

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

Cushing MLP Total Return Fund
Form N-PX
August 25, 2016

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: 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: Cushing Asset Management
LP
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: 07/01/2015 - 06/30/2016

Cushing MLP Total Return Fund

BUCKEYE PARTNERS, L.P.

Agen

Security: 118230101
Meeting Type: Annual
Meeting Date: 07-Jun-2016
Ticker: BPL
ISIN: US1182301010

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR OLIVER G. RICHARD, III CLARK C. SMITH FRANK S. SOWINSKI | Mgmt Mgmt Mgmt | For For For |
| 2. | THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, | Mgmt | For |

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L.P.'S INDEPENDENT REGISTERED PUBLIC
ACCOUNTANTS FOR 2016.

CAPITAL PRODUCT PARTNERS L.P.

Agen

Security: Y11082107
Meeting Type: Annual
Meeting Date: 23-Jul-2015
Ticker: CPLP
ISIN: MHY110821078

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | DIRECTOR D. CHRISTACOPOULOS ABEL RASTERHOFF | Mgmt Mgmt | For For |
| 2. | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE HADJIPAVLOU, SOFIANOS & CAMBANIS S.A. AS AUDITORS OF CAPITAL PRODUCT PARTNERS L.P. | Mgmt | For |

FIDELITY INSTL CASH PORTFOLIOS

Agen

Security: 316175108
Meeting Type: Special
Meeting Date: 12-Feb-2016
Ticker: FIGXX
ISIN: US3161751082

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 1. | DIRECTOR ELIZABETH S. ACTON JOHN ENGLER ALBERT R. GAMPER, JR. ROBERT F. GARTLAND ABIGAIL P. JOHNSON ARTHUR E. JOHNSON MICHAEL E. KENNEALLY JAMES H. KEYES MARIE L. KNOWLES GEOFFREY A. VON KUHN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |

FIDELITY INSTL CASH PORTFOLIOS

Agen

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Security: 316175207
 Meeting Type: Special
 Meeting Date: 12-Feb-2016
 Ticker: FMPXX
 ISIN: US3161752072

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-----------------------|---------------|---------------|
| 1. | DIRECTOR | | |
| | ELIZABETH S. ACTON | Mgmt | For |
| | JOHN ENGLER | Mgmt | For |
| | ALBERT R. GAMPER, JR. | Mgmt | For |
| | ROBERT F. GARTLAND | Mgmt | For |
| | ABIGAIL P. JOHNSON | Mgmt | For |
| | ARTHUR E. JOHNSON | Mgmt | For |
| | MICHAEL E. KENNEALLY | Mgmt | For |
| | JAMES H. KEYES | Mgmt | For |
| | MARIE L. KNOWLES | Mgmt | For |
| | GEOFFREY A. VON KUHN | Mgmt | For |

GASLOG PARTNERS LP

Agen

Security: Y2687W108
 Meeting Type: Annual
 Meeting Date: 05-May-2016
 Ticker: GLOP
 ISIN: MHY2687W1084

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | TO ELECT ROBERT B. ALLARDICE III AS A CLASS I DIRECTOR TO SERVE FOR A THREE-YEAR TERM UNTIL THE 2019 ANNUAL MEETING OR UNTIL HIS SUCCESSOR HAS BEEN ELECTED OR APPOINTED. | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT OF DELOITTE LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |

GOLAR LNG LIMITED

Agen

Security: G9456A100
 Meeting Type: Annual
 Meeting Date: 23-Sep-2015
 Ticker: GLNG
 ISIN: BMG9456A1009

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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| | | | |
|---|--|------|-----|
| 1 | TO RE-ELECT TOR OLAV TROIM AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| 2 | TO RE-ELECT DANIEL RABUN AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| 3 | TO RE-ELECT FREDRIK HALVORSEN AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| 4 | TO RE-ELECT CARL STEEN AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| 5 | TO RE-ELECT ANDREW J.D. WHALLEY AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| 6 | TO ELECT NIELS G. STOLT-NIELSEN AS A DIRECTOR OF THE COMPANY. | Mgmt | For |
| 7 | PROPOSAL TO RE-APPOINT ERNST & YOUNG LLP OF LONDON, ENGLAND AS AUDITORS AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION. | Mgmt | For |
| 8 | PROPOSAL TO APPROVE THE REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS OF A TOTAL AMOUNT OF FEES NOT TO EXCEED US\$1,500,000 FOR THE YEAR ENDED DECEMBER 31, 2015. | Mgmt | For |

GOLAR LNG PARTNERS LP

Agen

Security: Y2745C102
Meeting Type: Annual
Meeting Date: 23-Sep-2015
Ticker: GMLP
ISIN: MHY2745C1021

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1 | TO ELECT ANDREW J.D. WHALLEY AS A CLASS III DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2018 ANNUAL MEETING OF LIMITED PARTNERS. | Mgmt | For |
| 2 | TO ELECT PAUL LEAND AS A CLASS III DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2018 ANNUAL MEETING OF LIMITED PARTNERS. | Mgmt | For |

KINDER MORGAN, INC.

Agen

Security: 49456B101

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Meeting Type: Annual
 Meeting Date: 10-May-2016
 Ticker: KMI
 ISIN: US49456B1017

| 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 C. MORGAN ARTHUR C. REICHSTETTER FAYEZ SAROFIM C. PARK SHAPER WILLIAM A. SMITH JOEL V. STAFF ROBERT F. VAGT PERRY M. WAUGHTAL | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For For For For |
| 2. | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016 | Mgmt | For |
| 3. | STOCKHOLDER PROPOSAL RELATING TO A REPORT ON OUR COMPANY'S RESPONSE TO CLIMATE CHANGE | Shr | Against |
| 4. | STOCKHOLDER PROPOSAL RELATING TO A REPORT ON METHANE EMISSIONS | Shr | Against |
| 5. | STOCKHOLDER PROPOSAL RELATING TO AN ANNUAL SUSTAINABILITY REPORT | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL RELATING TO A REPORT ON DIVERSITY OF THE BOARD OF DIRECTORS | Shr | Against |

MAGELLAN MIDSTREAM PARTNERS, L.P.

Agen

Security: 559080106
 Meeting Type: Annual
 Meeting Date: 21-Apr-2016
 Ticker: MMP
 ISIN: US5590801065

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | DIRECTOR WALTER R. ARNHEIM PATRICK C. EILERS | Mgmt Mgmt | For For |

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|----|---|------|-----|
| 2. | AMENDMENT OF LONG-TERM INCENTIVE PLAN | Mgmt | For |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR | Mgmt | For |

MARKWEST ENERGY PARTNERS LP

Agen

Security: 570759100
 Meeting Type: Special
 Meeting Date: 01-Dec-2015
 Ticker: MWE
 ISIN: US5707591005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 11, 2015, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG MPLX LP, MPLX GP LLC, MARATHON PETROLEUM CORPORATION, SAPPHIRE HOLDCO LLC AND MARKWEST ENERGY PARTNERS, L.P., AND THE TRANSACTIONS CONTEMPLATED THEREBY. | Mgmt | For |
| 2. | PROPOSAL TO APPROVE, ON AN ADVISORY, NON-BINDING BASIS, THE MERGER-RELATED COMPENSATION PAYMENTS THAT MAY BECOME PAYABLE TO MARKWEST ENERGY PARTNERS, L.P.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Mgmt | For |
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE PROPOSAL 1 AT THE TIME OF THE SPECIAL MEETING. | Mgmt | For |

NUSTAR ENERGY L P

Agen

Security: 67058H102
 Meeting Type: Special
 Meeting Date: 28-Jan-2016
 Ticker: NS
 ISIN: US67058H1023

| Prop.# | Proposal | Proposal Type | Proposal Vote |
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|----|--|------|-----|
| 1. | TO APPROVE THE NUSTAR GP, LLC FIFTH AMENDED AND RESTATED 2000 LONG-TERM INCENTIVE PLAN (THE "AMENDED PLAN"). | Mgmt | For |
| 2. | TO CONSIDER AND VOTE UPON THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE AMENDED PLAN AT THE TIME OF THE SPECIAL MEETING. | Mgmt | For |

NUSTAR GP HOLDINGS, LLC

Agen

Security: 67059L102
 Meeting Type: Annual
 Meeting Date: 27-Apr-2016
 Ticker: NSH
 ISIN: US67059L1026

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|--------------------------------|
| 1. | DIRECTOR WILLIAM E. GREEHEY JELYNNE LEBLANC-BURLEY | Mgmt Mgmt | Split 17% For Split 17% For |
| 2. | TO RATIFY THE APPOINTMENT OF KPMG LLP AS NUSTAR GP HOLDINGS, LLC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016. | Mgmt | Split 17% For |

ONEOK, INC.

Agen

Security: 682680103
 Meeting Type: Annual
 Meeting Date: 25-May-2016
 Ticker: OKE
 ISIN: US6826801036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: BRIAN L. DERKSEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JULIE H. EDWARDS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN W. GIBSON | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: RANDALL J. LARSON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: STEVEN J. MALCOLM | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: KEVIN S. MCCARTHY | Mgmt | For |

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|-----|---|------|-----|
| 1G. | ELECTION OF DIRECTOR: JIM W. MOGG | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: PATTYE L. MOORE | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GARY D. PARKER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: TERRY K. SPENCER | Mgmt | For |
| 2. | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC. FOR THE YEAR ENDING DECEMBER 31, 2016 | Mgmt | For |
| 3. | AN ADVISORY VOTE TO APPROVE ONEOK, INC.'S EXECUTIVE COMPENSATION | Mgmt | For |

SPECTRA ENERGY CORP

Agen

 Security: 847560109
 Meeting Type: Annual
 Meeting Date: 26-Apr-2016
 Ticker: SE
 ISIN: US8475601097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GREGORY L. EBEL | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: F. ANTHONY COMPER | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: AUSTIN A. ADAMS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JOSEPH ALVARADO | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: PAMELA L. CARTER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CLARENCE P. CAZALOT JR | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: PETER B. HAMILTON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MIRANDA C. HUBBS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MICHAEL MCSHANE | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MICHAEL G. MORRIS | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY CORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING | Mgmt | For |

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FIRM FOR FISCAL YEAR 2016.

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|----|---|------|---------|
| 3. | APPROVAL OF SPECTRA ENERGY CORP 2007 LONG-TERM INCENTIVE PLAN, AS AMENDED AND RESTATED. | Mgmt | For |
| 4. | APPROVAL OF SPECTRA ENERGY CORP EXECUTIVE SHORT-TERM INCENTIVE PLAN, AS AMENDED AND RESTATED. | Mgmt | For |
| 5. | AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 6. | SHAREHOLDER PROPOSAL CONCERNING DISCLOSURE OF POLITICAL CONTRIBUTIONS. | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL CONCERNING DISCLOSURE OF LOBBYING ACTIVITIES. | Shr | Against |

SUNOCO LOGISTICS PARTNERS L.P.

Agen

Security: 86764L108
Meeting Type: Special
Meeting Date: 01-Dec-2015
Ticker: SXL
ISIN: US86764L1089

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1. | APPROVAL OF THE SUNOCO PARTNERS LLC LONG-TERM INCENTIVE PLAN, AS PROPOSED TO BE AMENDED AND RESTATED, WHICH, AMONG OTHER THINGS, PROVIDES FOR AN INCREASE IN THE MAXIMUM NUMBER OF COMMON UNITS RESERVED AND AVAILABLE FOR DELIVERY WITH RESPECT TO AWARDS UNDER THE SUNOCO PARTNERS LLC LONG-TERM INCENTIVE PLAN, AS AMENDED AND .. (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Mgmt | For |
| 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 |

TARGA RESOURCES CORP.

Agen

Security: 87612G101
Meeting Type: Special

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Meeting Date: 12-Feb-2016
 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. (THE "COMPANY") IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 2, 2015, BY AND AMONG THE COMPANY, SPARTAN MERGER SUB LLC, TARGA RESOURCES PARTNERS ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt | For |
| 2. | TO CONSIDER AND VOTE UPON A PROPOSAL 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: 17-May-2016
 Ticker: TRGP
 ISIN: US87612G1013

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR RENE R. JOYCE WATERS S. DAVIS, IV CHRIS TONG | Mgmt Mgmt Mgmt | For For For |
| 2. | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS. | Mgmt | For |

TARGA RESOURCES PARTNERS LP

Agen

Security: 87611X105
 Meeting Type: Special
 Meeting Date: 12-Feb-2016
 Ticker: NGLS
 ISIN: US87611X1054

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 2, 2015, BY AND AMONG TARGA RESOURCES CORP. ("TRC"), SPARTAN MERGER SUB LLC, TARGA RESOURCES PARTNERS LP (THE "PARTNERSHIP") AND TARGA RESOURCES GP LLC, PURSUANT TO WHICH TRC WILL ACQUIRE INDIRECTLY ALL OF ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt | For |
| 2. | TO CONSIDER AND VOTE UPON, ON AN ADVISORY, NON-BINDING BASIS, THE COMPENSATION PAYMENTS THAT MAY BE PAID OR BECOME PAYABLE TO THE PARTNERSHIP'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, WHICH IS REFERRED TO AS THE "TRP COMPENSATION PROPOSAL." | 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) | Cushing MLP Total Return Fund |
| By (Signature) | /s/ Jerry V Swank |
| Name | Jerry V Swank |
| Title | President |
| Date | 08/25/2016 |