

Cushing MLP Total Return Fund
Form N-Q/A
June 19, 2008

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 811-22072

The Cushing MLP Total Return Fund
(Exact name of registrant as specified in charter)

3300 Oak Lawn Avenue Suite 650
Dallas, TX 75219
(Address of principal executive offices) (Zip code)

Jerry V. Swank
3300 Oak Lawn Avenue Suite 650
Dallas, TX 75219
(Name and address of agent for service)

214-692-6334
Registrant's telephone number, including area code

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Date of fiscal year end: November 30

Date of reporting period: February 29, 2008

Item 1. Schedule of Investments.

The Cushing MLP Total Return Fund
SCHEDULE OF INVESTMENTS (Unaudited)

| | February 29, 2008 | |
|--|-------------------|--------------|
| | Shares | Value |
| Common Stock - 1.8% (1) | | |
| Crude/Refined Products Pipelines - 1.8% (1) | | |
| Canada - 1.8% (1) | | |
| Enbridge Income Fund (Cost \$2,815,067) | 262,000 | \$ 2,797,684 |
| Master Limited Partnerships and Related Companies - United States - 108.6% (1) | | |
| Coal - 7.5% (1) | | |
| Alliance Holdings GP, L.P. | 83,140 | 1,921,365 |
| Alliance Resource Partners, L.P. (2) | 168,000 | 6,370,560 |
| Natural Resource Partners, L.P. | 100,000 | 3,208,000 |
| | | 11,499,925 |
| Crude/Refined Products Pipelines - 24.3% (1) | | |
| Calument Specialty Products Partners, L.P. | 201,180 | 6,069,601 |
| Constellation Energy Partners, L.P. | 235,294 | 4,941,174 |
| Genesis Energy, L.P. | 129,200 | 2,777,800 |
| Holly Energy Partners, L.P. | 66,700 | 2,740,036 |
| Kinder Morgan Energy Partners, L.P. | 30,000 | 1,723,800 |
| Kinder Morgan Management, LLC | 111,038 | 6,052,681 |
| Magellan Midstream Holdings, L.P. | 207,000 | 5,324,040 |
| TransMontaigne Partners, L.P. | 260,000 | 7,688,200 |
| | | 37,317,332 |
| Crude/Refined Products Transportation and Storage - 17.7% (1) | | |
| Buckeye Partners, L.P. | 76,300 | 3,744,804 |
| Enbridge Energy Partners, L.P. | 254,286 | 12,709,214 |
| SemGroup Energy Partners, L.P. | 425,648 | 10,611,405 |
| | | 27,065,423 |
| Natural Gas/Natural Gas Liquid Pipelines and Storage - 17.3% (1) | | |
| Cheniere Energy Partners, L.P. | 328,900 | 5,525,520 |
| Duncan Energy Partners, L.P. | 2,700 | 56,997 |
| El Paso Pipeline Partners, L.P. | 42,210 | 989,402 |
| Energy Transfer Equity, L.P. | 325,400 | 10,822,804 |
| Energy Transfer Partners, L.P. | 75,400 | 3,613,168 |
| Enterprise GP Holdings, L.P. | 175,000 | 5,498,500 |
| | | 26,506,391 |
| Natural Gas Gathering/Processing - 32.0% (1) | | |
| Atlas Pipeline Holdings, L.P. | 144,400 | 4,622,244 |
| Atlas Pipeline Partners, L.P. | 309,500 | 13,710,850 |
| Crosstex Energy, L.P. | 23,000 | 727,030 |
| Hiland Holdings GP, L.P. | 178,431 | 4,419,736 |
| Hiland Partners, L.P. | 131,674 | 6,674,555 |
| MarkWest Energy Partners, L.P. | 525,000 | 18,112,500 |
| Quicksilver Gas Services, L.P. | 36,035 | 867,363 |
| | | 49,134,278 |

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| | | |
|---------------------------------|---------|-----------|
| Shipping - 5.5% (1) | | |
| Martin Midstream Partners, L.P. | 105,000 | 3,556,350 |

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| | | |
|--|-----------|--------------|
| OSG America, L.P. | 349,209 | 4,888,926 |
| | | 8,445,276 |
| Propane - 4.3% (1) | | |
| Inergy, L.P. | 209,700 | 6,125,337 |
| Inergy Holdings, L.P. | 11,020 | 487,084 |
| | | 6,612,421 |
| Total Master Limited Partnerships and Related Companies (Cost \$177,792,141) | | 166,581,046 |
| Short-Term Investments - United States Investment Companies - 3.9% (1) | | |
| AIM Short-Term Treasury Portfolio Fund - Institutional Class (2) | 1,179,885 | 1,179,885 |
| Dreyfus Cash Management Fund - Institutional Class (2) | 1,179,885 | 1,179,885 |
| Fidelity Government Portfolio Fund - Institutional Class (2) | 1,179,884 | 1,179,884 |
| First American Treasury Obligations Fund - Class Y (2) | 1,179,885 | 1,179,885 |
| First American Treasury Obligations Fund - Class Z (2) | 1,179,885 | 1,179,885 |
| Total Short-Term Investments (Cost \$5,899,424) | | 5,899,424 |
| Total Investments - 114.3% (1) (Cost \$186,506,632) | | 175,278,154 |
| Liabilities in Excess of Other Assets - (14.3%) (1) | | (21,921,132) |
| | | \$ |
| Total Net Assets Applicable to Common Stockholders - 100.0% (1) | | 153,357,022 |
| Securities Sold Short - (4.6%) (1) | | |
| SPDR Trust Series 1 | 53,000.00 | 7,092,460 |
| | | \$ |
| Total Securities Sold Short - (4.6%) (1) (Proceeds \$6,990,051) | | 7,092,460 |

(1) Calculated as a percentage of net assets applicable to common stockholders.

(2) All or a portion of the shares have been committed as collateral for open short positions.

At February 29, 2008, the cost basis of investments and the proceeds from securities sold short for federal income tax purposes were \$185,994,520 and \$6,990,051, respectively, and gross unrealized appreciation and depreciation of investments for federal income tax purposes were as follows:

| | |
|-------------------------------|-----------------|
| Gross unrealized appreciation | \$ 4,425,624 |
| Gross unrealized depreciation | (15,756,511) |
| Net unrealized depreciation | \$ (11,330,887) |

The following tables provide the fair value measurements of applicable portfolio assets by level within the fair value hierarchy for the Fund as of February 29, 2008. These assets are measured on a recurring basis.

| Fair Value at | Fair Value Measurements at Reporting Date Using | |
|---------------|--|-------------------------------------|
| | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs |

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| Description | February 29, 2008 | (Level 1) | (Level 2) |
|-----------------------|-------------------|----------------|--------------|
| Assets: | | | |
| Investments | \$ 175,278,154 | \$ 170,336,980 | \$ 4,941,174 |
| Liabilities: | | | |
| Securities Sold Short | \$ 7,092,460 | \$ 7,092,460 | — |

Item 2. Controls and Procedures.

- (a) The Registrant's President/Chief Executive Officer and Treasurer/Chief 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 (the "1940 Act")) are effective as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rule 15d-15(b) under the Securities Exchange Act of 1934, as amended.
- (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 Registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 3. Exhibits.

Separate certifications for each principal executive officer and principal financial officer of the Registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)). Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) The Cushing MLP Total Return Fund

By (Signature and Title) /s/ Jerry V. Swank
Jerry V. Swank, President

Date June 18,
2008

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

By (Signature and Title) /s/ Jerry V. Swank
Jerry V. Swank, President

Date June 18, 2008

By (Signature and Title) /s/ Mark Fordyce
Mark Fordyce, Treasurer

Date June 18, 2008