

Edgar Filing: Cushing MLP Total Return Fund - Form N-PX

Cushing MLP Total Return Fund  
Form N-PX  
August 27, 2014

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22072

NAME OF REGISTRANT: The Cushing MLP Total Return  
Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 8117 Preston Road, Suite  
440,  
Dallas, TX 75225

NAME AND ADDRESS OF AGENT FOR SERVICE: Jerry V. Swank  
8117 Preston Road, Suite  
440,  
Dallas, TX 75225

REGISTRANT'S TELEPHONE NUMBER: 214-692-6334

DATE OF FISCAL YEAR END: 11/30

DATE OF REPORTING PERIOD: 07/01/2013 - 06/30/2014

The Cushing MLP Total Return Fund

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ATLAS ENERGY L P

Agen

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Security: 04930A104  
Meeting Type: Annual  
Meeting Date: 23-Apr-2014  
Ticker: ATLS  
ISIN: US04930A1043  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR EDWARD E. COHEN ELLEN F. WARREN	Mgmt Mgmt	For For
2	APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC, INCLUDING THE COMPENSATION DISCUSSION	Mgmt	For

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AND ANALYSIS, COMPENSATION TABLES AND  
NARRATIVE DISCUSSION.

3	RATIFICATION OF THE SELECTION OF GRANT THORNTON LLP AS THE PARTNERSHIP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2014.	Mgmt	For
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BLUEKNIGHT ENERGY PARTNERS LP

Agen

Security: 09625U109  
Meeting Type: Special  
Meeting Date: 23-Jun-2014  
Ticker: BKEP  
ISIN: US09625U1097

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPROVE THE TERMS OF THE BLUEKNIGHT ENERGY PARTNERS, L.P. EMPLOYEE UNIT PURCHASE PLAN.	Mgmt	For
2.	PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE BLUEKNIGHT ENERGY PARTNERS G.P., L.L.C. LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF COMMON UNITS ISSUABLE UNDER SUCH PLAN BY 1,500,000 COMMON UNITS FROM 2,600,000 COMMON UNITS TO 4,100,000 COMMON UNITS AND MAKE CERTAIN OTHER CHANGES.	Mgmt	For
3.	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF DEEMED NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1 AND/OR PROPOSAL 2.	Mgmt	For

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BLUEKNIGHT ENERGY PARTNERS LP

Agen

Security: 09625U208  
Meeting Type: Special  
Meeting Date: 23-Jun-2014  
Ticker: BKEPP  
ISIN: US09625U2087

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPROVE THE TERMS OF THE	Mgmt	For

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BLUEKNIGHT ENERGY PARTNERS, L.P. EMPLOYEE  
UNIT PURCHASE PLAN.

- |    |   |      |     |
|----|---|------|-----|
| 2. | PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE BLUEKNIGHT ENERGY PARTNERS G.P., L.L.C. LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF COMMON UNITS ISSUABLE UNDER SUCH PLAN BY 1,500,000 COMMON UNITS FROM 2,600,000 COMMON UNITS TO 4,100,000 COMMON UNITS AND MAKE CERTAIN OTHER CHANGES. | Mgmt | For |
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF DEEMED NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL 1 AND/OR PROPOSAL 2.                                      | Mgmt | For |

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BREITBURN ENERGY PARTNERS L.P.

Agen

Security: 106776107  
Meeting Type: Annual  
Meeting Date: 19-Jun-2014  
Ticker: BBEP  
ISIN: US1067761072

- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | DIRECTOR<br>RANDALL H. BREITENBACH<br>DAVID B. KILPATRICK   | Mgmt<br>Mgmt  | For<br>For    |
| 2.     | ADVISORY (NON-BINDING) PROPOSAL TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF BREITBURN GP, LLC.   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS, LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |

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BUCKEYE PARTNERS, L.P.

Agen

Security: 118230101  
Meeting Type: Annual  
Meeting Date: 03-Jun-2014  
Ticker: BPL  
ISIN: US1182301010

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FORREST E. WYLIE BARBARA J. DUGANIER JOSEPH A. LASALA, JR. MARTIN A. WHITE	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014.	Mgmt	For
3.	THE APPROVAL, IN AN ADVISORY VOTE, OF THE COMPENSATION OF BUCKEYE'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN OUR PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K.	Mgmt	For

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CAPITAL PRODUCT PARTNERS L.P.

Agen

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Security: Y11082107  
Meeting Type: Annual  
Meeting Date: 22-Jul-2013  
Ticker: CPLP  
ISIN: MHY110821078  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KEITH FORMAN E.G. BAIRACTARIS	Mgmt Mgmt	No vote No vote

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EAGLE ROCK ENERGY PARTNERS, L.P.

Agen

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Security: 26985R104  
Meeting Type: Special  
Meeting Date: 29-Apr-2014  
Ticker: EROC  
ISIN: US26985R1041  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	PROPOSAL TO APPROVE THE CONTRIBUTION AGREEMENT DATED AS OF DECEMBER 23, 2013, BY AND AMONG EAGLE ROCK ENERGY PARTNERS, L.P. ("EAGLE ROCK"), REGENCY ENERGY PARTNERS LP ("REGENCY") AND REGAL MIDSTREAM LLC, A	Mgmt	For

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WHOLLY OWNED SUBSIDIARY OF REGENCY, AND THE OTHER TRANSACTIONS CONTEMPLATED THEREBY (COLLECTIVELY, THE "CONTRIBUTION").

2	ADVISORY, NON-BINDING PROPOSAL TO APPROVE THE RELATED COMPENSATION PAYMENTS THAT MAY BE PAID OR BECOME PAYABLE TO ONE OF EAGLE ROCK'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONTRIBUTION.	Mgmt	For
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EAGLE ROCK ENERGY PARTNERS, L.P.

Agen

Security: 26985R104  
 Meeting Type: Annual  
 Meeting Date: 24-Jun-2014  
 Ticker: EROC  
 ISIN: US26985R1041

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM K. WHITE	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE PARTNERSHIP TO EXAMINE, AUDIT AND REPORT TO UNITHOLDERS ON THE CONSOLIDATED FINANCIAL STATEMENTS OF OUR PARTNERSHIP AND ITS SUBSIDIARIES FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
4.	TO APPROVE THE AMENDED AND RESTATED EAGLE ROCK ENERGY PARTNERS LONG TERM INCENTIVE PLAN.	Mgmt	For

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GOLAR LNG PARTNERS LP

Agen

Security: Y2745C102  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2013  
 Ticker: GMLP  
 ISIN: MHY2745C1021

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Prop.#	Proposal	Proposal Type	Proposal Vote
1	TO ELECT BART VELDHUIZEN AS A CLASS I DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL	Mgmt	No vote

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EXPIRE AT THE 2016 ANNUAL MEETING OF  
LIMITED PARTNERS.

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LEGACY RESERVES LP

Agen

Security: 524707304  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: LGCY  
ISIN: US5247073043

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR CARY D. BROWN KYLE A. MCGRAW DALE A. BROWN G. LARRY LAWRENCE WILLIAM D. SULLIVAN WILLIAM R. GRANBERRY KYLE D. VANN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

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LINNCO, LLC

Agen

Security: 535782106  
Meeting Type: Annual  
Meeting Date: 22-Apr-2014  
Ticker: LNCO  
ISIN: US5357821066

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARK E. ELLIS DAVID D. DUNLAP STEPHEN J. HADDEN MICHAEL C. LINN JOSEPH P. MCCOY JEFFREY C. SWOVELAND	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINN FOR	Mgmt	For

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THE FISCAL YEAR ENDING DECEMBER 31, 2014.

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|----|--|------|-----|
| 3. | TO PROVIDE A NON-BINDING ADVISORY VOTE APPROVING LINN'S EXECUTIVE COMPENSATION PROGRAM.  | Mgmt | For |
| 4. | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINNCO, LLC ("LINNCO") FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |

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MARKWEST ENERGY PARTNERS LP

Agen

Security: 570759100  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2014  
 Ticker: MWE  
 ISIN: US5707591005

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FRANK M. SEMPLE DONALD D. WOLF W.A. BRUCKMANN III MICHAEL L. BEATTY CHARLES K. DEMPSTER DONALD C. HEPPERMAN RANDALL J. LARSON ANNE E. FOX MOUNSEY WILLIAM P. NICOLETTI	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE PARTNERSHIP'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PARTNERSHIP'S PROXY STATEMENT FOR THE 2014 ANNUAL MEETING OF COMMON UNITHOLDERS.	Mgmt	For
3	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE PARTNERSHIP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

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NAVIOS MARITIME PARTNERS L.P.

Agen

Security: Y62267102  
 Meeting Type: Annual  
 Meeting Date: 04-Dec-2013  
 Ticker: NMM  
 ISIN: MHY622671029

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DIMITRIS P. GKOURAS	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

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 NUSTAR GP HOLDINGS, LLC

Agen

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 Security: 67059L102  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2014  
 Ticker: NSH  
 ISIN: US67059L1026  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR BRADLEY C. BARRON WILLIAM B. BURNETT	Mgmt Mgmt	For For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS NUSTAR GP HOLDINGS, LLC'S INDEPENDENT REGISTERED ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	TO APPROVE, BY NON-BINDING VOTE, THE EXECUTIVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

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 PVR PARTNERS, L.P.

Agen

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 Security: 693665101  
 Meeting Type: Special  
 Meeting Date: 20-Mar-2014  
 Ticker: PVR  
 ISIN: US6936651016  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 9, 2013 (AS IT MAY BE AMENDED FROM TIME TO TIME), WHICH IS REFERRED TO AS THE MERGER AGREEMENT, BY AND AMONG PVR, PVR GP, LLC, THE GENERAL PARTNER OF PVR, REGENCY ENERGY PARTNERS LP, AND REGENCY GP	Mgmt	For



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LP, THE GENERAL PARTNER OF REGENCY, AND THE TRANSACTIONS CONTEMPLATED THEREBY.

- |   |   |      |     |
|---|---|------|-----|
| 2 | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE PVR SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | Mgmt | For |
| 3 | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE RELATED COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY PVR TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.                       | Mgmt | For |

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QR ENERGY LP (QRE)

Agen

Security: 74734R108  
 Meeting Type: Special  
 Meeting Date: 10-Mar-2014  
 Ticker: QRE  
 ISIN: US74734R1086

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- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | APPROVAL OF THE FIRST AMENDMENT TO THE QRE GP, LLC LONG-TERM INCENTIVE PLAN - THIS PROPOSAL IS TO APPROVE THE FIRST AMENDMENT IN ORDER TO APPROVE THE INCREASE IN THE MAXIMUM NUMBER OF COMMON UNITS THAT MAY BE GRANTED AS EQUITY-BASED AWARDS UNDER THE LTIP. THIS PROPOSAL IS ALSO TO APPROVE THE MODIFICATION OF AN ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt          | For           |
| 2.     | APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING - THIS PROPOSAL IS TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE PROPOSAL NO. 1. ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)  | Mgmt          | For           |

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TARGA RESOURCES CORP.

Agen

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Security: 87612G101  
Meeting Type: Annual  
Meeting Date: 29-May-2014  
Ticker: TRGP  
ISIN: US87612G1013

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR CHARLES R. CRISP LAURA C. FULTON JAMES W. WHALEN	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
4.	A SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF A REPORT ON METHANE EMISSIONS	Shr	Against

\* Management position unknown

### 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) /s/ Daniel L. Spears  
Name Daniel L. Spears  
Title President  
Date 08/18/2014