

Cushing MLP Total Return Fund  
Form N-CSR  
February 06, 2017

**As filed with the Securities and Exchange Commission on February 6, 2017**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**

**MANAGEMENT INVESTMENT COMPANIES**

**Investment Company Act file number 811-22072**

**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)**

**Jerry V. Swank**

**8117 Preston Road, Suite 440, Dallas, TX 75225**

**(Name and address of agent for service)**

**214-692-6334**

**(Registrant's telephone number, including area code)**

**Date of fiscal year end: November 30, 2016**

**Date of reporting period: November 30, 2016**

**Item 1. Reports to Stockholders.**

**Annual Report**

November 30, 2016

**THE CUSHING<sup>®</sup> MLP TOTAL RETURN FUND**

**Investment Adviser**

Cushing<sup>®</sup> Asset Management, LP

8117 Preston Road

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The Cushing<sup>®</sup> MLP Total Return Fund

## Shareholder Letter

### The Cushing<sup>®</sup> MLP Total Return Fund

Dear Fellow Shareholder,

For the twelve month fiscal period ended November 30, 2016 (the period), the Cushing MLP Total Return Fund (the Fund) delivered a Net Asset Value Total Return (equal to the change in net asset value per share plus reinvested cash distributions from underlying Fund investments during the period) of 18.48%, versus a total return of 8.06% for the S&P 500<sup>®</sup> Index (Total Return). The Fund's Share Price Total Return (equal to the change in net share price per share plus reinvested cash distributions from underlying Fund investments during the period) was 15.98%, for the fiscal period and differs from the Net Asset Value Total Return due to fluctuations in the discount of share price to NAV. The Fund's shares traded at a 14.49% discount to NAV as of the end of the period, compared to a 12.65% discount at the end of the last fiscal year and 11.40% discount at May 31, 2016. As measured by the Alerian MLP Index (Total Return) (AMZ), the performance of master limited partnerships (MLPs) increased 9.28% for the period.

### *Industry Overview and Themes*

A key driver of Fund performance, the price of West Texas Intermediate (or WTI) crude oil, declined 37% from \$41.65/bbl at the beginning of the period to \$26.21/bbl on February 11th 2016, before rebounding significantly to \$49.44/bbl at period's end. Before this bottoming, the volatility of energy commodity prices (including natural gas and natural gas liquids as well as crude oil), which was driven by supply/demand imbalances, weakened the operational and financial outlook of, and investor sentiment towards, the overall energy industry during the period, including energy infrastructure MLPs.

During the energy down-cycle, many MLPs experienced a slowing or reduction of system throughput, a slowing of capital spending on organic growth projects, higher leverage, diminished access to and higher costs of capital and slowing distribution growth. Nonetheless, for the MLP space as a whole, cash flows remained generally resilient and most of the critical energy sector and capital market-related concerns appeared to have been alleviated. Further, towards the end of the period, commodity prices and energy equities benefited from favorable production commitments agreed to by certain OPEC and non-OPEC nations as well as indications that the President-elect will seek to increase infrastructure spending and reduce federal regulations.

With greater energy commodity price comfort and capital market/funding stability, we believe the focus now shifts to the recovery. We believe forward performance will be more defined by midstream company-specific competitive dynamics, a welcome change from the prior macro-dominated period of fear. We expect the actual business of midstream companies to move back to the forefront with investors, analysts and management teams, including basin presence, integration of asset footprint, project backlog quality, asset utilization and customer optionality, among others. We have come a long way since the depths of the January/February commodity price downturn earlier in the period, and we remain optimistic about the year ahead.

### *Fund Performance and Strategy*

Turning to the Fund's performance for the period and relative to the AMZ, the Fund incrementally benefitted from its exposure to Large Cap Diversified, Natural Gas Gatherers & Processors and MLP General Partners while being slightly negatively impacted by exposure to Small Cap and Shipping

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MLPs. In addition, the Fund was positively impacted by its use of leverage, which averaged approximately 145% for the period. During the period, we transitioned the Fund's portfolio out of holdings in several of the worst performing subsectors in the AMZ, including the Upstream MLP, Shipping, Propane and Coal subsectors.

The Fund was positively impacted by the performance of holdings in the Large Cap Diversified, Natural Gas Gatherers & Processors and MLP General Partners subsectors. Large Cap Diversified MLP performance was driven by perceived operating leverage and increased asset utilization in an improving energy environment as well as potential growth opportunities and mergers and acquisitions. The Natural Gas Gatherers & Processors and MLP General Partners subsectors performed well given their leverage to commodity prices and relatively attractive valuations.

The Fund was most negatively impacted by the performance of holdings in the Small Cap and Shipping MLP subsectors. Performance for holdings in the Shipping MLP subsector was primarily negatively impacted by distribution reductions in the sector while Small Cap MLPs were negatively impacted by capital market weakness and concerns regarding the availability and costs of financing future growth capital expenditures. These two subsectors represented relatively small average weightings for the Fund during the period.

On a stock specific basis, the top three contributors to the Fund's performance during the reporting period were, in order of greatest contribution to least: 1) Targa Resources Corp. (NYSE: TRGP), a Natural Gas Gatherer & Processor; 2) Oneok Inc. (NYSE: OKE), MLP General Partner; and 3) Oneok Partners, LP (NYSE: OKS), a Large Cap Diversified MLP. TRGP's performance was driven by a several factors including the announcement of the intended consolidation acquisition with its limited partner, Targa Resource Partners, LP, its deleveraging preferred equity financing transaction, investor focus on leverage to the Permian and SCOOP/STACK shale plays and takeout speculation. OKE and OKS benefited from exposure to certain growing basins and investors' focus on the expected increase in demand for ethane beginning in 2017-2018. All three of the top contributors to the Fund's performance benefited from the stabilization and recovery of commodity prices during the latter portion of the period.

The bottom three contributors to performance during the reporting period, in order of the most negative performance to the least negative performance, were: 1) Targa Resource Partners, LP (NYSE: NGLS), a Natural Gas Gatherer & Processor MLP; 2) Capital Product Partners, LP (NASDAQ: CPLP), a Shipping MLP; and 3) Energy Transfer Equity, LP (NYSE: ETE), an MLP General Partner. NGLS performed poorly due to the significant decline in commodity prices at the beginning of the year and was acquired by its parent company TRGP before the energy market and commodity price recovery began. CPLP was negatively impacted by a continued difficult shipping rate environment and a distribution reduction. ETE's negative performance was driven by headlines and uncertainties related to its proposed merger with The Williams Companies, Inc. (NYSE: WMB), the dismissal of its CFO during the merger process, concerns over leverage and concerns over completion of several significant projects.

From a subsector exposure level, we increased the Fund's weightings in Large Cap Diversified, Crude Oil & Refined Products and Natural Gas Transportation & Storage MLPs during the period. We reduced the Fund's exposure to the Shipping and Propane subsectors and sold the Fund's remaining bond positions. At the end of the reporting period, the three largest subsector exposures, in order of size, were: 1) Large Cap Diversified; 2) Natural Gas Gathering & Processing; and 3) Crude Oil & Refined Products.

**Leverage**

The Fund's investment strategy focuses on holding core positions in companies with cash flow generating business models and long-term growth prospects. We also work diligently to optimize the use of leverage for additional income and total return potential. This involves leveraging investments when the probabilities of positive total return are deemed to be skewed favorably. As the prices of the Fund's investment increase or decline, there is a risk that the impact to the Fund's NAV and total return will be negatively impacted by leverage, but this strategy is designed to have a positive impact over the longer term. At the end of the period, the Fund had a leverage ratio of approximately 146.2%, which compares to an average 132.6% leverage ratio in the prior fiscal year. Leverage was increased compared with the previous year given our positive outlook for the energy sector during the period. Fund performance was positively impacted by the use of leverage during the period.

**Closing**

In conclusion, as we shift to an anticipated recovery period and refocus on midstream company fundamentals, we believe current valuations for MLPs remain compelling. Relative to MLPs' own trading history, we believe most MLPs screen very attractive based on yield and price to distributable cash flow (P/DCF) metrics. At worst, MLPs in general screen slightly discounted to fair-value based on Enterprise Value/EBITDA metrics, which we believe will continue to improve as leverage works its way down. While the global search for yield has inflated valuations for utilities, REITS and other yield-alternative asset classes, MLPs' correlation to energy and crude oil (i.e. negative performance) has resulted in a substantial widening of yield spreads to these yield alternatives. Finally, MLPs have performed worse than other parts of the energy supply chain (such as E&P and oilfield services companies, for example) since January 2015, even as their earnings proved resilient. This dynamic has resulted in current MLP valuations below those of more commodity sensitive parts of the energy supply chain. In summary, we doubt this trifecta of discounted valuation comparisons will remain for very long.

We truly appreciate your support, and look forward to continuing to help you achieve your investment goals.

Sincerely,

Jerry V. Swank

Chairman, Chief Executive Officer and President

**The information in this report is not a complete analysis of every aspect of any market, sector, industry, security or the Fund itself. Statements of fact are from sources considered reliable, but the Fund makes no representation or warranty as to their completeness or accuracy. Discussions of specific investments are for illustration only and are not intended as recommendations of individual investments. Please refer to the Schedule of Investments for a complete list of Fund holdings.**

**Past performance does not guarantee future results. Investment return, net asset value and common share market price will fluctuate so that you may have a gain or loss when you sell shares. Since the Fund is a closed-end management investment company, shares of the Fund may trade at a discount or premium from net asset value. This characteristic is separate and distinct from the risk that net asset value could decrease as a result of investment activities and may be a greater risk to investors expecting to sell their shares after a short time. The Fund cannot predict whether shares will trade at, above or below net asset value. The Fund should not be viewed as a vehicle for trading purposes. It is designed primarily for risk-tolerant long-term investors.**



An investment in the Fund involves risks. Leverage creates risks which may adversely affect returns, including the likelihood of greater volatility of net asset value and market price of the Fund's common shares. The Fund is nondiversified, meaning it may concentrate its assets in fewer individual holdings than a diversified fund. Therefore, the Fund is more exposed to individual stock volatility than a diversified fund. The Fund will invest in Master Limited Partnerships (MLPs), which concentrate investments in the natural resource sector and are subject to the risks of energy prices and demand and the volatility of commodity investments. Damage to facilities and infrastructure of MLPs may significantly affect the value of an investment and may incur environmental costs and liabilities due to the nature of their business. MLPs are subject to significant regulation and may be adversely affected by changes in the regulatory environment. Investments in smaller companies involve additional risks such as limited liquidity and greater volatility. Investments in foreign securities involve political, economic and currency risks, greater volatility and differences in accounting methods. MLPs are subject to certain risks inherent in the structure of MLPs, including complex tax structure risks, the limited ability for election or removal of management, limited voting rights, potential dependence on parent companies or sponsors for revenues to satisfy obligations, and potential conflicts of interest between partners, members and affiliates. There is a risk to the future viability of the ongoing operation of MLPs that return investor's capital in the form of distributions. Investors in MLP funds incur management fees from underlying MLP investments.

The Fund is organized as a C corporation and is subject to U.S. federal income tax on its taxable income at the corporate tax rate (currently as high as 35%) as well as state and local income taxes. The potential tax benefits of investing in MLPs depend on them being treated as partnerships for federal income tax purposes. If the MLP is deemed to be a corporation then its income would be subject to federal taxation at the entity level, reducing the amount of cash available for distribution to the Fund which could result in a reduction of the Fund's value.

The Fund incurs operating expenses, including advisory fees, as well as leverage costs. Investment returns for the Fund are shown net of fees and expenses.

The Fund accrues deferred income taxes for future tax liabilities associated with the portion of MLP distributions considered to be a tax-deferred return of capital and for any net operating gains as well as capital appreciation of its investments. This deferred tax liability is reflected in the daily NAV and as a result the Fund's after-tax performance could differ significantly from the underlying assets even if the pre-tax performance is closely tracked.

Fund holdings and sector allocations are subject to change at any time and are not recommendations to buy or sell any security. Please refer to the Schedule of Investments for a complete list of Fund holdings.

The S&P 500 Index is an unmanaged index of common stocks that is frequently used as a general measure of stock market performance. The Alerian MLP Index is a capitalization-weighted index of the most prominent energy master limited partnerships. Neither index includes fees or expenses. It is not possible to invest directly in an index.

The Cushing<sup>®</sup> MLP Total Return Fund

## **Allocation of Portfolio Assets<sup>(1)</sup> (Unaudited)**

November 30, 2016

(Expressed as a Percentage of Total Investments)

(1) Fund holdings and sector allocations are subject to change and there is no assurance that the Fund will continue to hold any particular security.

(2) Master Limited Partnerships and Related Companies

(3) Common Stock

The Cushing<sup>®</sup> MLP Total Return Fund**Key Financial Data (Supplemental Unaudited Information)**

The Information presented below regarding Distributable Cash Flow is supplemental non-GAAP financial information, which we believe is meaningful to understanding our operating performance. Supplemental non-GAAP measures should be read in conjunction with our full financial statements.

	Fiscal Year Ended 11/30/16	Fiscal Year Ended 11/30/15	Fiscal Year Ended 11/30/14 <sup>(a)</sup>	Fiscal Year Ended 11/30/13 <sup>(a)</sup>	Fiscal Year Ended 11/30/12 <sup>(a)</sup>
<b>FINANCIAL DATA</b>					
Total income from investments					
Distributions and dividends received, net of foreign taxes withheld	\$ 9,454,162	\$ 13,068,439	\$ 26,986,074	\$ 27,806,587	\$ 25,284,505
Interest	68,490	333,901	488,952	669,582	659,085
Other	27,378	80,169	198,333	798,964	5,061
Total income from investments	\$ 9,550,030	\$ 13,482,509	\$ 27,673,359	\$ 29,275,133	\$ 25,948,651
Adviser fee and operating expenses					
Adviser fees, less reimbursement by Adviser	\$ 1,009,528	\$ 1,899,225	\$ 4,314,026	\$ 3,862,641	\$ 4,723,818
Operating expenses <sup>(b)</sup>	671,117	895,481	1,127,724	686,943	3,312,486
Interest and dividends	907,714	1,447,431	1,264,615	552,890	1,698,813
Other	1,097	124,456	112,527	8,116	0
Total Adviser fees and operating expenses	\$ 2,589,456	\$ 4,366,593	\$ 6,818,892	\$ 5,110,590	\$ 9,735,117
Distributable Cash Flow (DCF) <sup>(c)</sup>	\$ 6,960,574	\$ 9,115,916	\$ 20,854,467	\$ 24,164,543	\$ 16,213,534
Distributions paid on common stock	\$ 7,273,047	\$ 14,873,359	\$ 30,182,347	\$ 30,006,331	\$ 29,822,349
Distributions paid on common stock per share	\$ 1.08	\$ 2.21	\$ 4.50	\$ 4.50	\$ 4.50
Distribution Coverage Ratio					
Before Adviser fee and operating expenses	1.3 x	0.9 x	0.9 x	1.0 x	0.9 x
After Adviser fee and operating expenses	1.0 x	0.6 x	0.7 x	0.8 x	0.5 x
<b>OTHER FUND DATA (end of period)</b>					
Total Assets, end of fiscal year	149,772,615	138,132,445	326,002,305	329,717,559	257,548,780
Unrealized appreciation (depreciation), net of income taxes	21,588,546	(30,615,651)	(8,126,321)	17,896,838	979,250
Short-term borrowings	49,454,119	43,368,787	95,547,072	72,950,000	36,300,000
Short-term borrowings as a percent of total assets	33%	31%	29%	22%	14%
Net Assets, end of fiscal year	99,969,625	92,650,518	199,847,099	233,619,616	220,020,922
Net Asset Value per common share	\$ 14.84	\$ 13.76	\$ 29.70	\$ 34.90	\$ 33.10
Market Value per share	\$ 12.69	\$ 12.02	\$ 40.50	\$ 40.45	\$ 38.40
Market Capitalization	\$ 85,458,292	\$ 80,946,310	\$ 272,396,066	\$ 270,839,382	\$ 255,417,600
Shares Outstanding	6,734,302	6,734,302	6,725,829	6,695,658	6,651,500

<sup>(a)</sup> Per share data adjusted for 1:5 reverse stock split completed as of September 14, 2015.

<sup>(b)</sup> Excludes expenses related to capital raising.

<sup>(c)</sup> Net Investment Income, before Income Taxes on the Statement of Operations is adjusted as follows to reconcile to Distributable Cash Flow: increased by the return of capital on MLP distributions.

The Cushing<sup>®</sup> MLP Total Return Fund

## Schedule of Investments

November 30, 2016

	Shares	Fair Value
<b>COMMON STOCK 26.9%</b>		
<b>Diversified General Partners 3.9%</b>		
<b>United States 3.9%</b>		
Semgroup Corporation <sup>(1)</sup>	109,349	\$ 3,942,031
<b>General Partners 20.9%</b>		
<b>United States 20.9%</b>		
Enlink Midstream, LLC <sup>(1)</sup>	179,550	3,285,765
ONEOK, Inc. <sup>(1)</sup>	64,950	3,567,704
Targa Resources Corporation <sup>(1)</sup>	137,600	7,332,704
Williams Companies, Inc.	218,050	6,694,135
		20,880,308
<b>Large Cap Diversified 2.1%</b>		
<b>United States 2.1%</b>		
Kinder Morgan, Inc. <sup>(1)</sup>	94,000	2,086,800
Total Common Stocks (Cost \$20,383,140)		\$ 26,909,139
<b>MLP INVESTMENTS AND RELATED COMPANIES 119.0%</b>		
<b>Crude Oil &amp; Refined Products 28.9%</b>		
<b>United States 28.9%</b>		
Buckeye Partners, L.P. <sup>(1)</sup>	52,300	\$ 3,364,982
Enbridge Energy Management, LLC <sup>(1)(2)</sup>	212,309	5,303,481
Genesis Energy, L.P. <sup>(1)</sup>	99,300	3,469,542
MPLX, L.P. <sup>(1)</sup>	184,934	6,075,082
Phillips 66 Partners, L.P. <sup>(1)</sup>	88,900	4,012,057
Shell Midstream Partners, L.P. <sup>(1)</sup>	32,250	889,455
Sunoco Logistics Partners, L.P. <sup>(1)</sup>	242,300	5,740,087
		28,854,686
<b>General Partners 7.9%</b>		
<b>United States 7.9%</b>		
Energy Transfer Equity, L.P.	223,150	3,800,244
Plains GP Holdings, L.P.	116,167	4,084,445
		7,884,689
<b>Large Cap Diversified 38.1%</b>		
<b>United States 38.1%</b>		
Energy Transfer Partners, L.P. <sup>(1)</sup>	243,839	8,563,626
Enterprise Products Partners, L.P. <sup>(1)</sup>	287,700	7,460,061
Magellan Midstream Partners, L.P. <sup>(1)</sup>	66,000	4,570,500

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ONEOK Partners, L.P. <sup>(1)</sup>	98,700	4,125,660
Plains All American Pipeline, L.P. <sup>(1)</sup>	139,650	4,601,467
Williams Partners, L.P. <sup>(1)</sup>	241,500	8,814,750

38,136,064

**Natural Gas Gatherers & Processors 23.3%**

**United States 23.3%**

American Midstream Partners, L.P. <sup>(1)</sup>	106,400	1,569,400
Antero Midstream Partners, L.P. <sup>(1)</sup>	96,700	2,724,039
Enable Midstream Partners, L.P.	166,200	2,596,044
Enlink Midstream Partners, L.P. <sup>(1)</sup>	290,550	5,090,436
Rice Midstream Partners, L.P. <sup>(3)</sup>	49,900	1,039,916
Rice Midstream Partners, L.P. <sup>(1)</sup>	195,202	4,206,603
Western Gas Partners, L.P. <sup>(1)</sup>	106,250	6,063,688

23,290,126

See Accompanying Notes to the Financial Statements.

The Cushing<sup>®</sup> MLP Total Return Fund

## Schedule of Investments

November 30, 2016 (Continued)

MLP INVESTMENTS AND RELATED COMPANIES (Continued)	Shares	Fair Value
<b>Natural Gas Transportation &amp; Storage 16.1%</b>		
<b>United States 16.1%</b>		
Dominion Midstream Partners, L.P. <sup>(1)</sup>	149,723	\$ 3,832,909
EQT Midstream Partners, L.P. <sup>(1)</sup>	69,500	5,089,485
Spectra Energy Partners, L.P. <sup>(1)</sup>	69,200	2,940,308
Tallgrass Energy Partners, L.P.	89,850	4,208,574
		16,071,276
<b>Propane 3.7%</b>		
<b>United States 3.7%</b>		
NGL Energy Partners, L.P. <sup>(1)</sup>	201,201	3,732,278
<b>Shipping 1.0%</b>		
<b>Republic of the Marshall Islands 1.0%</b>		
GasLog Partners, L.P.	49,900	1,015,465
Total MLP Investments and Related Companies (Cost \$121,984,450)		\$ 118,984,584
<b>SHORT-TERM INVESTMENTS</b>		
<b>INVESTMENT COMPANIES 0.2%</b>		
<b>United States 0.2%</b>		
First American Prime Obligations Fund Class Z, 0.01% <sup>(2)</sup>	173,553	\$ 173,553
Total Short-Term Investments Investment Companies (Cost \$173,553)		\$ 173,553
<b>TOTAL INVESTMENTS 146.1% (Cost \$142,541,143)</b>		<b>\$ 146,067,276</b>
Liabilities in Excess of Other Assets (46.1%)		(46,097,651)
<b>NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS 100.0%</b>		<b>\$ 99,969,625</b>

(1) All or a portion of these securities are held as collateral pursuant to the loan agreements.

(2) No distribution or dividend was made during the period ended November 30, 2016. As such, it is classified as a non-income producing security as of November 30, 2016.

(3) Restricted security. Fair valued by the Adviser using the Fund's valuation procedures and subsequently ratified by the Board of Trustees. The position was acquired on October 7, 2016 at \$1,072,850 and the fair value accounted for 1.04% of the Fund's net assets as of November 30, 2016.

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<sup>(4)</sup> Rate reported is the current yield as of November 30, 2016.

See Accompanying Notes to the Financial Statements.

The Cushing<sup>®</sup> MLP Total Return Fund**Statement of Assets & Liabilities**

November 30, 2016

<b>Assets</b>	
Investments, at fair value (cost \$142,541,143)	\$ 146,067,276
Deferred tax asset	1,318,872
Interest receivable	587
Current tax receivable	2,362,834
Prepaid expenses	23,046
<b>Total assets</b>	<b>149,772,615</b>
<b>Liabilities</b>	
Short-term borrowings	49,454,119
Distributions and dividends payable	6,478
Payable to Adviser, net of waiver	91,517
Accrued expenses and other liabilities	250,876
<b>Total liabilities</b>	<b>49,802,990</b>
Net assets applicable to common stockholders	\$ 99,969,625
<b>Components of Net Assets</b>	
Capital stock, \$0.001 par value; 6,734,302 shares issued and outstanding (unlimited shares authorized)	\$ 6,734
Additional paid-in capital	261,418,332
Accumulated net investment loss, net of income taxes	(77,604,268)
Accumulated net realized loss, net of income taxes	(105,439,719)
Net unrealized appreciation on investments, net of income taxes	21,588,546
<b>Net assets applicable to common stockholders</b>	<b>\$ 99,969,625</b>
Net asset value per common share outstanding (net assets applicable to common shares divided by common shares outstanding)	\$ 14.84

See Accompanying Notes to the Financial Statements.



The Cushing<sup>®</sup> MLP Total Return Fund**Statement of Operations**

Fiscal Year Ended November 30, 2016

<b>Investment Income</b>	
Distributions and dividends received, net of foreign taxes withheld of \$2,827	\$ 9,454,162
Less: return of capital on distributions	(8,769,888)
Distribution and dividend income	684,274
Interest income	68,490
Other income	27,378
<b>Total Investment Income</b>	<b>780,142</b>
<b>Expenses</b>	
Adviser fees	1,682,547
Professional fees	149,315
Administrator fees	116,840
Trustees fees	77,099
Reports to stockholders	69,608
Insurance expense	50,030
Stock loan fees	47,933
Fund accounting fees	44,286
Registration fees	39,435
Franchise tax expense	35,917
Transfer agent fees	28,202
Custodian fees and expenses	12,452
Other expenses	1,097
Total Expenses before Interest	2,354,761
Interest expense	907,714
Total Expenses	3,262,475
Less: expense waived by Adviser	(673,019)
Net Expenses	2,589,456
Net Investment Loss, before income taxes	(1,809,314)
Current tax benefit	2,362,833
Deferred tax expense	(2,504,127)
Net Investment Loss	(1,950,608)
<b>Realized and Unrealized Gain (Loss) on Investments</b>	
Net realized loss on investments	(36,355,328)
Net realized gain on securities sold short	508,895
Net realized gain on options	184,998
Net realized loss on investments	(35,661,435)

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Net change in unrealized appreciation of investments	52,137,713
Net change in unrealized appreciation of options	66,484
Net change in unrealized appreciation of investments	52,204,197
Net Realized and Unrealized Gain on Investments	16,542,762
Net Increase in Net Assets Applicable to Common Stockholders Resulting from Operations	\$ 14,592,154

See Accompanying Notes to the Financial Statements.

The Cushing® MLP Total Return Fund

**Statements of Changes in Net Assets**

	Fiscal Year Ended November 30, 2016	Fiscal Year Ended November 30, 2015
<b>Operations</b>		
Net investment income (loss)	\$ (1,950,608)	\$ 5,169,256
Net realized loss on investments, securities sold short, and options	(35,661,435)	(75,265,828)
Net change in unrealized appreciation (depreciation) of investments and options	52,204,197	(22,489,330)
<b>Net increase (decrease) in net assets applicable to common stockholders resulting from operations</b>	<b>14,592,154</b>	<b>(92,585,902)</b>
<b>Distributions and Dividends to Common Stockholders</b>		
Net investment income		
Return of capital	(7,273,047)	(14,873,359)
<b>Total distributions and dividends to common stockholders</b>	<b>(7,273,047)</b>	<b>(14,873,359)</b>
<b>Capital Share Transactions</b>		
Issuance of 0 and 42,368 common shares from reinvestment of distributions and dividends to stockholders, respectively		262,680
<b>Net increase in net assets applicable to common stockholders from capital share transactions</b>		<b>262,680</b>
<b>Total increase (decrease) in net assets applicable to common stockholders</b>	<b>7,319,107</b>	<b>(107,196,581)</b>
<b>Net Assets</b>		
Beginning of fiscal year	92,650,518	199,847,099
End of fiscal year	\$ 99,969,625	\$ 92,650,518
<b>Accumulated net investment loss at the end of the fiscal year, net of income taxes</b>	<b>\$ (77,604,268)</b>	<b>\$ (75,653,660)</b>

See Accompanying Notes to the Financial Statements.

The Cushing® MLP Total Return Fund

**Statement of Cash Flows**

Fiscal Year Ended November 30, 2016

<b>Operating Activities</b>	
Net Increase in Net Assets Applicable to Common Stockholders Resulting from Operations	\$ 14,592,154
Adjustments to reconcile increase in the net assets applicable to common stockholders to net cash provided by operating activities	
Net change in unrealized appreciation of investments	(52,204,197)
Purchases of investments	(137,846,997)
Proceeds from sales of investments	127,514,589
Proceeds from securities sold short	17,869,313
Purchases to cover securities sold short	(17,363,234)
Proceeds from option transactions, net	5,782,522
Return of capital on distributions	8,769,888
Net realized loss on sales of investments	35,661,240
Net purchases of short-term investments, net	(66,734)
Net accretion/amortization of senior notes premiums/discounts	4,135
Changes in operating assets and liabilities	
Deferred tax asset	2,504,128
Interest receivable	34,942
Current tax receivable	(2,362,834)
Prepaid expenses	6,336
Distributions and dividends payable	6,478
Payable to Adviser, net of waiver	4,435
Payable to Trustees	(6,608)
Payable for investments purchased	(1,818,753)
Accrued expenses and other liabilities	89,429
 Net cash provided by operating activities	 1,170,232
<b>Financing Activities</b>	
Proceeds from borrowing facility	50,785,400
Repayment of borrowing facility	(44,700,068)
Distributions and dividends paid to common stockholders	(7,273,047)
 Net cash used in financing activities	 (1,187,715)
 Decrease in Cash and Cash Equivalents	 (17,483)
<b>Cash and Cash Equivalents:</b>	
Beginning of fiscal year	17,483
 End of fiscal year	 \$
<b>Supplemental Disclosure of Cash Flow And Non-Cash Information</b>	
Interest Paid	\$ 907,714
Taxes Paid	\$ 23,798

See Accompanying Notes to the Financial Statements.



The Cushing<sup>®</sup> MLP Total Return Fund**Financial Highlights**

	Fiscal Year Ended November 30, 2016	Fiscal Year Ended November 30, 2015	Fiscal Year Ended November 30, 2014 <sup>(1)</sup>	Fiscal Year Ended November 30, 2013 <sup>(1)</sup>	Fiscal Year Ended November 30, 2012 <sup>(1)</sup>
<b>Per Common Share Data<sup>(2)</sup></b>					
Net Asset Value, beginning of year	\$ 13.76	\$ 29.70	\$ 34.90	\$ 33.10	\$ 38.70
<b>Income from Investment Operations:</b>					
Net investment income (loss)	(0.29)	(8.83)	(5.60)	(4.80)	(1.70)
Net realized and unrealized gain (loss) on investments	2.45	(4.90)	4.90	11.10	0.60
Total increase (decrease) from investment operations	2.16	(13.73)	(0.70)	6.30	(1.10)
<b>Less Distributions and Dividends to Common Stockholders:</b>					
Net investment income			(4.50)	(3.95)	(0.95)
Return of capital	(1.08)	(2.21)		(0.55)	(3.55)
Total distributions and dividends to common stockholders	(1.08)	(2.21)	(4.50)	(4.50)	(4.50)
Net Asset Value, end of fiscal year	\$ 14.84	\$ 13.76	\$ 29.70	\$ 34.90	\$ 33.10
Per common share fair value, end of fiscal year	\$ 12.69	\$ 12.02	\$ 40.50	\$ 40.45	\$ 38.40
Total Investment Return Based on Fair Value <sup>(3)</sup>	15.98%	(67.20)%	11.89%	18.86%	(9.75)%

See Accompanying Notes to the Financial Statements.

The Cushing<sup>®</sup> MLP Total Return Fund**Financial Highlights** (Continued)

	Fiscal Year Ended November 30, 2016	Fiscal Year Ended November 30, 2015	Fiscal Year Ended November 30, 2014 <sup>(1)</sup>	Fiscal Year Ended November 30, 2013 <sup>(1)</sup>	Fiscal Year Ended November 30, 2012 <sup>(1)</sup>
<b>Supplemental Data and Ratios</b>					
Net assets applicable to common stockholders, end of fiscal year (000 s)	\$ 99,970	\$ 92,651	\$ 199,847	\$ 233,620	\$ 220,021
Ratio of expenses (including current and deferred income tax benefit/expense) to average net assets after waiver <sup>(4)(5)</sup>	3.14%	2.11%	3.41%	4.64%	4.30%
Ratio of net investment income (loss) to average net assets before waiver <sup>(4)(6)(7)</sup>	(2.85)%	(2.19)%	(0.07)%	(0.05)%	(1.91)%
Ratio of net investment income (loss) to average net assets after waiver <sup>(4)(6)(7)</sup>	(2.08)%	(1.58)%	(0.07)%	(0.05)%	(1.91)%
Ratio of net investment income (loss) to average net assets after current and deferred income tax benefit/expense, before waiver <sup>(4)</sup>	(3.01)%	(1.30)%	(0.55)%	(2.50)%	(2.18)%
Ratio of net investment income (loss) to average net assets after current and deferred income tax benefit/expense, after waiver <sup>(4)</sup>	(2.24)%	(0.70)%	(0.55)%	(2.50)%	(2.18)%
Portfolio turnover rate	97.78%	97.30%	137.17%	297.81%	230.13%

(1) Per share data adjusted for 1:5 reverse stock split completed as of September 14, 2015.

(2) Information presented relates to a share of common stock outstanding for the entire year.

(3) The calculation also assumes reinvestment of dividends at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.

(4) For the fiscal year ended November 30, 2016, the Fund accrued \$141,294 in net current and deferred tax expense.

For the fiscal year ended November 30, 2015, the Fund accrued \$1,289,093 in net current and deferred tax benefit.

For the fiscal year ended November 30, 2014, the Fund accrued \$1,115,507 in net current and deferred tax expense.

For the fiscal year ended November 30, 2013, the Fund accrued \$5,743,456 in net current tax expense.

For the fiscal year ended November 30, 2012, the Fund accrued \$648,495 in net current tax expense.

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<sup>(5)</sup> The ratio of expenses (including current and deferred income tax benefit/expense) to average net assets before waiver was 3.91%, 2.71%, 3.41%, 4.64%, and 4.30% for the fiscal years ended November 30, 2016, 2015, 2014, 2013, and 2012, respectively.

<sup>(6)</sup> The ratio of expenses (excluding current and deferred income tax expense) to average net assets before waiver was 3.75%, 3.60%, 2.93%, 2.18%, and 4.03% for the fiscal years ended November 30, 2016, 2015, 2014, 2013, and 2012, respectively.

The ratio of expenses (excluding current and deferred income tax expense) to average net assets after waiver was 2.97%, 2.99%, 2.93%, 2.18%, and 4.03% for the fiscal years ended November 30, 2016, 2015, 2014, 2013, and 2012, respectively.

<sup>(7)</sup> This ratio excludes current and deferred income tax benefit/expense on net investment income.

See Accompanying Notes to the Financial Statements.



The Cushing<sup>®</sup> MLP Total Return Fund

## Notes to Financial Statements

November 30, 2016

### 1. Organization

The Cushing<sup>®</sup> MLP Total Return Fund (the Fund) was formed as a Delaware statutory trust on May 23, 2007, and is a non-diversified, closed-end investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund is managed by Cushing Asset Management, LP (the Adviser). The Fund's investment objective is to obtain a high after-tax total return from a combination of capital appreciation and current income. The Fund commenced operations on August 27, 2007. The Fund's shares are listed on the New York Stock Exchange under the symbol SRV.

During the fiscal year ended November 30, 2015, shares of the Fund were adjusted to reflect a reverse stock split. The effect of the reverse stock split was to reduce the number of shares outstanding while maintaining the Fund's and each shareholder's aggregate net asset value. A summary of the reverse stock split is as follows:

Date	Rate	Net Asset Value Before Reverse Split	Net Asset Value After Reverse Split	Shares Outstanding Before Reverse Split	Shares Outstanding After Reverse Split
September 14, 2015	1:5	\$ 3.47	\$ 17.34	33,671,512	6,734,302

### 2. Significant Accounting Policies

#### A. Use of Estimates

The following is a summary of significant accounting policies, consistently followed by the Fund in preparation of the financial statements. The Fund is considered an investment company and accordingly, follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board Accounting Standard Codification Topic 946, *Financial Services - Investment Companies*, which is part of U.S. Generally Accepted Accounting Principles (U.S. GAAP).

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, recognition of distribution income and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

#### B. Investment Valuation

The Fund uses the following valuation methods to determine fair value as either fair value for investments for which market quotations are available, or if not available, the fair value, as determined in good faith pursuant to such policies and procedures as may be approved by the Fund's Board of Trustees (Board of Trustees) from time to time. The valuation of the portfolio securities of the Fund currently includes the following processes:

- (i) The market value of each security listed or traded on any recognized securities exchange or automated quotation system will be the last reported sale price at the relevant valuation date on the composite tape or on the principal exchange on which such security is traded except those listed on the NASDAQ Global Market<sup>®</sup>, NASDAQ Global Select Market<sup>®</sup> and the NASDAQ Capital Market<sup>®</sup> exchanges (collectively, NASDAQ). Securities traded on NASDAQ will be valued at the NASDAQ official closing price. If no sale is reported on that date, the closing price from the prior day may be used.



(ii) Listed options on debt securities are valued at the last sale price, or if there are no trades for the day, the mean of the bid price and the ask price. Unlisted options on debt or equity securities are valued based upon their composite bid prices if held long, or their composite ask prices if held short. Futures are valued at the settlement price. Premiums for the sale of options written by the Fund will be included in the assets of the Fund, and the market value of such options will be included as a liability.

(iii) The Fund's non-marketable investments will generally be valued in such manner as the Adviser determines in good faith to reflect their fair values under procedures established by, and under the general supervision and responsibility of, the Board of Trustees. The pricing of all assets that are fair valued in this manner will be subsequently reported to and ratified by the Board of Trustees.

The Fund may engage in short sale transactions. For financial statement purposes, an amount equal to the settlement amount, if any, is included in the Statement of Assets and Liabilities as a liability. The amount of the liability is subsequently marked-to-market to reflect the fair value of the short positions. Subsequent fluctuations in market prices of securities sold short may require purchasing the securities at prices which may differ from the fair value reflected on the Statement of Assets and Liabilities. When the Fund sells a security short, it must borrow the security sold short and deliver it to the broker-dealer through which it made the short sale. A gain, limited to the price at which the Fund sold the security short, or a loss, unlimited in size, will be recognized under the termination of a short sale. The Fund is also subject to the risk that it may be unable to reacquire a security to terminate a short position except at a price substantially in excess of the last quoted price. The Fund is liable for any distributions and dividends (collectively referred to as Distributions) paid on securities sold short and such amounts, if any, are reflected as a Distribution expense in the Statement of Operations. The Fund's obligation to replace the borrowed security is secured by collateral deposited with the broker-dealer. The Fund also is required to segregate similar collateral to the extent, if any, necessary so that the value of both collateral amounts in the aggregate is at all times equal to at least 100% of the fair value of the securities sold short. The Fund did not hold any securities sold short as of November 30, 2016.

#### *C. Security Transactions, Investment Income and Expenses*

Security transactions are accounted for on the date securities are purchased or sold (trade date). Realized gains and losses are reported on a specific identified cost basis. Interest income is recognized on an accrual basis, including amortization of premiums and accretion of discounts. Distributions are recorded on the ex-dividend date. Distributions received from the Fund's investments in master limited partnerships (MLPs) generally are comprised of ordinary income, capital gains and return of capital from the MLPs. The Fund records investment income on the ex-date of the Distributions. For financial statement purposes, the Fund uses return of capital and income estimates to allocate the Distribution income received. Such estimates are based on historical information available from each MLP and other industry sources. These estimates may subsequently be revised based on information received from the MLPs after their tax reporting periods are concluded, as the actual character of these Distributions is not known until after the fiscal year end of the Fund.

The Fund estimates the allocation of investment income and return of capital for the Distributions received from its portfolio investments within the Statement of Operations. For the fiscal year ended November 30, 2016, the Fund has estimated approximately 93% of the Distributions received from its portfolio investments to be return of capital.

Expenses are recorded on an accrual basis.

#### *D. Distributions to Stockholders*

Distributions to common stockholders are recorded on the ex-dividend date. The character of Distributions to common stockholders made during the year may differ from their ultimate characterization

for federal income tax purposes. For the fiscal year ended November 30, 2016, the Fund's Distributions were expected to be comprised of 100% return of capital.

*E. Federal Income Taxation*

The Fund, taxed as a corporation, is obligated to pay federal and state income tax on its taxable income. Currently, the maximum marginal regular federal income tax rate for a corporation is 35%. The Fund may be subject to a 20% federal alternative minimum tax on its federal alternative minimum taxable income to the extent that its alternative minimum tax exceeds its regular federal income tax.

The Fund invests its assets primarily in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in MLPs, the Fund reports its allocable share of each MLP's taxable income in computing its own taxable income.

The Fund's tax expense or benefit is included in the Statement of Operations based on the component of income or gains (losses) to which such expense or benefit relates. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

The Fund recognizes in the financial statements the impact of a tax position, if that position is more-likely-than-not to be sustained on examination by the taxing authorities, based on the technical merits of the position. Tax benefits resulting from such a position are measured as the amount that has a greater than fifty percent likelihood on a cumulative basis to be sustained on examination.

*F. Cash and Cash Equivalents*

The Fund considers all highly liquid investments purchased with initial maturity equal to or less than three months to be cash equivalents.

*G. Cash Flow Information*

The Fund makes Distributions from investments, which include the amount received as cash distributions from MLPs, common stock dividends and interest payments. These activities are reported in the Statement of Changes in Net Assets, and additional information on cash receipts and payments is presented in the Statement of Cash Flows.

*H. Indemnification*

Under the Fund's organizational documents, its officers and trustees are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, in the normal course of business, the Fund may enter into contracts that provide general indemnification to other parties. The Fund's maximum exposure under such indemnification arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred, and may not occur. However, the Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

*I. Derivative Financial Instruments*

The Fund provides disclosure regarding derivatives and hedging activity to allow investors to understand how and why the Fund uses derivatives, how derivatives are accounted for, and how derivative instruments affect the Fund's results of operations and financial position.

The Fund occasionally purchases and sells ( writes ) put and call equity options as a source of potential protection against a broad market decline. A purchaser of a put option has the right, but not the obligation, to sell the underlying instrument at an agreed upon price ( strike price ) to the option seller.

A purchaser of a call option has the right, but not the obligation, to purchase the underlying instrument at the strike price from the option seller. Options are settled for cash.

*Purchased Options* Premiums paid by the Fund for purchased options are included in the Statement of Assets and Liabilities as an investment. The option is adjusted daily to reflect the fair value of the option and any change in fair value is recorded as unrealized appreciation or depreciation of investments. If the option is allowed to expire, the Fund will lose the entire premium paid and record a realized loss for the premium amount. Premiums paid for purchased options which are exercised or closed are added to the amounts paid or offset against the proceeds on the underlying investment transaction to determine the realized gain/loss or cost basis of the security.

*Written Options* Premiums received by the Fund for written options are included in the Statement of Assets and Liabilities. The amount of the liability is adjusted daily to reflect the fair value of the written option and any change in fair value is recorded as unrealized appreciation or depreciation of investments. Premiums received from written options that expire are treated as realized gains. The Fund records a realized gain or loss on written options based on whether the cost of the closing transaction exceeds the premium received. If a call option is exercised by the option buyer, the premium received by the Fund is added to the proceeds from the sale of the underlying security to the option buyer and compared to the cost of the closing transaction to determine whether there has been a realized gain or loss. If a put option is exercised by an option buyer, the premium received by the option seller reduces the cost basis of the purchased security.

Written uncovered call options subject the Fund to unlimited risk of loss. Written covered call options limit the upside potential of a security above the strike price. Put options written subject the Fund to risk of loss if the value of the security declines below the exercise price minus the put premium.

The Fund is not subject to credit risk on written options as the counterparty has already performed its obligation by paying the premium at the inception of the contract.

The Fund has adopted the disclosure provisions of Financial Accounting Standards Board ( FASB ) Accounting Standard Codification 815, Derivatives and Hedging ( ASC 815 ). ASC 815 requires enhanced disclosures about the Fund's use of and accounting for derivative instruments and the effect of derivative instruments on the Fund's results of operations and financial position. Tabular disclosure regarding derivative fair value and gain/loss by contract type (e.g., interest rate contracts, foreign exchange contracts, credit contracts, etc.) is required and derivatives accounted for as hedging instruments under ASC 815 must be disclosed separately from those that do not qualify for hedge accounting. Even though the Fund may use derivatives in an attempt to achieve an economic hedge, the Fund's derivatives are not accounted for as hedging instruments under ASC 815 because investment companies account for their derivatives at fair value and record any changes in fair value in current period earnings.

Transactions in purchased options during the fiscal year ended November 30, 2016, were as follows:

	Contracts	Premiums
Outstanding at November 30, 2015	2,250	\$ 266,619
Options purchased	34,750	4,769,597
Options covered	(37,000)	(5,036,216)
Options expired		
Options exercised		
Outstanding at November 30, 2016		\$

The average monthly fair value of purchased options during the fiscal year ended November 30, 2016 was \$130,912.

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Transactions in written options contracts for the fiscal year ended November 30, 2016, were as follows:

	Contracts	Premiums
Outstanding at November 30, 2015	750	\$ 35,010
Options written	6,400	300,223
Options covered	(400)	(17,349)
Options expired	(5,425)	(249,520)
Options exercised	(1,325)	(68,364)
 Outstanding at November 30, 2016		 \$

The average monthly fair value of written options during the fiscal year ended November 30, 2016 was \$31,715.

The effect of derivative instruments on the Statement of Operations for the fiscal year ended November 30, 2016:

### Amount of Realized Gain or (Loss) on Derivatives Recognized in Income

	Purchased Options	Written Options	Total
<b>Derivatives not accounted for as hedging instruments under ASC 815</b>			
Equity Contracts	\$ (79,054)	\$ 264,052	\$ 184,998

### Amount of Unrealized Appreciation on Derivatives Recognized in Income

	Purchased Options	Written Options	Total
<b>Derivatives not accounted for as hedging instruments under ASC 815</b>			
Equity Contracts	\$ 62,244	\$ 4,240	\$ 66,484

### 3. Concentrations of Risk

The Fund, under normal market conditions, invests at least 80% of its assets (net assets plus any borrowings for investment purposes) in a portfolio of MLPs and MLP-related investments. Therefore, the Fund may be subject to more risks than if they were more broadly diversified over numerous industries and sectors of the economy. General changes in market sentiment towards companies in the sectors in which they invest may adversely affect the Fund, and the performance of such sectors may lag behind the broader market as a whole.

The Fund is also subject to MLP structure risk. Holders of MLP units are subject to certain risks inherent in the structure of MLPs, including (i) tax risks, (ii) the limited ability to elect or remove management or the general partner or managing member, (iii) limited voting rights, except with respect to extraordinary transactions, and (iv) conflicts of interest between the general partner or managing member and its affiliates, on the one hand, and the limited partners or members, on the other hand, including those arising from incentive distribution payments or corporate opportunities.

### 4. Agreements and Related Party Transactions

The Fund has entered into an Investment Management Agreement with the Adviser (the Agreement). Under the terms of the Agreement, the Fund will pay the Adviser a fee, payable at the end of each calendar month, at an annual rate equal to 1.25% of the average weekly value of the Fund's Managed Assets during such month for the services and facilities provided by the Adviser to the Fund. The Fund's Board of Trustees approved a waiver of the advisory fees to be paid to the Adviser in the amount of 0.50% of the Fund's Managed Assets through February 1, 2017. The Adviser earned

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\$1,682,547 and waived \$673,019 in advisory fees for the fiscal year ended November 30, 2016. The Adviser will not recoup any of the waived expenses from the Fund.

The Fund has engaged U.S. Bancorp Fund Services, LLC to serve as the Fund's administrator. The Fund pays the administrator a monthly fee computed at an annual rate of 0.08% of the first \$100,000,000 of the Fund's average daily net assets, 0.05% on the next \$200,000,000 of average daily net assets and 0.04% on the balance of the Fund's average daily net assets, with a minimum annual fee of \$40,000.

U.S. Bancorp Fund Services, LLC serves as the Fund's transfer agent, dividend paying agent, and agent for the automatic dividend reinvestment plan.

U.S. Bank, N.A. serves as the Fund's custodian. The Fund pays the custodian a monthly fee computed at an annual rate of 0.004% of the Fund's average daily market value, with a minimum annual fee of \$4,800.

Fees paid to trustees for their services to the Fund are reflected as Trustees' fees on the Statement of Operations.

### 5. Income Taxes

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting and tax purposes. Components of the Fund's deferred tax assets and liabilities as of November 30, 2016, were as follows:

Deferred tax assets:	
Net operating loss carryforward	\$ 2,128,496
Capital loss carryforward	36,952,285
Unrealized appreciation on investments	
<b>Total deferred tax assets before valuation allowance</b>	<b>39,080,781</b>
Valuation allowance	(35,281,960)
<b>Total deferred tax assets after valuation allowance</b>	<b>3,798,821</b>
Less: deferred tax liabilities	(2,479,949)
<b>Net deferred tax asset</b>	<b>\$ 1,318,872</b>

As of November 30, 2016, a valuation allowance of \$35,281,960 was deemed necessary, as the Fund does not believe that there is an ability to realize this portion of the deferred tax asset through future taxable income. The Fund does, however, believe it to be more likely than not that the remaining net deferred tax asset of \$1,318,872 will be realized through carrying back losses to previous tax years.

The net operating loss carryforward and capital loss carryforwards are available to offset future taxable income. The Fund had the following net operating loss and capital loss amounts:

Fiscal Year Ended Net Operating Loss	Amount	Expiration
November 30, 2016	\$ 3,882,748	November 30, 2036
	\$ 3,882,748	

Fiscal Year Ended Capital Loss	Amount	Expiration
November 30, 2012	\$ 8,179,856	November 30, 2017
November 30, 2015	58,090,491	November 30, 2020
November 30, 2016	33,405,200	November 30, 2021

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Total Fiscal Year Ended Capital Loss

\$ 99,675,547



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For corporations, capital losses can only be used to offset capital gains and cannot be used to offset ordinary income. Net operating losses may be carried forward for 20 years or back 2 years, and capital losses may be carried forward for 5 years.

Total income tax benefit (current and deferred) differs from the amount computed by applying the federal statutory income tax rate of 35% to net investment income and realized and unrealized gains (losses) on investments before taxes for the fiscal year ended November 30, 2016, as follows:

Income tax expense at the Federal statutory rate of 35%	\$ 5,057,803
State income tax expense, net of federal benefit	306,288
Income tax benefit on permanent items	(135,783)
Foreign taxes withheld	2,827
Refund from net operating loss carryback	(2,362,834)
Valuation allowance changes affecting the provision for income taxes	(2,724,180)
<b>Total tax expense</b>	<b>\$ 144,121</b>

At November 30, 2016, the tax cost basis of investments was \$129,036,448 and gross unrealized appreciation and depreciation of investments for federal income tax purposes were as follows:

Gross unrealized appreciation	\$ 20,620,936
Gross unrealized depreciation	(3,590,108)
<b>Net unrealized appreciation</b>	<b>\$ 17,030,828</b>

The Fund recognizes the tax benefits of uncertain tax positions only where the position is more likely than not to be sustained assuming examination by tax authorities. Management has analyzed the Fund's tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on U.S. tax returns and state tax returns filed since inception of the Fund. No income tax returns are currently under examination. All tax years beginning after November 30, 2013 remain subject to examination by the tax authorities in the United States. Due to the nature of the Fund's investments, the Fund may be required to file income tax returns in several states. The Fund is not aware of any tax positions for which it is reasonably expected that the total amounts of unrecognized tax benefits will change materially in the next 12 months.

### 6. Fair Value Measurements

Various inputs that are used in determining the fair value of the Fund's investments are summarized in the three broad levels listed below:

Level 1 quoted prices in active markets for identical securities

Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)  
The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

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These inputs are summarized in the three levels listed below.

Description	Fair Value Measurements at Reporting Date Using			
	Fair Value at November 30, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>				
Equity Securities				
Common Stock <sup>(a)</sup>	\$ 26,909,139	\$ 26,909,139	\$	\$
Master Limited Partnerships and Related Companies <sup>(a)</sup>	118,984,584	117,944,668	1,039,916	
<b>Total Equity Securities</b>	<b>\$ 145,893,723</b>	<b>\$ 144,853,807</b>	<b>\$ 1,039,916</b>	<b>\$</b>
Other				
Short Term Investments <sup>(a)</sup>	173,553	173,553		
<b>Total Other</b>	<b>173,553</b>	<b>173,553</b>		
<b>Total Assets</b>	<b>\$ 146,067,276</b>	<b>\$ 145,027,360</b>	<b>\$ 1,039,916</b>	<b>\$</b>

(a) All other industry classifications are identified in the Schedule of Investments. The Fund did not hold Level 3 investments at any time during the fiscal year ended November 30, 2016.

Transfers into and out of each level are measured at fair value as of the end of the period. There were no transfers between any levels during the fiscal year ended November 30, 2016.

### 7. Investment Transactions

For the fiscal year ended November 30, 2016, the Fund purchased (at cost) and sold securities (proceeds) in the amount of \$137,846,997 and \$127,514,589 (excluding short-term securities), respectively, and made purchases to cover securities sold short and received proceeds from securities sold short in the amount of \$17,363,234 and \$17,869,313, respectively. The Fund purchased (at cost) and sold covered options (proceeds) in the amount of \$4,769,597 and \$10,251,896, respectively. The Fund sold written options (proceeds) in the amount of \$300,223.

### 8. Common Stock

The Fund had unlimited shares of capital stock authorized and 6,734,302 shares outstanding as of November 30, 2016. Transactions in common stock for the fiscal years ended November 30, 2015 and November 30, 2016 were as follows:

Shares at November 30, 2014	33,629,144
Share reduction due to reverse stock split	(26,937,210)
Shares issued through reinvestment of distributions	42,368
 Shares at November 30, 2015 and November 30, 2016	 6,734,302

### 9. Borrowing Facilities

The Fund maintains a margin account arrangement with Credit Suisse. The interest rate charged on margin borrowing is tied to the cost of funds for Credit Suisse (which is LIBOR plus 1.20%). Proceeds from the margin account arrangement are used to execute the Fund's investment objective.

## Edgar Filing: Cushing MLP Total Return Fund - Form N-CSR

The average principal balance and interest rate for the period during which the credit facilities were utilized during the fiscal year ended November 30, 2016 was approximately \$46,344,000 and 1.91%, respectively. At November 30, 2016, the principal balance outstanding was \$49,454,119.

**10. Subsequent Events**

Subsequent to November 30, 2016, the Fund declared monthly distributions to common stockholders in the amount of \$0.09 per share per month, payable on December 30, 2016 and January 31, 2017, to stockholders of record on December 19, 2016 and January 20, 2017, respectively.

The Cushing<sup>®</sup> MLP Total Return Fund

## **Report of Independent Registered Public Accounting Firm**

The Board of Trustees and Shareholders of

The Cushing MLP Total Return Fund:

We have audited the accompanying statement of assets and liabilities of The Cushing MLP Total Return Fund (the Fund), including the schedule of investments, as of November 30, 2016, the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Fund's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2016, by correspondence with the custodian. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of The Cushing MLP Total Return Fund at November 30, 2016, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for the each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Dallas, Texas

January 27, 2017

The Cushing<sup>®</sup> MLP Total Return Fund**Trustees and Executive Officers (Unaudited)**

November 30, 2016

Set forth below is information with respect to each of the Trustees and executive officers of the Trust, including their principal occupations during the past five years. The business address of the Fund, its Trustees and executive officers is 8117 Preston Road, Suite 440, Dallas, Texas 75225.

**Board of Trustees**

<b>Name and Year of Birth</b>	<b>Position(s) Held with the Trust</b>	<b>Term of Office and Length of Time Served<sup>(1)</sup></b>	<b>Principal Occupations During Past Five Years</b>	<b>Number of Portfolios in Fund Complex<sup>(2)</sup> Overseen by Trustee</b>	<b>Other Directorships Held by Trustee During the Past Five Years</b>
<b>Independent Trustees</b>					
Brian R. Bruce (1955)	Trustee and Chairman of the Audit Committee	Trustee since 2007	Chief Executive Officer, Hillcrest Asset Management, LLC (2008 to present) (registered investment adviser). Previously, Director of Southern Methodist University's Encap Investment and LCM Group Alternative Asset Management Center (2006 to 2011). Chief Investment Officer of Panagora Asset Management, Inc. (1999 to 2007) (investment management company).	6	CM Advisers Family of Funds (2 series) (2003 to present) and Dremar Contrarian Funds (2 series) (2007 to present).
Ronald P. Trout (1939)	Trustee and Chairman of the Nominating and Corporate Governance Committee	Trustee since 2007	Retired. Previously, founding partner and Senior Vice President of Hourglass Capital Management, Inc. (1989 to 2002) (investment management company).	6	Dorchester Minerals, L.P. (2008 to present) (acquisition, ownership and administration of natural gas and crude oil royalty, net profits and leasehold interests in the U.S.)
<b>Interested Trustees</b>					
Jerry V. Swank (1951) <sup>(3)</sup>	Trustee, Chairman of the Board, Chief Executive Officer and President	Trustee since 2007	Managing Partner of the Adviser and founder of Swank Capital, LLC (2000 to present).	6	E-T Energy Ltd. (2008 to 2014) (developing, operating, producing and selling recoverable bitumen); Central Energy Partners, LP (2010-2013) (storage and transportation of refined petroleum products and petrochemicals).

<sup>(1)</sup> After a Trustee's initial term, each Trustee is expected to serve a three-year term concurrent with the class of Trustees for which he serves. Mr. Bruce is expected to stand for re-election in 2017, Mr. Swank in 2018, and Mr. Trout in 2019.

<sup>(2)</sup>

## Edgar Filing: Cushing MLP Total Return Fund - Form N-CSR

The Fund Complex includes each registered investment company for which the Adviser serves as investment adviser. As of November 30, 2016, there were six funds in the Fund Complex.

(3) Mr. Swank is an interested person of the Fund, as defined under the 1940 Act, by virtue of his position as Managing Partner of the Adviser.

**Executive Officers**

The following provides information regarding the executive officers of the Fund who are not Trustees. Officers serve at the pleasure of the Board of Trustees and until his or her successor is appointed and qualified or until his or her earlier resignation or removal.

<b>Name and Year of Birth</b>	<b>Position(s) Held with the Trust</b>	<b>Term of Office and Length of Time Served<sup>(1)</sup></b>	<b>Principal Occupations During Past Five Years</b>
Jerry V. Swank (1951)	Chief Executive Officer and President	Officer since 2007	Managing Partner of the Adviser and founder of Swank Capital, LLC (2000 to present).
John H. Alban  (1963)	Chief Financial Officer and Treasurer	Officer since 2010	Chief Operating Officer ( COO ) and Chief Financial Officer ( CFO ) of the Adviser (2010 present); Previously, CAO of NGP Energy Capital Management (2007 2009); COO of Spinnerhawk Capital Management, L.P. (2005 2007).
Barry Y. Greenberg (1963)	Chief Compliance Officer and Secretary	Officer since 2010	General Counsel and Chief Compliance Officer ( CCO ) of the Adviser; Partner at Akin Gump Strauss Hauer & Feld LLP (2005 2010); Vice President, Legal, Compliance & Administration at American Beacon Advisors (1995 2005); Attorney and Branch Chief at the U.S. Securities and Exchange Commission (1988 1995).



The Cushing<sup>®</sup> MLP Total Return Fund

## **Additional Information (Unaudited)**

November 30, 2016

### **Investment Policies and Parameters**

The Fund is a non-diversified, closed-end management investment company under the 1940 Act. Accordingly, the Fund may invest a greater portion of its assets in a more limited number of issuers than a diversified fund. An investment in the Fund may present greater risk to an investor than an investment in a diversified portfolio because changes in the financial condition or market assessment of a single issuer may cause greater fluctuations in the value of the Fund's shares. Previously, the Fund had stated an intention to generally invest in 20-30 issuers. The Board of Trustees has approved eliminating that policy. While the Fund initially expects to invest in a greater number of issuers, the Fund may in the future invest in fewer issuers.

The Commodity Futures Trading Commission (CFTC) amended Rule 4.5, which permits investment advisers to registered investment companies to claim an exclusion from the definition of commodity pool operator with respect to a fund provided certain requirements are met. In order to permit the Investment Adviser to continue to claim this exclusion with respect to the Fund under the amended rule, the Fund limits its transactions in futures, options of futures and swaps (excluding transactions entered into for bona fide hedging purposes, as defined under CFTC regulations) such that either: (i) the aggregate initial margin and premiums required to establish its futures, options on futures and swaps do not exceed 5% of the liquidation value of the Fund's portfolio, after taking into account unrealized profits and losses on such positions; or (ii) the aggregate net notional value of its futures, options on futures and swaps does not exceed 100% of the liquidation value of the Fund's portfolio, after taking into account unrealized profits and losses on such positions. The Fund and the Adviser do not believe that complying with the amended rule will limit the Fund's ability to use futures, options and swaps to the extent that it has used them in the past.

### **Trustee and Executive Officer Compensation**

The Fund does not currently compensate any of its trustees who are interested persons nor any of its officers. For the fiscal year ended November 30, 2016, the aggregate compensation paid by the Fund to the independent trustees was \$83,707. The Fund did not pay any special compensation to any of its trustees or officers. The Fund continuously monitors standard industry practices and this policy is subject to change.

### **Cautionary Note Regarding Forward-Looking Statements**

This report contains forward-looking statements as defined under the U.S. federal securities laws. Generally, the words believe, expect, intend, estimate, anticipate, project, will and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to materially differ from the Fund's historical experience and its present expectations or projections indicated in any forward-looking statements. These risks include, but are not limited to, changes in economic and political conditions; regulatory and legal changes; MLP industry risk; leverage risk; valuation risk; interest rate risk; tax risk; and other risks discussed in the Fund's filings with the SEC. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. The Fund undertakes no obligation to update or revise any forward-looking statements made herein. There is no assurance that the Fund's investment objective will be attained.

### **Proxy Voting Policies**

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities owned by the Fund and information regarding how the Fund voted proxies relating to the portfolio of securities during the 12-month period ended June 30 are available to stockholders without charge, upon request by calling the Fund toll-free at (800)236-4424 and on the Fund's website at [www.cushingcef.com](http://www.cushingcef.com). Information regarding how the Fund voted proxies relating to the portfolio of securities during the 12-month period ended June 30 are also available to stockholders without charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

### **Form N-Q**

The Fund files its complete schedule of portfolio holdings for the first and third quarters of each fiscal year with the SEC on Form N-Q. The Fund's Form N-Q and statement of additional information are available without charge by visiting the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, you may review and copy the Fund's Form N-Q at the SEC's Public Reference Room in Washington D.C. You may obtain information on the operation of the Public Reference Room by calling (800) SEC-0330.

### **Portfolio Turnover**

The portfolio turnover rate for the fiscal year ended November 30, 2016 was 97.78%. Portfolio turnover may vary greatly from period to period. The Fund does not consider portfolio turnover rate a limiting factor in the Adviser's execution of investment decisions, and the Fund may utilize investment and trading strategies that may involve high portfolio turnover. A higher portfolio turnover rate results in correspondingly greater brokerage commissions and other transactional expenses that are borne by the Fund.

### **Certifications**

The Fund's Chief Executive Officer has submitted to the New York Stock Exchange the annual CEO certification as required by Section 303A.12(a) of the NYSE Listed Fund Manual.

The Fund has filed with the SEC the certification of its Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act.

### **Distribution and Dividend Reinvestment Plan**

#### *How the Plan Works*

Unless the registered owner of common shares elects to receive cash by contacting the Plan Agent, all dividends and distributions (collectively referred to in this section as "dividends") declared for your common shares of the Fund will be automatically reinvested by U.S. Bancorp Fund Services, LLC (the "Plan Agent"), agent for stockholders in administering the Fund's Dividend Reinvestment Plan (the "Plan"), in additional common shares of the Fund. The Plan Agent will open an account for each common stockholder under the Plan in the same name in which such common stockholder's common shares are registered. Whenever the Fund declares a dividend payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in common shares. The common shares will be acquired by the Plan Agent for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized common shares from the Fund ("newly-issued common shares") or (ii) by purchase of outstanding common shares on the open market ("open-market purchases") on the New York Stock Exchange or elsewhere.

If, on the payment date for any dividend, the market price per common share plus per share fees (which include any brokerage commissions the Plan Agent is required to pay) is greater than the net asset value per common share, the Plan Agent will invest the dividend amount in newly-issued common shares, including fractions, on behalf of the participants. The number of newly-issued common shares to be credited to each participant's account will be determined by dividing the dollar amount of the dividend by the net asset value per common share on the payment date; provided that, if the net asset value per common share is less than 95% of the market price per common share on the payment date, the dollar amount of the dividend will be divided by 95% of the market price per common share on the payment date. If, on the payment date for any dividend, the net asset value per common share is greater than the market value per common share plus per share fees, the Plan Agent will invest the dividend amount in common shares acquired on behalf of the participants in open-market purchases.

#### *Participation in the Plan*

If a registered owner of common shares elects not to participate in the Plan, you will receive all dividends in cash paid by check mailed directly to you (or, if the shares are held in street or other nominee name, then to such nominee) by the Plan Agent, as dividend disbursing agent. You may elect not to participate in the Plan and to receive all dividends in cash by sending written or telephonic instructions to the Plan Agent, as dividend paying agent, or by contacting the Plan Agent via their website at the address set out below. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by contacting the Plan Agent before the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution.

#### *Plan Fees*

There will be no per share fees with respect to common shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with open-market purchases. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

#### *Tax Implications*

The automatic reinvestment of dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such dividends. Accordingly, any taxable dividend received by a participant that is reinvested in additional common shares will be subject to federal (and possibly state and local) income tax even though such participant will not receive a corresponding amount of cash with which to pay such taxes.

#### *Contact Information*

For more information about the plan you may contact the Plan Agent in writing at PO Box 708, Milwaukee, WI 53201-0701, or by calling the Plan Agent at 1-800-662-7232.

#### **Privacy Policy**

In order to conduct its business, the Fund collects and maintains certain nonpublic personal information about its stockholders of record with respect to their transactions in shares of the Fund's securities. This information includes the stockholder's address, tax identification or Social Security number, share balances, and dividend elections. We do not collect or maintain personal information about stockholders whose share balances of our securities are held in street name by a financial institution such as a bank or broker.

We do not disclose any nonpublic personal information about you, the Fund's other stockholders or the Fund's former stockholders to third parties unless necessary to process a transaction, service an account, or as otherwise permitted by law.

To protect your personal information internally, we restrict access to nonpublic personal information about the Fund's stockholders to those employees who need to know that information to provide services to our stockholders. We also maintain certain other safeguards to protect your nonpublic personal information.

**Other Information For Stockholders**

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Fund from time to time may purchase its common shares of beneficial interest in the open market.

This report is sent to stockholders of The Cushing<sup>®</sup> MLP Total Return Fund for their information. It is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Fund or of any securities mentioned in this report.

The Fund does not make available copies of its Statement of Additional Information because the Fund's shares are not continuously offered, which means that the Statement of Additional Information has not been updated after completion of the Fund's initial public offering and the information contained in such Statement of Additional Information may have become outdated.

The Fund makes available performance and certain other on its website at [www.cushingcef.com](http://www.cushingcef.com). Investors and others are advised to periodically check the website for updated performance information and the release of other material information about the Fund. This reference to the Fund's website is intended to allow investors public access to information regarding the Fund and does not, and is not intended to, incorporate the Fund's website in this report.

**New Trustee**

Effective as of January 18, 2017, Brenda A. Cline was appointed as a Trustee of the Fund.

**The Cushing<sup>®</sup> MLP Total Return Fund**

**TRUSTEES**

Brian R. Bruce

Brenda A. Cline\*

Ronald P. Trout

Jerry V. Swank

\* appointed as a Trustee as of January 18, 2017

**EXECUTIVE OFFICERS**

Jerry V. Swank

*Chief Executive Officer and President*

John H. Alban

*Chief Financial Officer and Treasurer*

Barry Y. Greenberg

*Chief Compliance Officer and Secretary*

**INVESTMENT ADVISER**

Cushing<sup>®</sup> Asset Management, LP

8117 Preston Road, Suite 440

Dallas, TX 75225

**ADMINISTRATOR**

U.S. Bancorp Fund Services, LLC

615 East Michigan Street, 3rd Floor

Milwaukee, WI 53202

**CUSTODIAN**

U.S. Bank, N.A.

1555 N. River Center Drive, Suite 302

Milwaukee, WI 53212

**TRANSFER AGENT**

U.S. Bancorp Fund Services, LLC

615 East Michigan Street, 3rd Floor

Milwaukee, WI 53202

**LEGAL COUNSEL**

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, NY 10036

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Ernst & Young LLP

2323 Victory Avenue, Suite 2000

Dallas, TX 75219

**NOT FDIC INSURED | NOT BANK GUARANTEED | MAY LOSE VALUE**

## THE CUSHING<sup>®</sup> MLP TOTAL RETURN FUND

### Investment Adviser

Cushing<sup>®</sup> Asset Management, LP

8117 Preston Road

Suite 440

Dallas, TX 75225

(214) 692-6334

(888) 777-2346

[www.cushingcef.com](http://www.cushingcef.com)

[www.cushingasset.com](http://www.cushingasset.com)

**Item 2. Code of Ethics.**

The registrant has adopted a code of ethics that applies to the registrant's principal executive officer and principal financial officer. The registrant has not granted any waivers from any provisions of the code of ethics during the period covered by this report.

*The registrant undertakes to provide to any person without charge, upon request, a copy of its code of ethics by mail when they call the registrant at 1-888-777-2346.*

**Item 3. Audit Committee Financial Expert.**

The registrant's Board of Trustees has determined that there is at least one audit committee financial expert serving on its audit committee. Mr. Brian Bruce is the audit committee financial expert and is considered to be independent as each term is defined in Item 3 of Form N-CSR.

**Item 4. Principal Accountant Fees and Services.**

The registrant has engaged its principal accountant to perform audit services, audit-related services, tax services and other services during the past two fiscal years. Audit services refer to performing an audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years. Audit-related services refer to the assurance and related services by the principal accountant that are reasonably related to the performance of the audit. Tax services refer to professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning. There were no other services provided by the principal accountant. The following table details the aggregate fees billed or expected to be billed for each of the last two fiscal years for audit fees, audit-related fees, tax fees and other fees by the principal accountant.

	<b>FYE 11/30/2016</b>	<b>FYE 11/30/2015</b>
Audit Fees	79,600	80,000
Audit-Related Fees	None	None
Tax Fees	21,000	19,834
All Other Fees	None	None

The audit committee has adopted pre-approval policies and procedures that require the audit committee to pre-approve all audit and non-audit services of the registrant, including services provided to any entity affiliated with the registrant.

The percentages of fees billed by Ernst & Young LLP applicable to non-audit services pursuant to waiver of pre-approval requirement were as follows:

	<b>FYE 11/30/2016</b>	<b>FYE 11/30/2015</b>
Audit-Related Fees	0%	0%
Tax Fees	0%	0%
All Other Fees	0%	0%



All of the principal accountant's hours spent on auditing the registrant's financial statements were attributed to work performed by full-time permanent employees of the principal accountant. *(If more than 50 percent of the accountant's hours were spent to audit the registrant's financial statements for the most recent fiscal year, state how many hours were attributed to work performed by persons other than the principal accountant's full-time, permanent employees.)* The following table indicates the non-audit fees billed or expected to be billed by the registrant's accountant for services to the registrant and to the registrant's investment adviser (and any other controlling entity, etc. not sub-adviser) for the last two years. The audit committee of the board of trustees/directors has considered whether the provision of non-audit services that were rendered to the registrant's investment adviser is compatible with maintaining the principal accountant's independence and has concluded that the provision of such non-audit services by the accountant has not compromised the accountant's independence.

Non-Audit Related Fees	FYE 11/30/2016	FYE 11/30/2015
Registrant	None	None
Registrant's Investment Adviser	None	None

**Item 5. Audit Committee of Listed Registrants.**

The registrant is an issuer as defined in Rule 10A-3 under the Securities Exchange Act of 1934, (the Act) and has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Act. The independent members of the committee are as follows: Brian R. Bruce and Ron P. Trout.

**Item 6. Investments.**

(a) Schedule of Investments is included as part of the report to shareholders filed under Item 1 of this Form.

(b) Not Applicable.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

Cushing Asset Management, LP (the Investment Adviser) serves as the investment adviser and general partner, respectively, of certain investment vehicles (the Affiliate Funds) and, together with the registrant, each a Client and collectively, the Clients). Through these relationships the Investment Adviser is delegated the right to vote, on behalf of the Clients, proxies received from companies, the securities of which are owned by the Clients.

**Purpose**

The Investment Adviser follows this proxy voting policy (the Policy) to ensure that proxies the Investment Adviser votes on behalf of each Client are voted to further the best interest of that Client. The Policy establishes a mechanism to address any conflicts of interests between the Investment Adviser and the Client. Further, the Policy establishes how Clients may obtain information on how the proxies have been voted.

#### Determination of Vote

The Investment Adviser determines how to vote after studying the proxy materials and any other materials that may be necessary or beneficial to voting. The Investment Adviser votes in a manner that the Investment Adviser believes reasonably furthers the best interests of the Client and is consistent with the investment philosophy as set out in the relevant investment management documents.

The major proxy-related issues generally fall within five categories: corporate governance, takeover defenses, compensation plans, capital structure, and social responsibility. The Investment Adviser will cast votes for these matters on a case-by-case basis. The Investment Adviser will generally vote in favor of matters which follow an agreeable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting management's accountability to shareholders and/or present compensation plans that are commensurate with enhanced manager performance and market practices.

#### Resolution of any Conflicts of Interest

If a proxy vote creates a material conflict between the interests of the Investment Adviser and a Client, the Investment Adviser will resolve the conflict before voting the proxies. The Investment Adviser will either disclose the conflict to the Client and obtain a consent or take other steps designed to ensure that a decision to vote the proxy was based on the Investment Adviser's determination of the Client's best interest and was not the product of the conflict.

#### Records

The Investment Adviser maintains records of (i) all proxy statements and materials the Investment Adviser receives on behalf of Clients; (ii) all proxy votes that are made on behalf of the Clients; (iii) all documents that were material to a proxy vote; (iv) all written requests from Clients regarding voting history; and (v) all responses (written and oral) to Clients' requests. Such records are available to the Clients (and owners of a Client that is an investment vehicle) upon request.

#### **Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

Jerry V. Swank and Paul N. Euseppi (the portfolio managers) are primarily responsible for the day-to-day management of the registrant's portfolio.

(a)(1) The following table provides biographical information about the registrant's portfolio manager as of the date of this filing:

<b>Name</b>	<b>Positions(s) Held With Registrant and Length of Time Served</b>	<b>Principal Occupation During Past Five Years</b>
Jerry V. Swank	Trustee, Chairman of the Board, Chief Executive Officer and President since 2007.	Managing Partner of the Investment Adviser since 2003.
Paul N. Euseppi	None.	Portfolio Manager of the Investment Adviser since 2008.

(a)(2) The following table provides information about the other accounts managed on a day-to-day basis by the portfolio managers as of November 30, 2016:

<b>Name of Portfolio Manager</b>	<b>Number of Accounts</b>	<b>Total Assets of Accounts</b>	<b>Number of Accounts Subject to a Performance Fee</b>	<b>Total Assets of Accounts Subject to a Performance Fee</b>
<b><u>Jerry V. Swank</u></b>				
Registered investment companies	9	\$ 1,969,957,613	0	\$ 0
Other pooled investment vehicles	9	\$ 305,256,012	9	\$ 305,256,012
Other accounts	22	\$ 1,175,912,089	1	\$ 3,871,957
<b><u>Paul N. Euseppi</u></b>				
Registered investment companies	0	\$ 0	0	\$ 0
Other pooled investment vehicles	4	\$ 113,662,732	4	\$ 113,662,732
Other accounts	2	\$ 16,025,812	1	\$ 3,871,957

**(iv) Conflicts of Interest with the Investment Adviser**

Conflicts of interest may arise because the Investment Adviser and its affiliates generally will be carrying on substantial investment activities for other Clients, including, but not limited to, other investment vehicles for which the Adviser serves as investment adviser or general partner of such vehicles (the Affiliated Funds), in which the registrant will have no interest. The Investment Adviser or its affiliates may have financial incentives to favor certain of such accounts over the registrant. Any of the proprietary accounts of the Investment Adviser and its affiliates and other customer accounts may compete with the registrant for specific trades. The Investment Adviser or its affiliates may buy or sell securities for the registrant which differ from securities bought or sold for other accounts and customers, even though the investment objectives and policies of the other accounts may be similar to the registrant's. Situations may occur where the registrant could be disadvantaged as a result of the investment activities conducted by the Investment Adviser and its affiliates for other accounts resulting in, among other things, legal or internal restrictions on the combined size of positions that may be taken for the registrant and the other accounts, limits on the size of the registrant's position, or difficulty in liquidating an investment for the registrant and the other accounts where the market cannot absorb the sale of the combined position. Notwithstanding these potential conflicts of interest, the Investment Adviser, the registrant's Board of Trustees and its officers have a fiduciary obligation to act in the registrant's best interest.

The registrant's investment opportunities may be limited by potential affiliations of the Investment Adviser or its affiliates with MLPs and other natural resource companies. Additionally, to the extent that the Investment Adviser sources and structures private investments in MLPs and other natural resource companies, certain employees of the Investment Adviser may become aware of actions planned by MLPs and other natural resource companies, such as acquisitions, that may not be announced to the public. It is possible that the registrant could be precluded from investing in an MLP or other natural resource company as a result of such an occurrence.

The Investment Adviser manages several Affiliated Funds. Some of these Affiliated Funds have investment objectives that are similar to or overlap with the registrant's investment objectives. Further, the Investment Adviser may at some time in the future manage other investment funds with the same or similar investment objective as the registrant.

Investment decisions for the registrant are made independently from those of other Clients; however, from time to time, the same investment decision may be made for more than one fund or account.

When two or more Clients advised by the Investment Adviser or its affiliates seek to purchase or sell the same publicly traded securities, the securities actually purchased or sold will be allocated among the Clients on a good faith equitable basis by the Investment Adviser in its discretion in accordance with the Clients' various investment objectives and procedures adopted by the Investment Adviser and approved by the registrant's Board of Trustees. In some cases, this system may adversely affect the price or size of the position obtained by the registrant.

The registrant's investment opportunities may be limited by the availability of investment opportunities in the MLPs and other natural resource companies that the Investment Adviser evaluates for the Affiliated Funds. To the extent a potential investment is appropriate for the

registrant and one or more of the Affiliated Funds, the Investment Adviser will fairly allocate that investment to the registrant or an Affiliated Fund, or both, depending on its allocation procedures and applicable law related to combined or joint transactions. Under such circumstances, there may be an attractive limited investment opportunity otherwise suitable for the registrant in which the registrant cannot invest because of the particular allocation method being used for that investment.

Under the Investment Company Act of 1940 (the "1940 Act"), the registrant and its Affiliated Funds may be precluded from co-investing in private placements of securities. Except as permitted by law or positions of the staff of the Securities and Exchange Commission, the Investment Adviser will not co-invest its other Clients' assets in private transactions in which the registrant invests. To the extent the registrant is precluded from co-investing in such transactions, the Investment Adviser will allocate private investment opportunities among its Clients, including but not limited to the registrant and the Affiliated Funds, based on allocation policies that take into account several suitability factors, including the size of the investment opportunity, the amount each Client has available for investment and the Client's investment objectives. These allocation policies may result in the allocation of investment opportunities to an Affiliated Fund rather than to the registrant.

(a)(3) As of November 30, 2016:

### Compensation

Messrs. Swank and Euseppi are compensated by the Investment Adviser. Mr. Swank is a principal of the Investment Adviser and is compensated through partnership distributions that are based primarily on the profits and losses of the Investment Adviser. Mr. Euseppi receives a base salary and participates in an incentive compensation plan based on the profits of the Investment Adviser. The partnership distributions and incentive compensation plan are affected by the amount of assets the Investment Adviser manages and the appreciation of those assets, particularly over the long-term, but are not determined with specific reference to any particular performance benchmark or time period. Some of the other accounts managed by Messrs. Swank and Euseppi, including the Affiliated Funds, have investment strategies that are similar to the registrant's investment strategy. However, the Investment Adviser manages potential material conflicts of interest by allocating investment opportunities in accordance with its allocation policies and procedures.

(a)(4) As of November 30, 2016:

### Securities Beneficially Owned in the Registrant by Portfolio Managers

The following table provides information about the dollar range of equity securities in the registrant beneficially owned by the portfolio manager:

Portfolio Manager	Aggregate Dollar Range of Beneficial	
	Ownership in the Registrant	
Jerry V. Swank	\$	100,001 - 500,000 <sup>(1)</sup>
Paul N. Euseppi	\$	10,001 - 50,000

(1) Includes securities owned by the Investment Adviser. By virtue of his control of the Investment Adviser, Mr. Swank may be deemed to beneficially own the securities held by the Investment Adviser.



**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

<i>Period</i>	<i>(a) Total Number of Shares (or Units) Purchased</i>	<i>(b) Average Price per Share (or Unit)</i>	<i>(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</i>	<i>(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs</i>
Month #1				
06/01/2016-06/30/2016	0	0	0	0
Month #2				
07/01/2016-07/31/2016	0	0	0	0
Month #3				
08/01/2016-08/31/2016	0	0	0	0
Month #4				
09/01/2016-09/30/2016	0	0	0	0
Month #5				
10/01/2016-10/31/2016	0	0	0	0
Month #6				
11/01/2016-11/30/2016	0	0	0	0
Total	0	0	0	0

\* Footnote the date each plan or program was announced, the dollar amount (or share or unit amount) approved, the expiration date (if any) of each plan or program, each plan or program that expired during the covered period, each plan or program registrant plans to terminate or let expire.

**Item 10. Submission of Matters to a Vote of Security Holders.**

Not Applicable.

**Item 11. Controls and Procedures.**

- (a) The registrant's President/Principal Executive Officer and Treasurer/Principal Financial Officer have reviewed the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the Act)) as of a date within 90 days of the filing of this report, as required by Rule 30a-3(b) under the Act and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934. Based on their review, such officers have concluded that the disclosure controls and procedures are effective in ensuring that information required to be disclosed in this report is appropriately recorded, processed, summarized and reported and made known to them by others within the registrant and by the registrant's service provider.
  
- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.



**Item 12. Exhibits.**

- (a) (1) *Any code of ethics or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy Item 2 requirements through filing an exhibit.* Filed herewith.
- (2) *A separate certification for each principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.* Filed herewith.
- (3) *Any written solicitation to purchase securities under Rule 23c-1 under the Act sent or given during the period covered by the report by or on behalf of the registrant to 10 or more persons.* None.
- (b) *Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* Furnished herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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, President & Chief Executive Officer

Date 02/06/17

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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

Date 02/06/17

By (Signature and Title)\*/s/ John H. Alban  
John H. Alban, Treasurer & Chief Financial Officer

Date 02/06/17