

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

### Part I Reporting Issuer

|   |   |   |                             |
|---|---|---|-----------------------------|
| <b>1</b> Issuer's name<br>ClearBridge Energy.MLP Total Return Fund Inc.   |   | <b>2</b> Issuer's employer identification number (EIN)<br>45-4960969                      |                             |
| <b>3</b> Name of contact for additional information<br>Legg Mason Shareholder Services  | <b>4</b> Telephone No. of contact<br>888-777-0102 | <b>5</b> Email address of contact<br>shareholderservices@leggmason.com                    |                             |
| <b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact<br>620 Eighth Avenue, 49th Floor |   | <b>7</b> City, town, or post office, state, and ZIP code of contact<br>New York, NY 10018 |                             |
| <b>8</b> Date of action<br>See Statement 1  |   | <b>9</b> Classification and description<br>Mandatorily Redeemable Preferred Stock         |                             |
| <b>10</b> CUSIP number<br>See Statement 1   | <b>11</b> Serial number(s)                        | <b>12</b> Ticker symbol   | <b>13</b> Account number(s) |

### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See Statement 1

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**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See Statement 1

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**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Statement 1

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**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See Statement 1](#)

Blank lined area for listing applicable Internal Revenue Code sections and subsections.

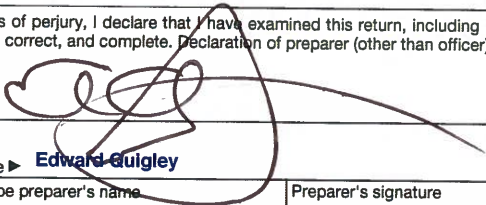
18 Can any resulting loss be recognized? ▶ [See Statement 1](#)

Blank lined area for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See Statement 1](#)

Blank lined area for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature ▶  Date ▶ 1/12/2018  
 Print your name ▶ Edward Guigley Title ▶ Assistant Treasurer

|                               |                            |                      |      |   |      |
|-------------------------------|----------------------------|----------------------|------|---|------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
|                               | Firm's name ▶              |                      |      | Firm's EIN ▶                                    |      |
|                               | Firm's address ▶           |                      |      | Phone no.                                       |      |

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Information Furnished Pursuant to Internal Revenue Code Section 6045B**  
**Relating to Actions Affecting the Basis of Specified Securities**

**ClearBridge Energy MLP Total Return Fund Inc. (the "Fund")**  
**Employer Identification Number: 45-4960969**  
**Security Classification: Mandatorily Redeemable Preferred Stock ("MRPS")**

The Fund has determined that all of the distributions listed below that were paid during the taxable year ended November 30, 2017 are classified as return of capital:

| <u>Class</u> | <u>CUSIP</u> | <u>Ex-Date</u> | <u>Record Date</u> | <u>Payable Date</u> | <u>Distribution Per Share</u> | <u>Return of Capital Per Share</u> |
|--------------|--------------|----------------|--------------------|---------------------|-------------------------------|------------------------------------|
| A            | 18469Q2#4    | DAILY          | DAILY              | 03/01/2017          | \$922.50                      | \$922.50                           |
| A            | 18469Q2#4    | DAILY          | DAILY              | 06/01/2017          | \$922.50                      | \$922.50                           |
| A            | 18469Q2#4    | DAILY          | DAILY              | 09/01/2017          | \$922.50                      | \$922.50                           |
| A            | 18469Q2#4    | DAILY          | DAILY              | 12/01/2017          | \$922.50                      | \$922.50                           |
| B            | 18469Q3#3    | DAILY          | DAILY              | 03/01/2017          | \$1,017.50                    | \$1,017.50                         |
| B            | 18469Q3#3    | DAILY          | DAILY              | 06/01/2017          | \$1,017.50                    | \$1,017.50                         |
| B            | 18469Q3#3    | DAILY          | DAILY              | 09/01/2017          | \$1,017.50                    | \$1,017.50                         |
| B            | 18469Q3#3    | DAILY          | DAILY              | 12/01/2017          | \$1,017.50                    | \$1,017.50                         |
| C            | 18469Q4#2    | DAILY          | DAILY              | 03/01/2017          | \$1,065.00                    | \$1,065.00                         |
| C            | 18469Q4#2    | DAILY          | DAILY              | 06/01/2017          | \$1,065.00                    | \$1,065.00                         |
| C            | 18469Q4#2    | DAILY          | DAILY              | 09/01/2017          | \$1,065.00                    | \$1,065.00                         |
| C            | 18469Q4#2    | DAILY          | DAILY              | 12/01/2017          | \$1,065.00                    | \$1,065.00                         |

A return of capital is not considered taxable income to shareholders. Pursuant to IRC Section 301(c), the portion of a distribution which is a dividend (as defined under IRC Section 316) is includable in gross income while the portion of the distribution which is not a dividend shall be applied against and reduce the adjusted basis of the stock. Accordingly, shareholders who received these distributions should not include these amounts in taxable income, but instead pursuant to Internal Revenue Code Sections 301(c)(2) and 1016(a)(4), should treat them as a reduction of the cost basis of the applicable shares upon which these distributions were paid. In order to compute the required adjustment to cost basis, a shareholder should multiply the per share amount of each of the respective distributions by the number of shares held at each of the respective ex-dates.

If the shareholder has not sold or otherwise disposed of any shares during calendar year 2017, the information computed by the shareholder regarding the appropriate reduction in cost basis should be maintained in the shareholder's records until such time as the shareholder sells or otherwise disposes of such shares.

If the shareholder has sold or otherwise disposed of any shares during calendar year 2017, the shareholder should increase the recognized gain or decrease the recognized loss on the respective shares sold by the per share amount of the above-listed distribution multiplied by the respective shares held at each of the ex-dates listed which have been sold.

This information is being provided pursuant to Internal Revenue Code Section 6045(e), as amended. The tax information contained herein is provided for informational purposes only and should not be construed as legal or tax advice. Legg Mason does not provide legal or tax advice to taxpayers. This material and any tax-related statements are not intended or written to be used, and cannot be used or

**Statement 1**

relied upon, by any such taxpayer for the purpose of avoiding tax penalties. Please consult an attorney or tax professional for assistance as to how this information will impact your specific tax situation.

For more information, please contact the Fund at 1-888-777-0102 or visit the Fund's web site at [www.leggmason.com/cef](http://www.leggmason.com/cef).