

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

Cushing MLP Total Return Fund  
Form N-PX  
August 11, 2015

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22072

NAME OF REGISTRANT: The Cushing MLP Total Return  
Fund

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

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

REGISTRANT'S TELEPHONE NUMBER: 214-692-6334

DATE OF FISCAL YEAR END: 11/30

DATE OF REPORTING PERIOD: 07/01/2014 - 06/30/2015

The Cushing MLP Total Return Fund

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ATLAS ENERGY L P

Agent

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Security: 04930A104  
Meeting Type: Special  
Meeting Date: 20-Feb-2015  
Ticker: ATLS  
ISIN: US04930A1043  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "ATLAS MERGER AGREEMENT"), DATED AS OF OCTOBER 13, 2014, BY AND AMONG TARGA RESOURCES CORP., TRIDENT MERGER SUB GP, LLC, ATLAS ENERGY, L.P. AND ATLAS ENERGY GP, LLC, AND TO APPROVE THE MERGER CONTEMPLATED BY THE ATLAS MERGER AGREEMENT.	Mgmt	For

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2.	PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY ATLAS ENERGY, L.P. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Mgmt	For
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 ATLAS PIPELINE PARTNERS, L.P.

Agen

Security: 049392103  
 Meeting Type: Special  
 Meeting Date: 20-Feb-2015  
 Ticker: APL  
 ISIN: US0493921037

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER (THE "APL MERGER AGREEMENT"), DATED AS OF OCTOBER 13, 2014, BY AND AMONG TARGA RESOURCES CORP., TARGA RESOURCES PARTNERS LP, TARGA RESOURCES GP LLC, TRIDENT MLP MERGER SUB LLC, ATLAS ENERGY, L.P., ATLAS PIPELINE PARTNERS, L.P. AND ATLAS PIPELINE PARTNERS GP, LLC, AND TO APPROVE THE MERGER CONTEMPLATED BY THE APL MERGER AGREEMENT.	Mgmt	For
2.	PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION PAYMENTS THAT WILL OR MAY BE PAID BY ATLAS PIPELINE PARTNERS, L.P. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Mgmt	For

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 BUCKEYE PARTNERS, L.P.

Agen

Security: 118230101  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2015  
 Ticker: BPL  
 ISIN: US1182301010

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR PIETER BAKKER	Mgmt	For
	BARBARA M. BAUMANN	Mgmt	For
	MARK C. MCKINLEY	Mgmt	For
	DONALD W. NIEMIEC	Mgmt	For

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2. THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2015. Mgmt For

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CAPITAL PRODUCT PARTNERS L.P. Agen

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Security: Y11082107  
Meeting Type: Annual  
Meeting Date: 21-Aug-2014  
Ticker: CPLP  
ISIN: MHY110821078  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF ONE CLASS I DIRECTOR UNTIL THE 2017 ANNUAL MEETING: PIERRE DE DEMANDOLX-DEDONS	Mgmt	For
2.	PROPOSAL TO APPROVE THE FOURTH AMENDMENT TO THE SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF CAPITAL PRODUCT PARTNERS L.P. TO REVISE THE TARGET DISTRIBUTIONS TO HOLDERS OF INCENTIVE DISTRIBUTION RIGHTS.	Mgmt	For
3.	PROPOSAL TO APPROVE AN AMENDMENT AND RESTATEMENT OF CAPITAL PRODUCT PARTNERS L.P. 2008 OMNIBUS INCENTIVE COMPENSATION PLAN AMENDED JULY 22, 2010 TO INCREASE THE MAXIMUM NUMBER OF RESTRICTED UNITS AUTHORIZED FOR ISSUANCE THEREUNDER FROM 800,000 TO 1,650,000.	Mgmt	For

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ENERGY TRANSFER PARTNERS, L.P. Agen

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Security: 29273R109  
Meeting Type: Special  
Meeting Date: 20-Nov-2014  
Ticker: ETP  
ISIN: US29273R1095  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	APPROVAL OF THE SECOND AMENDED AND RESTATED ENERGY TRANSFER PARTNERS, L.P. 2008 LONG-TERM INCENTIVE PLAN (AS IT HAS BEEN AMENDED FROM TIME TO TIME, THE "LTIP"), WHICH, AMONG OTHER THINGS, PROVIDES FOR AN	Mgmt	For

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INCREASE IN THE MAXIMUM NUMBER OF COMMON UNITS RESERVED AND AVAILABLE FOR DELIVERY WITH RESPECT TO AWARDS UNDER THE LTIP TO 10,000,000 COMMON UNITS (THE "LTIP PROPOSAL").

2	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE LTIP PROPOSAL.	Mgmt	For
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KINDER MORGAN MANAGEMENT, LLC

Agen

Security: 49455U100  
 Meeting Type: Special  
 Meeting Date: 20-Nov-2014  
 Ticker: KMR  
 ISIN: US49455U1007

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO APPROVE THE KMR MERGER AGREEMENT.	Mgmt	For
2.	TO APPROVE THE KMR ADJOURNMENT PROPOSAL.	Mgmt	For
3.	TO APPROVE THE KMP MERGER AGREEMENT.	Mgmt	For
4.	TO APPROVE THE KMP ADJOURNMENT PROPOSAL.	Mgmt	For

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KINDER MORGAN, INC.

Agen

Security: 49456B101  
 Meeting Type: Special  
 Meeting Date: 20-Nov-2014  
 Ticker: KMI  
 ISIN: US49456B1017

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO APPROVE AN AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF KMI TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS P COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OF KMI FROM 2,000,000,000 TO 4,000,000,000.	Mgmt	For
2.	TO APPROVE THE ISSUANCE OF SHARES OF KMI COMMON STOCK IN THE PROPOSED KMP, KMR AND	Mgmt	For

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EPB MERGERS.

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| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE FOREGOING PROPOSALS AT THE TIME OF THE SPECIAL MEETING. | Mgmt | For |
|----|--|------|-----|

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 KINDER MORGAN, INC.

Agen

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 Security: 49456B101  
 Meeting Type: Annual  
 Meeting Date: 07-May-2015  
 Ticker: KMI  
 ISIN: US49456B1017  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RICHARD D. KINDER STEVEN J. KEAN TED A. GARDNER ANTHONY W. HALL, JR. GARY L. HULTQUIST RONALD L. KUEHN, JR. DEBORAH A. MACDONALD MICHAEL J. MILLER MICHAEL C. MORGAN ARTHUR C. REICHSTETTER FAYEZ SAROFIM C. PARK SHAPER WILLIAM A. SMITH JOEL V. STAFF ROBERT F. VAGT PERRY M. WAUGHTAL	Mgmt Mgmt	For For
2.	APPROVAL OF THE KINDER MORGAN, INC. 2015 AMENDED AND RESTATED STOCK INCENTIVE PLAN.	Mgmt	For
3.	APPROVAL OF THE AMENDED AND RESTATED ANNUAL INCENTIVE PLAN OF KINDER MORGAN, INC.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
5.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Mgmt	For
6.	APPROVAL OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF KINDER MORGAN, INC.	Mgmt	For
7.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON OUR COMPANY'S RESPONSE TO CLIMATE	Shr	Abstain

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CHANGE.

8.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON METHANE EMISSIONS.	Shr	Abstain
9.	STOCKHOLDER PROPOSAL RELATING TO AN ANNUAL SUSTAINABILITY REPORT.	Shr	Abstain

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MAGELLAN MIDSTREAM PARTNERS, L.P.

Agen

Security: 559080106  
Meeting Type: Annual  
Meeting Date: 23-Apr-2015  
Ticker: MMP  
ISIN: US5590801065

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT G. CROYLE STACY P. METHVIN BARRY R. PEARL	Mgmt Mgmt Mgmt	For For For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR	Mgmt	For

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MARKWEST ENERGY PARTNERS LP

Agen

Security: 570759100  
Meeting Type: Annual  
Meeting Date: 03-Jun-2015  
Ticker: MWE  
ISIN: US5707591005

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FRANK M. SEMPLE DONALD D. WOLF MICHAEL L. BEATTY WILLIAM A BRUCKMANN III DONALD C. HEPPERMAN RANDALL J. LARSON ANNE E. FOX MOUNSEY WILLIAM P. NICOLETTI	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS	Mgmt	For

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THE PARTNERSHIP'S INDEPENDENT REGISTERED  
PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR  
ENDING DECEMBER 31, 2015.

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NAVIOS MARITIME PARTNERS L.P. Agen

Security: Y62267102  
Meeting Type: Annual  
Meeting Date: 21-Nov-2014  
Ticker: NMM  
ISIN: MHY622671029

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR SERAFEIM KRIEMPARDIS	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

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NUSTAR GP HOLDINGS, LLC Agen

Security: 67059L102  
Meeting Type: Annual  
Meeting Date: 22-Apr-2015  
Ticker: NSH  
ISIN: US67059L1026

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JAMES F. CLINGMAN, JR.	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS NUSTAR GP HOLDINGS, LLC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Mgmt	For

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QR ENERGY LP (QRE) Agen

Security: 74734R108  
Meeting Type: Special  
Meeting Date: 18-Nov-2014  
Ticker: QRE  
ISIN: US74734R1086

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF 7/23/14 BY AND AMONG QR ENERGY LP ("QRE"), QRE GP, LLC, THE GENERAL PARTNER OF QRE, BREITBURN ENERGY PARTNERS LP ("BREITBURN"), REITBURN GP LLC, THE GENERAL PARTNER OF BREITBURN, AND BOOM MERGER SUB, LLC, A SUBSIDIARY OF BREITBURN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT").	Mgmt	For
02	TO APPROVE, ON AN ADVISORY, NON-BINDING BASIS, THE MERGER- RELATED COMPENSATION PAYMENTS THAT MAY BECOME PAYABLE TO QRE'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Mgmt	For
03	TO APPROVE THE ADJOURNMENT OF THE QRE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Mgmt	For

REGENCY ENERGY PARTNERS

Agen

Security: 75885Y107  
Meeting Type: Special  
Meeting Date: 28-Apr-2015  
Ticker: RGP  
ISIN: US75885Y1073

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 25, 2015, AS AMENDED BY AMENDMENT NO. 1 THERETO, DATED AS OF FEBRUARY 18, 2015, BY AND AMONG ENERGY TRANSFER PARTNERS, L.P., ENERGY TRANSFER PARTNERS GP, L.P., THE GENERAL PARTNER OF ETP, RENDEZVOUS I LLC, .. (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Mgmt	For
2.	TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Mgmt	For



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| 3. | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE PAYMENTS THAT WILL OR MAY BE PAID BY REGENCY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Mgmt | For |
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SEADRILL PARTNERS LLC

Agen

Security: Y7545W109  
 Meeting Type: Annual  
 Meeting Date: 26-Sep-2014  
 Ticker: SDLP  
 ISIN: MHY7545W1093

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO ELECT HARALD THORSTEIN AS A CLASS I DIRECTOR OF THE COMPANY WHOSE TERM WILL EXPIRE AT THE 2017 ANNUAL MEETING OF MEMBERS. | Mgmt          | For           |

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SEMGROUP CORPORATION

Agen

Security: 81663A105  
 Meeting Type: Annual  
 Meeting Date: 14-May-2015  
 Ticker: SEMG  
 ISIN: US81663A1051

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR<br>RONALD A. BALLSCHMIEDE<br>SARAH M. BARPOULIS<br>JOHN F. CHLEBOWSKI<br>CARLIN G. CONNER<br>KARL F. KURZ<br>JAMES H. LYTAL<br>THOMAS R. MCDANIEL | Mgmt          | For           |
| 2.     | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |
| 3.     | RATIFICATION OF BDO USA, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.  | Mgmt          | For           |

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TARGA RESOURCES CORP.

Agen

Security: 87612G101  
 Meeting Type: Special  
 Meeting Date: 20-Feb-2015  
 Ticker: TRGP  
 ISIN: US87612G1013

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF COMMON STOCK OF TARGA RESOURCES CORP. ("TRC") IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 13, 2014, BY AND AMONG TRC, TRIDENT GP MERGER SUB LLC, ATLAS ENERGY, L.P. AND ATLAS ENERGY ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)	Mgmt	For
2.	TO APPROVE ONE OR MORE ADJOURNMENTS OF THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE TRC STOCK ISSUANCE PROPOSAL.	Mgmt	For

TARGA RESOURCES CORP.

Agen

Security: 87612G101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2015  
 Ticker: TRGP  
 ISIN: US87612G1013

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JOE BOB PERKINS ERSHEL C. REDD, JR.	Mgmt Mgmt	For For
2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3	A SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF A REPORT ON METHANE EMISSIONS.	Shr	Against

TEEKAY CORPORATION

Agen

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Security: Y8564W103  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2015  
 Ticker: TK  
 ISIN: MHY8564W1030

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	DR. IAN D. BLACKBURNE	Mgmt	For
	WILLIAM B. BERRY	Mgmt	For
	C. SEAN DAY	Mgmt	For

THE WILLIAMS COMPANIES, INC.

Agen

Security: 969457100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2015  
 Ticker: WMB  
 ISIN: US9694571004

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ALAN S. ARMSTRONG	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND	Mgmt	For
1C.	ELECTION OF DIRECTOR: KATHLEEN B. COOPER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN A. HAGG	Mgmt	For
1E.	ELECTION OF DIRECTOR: JUANITA H. HINSHAW	Mgmt	For
1F.	ELECTION OF DIRECTOR: RALPH IZZO	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRANK T. MACINNIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: ERIC W. MANDELBLATT	Mgmt	For
1I.	ELECTION OF DIRECTOR: KEITH A. MEISTER	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEVEN W. NANCE	Mgmt	For
1K.	ELECTION OF DIRECTOR: MURRAY D. SMITH	Mgmt	For
1L.	ELECTION OF DIRECTOR: JANICE D. STONEY	Mgmt	For
1M.	ELECTION OF DIRECTOR: LAURA A. SUGG	Mgmt	For
2.	RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2015.	Mgmt	For
3.	APPROVAL, BY NONBINDING ADVISORY VOTE, OF	Mgmt	For

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THE COMPANY'S EXECUTIVE COMPENSATION.

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WILLIAMS PARTNERS L.P.

Agen

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Security: 96950F104  
Meeting Type: Consent  
Meeting Date: 28-Jan-2015  
Ticker: WPZ  
ISIN: US96950F1049  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 24, 2014 (THE "MERGER AGREEMENT"), BY AND AMONG ACCESS MIDSTREAM PARTNERS, L.P., ACCESS MIDSTREAM PARTNERS GP, L.L.C., VHMS, LLC ("MERGER SUB"), WILLIAMS PARTNERS, AND WILLIAMS PARTNERS GP LLC (THE "WPZ GENERAL PARTNER")	Mgmt	For

\* Management position unknown

## SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) The Cushing MLP Total Return Fund  
By (Signature) /s/ Daniel L. Spears  
Name Daniel L. Spears  
Title President  
Date 08/07/2015