

ClearBridge Energy MLP Total Return Fund Inc.
Form N-Q
April 26, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM N-Q

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-22693

ClearBridge Energy MLP Total Return Fund Inc.
(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: February 28, 2013

ITEM 1. SCHEDULE OF INVESTMENTS.

CLEARBRIDGE ENERGY MLP TOTAL RETURN FUND

FORM N-Q

FEBRUARY 28, 2013

CLEARBRIDGE ENERGY MLP TOTAL RETURN FUND INC.

Schedule of investments (unaudited)

February 28, 2013

SECURITY	SHARES/UNITS	VALUE
MASTER LIMITED PARTNERSHIPS 135.9%		
Diversified Energy Infrastructure 40.6%		
Energy Transfer Equity LP	1,044,940	\$ 55,580,359
Energy Transfer Partners LP	188,090	9,011,392
Enterprise Products Partners LP	1,207,080	68,405,224
Genesis Energy LP	641,910	29,495,764
Kinder Morgan Management LLC	950,009	78,689,245
ONEOK Partners LP	325,685	17,850,795
Regency Energy Partners LP	699,170	16,633,254
Williams Partners LP	1,032,490	51,314,753
<i>Total Diversified Energy Infrastructure</i>		<i>326,980,786</i>
Exploration & Production 1.1%		
Eagle Rock Energy Partners LP	961,330	9,151,862
Gathering/Processing 48.7%		
Access Midstream Partners LP	1,456,630	54,244,901
Copano Energy LLC	1,300,000	50,128,000
Crestwood Midstream Partners LP	1,063,810	26,701,631
DCP Midstream Partners LP	908,278	36,903,335
EQT Midstream Partners LP	1,097,170	41,626,630
Exterran Partners LP	438,870	10,348,554
MarkWest Energy Partners LP	1,262,280	72,164,547
PVR Partners LP	302,440	7,016,608
Southcross Energy Partners LP	293,681	6,728,232
Summit Midstream Partners LP	619,140	13,943,033
Targa Resources Partners LP	1,094,230	45,071,334
Western Gas Partners LP	506,120	27,755,621
<i>Total Gathering/Processing</i>		<i>392,632,426</i>
Global Infrastructure 2.2%		
Brookfield Infrastructure Partners LP	439,910	17,442,432
Liquids Transportation & Storage 27.2%		
Buckeye Partners LP	227,150	12,652,255
Calumet Specialty Products Partners LP	202,710	7,775,956
Delek Logistics Partners LP	387,630	10,923,413
Enbridge Energy Partners LP	1,067,040	29,567,678
Holly Energy Partners LP	155,220	6,404,377
Magellan Midstream Partners LP	196,440	9,853,430
MPLX LP	356,520	11,654,639
NuStar Energy LP	161,970	8,266,949
NuStar GP Holdings LLC	435,970	13,188,093
Oiltanking Partners LP	150,447	6,604,623
Plains All American Pipeline LP	1,439,046	78,787,769
Sunoco Logistics Partners LP	122,378	7,652,296
Susser Petroleum Partners LP	477,540	13,915,516
Tesoro Logistics LP	37,278	1,860,172
<i>Total Liquids Transportation & Storage</i>		<i>219,107,166</i>
Natural Gas Transportation & Storage 4.4%		

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Boardwalk Pipeline Partners LP	192,260	5,104,503
El Paso Pipeline Partners LP	674,120	28,171,475
TC Pipelines LP	51,210	2,348,490
<i>Total Natural Gas Transportation & Storage</i>		<i>35,624,468</i>
Oil/Refined Products 1.6%		
Rose Rock Midstream LP	207,559	7,057,006(a)(b)(c)
Rose Rock Midstream LP	182,660	6,210,440
<i>Total Oil/Refined Products</i>		<i>13,267,446</i>
Propane 4.7%		
Inergy LP	1,314,530	26,238,019

See Notes to Schedule of Investments.

CLEARBRIDGE ENERGY MLP TOTAL RETURN FUND INC.

Schedule of investments (unaudited) (cont d)

February 28, 2013

SECURITY	SHARES/UNITS	VALUE
Suburban Propane Partners LP	280,957 \$	11,828,289
<i>Total Propane</i>		<i>38,066,308</i>
Shipping 5.4%		
Golar LNG Partners LP	333,340	9,916,865
Teekay LNG Partners LP	381,410	14,932,202
Teekay Offshore Partners LP	671,096	18,783,977
<i>Total Shipping</i>		<i>43,633,044</i>
TOTAL INVESTMENTS 135.9% (Cost \$909,184,324#)		1,095,905,938
Liabilities in Excess of Other Assets (35.9)%		(289,580,608)
TOTAL NET ASSETS 100.0%	\$	806,325,330

(a) Security is valued in good faith in accordance with procedures approved by the Board of Directors (See Note 1).

(b) Restricted from public sale.

(c) Illiquid security.

Aggregate cost for federal income tax purposes is substantially the same.

See Notes to Schedule of Investments.

Notes to schedule of investments (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 with emphasis on 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 MLPs in the energy sector (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 equity securities of MLPs, securities of entities holding primarily general partner or managing member interests in MLPs, securities that are derivatives of interests in MLPs, including I-Shares, and debt securities of MLPs. Entities in the energy sector are engaged in the business of exploring, developing, producing, gathering, transporting, processing, storing, refining, distributing, mining or marketing of natural gas, natural gas liquids (including propane), crude oil, refined petroleum products or coal.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP).

(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.

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.

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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

Notes to schedule of investments (unaudited) (continued)

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
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