kinder Morgan Management, LLC	5/9/2012	49456B-101	KMR
			Proposed by Issuer or Security Holder
Vote	MRV	Proposal	Issuer
	For	Directors	
For		1. Richard D. Kinder	
For		2. C. Park Shaper	
For		3. Steven J. Kean	
For		4. Henry Cornell	
For		5. Deborah A. MacDonald	
For		6. Michael Miller	
For		7. Michael C. Morgan	
For		8. Kenneth A. Pontarelli	
For		9. Fayez Sarofim	
For		10. Joel V. Staff	
For		11. John Stokes	
For		12. R. Baran Tekkora	
For		13. Glenn A. Yougkin	
	For		
For		The ratification of the selection of PricewaterhouseCoopers, LLP as our independent registered public accounting firm for 2012.	
	For		
For		The approval, on an advisory basis, of the compensation of our named executive officers.	
	3 Years		
3 Years		The frequency with which we will hold an advisory vote on the compensation of our named executive officers.	

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Company Name	Meeting Date	CUSIP	Ticker
Legacy Reserves, LP	5/9/2012	524707-304	LGCY
	MRV	Proposal	Proposed by Issuer or Security Holder
Vote	For	Directors	Issuer
For		1. Cary D. Brown	
For		2. Kyle A. McGraw	
For		3. Dale A. Brown	
For		4. G. Larry Lawrence	
For		5. William D. Sullivan	
For		6. William R. Granberry	
For		7. Kyle D. Vann	
	For		
For		Ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012	
Company Name	Meeting Date	CUSIP	Ticker
Linn Energy, LLC	4/24/2012	536020-100	LINE
	MRV	Proposal	Proposed by Issuer or Security Holder
Vote	For	Directors	Issuer
For		1. George A. Alcorn	
For		2. Mark E. Ellis	
For		3. Terrence S. Jacobs	
For		4. Michael C. Linn	
For		5. Joseph P. McCoy	
For		6. Jeffrey C. Swoveland	
	For		
For		Ratification of appointment of KPMG LLP as independent public accountants for the fiscal year ending December 31, 2012.	

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Company Name	Meeting Date	CUSIP	Ticker
Magellan Midstream Partners, LP	4/24/2012	559080-106	MMP
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
For	For	Directors	Issuer
For		1. Robert G. Croyle	
For		2. Barry R. Pearl	
For	For	Advisory resolution to approve executive compensation	
For	For	Ratification of appointment of independent auditor.	

Company Name	Meeting Date	CUSIP	Ticker
Markwest Energy Partners, LP	6/1/2012	570759-100	MWE
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
For	For	Directors	Issuer
For		1. Frank M. Semple	
For		2. Donald D. Wolf	
For		3. Keith E. Bailey	
For		4. Michael L. Beatty	
For		5. Charles K. Dempster	
For		6. Donald C. Heppermann	
For		7. Randall J. Larson	
For		8. Anne E. Fox Mounsey	
For		9. William P. Nicoletti	
For	For	To approve an amendment to the partnership's 2008 long-term incentive plan to increase the number of common units available for issuance under the plan from 2.5 million to 3.7 million.	

For

Ratification of Deloitte & Touche LLP as the
partnerships independent registered public accountants
for the fiscal year ending December 31, 2012

For

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Company Name	Meeting Date	CUSIP	Ticker
Navios Maritime Partners, LP	11/22/2011	Y62667-102	NMM
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
For	For	Director 1. Serafeim Kriempardis	Issuer
For	For	Proposal to ratify the appointment of Pricewaterhousecoopers as the company's independent public accountants for the fiscal year ending December 31, 2011.	

Company Name	Meeting Date	CUSIP	Ticker
Oneok, Inc.	5/23/2012	682680-103	OKE
Vote	MRV	Proposal	Proposed by Issuer or Security Holder
For	For	Directors 1. James C. Day 2. Julie H. Edwards 3. William L. Ford 4. John W. Gibson 5. Bert H. Mackie 6. Steven J. Malcolm 7. Jim W. Mogg 8. Pattye L. Moore 9. Gary D. Parker 10. Eduardo A. Rodriguez 11. Gerald B. Smith 12. David J. Tippeconnic	Issuer
For	For	Ratification of the selection of PricewaterhouseCoopers, LLP as the independent	

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registered public accounting firm of Oneok, Inc. for the year ending December 31, 2012

For

For

A proposal to approve additional shares for issuance under the Oneok, Inc. employee stock award program.

For

For

A proposal to amend and restate the Oneok, Inc. employee stock purchase plan to increase the number of shares authorized for issuance under the plan.

For

For

A proposal to amend the Oneok, Inc. certificate of incorporation to increase the number of authorized shares of common stock.

For

For

Advisory vote to approve the company's executive compensation

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Company Name	Meeting Date	CUSIP	Ticker
Regency Energy Partners LP	12/16/2011	75885Y-107	RGNC
Vote	MRV For	Proposal Approval of the terms of the Regency Energy Partners LP 2011 Long-Term Incentive Plan, which provides for awards of options, all as more fully described in the proxy statement	Proposed by Issuer or Security Holder Issuer
For			

Company Name	Meeting Date	CUSIP	Ticker
Targa Resources, LP	5/25/2012	87612G-101	TRGP
Vote	MRV For	Proposal Directors 1. In Seon Hwang 2. Joe Bob Perkins 3. Ershel C. Redd, Jr.	Proposed by Issuer or Security Holder Issuer
For			
For			
For			
	For	To ratify the selection of Pricewaterhousecoopers LLP as the company's independent registered public accountants for 2012	
For			

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Company Name	Meeting Date	CUSIP	Ticker
Vanguard Natural Resources LLC	6/15/2012	92205F-106	VNR
			Proposed by Issuer or Security Holder
Vote	MRV	Proposal	Issuer
	For	Directors	
For		1. W. Richard Anderson	
For		2. Loren Singletary	
For		3. Bruce W. McCullough	
For		4. John R. McGoldrick	
For		5. Scott W. Smith	
	For		
For		To ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for 2012.	
	For		
For		To approve the amendment to Vanguard Natural Resources, LLC Long-Term Incentive Plan.	

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) The Cushing MLP Total Return Fund

By (Signature and Title) /s/ Jerry V. Swank
Jerry V. Swank
Chief Executive Officer and President

Date August 24, 2012
