

ClearBridge Energy MLP Total Return Fund Inc.  
Form N-CSRS  
July 25, 2013

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 811-22693

ClearBridge Energy MLP Total Return Fund  
(Exact name of registrant as specified in charter)

620 Eighth Avenue 49th Floor, New York, NY  
(Address of principal executive offices)

10018  
(Zip code)

Robert I. Frenkel, Esq.

Legg Mason & Co., LLC

100 First Stamford Place,

Stamford, CT 06902  
(Name and address of agent for service)

Registrant's telephone number, including area code: (888) 777-0102

Date of fiscal year end: November 30

Date of reporting period: May 31, 2013

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ITEM 1.

REPORT TO STOCKHOLDERS.

The **Semi-Annual** Report to Stockholders is filed herewith.

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**Semi-Annual Report May 31, 2013**

**CLEARBRIDGE ENERGY MLP TOTAL RETURN FUND INC.  
(CTR)**

INVESTMENT PRODUCTS: NOT FDIC INSURED • NO BANK GUARANTEE • MAY LOSE VALUE	
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**Fund objective**

The Fund's investment objective is to provide a high level of total return consisting of cash distributions and capital appreciation.

**What's inside**

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**Letter from the chairman**

**Dear Shareholder,**

We are pleased to provide the semi-annual report of ClearBridge Energy MLP Total Return Fund Inc. for the six-month reporting period ended May 31, 2013. Please read on for Fund performance information and a detailed look at prevailing economic and market conditions during the Fund's reporting period.

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I am pleased to introduce myself as the new Chairman, President and Chief Executive Officer of the Fund, succeeding R. Jay Gerken, as he embarks upon his retirement. Jay has most recently served as Chairman, President and Chief Executive Officer of the Fund and other funds in the Legg Mason complex. On behalf of all our shareholders and the Fund's Board of Directors, I would like to thank Jay for his vision and guidance, and wish him all the best.

I am honored to have been appointed to my new role with the Fund. During my 23 year career in the financial industry, I have seen it evolve and expand. Despite these changes, keeping an unwavering focus on our shareholders and their needs remains paramount. This was a consistent focus of Jay's, and I look forward to following his lead in the years to come.

As always, we remain committed to providing you with excellent service and a full spectrum of investment choices. We also remain committed to supplementing the support you receive from your financial advisor. One way we accomplish this is through our website, [www.lmcef.com](http://www.lmcef.com). Here you can gain immediate access to market and investment information, including:

- Fund prices and performance,
- Market insights and commentaries from our portfolio managers, and
- A host of educational resources.

We look forward to helping you meet your financial goals.

Sincerely,

Kenneth D. Fuller

*Chairman, President and Chief Executive Officer*

June 28, 2013

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II ClearBridge Energy MLP Total Return Fund Inc.

## Investment commentary

### Economic review

The U.S. economy continued to grow over the six months ended May 31, 2013 (the reporting period), but the pace was far from robust. Looking back, U.S. gross domestic product (GDP) growth, as reported by the U.S. Department of Commerce, was 1.3% in the second quarter of 2012. Economic growth accelerated to 3.1% in the third quarter, partially due to increased private inventory investment, higher federal government spending and moderating imports. However, economic activity sharply moderated in the fourth quarter, with GDP expanding an anemic 0.4%. This was driven by a reversal of the above factors, as private inventory investment and federal government spending weakened. Economic growth then improved, as the U.S. Department of Commerce's final reading for first quarter 2013 GDP growth, released after the reporting period ended, was 1.8%. Accelerating growth was due, in part, to strengthening consumer spending, which rose 2.6% during the first quarter, versus a 1.8% increase during the previous quarter.

While there was some improvement in the U.S. job market, unemployment remained elevated throughout the reporting period. When the period began, unemployment, as reported by the U.S. Department of Labor, was 7.8%. The unemployment rate fluctuated between 7.8% and 7.9% through January 2013. Unemployment then fell to 7.7% in February, 7.6% in March and 7.5% in April, before edging up to 7.6% in May. In an encouraging sign, the number of longer-term unemployed has declined in recent months. In February 2013, more than 40% of the people without a job had been out of work for more than six months. This fell to 37.3% in May 2013.

Meanwhile, the housing market brightened, as sales generally improved and home prices continued to rebound. According to the National Association of Realtors (NAR), existing-home sales rose 4.2% on a seasonally adjusted basis in May 2013 versus the previous month and were 12.9% higher than in May 2012. In addition, the NAR reported that the median existing-home price for all housing types was \$208,000 in May 2013, up 15.4% from May 2012. This marked the fifteenth consecutive month that home prices rose compared to the same period a year earlier. While the inventory of homes available for sale rose 3.3% in May 2013 to a 5.1 month supply at the current sales pace, it was 10.1% lower than in May 2012.

While manufacturing activity was weak in many international developed countries, it was generally positive in the U.S. Based on the Institute for Supply Management's Purchasing Managers' Index (PMI)ii, the U.S. manufacturing sector expanded during the first five months of the reporting period. However, manufacturing then experienced a setback, falling from 50.7 in April 2013 to 49.0 in May (a reading below 50 indicates a contraction, whereas a reading above 50 indicates an expansion). During May, 10 of the 18 industries within the PMI expanded, versus 14 expanding the prior month.

**Investment commentary (cont d)**

**Market review**

**Q. How did the Federal Reserve Board ( Fed )iii respond to the economic environment?**

A. The Fed took a number of actions as it sought to meet its dual mandate of fostering maximum employment and price stability. As has been the case since December 2008, the Fed kept the federal funds rateiv at a historically low range between zero and 0.25%. At its September 2012 meeting, prior to the beginning of the reporting period, the Fed announced a third round of quantitative easing ( QE3 ), which involves purchasing \$40 billion each month of agency mortgage-backed securities ( MBS ) on an open-end basis. In addition, the Fed further extended the duration that it expects to keep the federal funds rate on hold, until at least mid-2015. At its meeting in December, the Fed announced that it would continue purchasing \$40 billion per month of agency MBS, as well as initially purchasing \$45 billion a month of longer-term Treasuries. The Fed also said that it would keep the federal funds rate on hold ...as long as the unemployment rate remains above 6.5%, inflation between one and two years ahead is projected to be no more than a half percentage point above the Committee s 2.0% longer-run goal, and longer-term inflation expectations continue to be well anchored. At its meeting that ended on June 19, 2013, after the reporting period ended, the Fed did not make any material changes to its official policy statement. However, in a press conference following the meeting, Fed Chairman Bernanke said ...the Committee currently anticipates that it would be appropriate to moderate the monthly pace of purchases later this year; and if the subsequent data remain broadly aligned with our current expectations for the economy, we would continue to reduce the pace of purchases in measured steps through the first half of next year, ending purchases around midyear.

**Q. What factors impacted the U.S. stock market during the reporting period?**

A. Despite periods of volatility and several flights to quality, the U.S. stock market generated strong results during the reporting period. In October 2012, prior to the beginning of the period, the market experienced a setback given renewed concerns about the economy and the upcoming fiscal cliff. While these and other macro issues, including the European sovereign debt crisis and uncertainties surrounding the impact of sequestration, weighed on investor sentiment at times, the market posted positive results during all six months of the reporting period. For the six months ended May 31, 2013, the S&P 500 Indexv gained 16.43%.

Looking at the U.S. stock market more closely, small-cap stocks generated the best returns during the six months ended May 31, 2013, with the Russell 2000 Indexvi gaining 20.60%. In contrast, large-cap stocks, as measured by the Russell 1000 Indexvii, returned 16.68% and the Russell Midcap Indexviii returned 19.49%. From an investment style perspective, growth and value stocks, as measured by the Russell 3000 Growthix and Russell 3000 Valuex Indices, returned 14.48% and 19.37%, respectively.

Looking at the energy master limited partnership ( MLP ) market, the sector s strong performance over the past six months was driven by continued investor interest and by valuations that, in our view, have remained attractive relative to other asset classes. The high current distribution yields of many energy MLPs, combined with the secular growth opportunity the sector represents, has increasingly attracted both income and growth investors into the space. Our belief is that we are still in the early stages of the longer-term energy infrastructure build-out that is occurring in the U.S. to support increased drilling activities in many unconventional shale formations and the continued production growth for crude oil, natural gas and natural gas liquids. For energy MLP securities, this has resulted in continued and accelerating distribution growth. In terms of performance, the Alerian MLP Indexxi returned 14.68% over the six-month reporting period.

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IV ClearBridge Energy MLP Total Return Fund Inc.



**Performance review**

For the six months ended May 31, 2013, ClearBridge Energy MLP Total Return Fund Inc. returned 17.03% based on its net asset value ( NAV )<sup>xii</sup> and 19.84% based on its New York Stock Exchange ( NYSE ) market price per share. The Lipper Sector Equity Closed-End Funds Category Averagexiii returned 9.87% over the same time frame. Please note that Lipper performance returns are based on each fund's NAV.

During this six-month period, the Fund made distributions to shareholders totaling \$0.66 per share, which may have included a return of capital. The performance table shows the Fund's six-month total return based on its NAV and market price as of May 31, 2013. **Past performance is no guarantee of future results.**

**Performance Snapshot as of May 31, 2013 (unaudited)**

Price Per Share	6-Month Total Return*
\$22.26 (NAV)	17.03%
\$23.05 (Market Price)	19.84%

**All figures represent past performance and are not a guarantee of future results. Performance figures for periods shorter than one year represent cumulative figures and are not annualized.**

\* Total returns are based on changes in NAV or market price, respectively. Returns reflect the deduction of all Fund expenses, including management fees, operating expenses, and other Fund expenses. Returns do not reflect the deduction of brokerage commissions or taxes that investors may pay on distributions or the sale of shares.

Total return assumes the reinvestment of all distributions, including returns of capital, if any, at NAV.

Total return assumes the reinvestment of all distributions, including returns of capital, if any, in additional shares in accordance with the Fund's Dividend Reinvestment Plan.

**Looking for additional information?**

The Fund is traded under the symbol CTR and its closing market price is available in most newspapers under the NYSE listings. The daily NAV is available on-line under the symbol XCTR on most financial websites. *Barron's* and the *Wall Street Journal's* Monday edition both carry closed-end fund tables that provide additional information. In addition, the Fund issues a quarterly press release that can be found on most major financial websites as well as [www.lmcef.com](http://www.lmcef.com).

In a continuing effort to provide information concerning the Fund, shareholders may call 1-888-777-0102 (toll free), Monday through Friday from 8:00 a.m. to 5:30 p.m. Eastern Time, for the Fund's current NAV, market price and other information.

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As always, thank you for your confidence in our stewardship of your assets.

Sincerely,

Kenneth D. Fuller

*Chairman, President and Chief Executive Officer*

June 28, 2013

**RISKS:** *All investments are subject to risk, including the risk of loss. MLP distributions are not guaranteed and there is no assurance that all distributions will be tax deferred. Investments in MLP securities are subject to unique risks. The Fund's concentration of investments in energy related MLPs subject it to the risks of MLPs and the energy sector, including the risks of declines in energy and commodity prices, decreases in energy demand, adverse weather conditions, natural or other disasters, changes in government regulation, and changes in tax laws. Leverage may result in greater volatility of NAV and the market price of common shares and increases a shareholder's risk of loss. Derivative instruments can be illiquid, may disproportionately increase losses, and have a potentially large impact on Fund performance. The Fund may invest in small capitalization or illiquid securities which can increase the risk and volatility of the Fund.*

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ClearBridge Energy MLP Total Return Fund Inc. V

**Investment commentary (cont d)**

All investments are subject to risk including the possible loss of principal. Past performance is no guarantee of future results. All index performance reflects no deduction for fees, expenses or taxes. Please note that an investor cannot invest directly in an index.

The information provided is not intended to be a forecast of future events, a guarantee of future results or investment advice. Views expressed may differ from those of the firm as a whole.

- i Gross domestic product ( GDP ) is the market value of all final goods and services produced within a country in a given period of time.
- ii The Institute for Supply Management's PMI is based on a survey of purchasing executives who buy the raw materials for manufacturing at more than 350 companies. It offers an early reading on the health of the manufacturing sector.
- iii The Federal Reserve Board ( Fed ) is responsible for the formulation of policies designed to promote economic growth, full employment, stable prices and a sustainable pattern of international trade and payments.
- iv The federal funds rate is the rate charged by one depository institution on an overnight sale of immediately available funds (balances at the Federal Reserve) to another depository institution; the rate may vary from depository institution to depository institution and from day to day.
- v The S&P 500 Index is an unmanaged index of 500 stocks and is generally representative of the performance of larger companies in the U.S.
- vi The Russell 2000 Index measures the performance of the small-cap segment of the U.S. equity universe. The Russell 2000 is a subset of the Russell 3000 Index representing approximately 10% of the total market capitalization of that index. It includes approximately 2,000 of the smallest securities based on a combination of their market cap and current index membership. The Russell 3000 Index measures the performance of the 3,000 largest U.S. companies based on total market capitalization, which represents approximately 98% of the U.S. equity market.
- vii The Russell 1000 Index measures the performance of the large-cap segment of the U.S. equity universe. It is a subset of the Russell 3000 Index and includes approximately 1,000 of the largest securities based on a combination of their market cap and current index membership. The Russell 1000 represents approximately 92% of the U.S. market.
- viii The Russell Midcap Index measures the performance of the mid-cap segment of the U.S. equity universe. The Russell Midcap is a subset of the Russell 1000 Index. It includes approximately 800 of the smallest securities based on a combination of their market cap and current index membership. The Russell Midcap represents approximately 31% of the total market capitalization of the Russell 1000 companies.
- ix The Russell 3000 Growth Index measures the performance of the broad growth segment of the U.S. equity universe. It includes those Russell 3000 Index companies with higher price-to-book ratios and higher forecasted growth values. (A price-to-book ratio is the price of a stock compared to the difference between a company's assets and liabilities.)
- x The Russell 3000 Value Index measures the performance of the broad value segment of the U.S. equity universe. It includes those Russell 3000 Index companies with lower price-to-book ratios and lower forecasted growth values.
- xi The Alerian MLP Index is a composite of the fifty most prominent energy master limited partnerships ( MLPs ) and is calculated using a float-adjusted, capitalization-weighted methodology.
- xii Net asset value ( NAV ) is calculated by subtracting total liabilities and outstanding preferred stock (if any) from the closing value of all securities held by the Fund (plus all other assets) and dividing the result (total net assets) by the total number of the common shares outstanding. The NAV fluctuates with changes in the market prices of securities in which the Fund has invested. However, the price at which an investor may buy or sell shares of the Fund is the Fund's market price as determined by supply of and demand for the Fund's shares.
- xiii

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Lipper, Inc., a wholly-owned subsidiary of Reuters, provides independent insight on global collective investments. Returns are based on the six-month period ended May 31, 2013, including the reinvestment of all distributions, including returns of capital, if any, calculated among the 51 funds in the Fund's Lipper category.

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VI ClearBridge Energy MLP Total Return Fund Inc.

**Fund at a glance (unaudited)**

**Investment breakdown (%) as a percent of total investments**

The bar graph above represents the composition of the Fund's investments as of May 31, 2013 and November 30, 2012. The Fund is actively managed. As a result, the composition of the Fund's investments is subject to change at any time.

## Schedule of investments (unaudited)

May 31, 2013

## ClearBridge Energy MLP Total Return Fund Inc.

	Shares/ Units	Value
<b>Security</b>		
<b>Master Limited Partnerships 141.5%</b>		
<b>Crude/Refined Products Pipelines 5.3%</b>		
Kinder Morgan Energy Partners LP	542,150	\$ 45,215,310
<b>Diversified Energy Infrastructure 41.1%</b>		
Energy Transfer Equity LP	512,010	29,266,492
Energy Transfer Partners LP	942,460	45,812,981
Enterprise Products Partners LP	1,207,080	71,688,481
Genesis Energy LP	641,910	32,191,786
Kinder Morgan Management LLC	955,083	77,571,841
ONEOK Partners LP	462,330	23,930,201
Regency Energy Partners LP	699,170	17,926,719
Williams Partners LP	1,032,490	51,510,926
<b>Total Diversified Energy Infrastructure</b>		<b>349,899,427</b>
<b>Exploration &amp; Production 1.0%</b>		
Eagle Rock Energy Partners LP	961,330	8,132,852
<b>Gathering/Processing 43.4%</b>		
Access Midstream Partners LP	1,156,630	49,758,223
Crestwood Midstream Partners LP	963,480	23,846,130
DCP Midstream Partners LP	1,024,628	48,977,218
EQT Midstream Partners LP	767,170	37,483,926(a)
Exterran Partners LP	438,870	12,161,088
MarkWest Energy Partners LP	1,262,280	83,108,515
PVR Partners LP	302,440	7,790,854
Southcross Energy Partners LP	293,681	6,596,075
Summit Midstream Partners LP	619,140	19,298,594
Targa Resources Partners LP	1,094,230	50,892,637
Western Gas Partners LP	506,120	29,775,040
<b>Total Gathering/Processing</b>		<b>369,688,300</b>
<b>Global Infrastructure 1.9%</b>		
Brookfield Infrastructure Partners LP	439,910	15,977,531
<b>Liquids Transportation &amp; Storage 26.6%</b>		
Buckeye Partners LP	241,300	15,959,582
Calumet Specialty Products Partners LP	202,710	6,922,547
Delek Logistics Partners LP	387,630	13,299,585
Enbridge Energy Partners LP	1,067,040	31,488,350
Holly Energy Partners LP	155,220	5,581,711
Magellan Midstream Partners LP	196,440	10,212,916
MPLX LP	356,520	13,237,588

See Notes to Financial Statements.



## ClearBridge Energy MLP Total Return Fund Inc.

	Shares/ Units	Value
<b>Security</b>		
<i>Liquids Transportation &amp; Storage continued</i>		
NuStar Energy LP	161,970	\$ 7,546,182
NuStar GP Holdings LLC	374,375	10,302,800
Oiltanking Partners LP	150,447	7,447,127
Plains All American Pipeline LP	1,439,046	80,845,604
Sunoco Logistics Partners LP	122,378	7,408,764
Susser Petroleum Partners LP	477,540	13,772,254
Tesoro Logistics LP	37,278	2,312,727
<b>Total Liquids Transportation &amp; Storage</b>		<b>226,337,737</b>
<i>Natural Gas Transportation &amp; Storage 8.1%</i>		
Boardwalk Pipeline Partners LP	800,000	23,680,000
El Paso Pipeline Partners LP	674,120	27,699,591
TC Pipelines LP	410,910	17,903,348
<b>Total Natural Gas Transportation &amp; Storage</b>		<b>69,282,939</b>
<i>Oil/Refined Products 1.7%</i>		
Rose Rock Midstream LP	390,219	<b>14,422,494</b>
<i>Propane 5.1%</i>		
Inergy LP	1,314,530	30,628,549
Suburban Propane Partners LP	280,957	13,272,409
<b>Total Propane</b>		<b>43,900,958</b>
<i>Shipping 7.3%</i>		
Golar LNG Partners LP	333,340	11,106,889
KNOT Offshore Partners LP	549,590	12,827,431*
Teekay LNG Partners LP	381,410	16,362,489
Teekay Offshore Partners LP	671,096	21,763,643
<b>Total Shipping</b>		<b>62,060,452</b>
<b>Total Investments 141.5% (Cost \$948,734,663#)</b>		<b>1,204,918,000</b>
<b>Liabilities in Excess of Other Assets (41.5%)</b>		<b>(353,092,403)</b>
<b>Total Net Assets 100.0%</b>		<b>\$ 851,825,597</b>

\* Non-income producing security.

(a) In this instance, as defined in the Investment Company Act of 1940, an Affiliated Company represents Fund ownership of at least 5% of the outstanding voting securities of an issuer. At May 31, 2013, the total market value of Affiliated Companies was \$37,483,926, and the cost was \$17,408,398 (See Note 5).

# Aggregate cost for federal income tax purposes is \$912,344,130.

See Notes to Financial Statements.



**Statement of assets and liabilities (unaudited)**

May 31, 2013

**Assets:**

Investments in unaffiliated securities, at value (Cost \$931,326,265)	\$ 1,167,434,074
Investments in affiliated securities, at value (Cost \$17,408,398)	37,483,926
Cash	9,878,108
Receivable for securities sold	5,134,310
Prepaid deferred debt issuance cost	1,161,586
Dividends receivable	189,161
Prepaid expenses	40,220
<b>Total Assets</b>	<b>1,221,321,385</b>

**Liabilities:**

Senior Secured Notes (Note 7)	180,000,000
Net deferred tax liability (Note 9)	102,081,643
Loan payable (Note 6)	75,000,000
Payable for securities purchased	9,940,401
Interest payable	1,262,188
Investment management fee payable	960,500
Audit fees payable	210,282
Accrued expenses	40,774
<b>Total Liabilities</b>	<b>369,495,788</b>
<b>Total Net Assets</b>	<b>\$ 851,825,597</b>

**Net Assets:**

Par value (\$0.001 par value, 38,262,057 shares issued and outstanding; 100,000,000 shares authorized)	\$ 38,262
Paid-in capital in excess of par value	679,455,959
Accumulated net investment loss, net of income taxes	(7,474,278)
Accumulated net realized gain on investments, net of income taxes	18,922,518
Net unrealized appreciation on investments, net of income taxes	160,883,136
<b>Total Net Assets</b>	<b>\$ 851,825,597</b>

Shares Outstanding	38,262,057
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Net Asset Value	\$22.26
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**See Notes to Financial Statements.**

**Statement of operations (unaudited)**

For the Six Months Ended May 31, 2013

**Investment Income:**

Dividends and distributions from unaffiliated investments	\$ 29,017,857
Dividends and distributions from affiliated investments	734,462
Return of capital (Note 1(f))	(29,062,983)

**Net Dividends and Distributions****689,336****Total Investment Income****689,336****Expenses:**

Investment management fee (Note 2)	5,254,717
Interest expense (Notes 6 and 7)	2,159,383
Audit and tax	134,032
Franchise fees	77,278
Legal fees	76,089
Transfer agent fees	74,104
Directors' fees	59,966
Commitment fees (Note 6)	44,372
Fund accounting fees	36,588
Shareholder reports	21,968
Amortization of debt issuance costs	20,951
Stock exchange listing fees	10,258
Insurance	7,622
Miscellaneous expenses	9,014

**Total Expenses****7,986,342****Net Investment Loss, before income taxes****(7,297,006)****Deferred tax benefit (Note 9)****2,714,486****Net Investment Loss, net of income taxes****(4,582,520)****Realized and Unrealized Gain (Loss) on Investments (Notes 1, 3 and 9):**

## Net Realized Gain From:

Investment transactions from unaffiliated securities	24,995,567
Investment transactions from affiliated securities	7,752,957
Deferred tax expense (Note 9)	(12,182,451)

**Net Realized Gain****20,566,073**

## Change in Net Unrealized Appreciation (Depreciation) From:

Unaffiliated investments	165,849,392
Affiliated Investments	11,177,953
Deferred tax expense (Note 9)	(65,854,172)

**Change in Net Unrealized Appreciation (Depreciation), net of income taxes****111,173,173****Net Gain on Investments, net of income taxes****131,739,246****Increase in Net Assets From Operations****\$ 127,156,726**

See Notes to Financial Statements.

Statements of changes in net assets

For the Six Months Ended May 31, 2013 (unaudited)  
and the Period Ended November 30, 2012

	2013	2012
<b>Operations:</b>		
Net investment loss, net of income taxes	\$ (4,582,520)	\$ (2,891,758)
Net realized gain (loss), net of income taxes	20,566,073	(1,643,555)
Change in net unrealized appreciation (depreciation), net of income taxes	111,173,173	49,709,963
<b><i>Increase in Net Assets From Operations</i></b>	<b><i>127,156,726</i></b>	<b><i>45,174,650</i></b>
<b>Distributions to Shareholders From (Note 1):</b>		
Return of capital	(25,214,029)	(24,790,333)
<b><i>Decrease in Net Assets From Distributions to Shareholders</i></b>	<b><i>(25,214,029)</i></b>	<b><i>(24,790,333)</i></b>
<b>Fund Share Transactions:</b>		
Net proceeds from sale of shares (0 and 38,129,480 shares issued, respectively)		726,748,090
Reinvestment of distributions (80,199 and 52,378 shares reinvested, respectively)	1,752,088	998,405
<b><i>Increase in Net Assets From Fund Share Transactions</i></b>	<b><i>1,752,088</i></b>	<b><i>727,746,495</i></b>
<b><i>Increase in Net Assets</i></b>	<b><i>103,694,785</i></b>	<b><i>748,130,812</i></b>
<b>Net Assets:</b>		
Beginning of period	748,130,812	
<b>End of period*</b>	<b>\$851,825,597</b>	<b>\$748,130,812</b>
* Includes accumulated net investment loss, net of income taxes, of:	\$(7,474,278)	\$(2,891,758)

For the period June 27, 2012 (commencement of operations) to November 30, 2012.

Net of offering costs and sales load of \$35,841,510.

See Notes to Financial Statements.

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**Statement of cash flows (unaudited)**

For the Six Months Ended May 31, 2013

**Increase (Decrease) in Cash:**

**Cash Provided (Used) by Operating Activities:**

Net increase in net assets resulting from operations	\$	127,156,726
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided (used) by operating activities:		
Purchases of portfolio securities		(167,780,929)
Proceeds from sales of purchased securities		150,364,996
Return of capital		29,062,983
Increase in receivable for securities sold		(5,134,310)
Increase in dividend receivable		(25,312)
Increase in prepaid deferred debt issuance cost		(1,161,586)
Increase in prepaid expenses		(15,919)
Increase in payable for securities purchased		9,940,401
Increase in investment management fee payable		153,299
Decrease in offering costs payable		(296,377)
Increase in interest payable		1,173,255
Decrease in accrued franchise taxes payable		(85,000)
Increase in audit fees payable		210,282
Decrease in accrued expenses		(194,028)
Increase in deferred tax expenses		75,322,137
Net realized gain on investments		(32,748,524)
Change in unrealized appreciation of investments		(177,027,345)
<b>Net Cash Provided by Operating Activities</b>		<b>8,914,749</b>

**Cash Flows From Financing Activities:**

Distributions paid on common stock		(23,461,941)
Increase in Senior Secured Notes		180,000,000
Decrease in loan payable		(165,000,000)
<b>Net Cash Used in Financing Activities</b>		<b>(8,461,941)</b>
<b>Net Increase in Cash</b>		<b>452,808</b>
Cash at Beginning of Period		9,425,300
Cash at End of Period	\$	9,878,108

**Non-Cash Financing Activities:**

Reinvestment of distributions	\$	1,752,088
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\* Included in operating expenses is cash of \$986,128 and \$29,250 paid for interest and commitment fees on borrowings and taxes net of refunds, if any, respectively

**See Notes to Financial Statements.**

**Financial highlights**

For a share of capital stock outstanding throughout each year ended November 30, unless otherwise noted:

	<b>2013<sup>1,2</sup></b>	<b>2012<sup>1,3</sup></b>
<b>Net asset value, beginning of period</b>	\$19.59	\$19.064
<b>Income (loss) from operations:</b>		
Net investment loss	(0.12)	(0.08)
Net realized and unrealized gain	3.45	1.26
<b>Total income from operations</b>	<b>3.33</b>	<b>1.18</b>
<b>Less distributions from:</b>		
Return of capital	(0.66)	(0.65)
<b>Total distributions</b>	<b>(0.66)</b>	<b>(0.65)</b>
<b>Net asset value, end of period</b>	\$22.26	\$19.59
<b>Market price, end of period</b>	\$23.05	\$19.82
<b>Total return, based on NAV<sup>5,6</sup></b>	<b>17.03%</b>	<b>6.28 %</b>
<b>Total return, based on Market Price<sup>7</sup></b>	<b>19.84%</b>	<b>2.50%</b>
<b>Net assets, end of period (millions)</b>	\$852	\$748
<b>Ratios to average net assets:</b>		
Management fees <sup>8</sup>	1.30	1.24
Other expenses <sup>8</sup>	0.689	0.4510
<b>Subtotal</b>	<b>1.98</b>	<b>1.69</b>
Income tax expense <sup>8</sup>	18.64	8.55
<b>Total expenses</b>	<b>20.629</b>	<b>10.2410,11</b>
Net investment loss, net of income taxes <sup>8</sup>	(1.13)	(0.92)
<b>Portfolio turnover rate</b>	<b>14%</b>	<b>4%</b>
<b>Supplemental data:</b>		
Loan and Debt Issuance Outstanding, End of Period (000s)	\$255,000	\$240,000
Asset Coverage for Loan and Debt Issuance Outstanding	434%	412%
Weighted Average Loan and Debt Issuance (000s)	\$243,204	\$175,796
Weighted Average Interest Rate on Loans and Debt Issuance	1.78%	1.04%

1 Per share amounts have been calculated using the average shares method.

2 For the six months ended May 31, 2013 (unaudited).

3 For the period June 27, 2012 (commencement of operations) to November 30, 2012.

4 Initial public offering price of \$20.00 per share less offering costs and sales load totaling \$0.94 per share.

5 Performance figures may reflect compensating balance arrangements, fee waivers and/or expense reimbursements. In the absence of compensating balance arrangements, fee waivers and/or expense reimbursements, the total return would have been lower. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

6 The total return calculation assumes that distributions are reinvested at NAV. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

7 The total return calculation assumes that distributions are reinvested in accordance with the Fund's dividend reinvestment plan. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

8 Annualized.

9 The impact of compensating balance arrangements, if any, was less than 0.01%.

10 The impact of compensating balance arrangements was 0.02%.

11 Excludes the impact of reimbursement for organization fees in the amount of 0.02%. Inclusive of the reimbursement the ratio is 10.22%. The investment manager has agreed to reimburse all organization expenses.

**See Notes to Financial Statements.**

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**Notes to financial statements (unaudited)**

**1. Organization and significant accounting policies**

ClearBridge Energy MLP Total Return Fund Inc. (the Fund) was incorporated in Maryland on April 10, 2012 and is registered as a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Board of Directors authorized 100 million shares of \$0.001 par value common stock. The Fund's investment objective is to provide a high level of total return, consisting of cash distributions and capital appreciation. The Fund seeks to achieve its objective by investing primarily in master limited partnerships (MLPs) in the energy sector. There can be no assurance that the Fund will achieve its investment objective.

Under normal market conditions, the Fund will invest at least 80% of its Managed Assets in energy MLPs (the 80% policy). For purposes of the 80% policy, the Fund considers investments in MLPs to include investments that offer economic exposure to public and private MLPs in the form of MLP equity securities, securities of entities holding primarily general partner or managing member interests in MLPs, securities that are derivatives of interests in MLPs, including I-Shares, exchange-traded funds that primarily hold MLP interests and debt securities of MLPs. Energy entities are engaged in the business of exploring, developing, producing, gathering, transporting, processing, storing, refining, distributing, mining or marketing natural gas, natural gas liquids (including propane), crude oil, refined petroleum products or coal. Managed Assets means net assets plus the amount of any borrowings and assets attributable to any preferred stock of the Fund that may be outstanding.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP). Estimates and assumptions are required to be made regarding assets, liabilities and changes in net assets resulting from operations when financial statements are prepared. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ. Subsequent events have been evaluated through the date the financial statements were issued.

**(a) Investment valuation.** Equity securities for which market quotations are available are valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. The valuations for fixed income securities (which may include, but are not limited to, corporate, government, municipal, mortgage-backed, collateralized mortgage obligations and asset-backed securities) and certain derivative instruments are typically the prices supplied by independent third party pricing services, which may use market prices or broker/dealer quotations or a variety of valuation techniques and methodologies. The independent third party pricing services use inputs that are observable such as issuer details, interest rates, yield curves, prepayment speeds, credit risks/spreads, default rates and quoted prices for similar securities. Short-term fixed income securities that will mature in 60 days or less are valued at amortized cost, unless it is determined that using this method would not reflect an investment's fair value. If independent third party pricing services are unable to supply prices for a portfolio investment, or if the prices supplied are deemed by the manager to be unreliable, the market price may be determined by the manager using quotations from one or more broker/dealers or at the transaction price if the security has recently been purchased and no value has yet been obtained from a pricing service or pricing broker. When reliable prices are not readily available, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund values these securities as determined in accordance with procedures approved by the Fund's Board of Directors.

**Notes to financial statements (unaudited) (cont d)**

The Board of Directors is responsible for the valuation process and has delegated the supervision of the daily valuation process to the Legg Mason North American Fund Valuation Committee (the Valuation Committee). The Valuation Committee, pursuant to the policies adopted by the Board of Directors, is responsible for making fair value determinations, evaluating the effectiveness of the Fund's pricing policies, and reporting to the Board of Directors. When determining the reliability of third party pricing information for investments owned by the Fund, the Valuation Committee, among other things, conducts due diligence reviews of pricing vendors, monitors the daily change in prices and reviews transactions among market participants.

The Valuation Committee will consider pricing methodologies it deems relevant and appropriate when making fair value determinations. Examples of possible methodologies include, but are not limited to, multiple of earnings; discount from market of a similar freely traded security; discounted cash-flow analysis; book value or a multiple thereof; risk premium/yield analysis; yield to maturity; and/or fundamental investment analysis. The Valuation Committee will also consider factors it deems relevant and appropriate in light of the facts and circumstances. Examples of possible factors include, but are not limited to, the type of security; the issuer's financial statements; the purchase price of the security; the discount from market value of unrestricted securities of the same class at the time of purchase; analysts' research and observations from financial institutions; information regarding any transactions or offers with respect to the security; the existence of merger proposals or tender offers affecting the security; the price and extent of public trading in similar securities of the issuer or comparable companies; and the existence of a shelf registration for restricted securities.

For each portfolio security that has been fair valued pursuant to the policies adopted by the Board of Directors, the fair value price is compared against the last available and next available market quotations. The Valuation Committee reviews the results of such back testing monthly and fair valuation occurrences are reported to the Board of Directors quarterly.

The Fund uses valuation techniques to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

GAAP establishes a disclosure hierarchy that categorizes the inputs to valuation techniques used to value assets and liabilities at measurement date. These inputs are summarized in the three broad levels listed below:

- Level 1 quoted prices in active markets for identical investments
  
- Level 2 other significant observable inputs (including quoted prices for similar investments, 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)



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The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

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The following is a summary of the inputs used in valuing the Fund's assets carried at fair value:

Description	ASSETS			Total
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Master limited partnerships	\$ 1,204,918,000			\$ 1,204,918,000
See Schedule of Investments for additional detailed categorizations.				

**(b) Repurchase agreements.** The Fund may enter into repurchase agreements with institutions that its investment adviser has determined are creditworthy. Each repurchase agreement is recorded at cost. Under the terms of a typical repurchase agreement, the Fund acquires a debt security subject to an obligation of the seller to repurchase, and of the Fund to resell, the security at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. When entering into repurchase agreements, it is the Fund's policy that its custodian or a third party custodian, acting on the Fund's behalf, take possession of the underlying collateral securities, the market value of which, at all times, at least equals the principal amount of the repurchase transaction, including accrued interest. To the extent that any repurchase transaction maturity exceeds one business day, the value of the collateral is marked-to-market and measured against the value of the agreement in an effort to ensure the adequacy of the collateral. If the counterparty defaults, the Fund generally has the right to use the collateral to satisfy the terms of the repurchase transaction. However, if the market value of the collateral declines during the period in which the Fund seeks to assert its rights or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited.

**(c) Net asset value.** The Fund determines the net asset value of its common stock on each day the NYSE is open for business, as of the close of the customary trading session (normally 4:00 p.m. Eastern Time), or any earlier closing time that day. The Fund determines the net asset value per share of common stock by dividing the value of the Fund's securities, cash and other assets (including interest accrued but not collected) less all its liabilities (including accrued expenses, borrowings and interest payables), net of income taxes, by the total number of shares of common stock outstanding.

**(d) Master limited partnerships.** Entities commonly referred to as MLPs are generally organized under state law as limited partnerships or limited liability companies. The Fund intends to primarily invest in MLPs receiving partnership taxation treatment under the Internal Revenue Code of 1986 (the Code), and whose interests or units are traded on securities exchanges like shares of corporate stock. To be treated as a partnership for U.S. federal income tax purposes, an MLP whose units are traded on a securities exchange must receive at least 90% of its income from qualifying sources such as interest, dividends, real estate rents, gain from the sale or disposition of real property, income and gain from mineral or natural resources activities, income and gain from the transportation or storage of certain fuels, and, in certain circumstances, income and gain from commodities or futures, forwards and options with respect to commodities. Mineral or natural resources activities include exploration, development, production, processing, mining, refining, marketing and transportation (including pipelines) of oil and gas, minerals, geothermal energy, fertilizer, timber or industrial source carbon dioxide. An MLP consists of a general partner and limited partners (or in the case of MLPs organized as limited liability companies, a managing member and members). The general partner or managing member typically controls the operations and management of the MLP and has

**Notes to financial statements (unaudited) (cont d)**

an ownership stake in the partnership. The limited partners or members, through their ownership of limited partner or member interests, provide capital to the entity, are intended to have no role in the operation and management of the entity and receive cash distributions. The MLPs themselves generally do not pay U.S. federal income taxes. Thus, unlike investors in corporate securities, direct MLP investors are generally not subject to double taxation (i.e., corporate level tax and tax on corporate dividends). Currently, most MLPs operate in the energy and/or natural resources sector.

**(e) Concentration risk.** Concentration in the energy sector may present more risks than if the Fund were broadly diversified over numerous sectors of the economy. A downturn in the energy sector of the economy could have a larger impact on the Fund than on an investment company that does not concentrate in the sector. At times, the performance of securities of companies in the sector may lag the performance of other sectors or the broader market as a whole.

**(f) Return of capital estimates.** Distributions received from the Fund's investments in MLPs generally are comprised of income and return of capital. The Fund records investment income and return of capital based on estimates made at the time such distributions are 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 MLPs after their tax reporting periods are concluded.

For the period ended May 31, 2013, the Fund estimated that approximately 97.60% of the MLP distributions received would be treated as a return of capital. The Fund recorded as return of capital the amount of \$29,038,809 of dividends and distributions received from its investments.

Additionally, the Fund recorded revisions to the return of capital estimates from the year ended November 30, 2012 in the amount of a \$24,174 decrease in dividends received from investments.

**(g) Security transactions and investment income.** Security transactions are accounted for on a trade date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on the accrual basis. The cost of investments sold is determined by use of the specific identification method. To the extent any issuer defaults or a credit event occurs that impacts the issuer, the Fund may halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default or credit event.

**(h) Distributions to shareholders.** Distributions to common stockholders are declared and paid on a quarterly basis and are recorded on the ex-dividend date. The estimated characterization of the distributions paid to common stockholders will be either a dividend (ordinary income) or distribution (return of capital). This estimate is based on the Fund's operating results during the period. The Fund anticipates that a 100% of its current period distribution will be comprised of return of capital as a result of the tax character of cash distributions made by the MLPs.

**(i) Compensating balance arrangements.** The Fund has an arrangement with its custodian bank whereby a portion of the custodian's fees is paid indirectly by credits earned on the Fund's cash on deposit with the bank.

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**(j) Partnership accounting policy.** The Fund records its pro rata share of the income (loss) and capital gains (losses), to the extent of distributions it has received, allocated from the underlying partnerships and accordingly adjusts the cost basis of the underlying partnerships for return of capital. These amounts are included in the Fund's Statement of Operations.

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**(k) Federal and other taxes.** The Fund, as a corporation, is obligated to pay federal and state income tax on its taxable income. The Fund invests its assets primarily in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Fund includes its allocable share of the MLP's taxable income in computing its own taxable income. Deferred income taxes reflect (i) taxes on unrealized gains (losses), which are attributable to the temporary difference between fair market value and tax basis, (ii) 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 and (iii) the net tax benefit of accumulated net operating and capital losses. To the extent the Fund has a deferred tax asset, consideration is given as to whether or not a valuation allowance is required. The need to establish a valuation allowance for deferred tax assets is assessed periodically by the Fund based on the Income Tax Topic of the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification that it is more likely than not that some portion or all of the deferred tax asset will not be realized. In the assessment for a valuation allowance, consideration is given to all positive and negative evidence related to the realization of the deferred tax asset. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability (which are highly dependent on future cash distributions from the Fund's MLP holdings), the duration of statutory carryforward periods and the associated risk that operating and capital loss carryforwards may expire unused.

For the current open tax year and for all major jurisdictions, management of the Fund has concluded that there are no significant uncertain tax positions that would require recognition in the financial statements. Furthermore, management of the Fund is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months.

The Fund may rely to some extent on information provided by the MLPs, which may not necessarily be timely, to estimate taxable income allocable to the MLP units held in the portfolio and to estimate the associated deferred tax liability. Such estimates are made in good faith. From time to time, as new information becomes available, the Fund modifies its estimates or assumptions regarding the deferred tax liability.

The Fund's policy is to classify interest and penalties associated with underpayment of federal and state income taxes, if any, as income tax expense on its Statement of Operations. The current tax year remains open and subject to examination by tax jurisdictions.

## **2. Investment management agreement and other transactions with affiliates**

Legg Mason Partners Fund Advisor, LLC ( LMPFA ) is the Fund's investment manager and ClearBridge Investments, LLC (formerly ClearBridge Advisors, LLC) ( ClearBridge ) is the Fund's subadviser. LMPFA and ClearBridge are wholly-owned subsidiaries of Legg Mason, Inc. ( Legg Mason ).

Under the investment management agreement, the Fund pays an annual fee, paid monthly, in an amount equal to 1.00% of the Fund's average daily Managed Assets.

LMPFA provides administrative and certain oversight services to the Fund. LMPFA delegates to the subadviser the day-to-day portfolio management of the Fund. For its services, LMPFA pays ClearBridge 70% of the net management fee it receives from the Fund.



**Notes to financial statements (unaudited) (cont d)**

All officers and one Director of the Fund are employees of Legg Mason or its affiliates and do not receive compensation from the Fund.

**3. Investments**

During the period ended May 31, 2013, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) were as follows:

Purchases	\$167,780,929
Sales	150,364,996

**4. Derivative instruments and hedging activities**

GAAP requires enhanced disclosure about an entity's derivative and hedging activities.

During the period ended May 31, 2013, the Fund did not invest in any derivative instruments.

**5. Transactions with affiliated companies**

An Affiliated Company, as defined in the 1940 Act, includes a company in which the Fund owns 5% or more of the company's outstanding voting securities at any time during the period. The following transactions were effected in shares of such companies for the period ended May 31, 2013:

Company	Affiliate Value at 11/30/12	Purchased Cost	Shares/Par	Sold Cost	Shares/Par	Return of Capital	Affiliate Value at 5/31/13	Realized Gain/Loss
EQT Midstream Partners LP	\$33,476,506	\$243,928	7,440	\$6,679,999	330,000	\$734,462	\$37,483,926	\$7,752,957

**6. Loan**

During the period the Fund had a 364-day revolving credit agreement with a financial institution, which allowed the Fund to borrow up to an aggregate amount of \$300,000,000. On March 28, 2013, the Fund entered into a new \$125,000,000 secured revolving credit facility and terminated the existing credit facility. Unless renewed, the new agreement will terminate on March 27, 2014. The Fund pays a commitment fee up to an annual rate of 0.15% on the unutilized portion of the loan commitment amount. The interest on the loan is calculated at variable rates based on the LIBOR, plus any applicable margin. Securities held by the Fund are subject to a lien, granted to the lender, to the extent of the borrowing outstanding and any additional expenses. The lender has equal access to the lien as the senior secured notes holder (See Note 7). At May 31, 2013, the Fund had \$75,000,000 of borrowings outstanding per the current credit agreement.

Interest expense related to the loans for the six months ended May 31, 2013 was \$909,995. For the six months ended May 31, 2013, the Fund incurred \$44,372 in commitment fees. For the six months ended May 31, 2013, the average daily loan balance was \$75,000,000 and the weighted average interest rate was 1.21%.

## **7. Senior secured notes**

On March 28, 2013, the Fund completed a private placement of \$180,000,000 of fixed-rate senior secured notes (the Senior Notes ) and borrowed \$60,000,000 under a new \$125,000,000 secured revolving credit facility, as discussed in Note 6. Net proceeds from such offering and borrowings under the new credit facility were used to repay outstanding borrowings and make new portfolio investments, and for general corporate purposes. At May 31, 2013, the Fund had \$180,000,000



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aggregate principal amount of Senior Notes outstanding. Interest expense related to the Senior Notes for the six months ended May 31, 2013 was \$1,249,388. Securities held by the Fund are subject to a lien, granted to the Senior Notes holder, to the extent of the borrowings outstanding and any additional expenses. The Senior Notes holder has equal access to the lien as the lender (See Note 6).

The table below summarizes the key terms of the offering.

Security	Amount	Rate	Maturity
<b>Senior secured notes:</b>			
Series A	\$30M	3.33%	3/28/20
Series B	\$70M	3.93%	3/28/23
Series C	\$80M	4.08%	3/28/25

### 8. Distributions subsequent to May 31, 2013

On July 18, 2013, the Fund's Board of Directors declared a quarterly distribution in the amount of \$0.33 per share, payable on August 30, 2013 to shareholders of record on August 23, 2013. The August record distribution was made subsequent to the period end of this report.

### 9. Income taxes

Deferred income taxes reflect (i) taxes on unrealized gains/(losses), which are attributable to the difference between fair market value and tax basis, (ii) 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 and (iii) the net tax benefit of net operating losses and capital loss carryforwards.

Components of the Fund's net deferred tax liability as of May 31, 2013 are as follows:

<b>Deferred Tax Assets:</b>	
Net Operating Loss Carryforward	\$ 6,755,836
Capital Loss Carryforward	
<b>Deferred Tax Liabilities</b>	
Unrealized gains on investment securities	(95,300,201)
Basis reduction resulting from differences in the book vs.	
taxable income received from MLPs	\$ (13,537,278)
<b>Total net deferred tax liability</b>	<b>\$ (102,081,643)</b>

Total income taxes have been computed by applying the federal statutory income tax rate of 35% plus a blended state income tax rate of 2.2%. The Fund applied this effective rate to net investment income, realized and unrealized gains on investments before taxes in computing its total income taxes.

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At May 31, 2013 the Fund had federal and state net operating loss carryforwards of \$18,160,849 (deferred tax asset of \$6,755,836). Realization of the deferred tax asset related to the net operating loss carryforward is dependent, in part, on generating sufficient taxable income prior to expiration of the loss carryforwards.

**Notes to financial statements (unaudited) (cont d)**

If not utilized, \$4,608,403 of the Federal net operating loss carryforward will expire in 2032 and \$13,552,446 will expire in 2033, while the state loss carryforwards expire between 2017 and 2033.

Additionally, for the period ended May 31, 2013, the Fund utilized its entire capital loss carryforward available from the previous year.

Although the Fund currently has a net deferred tax liability, it periodically reviews the recoverability of its deferred tax assets based on the weight of available evidence. When assessing the recoverability of its deferred tax assets, significant weight is given to the effects of potential future realized and unrealized gains on investments and the period over which these deferred tax assets can be realized, as the expiration date for the federal net operating loss carryforward is 20 years. Based on the Fund's assessment, it has determined that it is more likely than not that its deferred tax asset will be realized through future taxable income of the appropriate character. Accordingly, no valuation allowance has been established for the Fund's deferred tax asset. The Fund will continue to assess the need for a valuation allowance in the future. Significant declines in the fair value of its portfolio of investments may change the Fund's assessment regarding the recoverability of its deferred tax assets and may result in a valuation allowance. If a valuation allowance is required to reduce any deferred tax asset in the future, it could have a material impact on the Fund's net asset value and results of operations in the period it is recorded.

At May 31, 2013, the cost basis of investments for Federal income tax purposes was \$912,344,130. At May 31, 2013, gross unrealized appreciation and depreciation of investments for Federal income tax purposes were as follows:

Gross unrealized appreciation	\$292,822,995
Gross unrealized depreciation	(249,125)
<b>Net unrealized appreciation before tax</b>	<b>\$292,573,870</b>
<b>Net unrealized appreciation after tax</b>	<b>\$183,736,390</b>

The Fund's income tax provision consists of the following:

	<b>Current</b>	<b>Deferred</b>	<b>Total</b>
Federal tax (expense) / benefit		\$(70,867,602)	\$(70,867,602)
State tax (expense) / benefit		(4,454,535)	(4,454,535)
<b>Total tax (expense) / benefit</b>		<b>\$(75,322,137)</b>	<b>\$(75,322,137)</b>

**Additional shareholder information (unaudited)**

**Results of annual meeting of shareholders**

The Annual Meeting of Shareholders of ClearBridge Energy MLP Total Return Fund Inc. was held on March 25, 2013 for the purpose of considering and voting upon the election of Directors. The following table provides information concerning the matter voted upon at the Meeting:

**Election of directors**

<b>Nominees</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Carol L. Colman	34,376,856	608,691
Daniel P. Cronin	34,334,473	651,074
Paolo M. Cucchi	34,292,965	692,582
Eileen A. Kamerick	34,350,090	635,457

At May 31, 2013, in addition to Carol L. Colman, Daniel P. Cronin, Paolo M. Cucchi and Eileen A. Kamerick, the other Directors of the Fund were as follows:

Leslie H. Gelb

R. Jay Gerken\*

William R. Hutchinson

Riordan Roett

Jeswald W. Salacuse

\* Effective May 31, 2013, R. Jay Gerken retired as Chairman, President and Chief Executive Officer of the Fund. Effective June 1, 2013, Kenneth D. Fuller was appointed to the position of Chairman, President and Chief Executive Officer.

**Dividend reinvestment plan (unaudited)**

Unless you elect to receive distributions in cash (i.e., opt-out), all dividends, including any capital gain dividends, on your Common Stock will be automatically reinvested by American Stock Transfer & Trust Company LLC, as agent for the stockholders (the Plan Agent), in additional shares of Common Stock under the Fund's Dividend Reinvestment Plan (the Plan). You may elect not to participate in the Plan by contacting the Plan Agent. If you do not participate, you will receive all cash distributions paid by check mailed directly to you by American Stock Transfer & Trust Company LLC, as dividend paying agent.

If you participate in the Plan, the number of shares of Common Stock you will receive will be determined as follows:

(1) If the market price of the Common Stock on the record date (or, if the record date is not a NYSE trading day, the immediately preceding trading day) for determining stockholders eligible to receive the relevant dividend or distribution (the determination date) is equal to or exceeds 98% of the net asset value per share of the Common Stock, the Fund will issue new Common Stock at a price equal to the greater of (a) 98% of the net asset value per share at the close of trading on the NYSE on the determination date or (b) 95% of the market price per share of the Common Stock on the determination date.

(2) If 98% of the net asset value per share of the Common Stock exceeds the market price of the Common Stock on the determination date, the Plan Agent will receive the dividend or distribution in cash and will buy Common Stock in the open market, on the NYSE or elsewhere, for your account as soon as practicable commencing on the trading day following the determination date and terminating no later than the earlier of (a) 30 days after the dividend or distribution payment date, or (b) the record date for the next succeeding dividend or distribution to be made to the stockholders; except when necessary to comply with applicable provisions of the federal securities laws. If during this period: (i) the market price rises so that it equals or exceeds 98% of the net asset value per share of the Common Stock at the close of trading on the NYSE on the determination date before the Plan Agent has completed the open market purchases or (ii) if the Plan Agent is unable to invest the full amount eligible to be reinvested in open market purchases, the Plan Agent will cease purchasing Common Stock in the open market and the Fund shall issue the remaining Common Stock at a price per share equal to the greater of (a) 98% of the net asset value per share at the close of trading on the NYSE on the determination date or (b) 95% of the then current market price per share.

Common Stock in your account will be held by the Plan Agent in non-certificated form. Any proxy you receive will include all shares of Common Stock you have received under the Plan.

You may withdraw from the Plan (i.e., opt-out) by notifying the Plan Agent in writing at P.O. Box 922, Wall Street Station, New York, NY 10269-0560 or by calling the Plan Agent at 1-888-888-0151. Such withdrawal will be effective immediately if notice is received by the Plan Agent not less than ten business days prior to any dividend or distribution record date; otherwise such withdrawal will be effective as soon as practicable after the Plan Agent's investment of the most recently declared dividend or distribution on the Common Stock. The Plan may be terminated, amended or supplemented by the Fund upon notice in writing mailed to stockholders at least 30 days prior to the record date for the payment of any dividend or distribution by the Fund for which the termination or amendment is to be effective.

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Upon any termination, you will be sent cash for any fractional share of Common Stock in your account. You may elect to notify the Plan Agent in advance of such termination to have the Plan Agent sell part or all of your Common Stock on your behalf. You will be charged a service charge and the Plan Agent is authorized to deduct brokerage charges actually incurred for this transaction from the proceeds.

There is no service charge for reinvestment of your dividends or distributions in Common Stock. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases. Because all dividends and distributions will be automatically reinvested in additional shares of Common Stock, this allows you to add to your investment through dollar cost averaging, which may lower the average cost of your Common Stock over time. Dollar cost averaging is a technique for lowering the average cost per share over time if the Fund's net asset value declines. While dollar cost averaging has definite advantages, it cannot assure profit or protect against loss in declining markets.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due upon receiving dividends and distributions. Investors will be subject to income tax on amounts reinvested under the Plan. See Certain United States Federal Income Tax Considerations in this Prospectus and the SAI.

The Fund reserves the right to amend or terminate the Plan if, in the judgment of the Board of Directors, the change is warranted. 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. Additional information about the Plan and your account may be obtained from the Plan Agent at 6201 15th Avenue, Brooklyn, New York 11219 or by calling the Plan Agent at 1-877-366-6441.

**ClearBridge**

**Energy MLP Total Return Fund Inc.**

<b>Directors</b>	<b>ClearBridge Energy MLP Total Return Fund Inc.</b>	<b>Independent registered public accounting firm</b>
Carol L. Colman	620 Eighth Avenue	KPMG LLP
Daniel P. Cronin	49th Floor	345 Park Avenue
Paolo M. Cucchi	New York, NY 10018	New York, NY 10154
Kenneth D. Fuller*		<b>Legal counsel</b>
<i>Chairman</i>		Simpson Thacher & Bartlett LLP
Leslie H. Gelb	<b>Investment manager</b>	425 Lexington Avenue
William R. Hutchinson	Legg Mason Partners Fund	New York, NY 10017-3909
Eileen A. Kamerick**	Advisor, LLC	
Riordan Roett		<b>New York Stock Exchange Symbol</b>
Jeswald W. Salacuse	<b>Subadviser</b>	CTR
	ClearBridge Investments, LLC	
<b>Officers</b>	<b>Custodian</b>	
Kenneth D. Fuller*	State Street Bank and Trust Company	
<i>President and Chief Executive Officer</i>	1 Lincoln Street	
Richard F. Sennett	Boston, MA 02111	
<i>Principal Financial Officer</i>		
Ted P. Becker	<b>Transfer agent</b>	
<i>Chief Compliance Officer</i>	American Stock Transfer & Trust Company	
Vanessa A. Williams	6201 15th Avenue	
<i>Identity Theft Prevention Officer</i>	Brooklyn, NY 11219	
Robert I. Frenkel		
<i>Secretary and Chief Legal Officer</i>		

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Thomas C. Mandia

*Assistant Secretary*

Steven Frank

*Treasurer*

Jeanne M. Kelly

*Senior Vice President*

\* Effective June 1, 2013, Mr. Fuller became Chairman, President and Chief Executive Officer.

\*\* Effective February 1, 2013, Ms. Kamerick became a Director.



## **Legg Mason Funds Privacy and Security Notice**

### **Your Privacy and the Security of Your Personal Information is Very Important to the Legg Mason Funds**

This Privacy and Security Notice (the "Privacy Notice") addresses the Legg Mason Funds' privacy and data protection practices with respect to nonpublic personal information the Funds receive. The Legg Mason Funds include any funds sold by the Funds' distributor, Legg Mason Investor Services, LLC, as well as Legg Mason-sponsored closed-end funds and certain closed-end funds managed or sub-advised by Legg Mason or its affiliates. The provisions of this Privacy Notice apply to your information both while you are a shareholder and after you are no longer invested with the Funds.

### **The Type of Nonpublic Personal Information the Funds Collect About You**

The Funds collect and maintain nonpublic personal information about you in connection with your shareholder account. Such information may include, but is not limited to:

- Personal information included on applications or other forms;
- Account balances, transactions, and mutual fund holdings and positions;
- Online account access user IDs, passwords, security challenge question responses; and
- Information received from consumer reporting agencies regarding credit history and creditworthiness (such as the amount of an individual's total debt, payment history, etc.).

### **How the Funds Use Nonpublic Personal Information About You**

The Funds do not sell or share your nonpublic personal information with third parties or with affiliates for their marketing purposes, or with other financial institutions or affiliates for joint marketing purposes, unless you have authorized the Funds to do so. The Funds do not disclose any nonpublic personal information about you except as may be required to perform transactions or services you have authorized or as permitted or required by law. The Funds may disclose information about you to:

- Employees, agents, and affiliates on a "need to know" basis to enable the Funds to conduct ordinary business or comply with obligations to government regulators;
- Service providers, including the Funds' affiliates, who assist the Funds as part of the ordinary course of business (such as printing, mailing services, or processing or servicing your account with us) or otherwise perform services on the Funds' behalf, including companies that may perform marketing services solely for the Funds;

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- The Funds' representatives such as legal counsel, accountants and auditors; and
- Fiduciaries or representatives acting on your behalf, such as an IRA custodian or trustee of a grantor trust.

Except as otherwise permitted by applicable law, companies acting on the Funds' behalf are contractually obligated to keep nonpublic personal information the Funds provide to them confidential and to use the information the Funds share only to provide the services the Funds ask them to perform.

**NOT PART OF THE SEMI-ANNUAL REPORT**

**Legg Mason Funds Privacy and Security Notice (cont d)**

The Funds may disclose nonpublic personal information about you when necessary to enforce their rights or protect against fraud, or as permitted or required by applicable law, such as in connection with a law enforcement or regulatory request, subpoena, or similar legal process. In the event of a corporate action or in the event a Fund service provider changes, the Funds may be required to disclose your nonpublic personal information to third parties. While it is the Funds' practice to obtain protections for disclosed information in these types of transactions, the Funds cannot guarantee their privacy policy will remain unchanged.

**Keeping You Informed of the Funds' Privacy and Security Practices**

The Funds will notify you annually of their privacy policy as required by federal law. While the Funds reserve the right to modify this policy at any time they will notify you promptly if this privacy policy changes.

**The Funds' Security Practices**

The Funds maintain appropriate physical, electronic and procedural safeguards designed to guard your nonpublic personal information. The Funds' internal data security policies restrict access to your nonpublic personal information to authorized employees, who may use your nonpublic personal information for Fund business purposes only.

Although the Funds strive to protect your nonpublic personal information, they cannot ensure or warrant the security of any information you provide or transmit to them, and you do so at your own risk. In the event of a breach of the confidentiality or security of your nonpublic personal information, the Funds will attempt to notify you as necessary so you can take appropriate protective steps. If you have consented to the Funds using electronic communications or electronic delivery of statements, they may notify you under such circumstances using the most current email address you have on record with them.

In order for the Funds to provide effective service to you, keeping your account information accurate is very important. If you believe that your account information is incomplete, not accurate or not current, or if you have questions about the Funds' privacy practices, write the Funds using the contact information on your account statements, email the Funds by clicking on the Contact Us section of the Funds' website at [www.leggmason.com](http://www.leggmason.com), or contact the Fund at 1-888-777-0102.

Revised April 2011

**NOT PART OF THE SEMI-ANNUAL REPORT**

**ClearBridge Energy MLP Total Return Fund Inc.**

ClearBridge Energy MLP Total Return Fund Inc.  
620 Eighth Avenue  
49th Floor  
New York, NY 10018

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

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ( SEC ) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. To obtain information on Form N-Q from the Fund, shareholders can call 1-888-777-0102.

Information on how the Fund voted proxies relating to portfolio securities during the prior 12-month period ended June 30th of each year and a description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities are available (1) without charge, upon request, by calling 1-888-777-0102, (2) on the Fund's website at [www.lmcef.com](http://www.lmcef.com) and (3) on the SEC's website at [www.sec.gov](http://www.sec.gov).

This report is transmitted to the shareholders of the ClearBridge Energy MLP Total Return Fund Inc. for their information. This is not a prospectus, circular or representation intended for use in the purchase of shares of the Fund or any securities mentioned in this report.

American Stock  
Transfer & Trust Company  
6201 15th Avenue  
Brooklyn, NY 11219

**CBAX015753 7/13 SR13-1966**

ITEM 2. CODE OF ETHICS.

Not Applicable.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not Applicable.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not Applicable.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not Applicable.

ITEM 6. SCHEDULE OF INVESTMENTS.

Included herein under Item 1.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not Applicable.

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not Applicable.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not Applicable.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not Applicable.

ITEM 11. CONTROLS AND PROCEDURES.

(a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.

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(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a) (1) Not Applicable.

Exhibit 99.CODE ETH

(a) (2) Certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.CERT

(b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.906CERT

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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, there unto duly authorized.

**ClearBridge Energy MLP Total Return Fund Inc.**

By: /s/Kenneth D. Fuller  
Kenneth D. Fuller  
Chief Executive Officer  
**ClearBridge Energy MLP Total Return Fund Inc.**

Date: July 25, 2013

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: /s/Kenneth D. Fuller  
Kenneth D. Fuller  
Chief Executive Officer  
**ClearBridge Energy MLP Total Return Fund Inc.**

Date: July 25, 2013

By: /s/ Richard F. Sennett  
Richard F. Sennett  
Principal Financial Officer  
**ClearBridge Energy MLP Total Return Fund Inc.**

Date: July 25, 2013

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