

October 9, 2013

Sarah Cogan, Esq.  
Simpson Thatcher & Bartlett, L.L.P.  
425 Lexington Avenue  
New York, New York 10017

Re: ClearBridge Energy MLP Total Return Fund, Inc.  
File Nos. 333-191067 and 811-22693

Dear Ms. Cogan:

We have reviewed the registration statement on Form N-2 for the ClearBridge Energy MLP Total Return Fund ("Fund"), registering its common shares, filed with the Commission on September 9, 2013. Based upon Securities Act Release No. 6510 and the representations contained in your letter of September 9, 2013, we conducted a selective review of the registration statement. Based on our review of the filing, we have the following comments. Comments we give in one section apply to other sections in the filing that contain the same or similar disclosure. The captions we use below correspond to the captions the Fund uses in the registration statement. All capitalized terms not otherwise defined herein have the meaning given to them in the registration statement.

#### Prospectus

##### General

1. Please confirm to the staff in your response letter that the Fund will submit any underwritten offering to FINRA for its prior approval of the underwriting terms.

2. Disclosure in the prospectus indicates that the Fund does not have any "current" intention to issue preferred stock. Please confirm that the Fund does not intend to issue preferred stock in the upcoming year. If the Fund does so intend, please include the additional costs in the fee table.

##### Cover

3. What is the basis for the Fund's reliance on Rule 415 under the

Securities Act of 1933?

4. In the second paragraph of the section entitled "Tax Matters", please revise the parenthetical "(even possibly if the Common Stockholder loses money on the disposition)" with a Plain English explanation such as the following: "A return of capital may cause a shareholder to pay taxes even if he sells his shares for less than he originally bought them."

Summary (p. 1)

Investment Strategies (p. 3)

5. Will the Fund invest in non-U.S. entities as part of its principal strategies? If so, please provide appropriate strategy disclosure.

6. Disclosure indicates that the Fund may invest up to 20% of its Managed Assets in securities of non-MLP issuers. Please either confirm to us that these securities will not be counted as MLPs for purposes of the Fund's 80% basket or explain to us why these securities should be included in the 80% basket.

7. Please disclose any additional risks that the Fund will be subject to as a result of its investments in general partnership interests, including general partner liability.

8. With respect to investments in non-MLP equity securities, how will the Fund determine what to buy and when to sell?

9. With respect to investments in debt securities, does the Fund have a maturity or duration strategy? If so, please disclose it in the prospectus. Comparison with Direct Investment in MLPs

(p. 7) 10. The text accompanying the first bullet point in this section

suggests that investing in the Fund provides simpler tax reporting than investing directly in MLPs, as

Fund investors will receive a single Form 1099, while direct MLP investors will receive multiple Schedules K-1 from each MLP in which they invest. We note that when the Fund invests in MLPs that are taxed as partnerships, the Fund will typically not receive its "K-1" tax statements from the MLPs until after January 31st, the date on which the Fund is required to mail its own "1099s" to

investors. The K-1 may indicate that the Fund has miscalculated its own taxable income on the tax return it is required to file on March 15th as a result of mischaracterizing the tax character of the MLP distributions it received. If so, the Fund will send shareholders a corrected 1099 in May or June, and this may require shareholders to file amended personal tax returns. Therefore, please disclose in each section that includes such disclosure that the MLP investments made by the Fund may result in investors being required to either request extensions to file their tax returns or file amended returns. Tax Considerations (p. 9)

11. In the second paragraph of the section, disclosure indicates that "[t]he types of MLPs in which the Fund intends to invest historically have made cash distributions to limited partners or members that exceed the amount of taxable income allocable to limited partners or members, due to a variety of factors, including significant non-cash deductions, such as depreciation and depletion." Is this the case throughout the existence of the underlying MLPs, or does there come a point when non-cash deductions diminish, and more distributions are taxed as ordinary income? If so, why is it not misleading to describe taxation of MLP distributions for only part of an MLP's existence?

12. In addition to the discussion regarding cash distributions received by the Fund, please summarize the tax treatment of distributions received by the Fund from I-Shares. Derivatives (p. 10)

11. The second sentence under "Derivatives" on page 10 states that "The Fund may enter into derivative transactions, such as interest rate swaps, options contracts, futures contracts, forward contracts, options on futures contracts and indexed securities." Please confirm to us that these are all the derivatives that the Fund will invest in as a principal investment strategy. Please also tell us whether the Fund will be investing in total return swaps and credit default swaps. If so, we may have additional comments.

12. Please identify all material risks of the derivative types employed in executing the Fund's principal strategies.

Special Risk Considerations (p. 12)

13. The second sentence of this section indicates that the section does not summarize all risks of investing in the Fund. Please include summary descriptions of all principal risks of investing in the Fund in this section.

14. Please disclose in the paragraph discussing short sale risk that shareholders will incur added costs associated with selling shares short, such as transactional costs, and the cost of dividends paid on shares sold short.

Summary of Fund Expenses (p. 41)

15. Disclosure elsewhere in the prospectus indicates the Fund sell stocks short, yet the fee table contains no line item for payment of dividends on stocks sold short. Please explain this apparent inconsistency, or make the appropriate changes to the fee table.

Additional Investment Activities (p. 53)

Other Investment Companies (p. 54)

16. Please tell us whether the Fund will be investing in companies that rely on the exclusions found in Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940 ("1940 Act"). If so, please clarify in this section whether the Fund's investment in such companies will be subject to any limitation. If the Fund will not be subject to any limitation on investment in 3(c)(1) and 3(c)(7) companies, please confirm to us that the Fund does not currently intend to invest more than 15% of its Managed Assets in such entities and that if in the future the Fund does intend to invest more than 15% of its Managed Assets in such entities: (a) the Fund will update its registration statement to include additional disclosure describing such investments, the associated risks and any other pertinent disclosures (including suitability requirements); and (b) the updated registration statement will be filed with the SEC as appropriate (e.g., via POS 8C) at which time Fund will endeavor to engage in a discussion with the staff regarding such changes.

Statement of Additional Information

Investment Restrictions (p. 1)

18. Please revise the Fund's concentration restriction to state more clearly that the Fund will invest more than 25% of its assets in the energy industry.

19. Investment Restrictions (1), (2), and (7) provide that Fund will not issue senior securities, borrow money, or make loans, except as permitted by the 1940 Act or exemptive orders granted under the 1940 Act. Subsequent narrative disclosure explains the applicable 1940 Act requirements. Please also disclose whether the Fund has received, has applied for, or intends to apply for exemptive relief. If the Fund has applied for or intends to apply for such relief, please state that there is no guarantee that relief will be granted.

Investment Policies and Techniques (p. 4)

Other Investment Companies (p. 22)

20. Disclosure in this section indicates the Fund may invest in affiliated investment companies pursuant to exemptive relief from the SEC. Please disclose in this section whether the Fund has received, has applied for, or intends to apply for such relief. If the Fund has applied for or intends to apply for such relief, please state that there is no guarantee that relief will be granted.

General

We note that portions of the filing are incomplete. We may have additional comments on such portions when you complete them in a pre-effective amendment, on disclosures made in response to this letter, on information supplied supplementally, and on exhibits added in any pre-effective amendments.

Please advise us if you have submitted or expect to submit any exemptive applications or no-action requests in connection with the registration statement.

Response to this letter should be in the form of a pre-effective amendment filed pursuant to Rule 472 under the Securities Act. Where no change will be made in the filing in response to a comment, please indicate this fact in your response letter and briefly state the basis for your position.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the Fund and its management are in possession of all facts relating to the Fund's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event the Fund requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;

the action of the Commission or the staff, acting pursuant to delegated authority, in

declaring the filing effective, does not relieve the Fund from its full responsibility for the

adequacy and accuracy of the disclosure in the filing; and the Fund may not assert this action as defense in any proceeding initiated by the

Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Investment Management in connection with our review of your filing or in response to our comments on your filing.

Any questions you may have regarding the filing or this letter should be directed to me at 202.551.6965.

Sincerely,

Vincent J. Di Stefano  
Senior Counsel