Kayne Anderson

Energy Total Return Fund

KYE Quarterly Report

February 28, 2014

CONTENTS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS: This report of Kayne Anderson Energy Total Return Fund, Inc. (the "Fund") contains "forward-looking statements" as defined under the U.S. federal securities laws. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "project," "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to materially differ from the Fund's historical experience and its present expectations or projections indicated in any forward-looking statement. These risks include, but are not limited to, changes in economic and political conditions; regulatory and legal changes; energy industry risk; commodity pricing risk; leverage risk; valuation risk; non-diversification risk; interest rate risk; tax risk; and other risks discussed in the Fund's filings with the Securities and Exchange Commission ("SEC"). You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. The Fund undertakes no obligation to update or revise any forward-looking statements made herein. There is no assurance that the Fund's investment objectives will be attained.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
MANAGEMENT DISCUSSION
(UNAUDITED)

Fund Overview

Kayne Anderson Energy Total Return Fund, Inc. is a non-diversified, closed-end fund. Our investment objective is to obtain a high total return with an emphasis on current income. We intend to achieve this objective by investing in a portfolio of companies in the energy sector, which focuses on securities of energy companies, with the majority of our investments in equity securities of master limited partnerships and limited liability companies taxed as partnerships ("MLPs"), MLP affiliates, marine transportation companies, midstream companies and upstream income trusts.

As of February 28, 2014, we had total assets of $1.5 billion, net assets applicable to our common stock of $1.1 billion (net asset value of $29.36 per share), and 36.0 million shares of common stock outstanding. As of February 28, 2014, we held $1.4 billion in equity investments and $141 million in debt investments.

Our Top Ten Portfolio Investments

Listed below are our top ten portfolio investments by issuer as of February 28, 2014.

Holding	Sector	Amount ($ in millions)	Percent of Long-Term Investments
1. Kinder Morgan Management, LLC	MLP Affiliate	$155.7	10.3%
2. Enbridge Energy Management, L.L.C.	MLP Affiliate	142.7	9.4
3. Capital Product Partners L.P.	Marine Transportation	77.5	5.1
4. Golar LNG Partners LP	Marine Transportation	61.1	4.0
5. Plains All American Pipeline, L.P.	Midstream MLP	59.2	3.9
6. The Williams Companies, Inc.	Midstream Company	55.5	3.7
7. Teekay Offshore Partners L.P.	Marine Transportation	49.8	3.3
8. Crescent Point Energy Trust	Upstream Income Trust	42.3	2.8
9. Regency Energy Partners(1)	Midstream MLP	38.4	2.5
10. ONEOK, Inc.	Midstream Company	33.5	2.2
		$715.7	47.2%

(1) The $38.4 million includes our holdings in Regency Energy Partners LP ("Regency") as well as our holdings in PVR Partners, L.P. ("PVR"). On March 21, 2014, PVR completed its merger with Regency.

Results of Operations — For the Three Months Ended February 28, 2014

Investment Income. Investment income totaled $9.2 million for the quarter and consisted primarily of net dividends and distributions and interest income on our investments. We received $16.1 million of dividends and distributions, of which $9.6 million was treated as a return of capital. Interest and other income totaled $2.7 million. We received $5.8 million of paid-in-kind dividends during the quarter, which are not included in investment income, but are reflected as an unrealized gain.

Operating Expenses. Operating expenses totaled $9.5 million, including $4.6 million of investment management fees, $2.8 million of interest expense, of which $0.2 million was the non-cash amortization of debt issuance costs, $0.4 million of other operating expenses and $1.7 million of preferred stock distributions (including non-cash amortization of offering costs of $0.1 million).

Net Investment Loss. Our net investment loss totaled $0.3 million.

Net Realized Gains. We had net realized gains of $31.7 million. Net realized gains include $30.5 million of gains from our investments and $1.2 million of gains from option activity.

Net Change in Unrealized Gains. We had a net increase in unrealized gains of $2.2 million. The net change consisted of a $2.3 million increase to our unrealized gains on investments and $0.1 million decrease from option activity.

Net Increase in Net Assets Resulting from Operations. We had an increase in net assets resulting from operations of $33.6 million. This increase was comprised of a net investment loss of $0.3 million, net realized gains of $31.7 million and net increase to unrealized gains of $2.2 million, as noted above.

Distributions to Common Stockholders

We pay quarterly distributions to our common stockholders, generally funded by net distributable income ("NDI") generated from our portfolio investments. NDI is the amount of income received by us from our portfolio investments less operating expenses, subject to certain adjustments as described below. NDI is not a financial measure under the accounting principles generally accepted in the United States of America ("GAAP"). Refer to the "Reconciliation of NDI to GAAP" section below for a reconciliation of this measure to our results reported under GAAP.

Income from portfolio investments includes (a) cash dividends and distributions, (b) paid-in-kind dividends received (*i.e.,* stock dividends), (c) interest income from debt securities and commitment or structuring fees from private investments in public equity ("PIPE investments") and (d) net premiums received from the sale of covered calls.

Operating expenses include (a) investment management fees paid to our investment adviser, (b) other expenses (mostly comprised of fees paid to other service providers) and (c) interest expense and preferred stock distributions.

Net Distributable Income (NDI)
(amounts in millions, except for per share amounts)

	Three Months Ended February 28, 2014
Distributions and Other Income from Investments	
Dividends and Distributions[1]	$ 16.1
Paid-In-Kind Dividends and Distributions[1]	5.8
Interest and Other Income	2.7
Net Premiums Received from Call Options Written	1.9
Total Distributions and Other Income from Investments	26.5
Expenses	
Investment Management Fee	(4.6)
Other Expenses	(0.4)
Interest Expense	(2.6)
Preferred Stock Distributions	(1.7)
Net Distributable Income (NDI)	**$ 17.2**
Weighted Shares Outstanding	36.0
NDI per Weighted Share Outstanding	**$0.478**
Adjusted NDI per Weighted Share Outstanding[2]	**$0.478**
Distributions paid per Common Share[3]	**$0.480**

---

(1) See Note 2 (Investment Income) to the Financial Statements for additional information regarding paid-in-kind and non-cash dividends and distributions.

(2) There were no adjustments during the quarter.

(3) The distribution of $0.48 per share for the first quarter of fiscal 2014 was paid on April 11, 2014.

Payment of future distributions is subject to Board of Directors approval, as well as meeting the covenants of our debt agreements and terms of our preferred stock. In determining our quarterly distribution to common stockholders, our Board of Directors considers a number of factors that include, but are not limited to:

- NDI and Adjusted NDI generated in the current quarter;
- Expected NDI over the next twelve months; and
- Realized and unrealized gains generated by the portfolio.

Reconciliation of NDI to GAAP

The difference between distributions and other income from investments in the NDI calculation and total investment income as reported in our Statement of Operations is reconciled as follows:

- GAAP recognizes that a significant portion of the cash distributions received from MLPs is characterized as a return of capital and therefore excluded from investment income, whereas the NDI calculation includes the return of capital portion of such distributions.
- NDI includes the value of paid-in-kind dividends, and distributions, whereas such amounts are not included as investment income for GAAP purposes, but rather are recorded as unrealized gains upon receipt.
- NDI includes commitment fees from PIPE investments, whereas such amounts are generally not included in investment income for GAAP purposes, but rather are recorded as a reduction to the cost of the investment.
- Certain of our investments in debt securities were purchased at a discount or premium to the par value of such security. When making such investments, we consider the security's yield to maturity, which factors in the impact of such discount (or premium). Interest income reported under GAAP includes the non-cash accretion of the discount (or amortization of the premium) based on the effective interest method. When we calculate interest income for purposes of determining NDI, in order to better reflect the yield to maturity, the accretion of the discount (or amortization of the premium) is calculated on a straight-line basis to the earlier of the expected call date or the maturity date of the debt security.
- We may sell covered call option contracts to generate income or to reduce our ownership of certain securities that we hold. In some cases, we are able to repurchase these call option contracts at a price less than the premium that we received, thereby generating a profit. The premium we received from selling call options, less (i) the amount that we pay to repurchase such call option contracts and (ii) the amount by which the market price of an underlying security is above the strike price at the time a new call option is written (if any), is included in NDI. For GAAP purposes, premiums received from call option contracts sold are not included in investment income. See Note 2 — Significant Accounting Policies for a full discussion of the GAAP treatment of option contracts.

The treatment of expenses included in NDI also differs from what is reported in the Statement of Operations as follows:

- The non-cash amortization or write-offs of capitalized debt issuance costs and preferred stock offering costs related to our financings is included in interest expense and distributions on preferred stock for GAAP purposes, but is excluded from our calculation of NDI.

- NDI also includes recurring payments (or receipts) on interest rate swap contracts (excluding termination payments) whereas for GAAP purposes, these amounts are included in the realized gains/losses section of the Statement of Operations.

Liquidity and Capital Resources

Total leverage outstanding at February 28, 2014 of $451 million was comprised of $275 million of senior unsecured notes ("Notes"), $56 million of borrowings outstanding under our unsecured revolving credit facility ("Credit Facility") and $120 million of mandatory redeemable preferred stock ("MRP Shares"). Total leverage represented 29% of total assets at February 28, 2014. As of April 24, 2014, we had $72 million of borrowings outstanding under our Credit Facility, and we had $5 million of cash.

Our Credit Facility has total commitments of $100 million and matures on March 4, 2016. The interest rate varies between LIBOR plus 1.60% and LIBOR plus 2.25%, depending on our asset coverage ratios. Outstanding loan balances accrue interest daily at a rate equal to one-month LIBOR plus 1.60% based on current asset coverage ratios. We pay a fee of 0.30% per annum on any unused amounts of the Credit Facility.

We had $275 million of Notes outstanding at February 28, 2014. The Notes mature between 2015 and 2025. As of February 28, 2014, we had $120 million of MRP Shares outstanding, which are subject to mandatory redemption in 2017 and 2018.

At February 28, 2014, our asset coverage ratios under the Investment Company Act of 1940, as amended (the "1940 Act"), were 456% for debt and 334% for total leverage (debt plus preferred stock). Our long-term target asset coverage with respect to our debt is 415%, but at times we may be above or below our target depending upon market conditions.

As of February 28, 2014, our total leverage consisted of both fixed rate (75%) and floating rate (25%) obligations. As of such date, the weighted average interest/dividend rate on our total leverage was 3.73%.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
SCHEDULE OF INVESTMENTS
FEBRUARY 28, 2014
(amounts in 000's, except number of option contracts)
(UNAUDITED)

Description	No. of Shares/Units	Value
Long-Term Investments — 143.5%		
Equity Investments[1] — 130.1%		
United States — 114.5%		
MLP[2][3] — 35.5%		
Access Midstream Partners, L.P.[4]	120	$ 6,764
Alliance Holdings GP, L.P.	57	3,536
Arc Logistics Partners LP	82	1,656
Atlas Pipeline Partners, L.P.	83	2,548
BreitBurn Energy Partners L.P.	529	10,572
Buckeye Partners, L.P.[4]	234	17,100
Crestwood Equity Partners LP	496	6,655
Crestwood Midstream Partners LP	862	19,304
Crosstex Energy, L.P.	322	9,933
DCP Midstream Partners, LP	525	25,639
El Paso Pipeline Partners, L.P.	139	4,162
Energy Transfer Partners, L.P.[4][5]	294	16,301
Enterprise Products Partners L.P.[4][5]	324	21,743
EV Energy Partners, L.P.	242	8,475
Exterran Partners, L.P.	455	13,647
Global Partners LP	333	12,760
Holly Energy Partners, L.P.	13	425
LRR Energy, L.P.	227	3,887
MarkWest Energy Partners, L.P.[6]	305	19,461
Mid-Con Energy Partners, LP	520	12,268
Niska Gas Storage Partners LLC	125	1,658
ONEOK Partners, L.P.	271	14,388
Plains All American Pipeline, L.P.[6]	1,093	59,227
PVR Partners, L.P.[7]	435	11,666
QEP Midstream Partners, LP	213	4,558
Regency Energy Partners LP[7]	1,018	26,735
Sprague Resources LP	73	1,344
Summit Midstream Partners, LP	138	5,605
SunCoke Energy Partners, L.P.	132	4,067
Targa Resources Partners LP[4]	41	2,207
Western Gas Partners, LP[4]	145	9,145
Williams Partners L.P.	361	17,930
		375,366
MLP Affiliate — 28.2%		
Enbridge Energy Management, L.L.C.[8]	5,333	142,654
Kinder Morgan Management, LLC[8]	2,230	155,654
		298,308
Marine Transportation — 24.2%		
Capital Product Partners L.P.[9]	3,866	41,602
Capital Product Partners L.P. — Class B Units[9][10][11]	3,333	35,900
Dynagas LNG Partners LP[9]	751	16,377
Golar LNG Limited[4]	30	1,098
Golar LNG Partners LP[9]	2,024	61,142

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
SCHEDULE OF INVESTMENTS
FEBRUARY 28, 2014
(amounts in 000's, except number of option contracts)
(UNAUDITED)

Description	No. of Shares/Units	Value
Marine Transportation (continued)		
KNOT Offshore Partners LP[9]	771	$ 22,120
Navios Maritime Partners L.P.[9]	569	9,728
Seaspan Corporation — 7.95% Series D Preferred Shares	400	10,008
Seaspan Corporation — 8.25% Series E Preferred Shares	200	5,010
Teekay Corporation[4]	50	2,987
Teekay Offshore Partners L.P.[4][9]	1,292	42,342
Teekay Offshore Partners L.P. — Series A Preferred Units[9]	300	7,500
		255,814
Midstream Company — 12.8%		
Kinder Morgan, Inc.[4]	944	30,078
ONEOK, Inc.[4]	566	33,453
Plains GP Holdings, L.P.[6][9]	444	12,432
Spectra Energy Corp.[4]	372	13,853
Targa Resources Corp.[4]	68	6,562
The Williams Companies, Inc.	935	38,629
		135,007
Other Energy — 8.0%		
CONSOL Energy Inc.[4]	50	2,005
Ensco plc	123	6,451
HollyFrontier Corporation[4]	114	5,213
Marathon Petroleum Corporation[4]	97	8,173
NiSource Inc.[4]	234	8,144
NRG Yield, Inc.	78	2,973
Peabody Energy Corporation[4]	428	7,511
Phillips 66[4]	50	3,758
Seadrill Limited	379	14,023
Seadrill Partners LLC[9]	174	5,466
The Southern Company[4]	209	8,855
Transocean Ltd.	209	8,853
U.S. Silica Holdings, Inc.[4]	100	3,280
		84,705
Upstream Income Trust — 5.8%		
Enduro Royalty Trust	1,679	20,882
Pacific Coast Oil Trust	1,336	18,310
VOC Energy Trust	916	14,047
Whiting USA Trust II	578	7,429
		60,668
Total United States (Cost — $783,689)		1,209,868
Canada — 15.6%		
Upstream Income Trust — 11.1%		
ARC Resources Ltd.	427	11,513
Baytex Energy Corp.[12]	364	13,281
Bonavista Energy Corporation[5]	1,257	18,080
Crescent Point Energy Corp.	1,204	42,259
Pengrowth Energy Corporation	4,846	32,660
		117,793

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
SCHEDULE OF INVESTMENTS
FEBRUARY 28, 2014
(amounts in 000's, except number of option contracts)
(UNAUDITED)

Description	No. of Shares/Units	Value
Midstream Company — 4.5%		
Enbridge Inc.	301	$ 12,714
Gibson Energy Inc.[5]	77	1,886
Inter Pipeline Ltd.	199	5,388
Pembina Pipeline Corporation	763	27,518
		47,506
Total Canada (Cost — $160,925)		165,299
Total Equity Investments (Cost — $944,614)		1,375,167

Description	Interest Rate	Maturity Date	Principal Amount	Value
Debt Instruments — 13.4%				
United States — 12.7%				
Upstream — 9.1%				
BlackBrush Oil & Gas, L.P.	[13]	6/3/19	$ 8,645	8,753
CrownRock LP	7.125%	4/15/21	2,500	2,612
Goodrich Petroleum Corporation	8.875	3/15/19	5,500	5,692
Halcón Resources Corporation	9.750	7/15/20	14,500	15,334
Midstates Petroleum Company, Inc.	10.750	10/1/20	5,700	6,284
Midstates Petroleum Company, Inc.	9.250	6/1/21	7,800	8,288
Parsley Energy, LLC	7.500	2/15/22	4,325	4,552
Penn Virginia Corporation	8.500	5/1/20	4,800	5,280
Resolute Energy Corporation	8.500	5/1/20	3,775	4,020
Rex Energy Corporation	8.875	12/1/20	6,700	7,437
RKI Exploration & Production, LLC	8.500	8/1/21	12,500	13,500
Sanchez Energy Corporation	7.750	6/15/21	7,750	8,138
Vantage Energy, LLC	[14]	12/31/18	6,000	6,015
				95,905
Midstream Company — 2.3%				
Kinder Morgan, Inc.	7.750	1/15/32	7,300	7,822
The Williams Companies, Inc.	8.750	3/15/32	14,135	16,913
				24,735
Coal — 1.0%				
Arch Coal, Inc.	7.250	6/15/21	13,500	10,935
Marine Transportation — 0.3%				
Genco Shipping & Trading Limited[15]	5.000	8/15/15	5,000	2,997
Total United States (Cost — $132,366)				134,572
Canada — 0.7%				
Upstream — 0.7%				
Athabasca Oil Corporation (Cost— $7,490)	7.500	11/19/17	[16]	6,807
Total Debt Investments (Cost — $139,856)				141,379
Total Long-Term Investments (Cost — $1,084,470)				1,516,546

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
SCHEDULE OF INVESTMENTS
FEBRUARY 28, 2014
(amounts in 000's, except number of option contracts)
(UNAUDITED)

Description	Strike Price	Expiration Date	No. of Contracts	Value
Liabilities				
Call Option Contracts Written[17]				
United States				
MLP				
Access Midstream Partners, L.P.	$60.00	3/21/14	250	$ (6)
Buckeye Partners, L.P.	75.00	3/21/14	400	(30)
Energy Transfer Partners, L.P.	55.00	4/18/14	1,000	(150)
Enterprise Products Partners L.P.	67.50	3/21/14	500	(35)
Targa Resources Partners LP	55.00	3/21/14	200	(9)
Western Gas Partners, LP	65.00	4/18/14	400	(40)
				(270)
Marine Transportation				
Golar LNG Limited	35.00	4/18/14	150	(38)
Golar LNG Limited	40.00	4/18/14	150	(10)
Teekay Corporation	55.00	3/21/14	500	(237)
Teekay Offshore Partners L.P.	32.00	3/21/14	150	(18)
Teekay Offshore Partners L.P.	33.00	3/21/14	150	(10)
				(313)
Midstream Company				
Kinder Morgan, Inc.	35.00	3/21/14	800	(6)
ONEOK, Inc.	60.00	4/18/14	500	(69)
Spectra Energy Corp.	37.00	4/18/14	400	(40)
Spectra Energy Corp.	38.00	3/21/14	800	(16)
Spectra Energy Corp.	38.00	4/18/14	500	(26)
Targa Resources Corp.	90.00	3/21/14	500	(360)
				(517)
Other Energy				
CONSOL Energy Inc.	40.00	4/18/14	500	(83)
HollyFrontier Corporation	47.00	4/18/14	200	(24)
HollyFrontier Corporation	48.00	4/18/14	200	(17)
Marathon Petroleum Corporation	87.50	3/21/14	350	(50)
Marathon Petroleum Corporation	95.00	3/21/14	320	(10)
Marathon Petroleum Corporation	95.00	4/18/14	150	(13)
Marathon Petroleum Corporation	97.50	4/18/14	150	(9)
NiSource Inc.	36.00	4/18/14	300	(14)
Peabody Energy Corporation	18.00	4/18/14	2,000	(128)
Phillips 66	75.00	3/21/14	500	(80)
The Southern Company	42.00	4/18/14	600	(54)
The Southern Company	43.00	4/18/14	565	(24)
U.S. Silica Holdings, Inc.	31.00	3/21/14	500	(97)
U.S. Silica Holdings, Inc.	32.00	3/21/14	250	(33)
U.S. Silica Holdings, Inc.	33.00	3/21/14	250	(24)
				(660)
Total Call Option Contracts Written (Premium Received — $1,424)				(1,760)

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
SCHEDULE OF INVESTMENTS
FEBRUARY 28, 2014
(amounts in 000's, except number of option contracts)
(UNAUDITED)

Description	Value
Credit Facility	$ (56,000)
Notes	(275,000)
Mandatory Redeemable Preferred Stock at Liquidation Value	(120,000)
Other Liabilities	(21,178)
Total Liabilities	(473,938)
Other Assets	14,418
Total Liabilities in Excess of Other Assets	(459,520)
Net Assets Applicable To Common Stockholders	$1,057,026

(1) Unless otherwise noted, equity investments are common units/common shares.

(2) Securities are treated as a publicly-traded partnership for regulated investment company ("RIC") qualification purposes. To qualify as a RIC for tax purposes, the Fund may directly invest up to 25% of its total assets in equity and debt securities of entities treated as publicly-traded partnerships. The Fund had 24.5% of its total assets invested in publicly-traded partnerships at February 28, 2014. It is the Fund's intention to be treated as a RIC for tax purposes.

(3) Includes limited liability companies.

(4) Security or a portion thereof is segregated as collateral on option contracts written.

(5) In lieu of cash distributions, the Fund has elected to receive distributions in additional units/stock through the issuer's dividend reinvestment program.

(6) The Fund believes that it is an affiliate of MarkWest Energy Partners, L.P., Plains All American Pipeline, L.P. and Plains GP Holdings, L.P. See Note 6 — Agreements and Affiliations.

(7) On March 21, 2014, PVR Partners, L.P. completed its merger with Regency Energy Partners LP.

(8) Dividends are paid-in-kind.

(9) This company is structured like an MLP, but is not treated as a publicly-traded partnership for RIC qualification purposes.

(10) Fair valued security, restricted from public sale. See Notes 2, 3 and 7 in Notes to Financial Statements.

(11) Class B Units are convertible on a one-for-one basis into common units of Capital Product Partners L.P. ("CPLP") and are senior to the common units in terms of liquidation preference and priority of distributions. The Class B Units pay quarterly cash distributions of $0.21375 per unit and are convertible at any time at the option of the holder. If CPLP increases the quarterly cash distribution per common unit, the distribution per Class B Unit will increase by an equal amount. If CPLP does not redeem the Class B Units by May 2022, then the distribution increases by 25% per quarter to a maximum of $0.33345 per unit. CPLP may require that the Class B Units convert into common units after May 2015 if the common unit price exceeds $11.70 per unit, and the Class B Units are callable after May 2017 at a price of $9.27 per unit and after May 2019 at $9.00 per unit.

(12) On February 6, 2014, Baytex Energy Corp. ("Baytex") issued subscription receipts to partially fund the acquisition of Aurora Oil & Gas Ltd (the "Aurora Acquisition"). Each subscription receipt entitles the holder to one share of Baytex common stock upon closing of the Aurora Acquisition as well as any dividends paid by Baytex on its common stock from February 6, 2013 through the closing date of the Aurora Acquisition.

(13) Floating rate first lien secured term loan. Security pays interest at a rate of LIBOR + 650 basis points with a 1.25% LIBOR floor (7.75% as of February 28, 2014).

(14) Floating rate second lien secured term loan. Security pays interest at a rate of LIBOR + 750 basis points with a 1.00% LIBOR floor (8.50% as of February 28, 2014).

(15) Security is convertible into common shares of the issuer.

(16) Principal amount is 7,500 Canadian dollars.

(17) Security is non-income producing.

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
STATEMENT OF ASSETS AND LIABILITIES
FEBRUARY 28, 2014
(amounts in 000's, except share and per share amounts)
(UNAUDITED)

ASSETS	
Investments, at fair value:	
Non-affiliated (Cost — $1,057,847)	$1,425,426
Affiliated (Cost — $26,623)	91,120
Total investments (Cost — $1,084,470)	1,516,546
Cash and cash denominated in foreign currency (Cost — $2,354)	2,357
Deposits with brokers	791
Receivable for securities sold (Cost — $2,768)	2,768
Interest, dividends and distributions receivable (Cost — $4,874)	4,872
Deferred debt and preferred stock offering costs and other assets	3,630
Total Assets	1,530,964
LIABILITIES	
Payable for securities purchased (Cost — $16,864)	16,875
Investment management fee payable	1,442
Call option contracts written (Premiums received — $1,424)	1,760
Accrued directors' fees and expenses	40
Accrued expenses and other liabilities	2,821
Credit facility	56,000
Notes	275,000
Mandatory redeemable preferred stock, $25.00 liquidation value per share (4,800,000 shares issued and outstanding)	120,000
Total Liabilities	473,938
NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS	$1,057,026
NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS CONSIST OF	
Common stock, $0.001 par value (36,007,480 shares issued and outstanding and 195,200,000 shares authorized)	$ 36
Paid-in capital in excess of taxable income	632,961
Accumulated net investment loss less distributions not treated as tax return of capital	(29,718)
Accumulated net realized gains less distributions not treated as tax return of capital	22,022
Net unrealized gains	431,725
NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS	$1,057,026
NET ASSET VALUE PER COMMON SHARE	$ 29.36

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED FEBRUARY 28, 2014
(amounts in 000's)
(UNAUDITED)

INVESTMENT INCOME	
Income	
Dividends and distributions:	
Non-affiliated investments	$15,102
Affiliated investments	990
Total dividends and distributions (after foreign taxes withheld of $282)	16,092
Return of capital	(9,586)
Net dividends and distributions	6,506
Interest	2,603
Other income	113
Total Investment Income	9,222
Expenses	
Investment management fees	4,642
Professional fees	113
Administration fees	103
Reports to stockholders	62
Custodian fees	33
Directors' fees and expenses	27
Insurance	18
Other expenses	57
Total Expenses — before interest expense and preferred distributions	5,055
Interest expense and amortization of offering costs	2,777
Distributions on mandatory redeemable preferred stock and amortization of offering costs	1,684
Total Expenses	9,516
Net Investment Loss	(294)
REALIZED AND UNREALIZED GAINS (LOSSES)	
Net Realized Gains	
Investments — non-affiliated	25,317
Investments — affiliated	5,169
Foreign currency transactions	(22)
Options	1,252
Net Realized Gains	31,716
Net Change in Unrealized Gains	
Investments — non-affiliated	3,377
Investments — affiliated	(1,084)
Foreign currency translations	(5)
Options	(92)
Net Change in Unrealized Gains	2,196
Net Realized and Unrealized Gains	33,912
NET INCREASE IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS RESULTING FROM OPERATIONS	$33,618

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
STATEMENT OF CHANGES IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS
(amounts in 000's, except share amounts)

	For the Three Months Ended February 28, 2014 (Unaudited)	For the Fiscal Year Ended November 30, 2013
OPERATIONS		
Net investment loss[1]	$ (294)	$ (10,225)
Net realized gains	31,716	75,098
Net change in unrealized gains	2,196	127,708
Net Increase in Net Assets Resulting from Operations	33,618	192,581
DIVIDENDS AND DISTRIBUTIONS TO COMMON STOCKHOLDERS[1]		
Dividends	(17,250)[2]	(1,759)[3]
Distributions — net long-term capital gains	—[2]	(43,970)[3]
Distributions — return of capital	—[2]	(22,745)[3]
Dividends and Distributions to Common Stockholders	(17,250)	(68,474)
CAPITAL STOCK TRANSACTIONS		
Issuance of 160,816 shares of common stock	—	4,845
Underwriting discounts and offering expenses associated with the issuance of common stock	—	(109)
Issuance of 69,747 and 309,882 shares of common stock from reinvestment of dividends and distributions, respectively	1,782	8,246
Net Increase in Net Assets Applicable to Common Stockholders from Capital Stock Transactions	1,782	12,982
Total Increase in Net Assets Applicable to Common Stockholders	18,150	137,089
NET ASSETS ATTRIBUTABLE TO COMMON STOCKHOLDERS		
Beginning of period	1,038,876	901,787
End of period	$1,057,026	$1,038,876

(1) Distributions on the Fund's mandatory redeemable preferred stock ("MRP Shares") are treated as an operating expense under GAAP and are included in the calculation of net investment loss. See Note 2 — Significant Accounting Policies. The character of the distribution in the amount of $1,618 paid to MRP shareholders during the three months ended February 28, 2014 as dividend income (a portion of which may be eligible to be treated as qualified dividend income) is based solely on the Fund's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The actual characterization of the MRP Shares distributions made during the period will not be determinable until after the end of the fiscal year when the Fund can determine earnings and profits. Therefore, the characterization may differ from the preliminary estimates. Distributions in the amount of $6,471 paid to MRP shareholders for the fiscal year ended November 30, 2013 were characterized as dividend income ($2,316) and as long-term capital gains ($4,155). A portion of the distributions characterized as dividend income was eligible to be treated as qualified dividend income. This characterization is based on the Fund's earnings and profits.

See accompanying notes to financial statements.

(2) The characterization of the distributions paid to common stockholders for the three months ended February 28, 2014 as either dividend income (a portion of which may be eligible to be treated as qualified dividend income) or distributions (long-term capital gains or return of capital) is based solely on the Fund's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The actual characterization of the common stock distributions made during the current year will not be determinable until after the end of the fiscal year when the Fund can determine earnings and profits. Therefore, the characterization may differ from the preliminary estimates.

(3) Distributions paid to common stockholders for the fiscal year ended November 30, 2013 are characterized as either dividends (a portion was eligible to be treated as qualified dividend income) or distributions (long-term capital gains or return of capital). This characterization is based on the Fund's earnings and profits.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED FEBRUARY 28, 2014
(amounts in 000's)
(UNAUDITED)

CASH FLOWS FROM OPERATING ACTIVITIES	
Net increase in net assets resulting from operations	$ 33,618
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by operating activities:	
Return of capital distributions	9,586
Net realized gains (excluding foreign currency transactions)	(31,738)
Unrealized gains (excluding foreign currency translations)	(2,201)
Accretion of bond discounts, net	(18)
Purchase of long-term investments	(147,714)
Proceeds from sale of long-term investments	152,947
Increase in deposits with brokers	(253)
Decrease in receivable for securities sold	2,338
Decrease in interest, dividends and distributions receivable	847
Amortization of deferred debt offering costs	167
Amortization of mandatory redeemable preferred stock offering costs	66
Decrease in other assets	9
Increase in payable for securities purchased	14,619
Decrease in investment management fee payable	(82)
Decrease in call option contracts written	(965)
Decrease in accrued directors' fees and expenses	(6)
Decrease in accrued expenses and other liabilities	(1,921)
Net Cash Provided by Operating Activities	29,299
CASH FLOWS FROM FINANCING ACTIVITIES	
Decrease in borrowings under credit facility	(14,000)
Cash distributions paid to common stockholders	(15,468)
Net Cash Used in Financing Activities	(29,468)
NET DECREASE IN CASH	(169)
CASH — BEGINNING OF PERIOD	2,526
CASH — END OF PERIOD	$ 2,357

Supplemental disclosure of cash flow information:

Non-cash financing activities not included herein consisted of reinvestment of distributions of $1,782 pursuant to the Fund's dividend reinvestment plan.

During the three months ended February 28, 2014, interest paid was $4,730, and there were no income taxes paid.

During the three months ended February 28, 2014, the Fund received $6,371 of paid-in-kind and non-cash dividends and distributions. See Note 2 — Significant Accounting Policies.

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
FINANCIAL HIGHLIGHTS
(amounts in 000's, except share and per share amounts)

	For the Three Months Ended February 28, 2014 (Unaudited)	For the Fiscal Year Ended November 30, 2013	2012	2011	2010	2009	2008	2007	2006	For the Period June 28, 2005[1] through November 30, 2005
Per Share of Common Stock[2]										
Net asset value, beginning of period	$ 28.91	$ 25.43	$ 25.25	$ 26.53	$ 20.04	$ 13.43	$ 29.01	$ 25.44	$ 24.13	$ 23.84[3]
Net investment income (loss)[4]	(0.01)	(0.28)	(0.04)	(0.08)	0.16	0.31	0.88	1.09	1.17	0.23
Net realized and unrealized gains (losses)	0.94	5.68	2.14	0.71	8.24	8.26	(14.09)	4.82	2.34	0.33
Total income (loss) from operations	0.93	5.40	2.10	0.63	8.40	8.57	(13.21)	5.91	3.51	0.56
Dividends and distributions — auction rate preferred[4][5]	—	—	—	—	—	—	(0.34)	(0.50)	(0.44)	—
Common dividends — dividend income[5]	(0.48)	(0.05)	(0.71)	—	(1.92)	(0.62)	(0.38)	(0.83)	(0.86)	(0.23)
Common dividends — short-term capital gains[5]	—	—	—	—	—	—	—	(0.53)	(0.81)	(0.04)
Common distributions — long-term capital gains[5]	—	(1.23)	—	(1.92)	—	—	—	(0.48)	—	—
Common distributions — return of capital[5]	—	(0.64)	(1.21)	—	—	(1.34)	(1.68)	—	(0.03)	—
Total dividends and distributions — common	(0.48)	(1.92)	(1.92)	(1.92)	(1.92)	(1.96)	(2.06)	(1.84)	(1.70)	(0.27)
Effect of common stock repurchased	—	—	—	—	—	—	—	—	0.05	—
Effect of issuance of common and preferred stock	—	0.01	—	—	—	—	—	—	(0.11)	—
Gain on 765 shares of Series B Preferred Stock redeemed at a discount to liquidation value	—	—	—	—	—	—	0.03	—	—	—
Effect of shares issued in reinvestment of distributions	—	(0.01)	—	0.01	0.01	—	—	—	—	—
Total capital stock transactions	—	—	—	0.01	0.01	—	0.03	—	(0.06)	—
Net asset value, end of period	$ 29.36	$ 28.91	$ 25.43	$ 25.25	$ 26.53	$ 20.04	$ 13.43	$ 29.01	$ 25.44	$ 24.13
Market value per share of common stock, end of period	$ 27.16	$ 27.99	$ 25.02	$ 23.82	$ 28.34	$ 22.28	$ 10.53	$ 25.79	$ 25.00	$ 21.10
Total investment return based on common stock market value[6]	(1.1)%[7]	20.2%	13.0%	(9.7)%	37.9%	139.9%	(55.2)%	10.2%	27.2%	(14.6)%[7]

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
FINANCIAL HIGHLIGHTS
(amounts in 000's, except share and per share amounts)

	For the Three Months Ended February 28, 2014 (Unaudited)	For the Fiscal Year Ended November 30, 2013	2012	2011	2010	2009	2008	2007	2006	For the Period June 28, 2005[1] through November 30, 2005
Supplemental Data and Ratios[8]										
Net assets applicable to common stockholders, end of period	$ 1,057,026	$ 1,038,876	$ 901,787	$ 883,967	$ 915,064	$ 677,678	$ 437,946	$ 934,434	$ 806,063	$ 776,963
Ratio of expenses to average net assets										
Management fees	1.8%	1.8%	1.8%	1.8%	1.7%	1.7%	1.6%	1.7%	1.7%	1.3%
Other expenses	0.2	0.2	0.2	0.2	0.3	0.3	0.3	0.3	0.3	0.4
Subtotal	2.0	2.0	2.0	2.0	2.0	2.0	1.9	2.0	2.0	1.7
Interest expense and distributions on mandatory redeemable preferred stock[4]	1.7	2.1	2.4	2.3	2.3	2.6	0.7	0.2	0.1	—
Management fee waivers	—	—	—	—	—	—	—	(0.1)	(0.3)	(0.2)
Total expenses	3.7%	4.1%	4.4%	4.3%	4.3%	4.6%	2.6%	2.1%	1.8%	1.5%
Ratio of net investment income (loss) to average net assets[4]	(0.1)%	(1.0)%	(0.2)%	(0.3)%	0.7%	2.0%	3.1%	3.8%	4.6%	2.3%
Net increase (decrease) in net assets applicable to common stockholders resulting from operations to average net assets	3.2%[7]	19.5%	7.8%	2.3%	37.2%	55.8%	(47.7)%	19.1%	12.3%	2.4%[7]
Portfolio turnover rate	9.8%[7]	46.0%	57.2%	57.6%	62.0%	88.8%	65.0%	52.1%	63.8%	23.2%[7]
Average net assets	$ 1,049,415	$ 987,463	$ 934,388	$ 940,587	$ 771,297	$ 512,647	$ 915,456	$ 906,692	$ 802,434	$ 759,550
Notes outstanding, end of period	275,000	275,000	273,000	301,000	250,000	165,000	225,000	—	—	—
Credit facility outstanding, end of period	56,000	70,000	40,000	—	67,000	47,000	—	41,000	—	40,000
Auction rate preferred stock, end of period	—	—	—	—	—	—	—	300,000	300,000	—
Mandatory redeemable preferred stock, end of period	120,000	120,000	120,000	120,000	90,000	—	—	—	—	—
Average shares of common stock outstanding	35,976,481	35,708,710	35,222,412	34,742,802	34,177,249	33,272,958	32,258,146	32,036,996	31,809,344	32,204,000
Asset coverage of total debt[9]	455.6%	435.9%	426.4%	433.5%	417.1%	419.7%	294.6%[10]	—	—	—
Asset coverage of total leverage (debt and preferred stock)[11]	334.4%	323.4%	308.3%	310.0%	324.8%	419.7%	294.6%[10]	374.0%	368.7%	—
Average amount of borrowings per share of common stock during the period	$ 9.40	$ 9.04	$ 8.70	$ 8.92	$ 7.71	$ 5.18	$ 3.53	$ 0.53	$ 0.08	—

See accompanying notes to financial statements.

(1) Commencement of operations.

(2) Based on average shares of common stock outstanding.

(3) Initial public offering price of $25.00 per share less underwriting discounts of $1.125 per share and offering costs of $0.04 per share.

(4) Distributions on the Fund's MRP Shares are treated as an operating expense under GAAP and are included in the calculation of net investment income (loss). See Note 2 — Significant Accounting Policies.

(5) The characterization of the distribution paid for the three months ended February 28, 2014 is based solely on the Fund's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The information presented for each of the other periods is a characterization of the total distributions paid to the preferred stockholders and common stockholders as either a dividend (a portion was eligible to be treated as qualified dividend income) or a distribution (capital gains or return of capital) and is based on the Fund's earnings and profits.

(6) Total investment return is calculated assuming a purchase of common stock at the market price on the first day and a sale at the current market price on the last day of the period reported. The calculation also assumes reinvestment of distributions at actual prices pursuant to the Fund's dividend reinvestment plan.

(7) Not annualized.

(8) Unless otherwise noted, ratios are annualized.

(9) Calculated pursuant to section 18(a)(1)(A) of the 1940 Act. Represents the value of total assets less all liabilities not represented by Senior unsecured notes ("Notes") or any other senior securities representing indebtedness and MRP Shares divided by the aggregate amount of Notes and any other senior securities representing indebtedness. Under the 1940 Act, the Fund may not declare or make any distribution on its common stock nor can it incur additional indebtedness if at the time of such declaration or incurrence its asset coverage with respect to senior securities representing indebtedness would be less than 300%. For purposes of this test, the Credit Facility is considered a senior security representing indebtedness.

(10) At November 30, 2008, the Fund's asset coverage ratio on total debt pursuant to the 1940 Act was less than 300%. However, on December 2, 2008, the Fund entered into an agreement to repurchase $60,000 of its Notes, which closed on December 5, 2008. Upon the closing of the repurchase of the Notes, the Fund was in compliance with the 1940 Act and with its covenants under the Notes agreements.

(11) Calculated pursuant to section 18(a)(2)(A) of the 1940 Act. Represents the value of total assets less all liabilities not represented by Notes, any other senior securities representing indebtedness and preferred stock divided by the aggregate amount of Notes, any other senior securities representing indebtedness and preferred stock. Under the 1940 Act, the Fund may not declare or make any distribution on its common stock nor can it issue additional preferred stock if at the time of such declaration or issuance, its asset coverage with respect to all senior securities would be less than 200%. In addition to the limitations under the 1940 Act, the Fund, under the terms of its MRP Shares, would not be able to declare or pay any distributions on its common stock if such declaration would cause its asset coverage with respect to all senior securities to be less than 225%. For purposes of these asset coverage ratio tests, the Credit Facility is considered a senior security representing indebtedness.

See accompanying notes to financial statements.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
NOTES TO FINANCIAL STATEMENTS
(amounts in 000's, except number of option contracts, share and per share amounts)
(UNAUDITED)

1. Organization

Kayne Anderson Energy Total Return Fund, Inc. (the "Fund") was organized as a Maryland corporation on March 31, 2005 and commenced operations on June 28, 2005. The Fund is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a non-diversified closed-end investment company. The Fund's investment objective is to obtain a high total return with an emphasis on current income. The Fund intends to achieve this investment objective by investing in a portfolio of companies in the energy sector. The majority of the Fund's investments include investments in equity securities of master limited partnerships and limited liability companies taxed as partnerships ("MLPs"), MLP affiliates, energy marine transportation companies and upstream income trusts. The Fund's shares of common stock are listed on the New York Stock Exchange, Inc. ("NYSE") under the symbol "KYE."

2. Significant Accounting Policies

A. *Use of Estimates* — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ materially from those estimates.

B. *Reclassifications* — Certain prior year amounts in the accompanying financial statements have been reclassified to conform to the current year's presentation.

C. *Cash and Cash Equivalents* — Cash and cash equivalents include short-term, liquid investments with an original maturity of three months or less and include money market fund accounts.

D. *Calculation of Net Asset Value* — The Fund determines its net asset value no less frequently than as of the last day of each month based on the most recent close of regular session trading on the NYSE, and makes its net asset value available for publication monthly. Currently, the Fund calculates its net asset value on a weekly basis. Net asset value is computed by dividing the value of the Fund's assets (including accrued interest and distributions), less all of its liabilities (including accrued expenses, distributions payable and any borrowings) and the liquidation value of any outstanding preferred stock by the total number of common shares outstanding.

E. *Investment Valuation* — Readily marketable portfolio securities listed on any exchange other than the NASDAQ Stock Market, Inc. ("NASDAQ") are valued, except as indicated below, at the last sale price on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the most recent bid and ask prices on such day. Securities admitted to trade on the NASDAQ are valued at the NASDAQ official closing price. Portfolio securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined at the close of the exchange representing the principal market for such securities.

Equity securities traded in the over-the-counter market, but excluding securities admitted to trading on the NASDAQ, are valued at the closing bid prices. Debt securities that are considered bonds are valued by using the mean of the bid and ask prices provided by an independent pricing service. For debt securities that are considered bank loans, the fair market value is determined by the mean of the bid and ask prices provided by the agent or syndicate bank or principal market maker. When price quotes are not available, fair market value will be based on prices of comparable securities. In certain cases, the Fund may not be able to purchase or sell debt securities at the quoted prices due to the lack of liquidity for these securities.

Exchange-traded options and futures contracts are valued at the last sales price at the close of trading in the market where such contracts are principally traded or, if there was no sale on the applicable exchange on such day, at the mean between the quoted bid and ask price as of the close of such exchange.

The Fund holds securities that are privately issued or otherwise restricted as to resale. For these securities, as well as any other portfolio security held by the Fund for which reliable market quotations are not readily available, valuations are determined in a manner that most accurately reflects fair value of the security on the valuation date. Unless otherwise determined by the Board of Directors, the following valuation process is used for such securities:

- ***Investment Team Valuation.*** The applicable investments are valued by senior professionals of KA Fund Advisors, LLC ("KAFA" or the "Adviser") who are responsible for the portfolio investments. The investments will be valued monthly with new investments valued at the time such investment was made.
- ***Investment Team Valuation Documentation.*** Preliminary valuation conclusions will be determined by senior management of KAFA. Such valuations and supporting documentation is submitted to the Valuation Committee (a committee of the Fund's Board of Directors) and the Board of Directors on a quarterly basis.
- ***Valuation Committee.*** The Valuation Committee meets to consider the valuations submitted by KAFA at the end of each quarter. Between meetings of the Valuation Committee, a senior officer of KAFA is authorized to make valuation determinations. All valuation determinations of the Valuation Committee are subject to ratification by the Board of Directors at its next regular meeting.
- ***Valuation Firm.*** Quarterly, a third-party valuation firm engaged by the Board of Directors reviews the valuation methodologies and calculations employed for these securities unless the aggregate fair value of such security is less than 0.1% of total assets.
- ***Board of Directors Determination.*** The Board of Directors meets quarterly to consider the valuations provided by KAFA and the Valuation Committee and ratify valuations for the applicable securities. The Board of Directors considers the report provided by the third-party valuation firm in reviewing and determining in good faith the fair value of the applicable portfolio securities.

As of February 28, 2014, the Fund held 3.4% of its net assets applicable to common stockholders (2.3% of total assets) in securities that were fair valued pursuant to the procedures adopted by the Board of Directors. The aggregate fair value of these securities at February 28, 2014 was $35,900. See Note 3 — Fair Value and Note 7 — Restricted Securities.

F. *Repurchase Agreements* — From time to time, the Fund has agreed to purchase securities from financial institutions subject to the seller's agreement to repurchase them at an agreed-upon time and price ("repurchase agreements"). The financial institutions with whom the Fund enters into repurchase agreements are banks and broker/dealers which KAFA considers creditworthy. The seller under a repurchase agreement is required to maintain the value of the securities as collateral, subject to the agreement, at not less than the repurchase price plus accrued interest. KAFA monitors daily the mark-to-market of the value of the collateral, and, if necessary, requires the seller to maintain additional securities, so that the value of the collateral is not less than the repurchase price. Default by or bankruptcy of the seller would, however, expose the Fund to possible loss because of adverse market action or delays in connection with the disposition of the underlying securities. As of February 28, 2014, the Fund did not have any repurchase agreements.

G. *Short Sales* — A short sale is a transaction in which the Fund sells securities it does not own (but has borrowed) in anticipation of or to hedge against a decline in the market price of the securities. To complete a short sale, the Fund may arrange through a broker to borrow the securities to be delivered to the buyer. The proceeds received by the Fund for the short sale are retained by the broker until the Fund replaces the borrowed securities. In borrowing the securities to be delivered to the buyer, the Fund becomes obligated to replace the securities borrowed at their market price at the time of replacement, whatever the price may be.

The Fund's short sales, if any, are fully collateralized. The Fund is required to maintain assets consisting of cash or liquid securities equal in amount to the liability created by the short sale. These assets are adjusted daily to reflect changes in the value of the securities sold short. The Fund is liable for any dividends or distributions paid on securities sold short.

The Fund may also sell short "against the box" (*i.e.*, the Fund enters into a short sale as described above while holding an offsetting long position in the security which it sold short). If the Fund enters into a short sale "against the box," the Fund would segregate an equivalent amount of securities owned as collateral while the short sale is outstanding. During the three months ended February 28, 2014, the Fund did not engage in any short sales.

H. *Derivative Financial Instruments* — The Fund may utilize derivative financial instruments in its operations.

Interest rate swap contracts. The Fund may use hedging techniques such as interest rate swaps to mitigate potential interest rate risk on a portion of the Fund's leverage. Such interest rate swaps would principally be used to protect the Fund against higher costs on its leverage resulting from increases in interest rates. The Fund does not hedge any interest rate risk associated with portfolio holdings. Interest rate transactions the Fund uses for hedging purposes expose it to certain risks that differ from the risks associated with its portfolio holdings. A decline in interest rates may result in a decline in the value of the swap contracts, which, everything else being held constant, would result in a decline in the net assets of the Fund. In addition, if the counterparty to an interest rate swap defaults, the Fund would not be able to use the anticipated net receipts under the interest rate swap to offset its cost of financial leverage.

Interest rate swap contracts are recorded at fair value with changes in value during the reporting period, and amounts accrued under the agreements, included as unrealized gains or losses in the Statement of Operations. Monthly cash settlements under the terms of the interest rate swap agreements or termination payments are recorded as realized gains or losses in the Statement of Operations. The Fund generally values its interest rate swap contracts based on dealer quotations, if available, or by discounting the future cash flows from the stated terms of the interest rate swap agreement by using interest rates currently available in the market. See Note 8 — Derivative Financial Instruments.

Option contracts. The Fund is also exposed to financial market risks including changes in the valuations of its investment portfolio. The Fund may purchase or write (sell) call options. A call option on a security is a contract that gives the holder of the option, in return for a premium, the right to buy from the writer of the option the security underlying the option at a specified exercise price at any time during the term of the option.

The Fund would realize a gain on a purchased call option if, during the option period, the value of such securities exceeded the sum of the exercise price, the premium paid and transaction costs; otherwise the Fund would realize either no gain or a loss on the purchased call option. The Fund may also purchase put option contracts. If a purchased put option is exercised, the premium paid increases the cost basis of the securities sold by the Fund.

The Fund may also write (sell) call options with the purpose of generating realized gains or reducing its ownership of certain securities. If the Fund writes a call option on a security, the Fund has the obligation upon exercise of the option to deliver the underlying security upon payment of the exercise price. The Fund will only write call options on securities that the Fund holds in its portfolio (*i.e.*, covered calls).

When the Fund writes a call option, an amount equal to the premium received by the Fund is recorded as a liability and is subsequently adjusted to the current fair value of the option written. Premiums received from writing options that expire unexercised are treated by the Fund on the expiration date as realized gains from investments. If the Fund repurchases a written call option prior to its exercise, the difference between the premium received and the amount paid to repurchase the option is treated as a realized gain or loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether the Fund has realized a gain or loss. The Fund, as the writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option. See Note 8 — Derivative Financial Instruments.

(amounts in 000's, except number of option contracts, share and per share amounts)

I. *Security Transactions* — Security transactions are accounted for on the date these securities are purchased or sold (trade date). Realized gains and losses are reported on an identified cost basis.

J. *Return of Capital Estimates* — Dividends and distributions received from the Fund's investments are comprised of income and return of capital. The payments made by MLPs (and other entities treated as partnerships for federal income tax purposes) are categorized as "distributions" and payments made by corporations are categorized as "dividends." At the time such dividends and distributions are received, the Fund estimates the amount of such payments that is considered investment income and the amount that is considered a return of capital. The Fund estimates that 90% of the MLP distributions received will be treated as a return of capital. Such estimates for MLPs and other investments are based on historical information available from each investment and other industry sources. These estimates may subsequently be revised based on information received from investments after their tax reporting periods are concluded.

The following table sets forth (i) the components of total dividends and distributions, (ii) the percentage of return of capital attributable to each category and (iii) the estimated total return of capital portion of the dividends and distributions received that are attributable to net realized gains (losses) and net change in unrealized gains (losses). The return of capital portion of the dividends and distributions received is a reduction to investment income, results in an equivalent reduction in the cost basis of the associated investments, and increases net realized gains (losses) and net change in unrealized gains (losses). In accordance with GAAP, the return of capital cost basis reductions for the Fund's MLP investments are limited to the total amount of the cash distributions received from such investments. For income tax purposes, the cost basis reductions for the Fund's MLP investments typically exceed cash distributions received from such investments due to allocated losses from these investments.

	For the Three Months Ended February 28, 2014
Dividends from investments	$10,595
Distributions from investments	5,779
Total dividends and distributions from investments (before foreign taxes withheld of $282)	$16,374
Dividends — % return of capital	41%
Distributions — % return of capital	90%
Total dividends and distributions — % return of capital	59%
Return of capital — attributable to net realized gains (losses)	$ 1,399
Return of capital — attributable to net change in unrealized gains (losses)	8,187
Total return of capital	$ 9,586

K. *Investment Income* — The Fund records dividends and distributions on the ex-dividend date. Interest income is recognized on the accrual basis, including amortization of premiums and accretion of discounts. When investing in securities with payment in-kind interest, the Fund will accrue interest income during the life of the security even though it will not be receiving cash as the interest is accrued. To the extent that interest income to be received is not expected to be realized, a reserve against income is established. During the three months ended February 28, 2014, the Fund established a reserve of $125 against interest accrued on a fixed income investment in Genco Shipping & Trading Limited ("Genco"). On February 18, 2014, Genco missed an interest payment on such security and their interest payment remained unpaid as of quarter end. The Fund received the past due interest from Genco on March 24, 2014.

(amounts in 000's, except number of option contracts, share and per share amounts)

Many of the debt securities that the Fund holds were purchased at a discount or premium to the par value of the security. The non-cash accretion of a discount to par value increases interest income while the non-cash amortization of a premium to par value decreases interest income. The accretion of a discount and amortization of a premium are based on the effective interest method. The amount of these non-cash adjustments can be found in the Fund's Statement of Cash Flows. The non-cash accretion of a discount increases the cost basis of the debt security, which results in an offsetting unrealized loss. The non-cash amortization of a premium decreases the cost basis of the debt security, which results in an offsetting unrealized gain. To the extent that par value is not expected to be realized, the Fund discontinues accruing the non-cash accretion of the discount to par value of the debt security.

The Fund receives paid-in-kind and non-cash dividends and distributions in the form of additional units or shares from the investments listed in the table below. For paid-in-kind dividends, the additional units are not reflected in investment income during the period received but are recorded as unrealized gains upon receipt. Non-cash dividends/distributions are reflected in investment income because the Fund has the option to receive its dividend in cash or in additional shares/units of the security. During the three months ended February 28, 2014, the Fund received the following paid-in-kind and non-cash dividends and distributions.

	For the Three Months Ended February 28, 2014
Paid-in-kind dividends	
Enbridge Energy Management, L.L.C.	$2,843
Kinder Morgan Management, LLC	2,980
	5,823
Non-cash dividends/distributions	
Bonavista Energy Corporation	59
Energy Transfer Partners, L.P.	265
Enterprise Products Partners L.P.	224
	548
Total paid-in-kind and non-cash dividends/distributions	$6,371

L. *Distributions to Stockholders* — Distributions to common stockholders are recorded on the ex-dividend date. Distributions to MRP shareholders are accrued on a daily basis as described in Note 12 — Preferred Stock. As required by the Distinguishing Liabilities from Equity topic of the Financial Accounting Standards Board (the "FASB") Accounting Standards Codification (ASC 480), the Fund includes the accrued distributions on its MRP Shares as an operating expense due to the fixed term of this obligation. For tax purposes the payments made to the holders of the Fund's MRP Shares are treated as dividends or distributions.

The characterization of the distributions paid to preferred and common stockholders for the three months ended February 28, 2014 as either a dividend (ordinary income) or a distribution (return of capital) is based solely on the Fund's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The actual characterization of the preferred and common stock distributions made during the current year will not be determinable until after the end of the fiscal year when the Fund can determine earnings and profits and, therefore, the characterization may differ from the preliminary estimates.

M. *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 adjusts the cost basis of the underlying partnerships accordingly. These amounts are included in the Fund's Statement of Operations.

N. *Taxes* — It is the Fund's intention to continue to be treated as and to qualify each year for special tax treatment afforded a regulated investment company ("RIC"') under Subchapter M of the Internal Revenue Code of 1986, as amended. As long as the Fund meets certain requirements that govern its source of income, diversification of assets and timely distribution of earnings to stockholders, the Fund will not be subject to U.S. federal income tax. See Note 4 — Taxes.

All RICs are subject to a non-deductible 4% excise tax on income that is not distributed on a timely basis in accordance with the calendar year distribution requirements. To avoid the tax, the Fund must distribute during each calendar year an amount at least equal to the sum of (i) 98% of its ordinary income for the calendar year, (ii) 98.2% of its net capital gains for the one-year period ending on November 30, the last day of our taxable year, and (iii) undistributed amounts from previous years on which the Fund paid no U.S. federal income tax. A distribution will be treated as paid during the calendar year if it is paid during the calendar year or declared by the Fund in October, November or December of the year, payable to stockholders of record on a date during such a month and paid by the Fund during January of the following year. Any such distributions paid during January of the following year will be deemed to be received by stockholders on December 31 of the year the distributions are declared, rather than when the distributions are actually received.

There can be no assurance that sufficient amounts of the Fund's taxable income and capital gains will be distributed in future periods to avoid the imposition of the 4% excise tax. In that event, the Fund will be liable for the excise tax on the amount by which it does not meet the distribution requirement and will accrue an excise tax liability at the time that the liability is estimable and probable.

Dividend income received by the Fund from sources within Canada is subject to a 15% foreign withholding tax. For non-cash dividends from Bonavista Energy Corporation received during the three months ended February 28, 2014, there was no foreign withholding tax. Interest income on Canadian corporate obligations may be subject to a 10% withholding tax unless an exemption is met. The most common exemption available is for corporate bonds that have a tenor of at least 5 years, provided that not more than 25% of the principal is repayable in the first 5 years and provided that the borrower and lender are not "associated." Further, interest is exempt if derived from debt obligations guaranteed by the Canadian government.

The Accounting for Uncertainty in Income Taxes Topic of the FASB Accounting Standards Codification defines the threshold for recognizing the benefits of tax-return positions in the financial statements as "more-likely-than-not" to be sustained by the taxing authority and requires measurement of a tax position meeting the more-likely-than-not criterion, based on the largest benefit that is more than 50% likely to be realized.

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. For the three months ended February 28, 2014, the Fund did not have any interest or penalties associated with the underpayment of any income taxes. Tax years subsequent to fiscal year 2009 remain open and subject to examination by the federal and state tax authorities.

O. *Foreign Currency Translations* — The books and records of the Fund are maintained in U.S. dollars. Foreign currency amounts are translated into U.S. dollars on the following basis: (i) market value of investment securities, assets and liabilities at the rate of exchange as of the valuation date; and (ii) purchases and sales of investment securities, income and expenses at the relevant rates of exchange prevailing on the respective dates of such transactions.

The Fund does not isolate that portion of gains and losses on investments in equity and debt securities which is due to changes in the foreign exchange rates from that which is due to changes in market prices of equity and debt securities. Accordingly, realized and unrealized foreign currency gains and losses with respect to such securities are included in the reported net realized and unrealized gains and losses on investment transactions balances.

Net realized foreign exchange gains or losses represent gains and losses from transactions in foreign currencies and foreign currency contracts, foreign exchange gains or losses realized between the trade date and settlement date on security transactions, and the difference between the amounts of interest and dividends recorded on the Fund's books and the U.S. dollar equivalent of such amounts on the payment date.

Net unrealized foreign exchange gains or losses represent the difference between the cost of assets and liabilities (other than investments) recorded on the Fund's books from the value of the assets and liabilities (other than investments) on the valuation date.

P. *Indemnifications* — Under the Fund's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, in the normal course of business, the Fund enters into contracts that provide general indemnification to other parties. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred, and may not occur. However, the Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

3. Fair Value

The Fair Value Measurement Topic of the FASB Accounting Standards Codification ("ASC 820") defines fair value as the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participants under current market conditions at the measurement date. As required by ASC 820, the Fund has performed an analysis of all assets and liabilities measured at fair value to determine the significance and character of all inputs to their fair value determination. Inputs are the assumptions, along with considerations of risk, that a market participant would use to value an asset or a liability. In general, observable inputs are based on market data that is readily available, regularly distributed and verifiable that the Fund obtains from independent, third-party sources. Unobservable inputs are developed by the Fund based on its own assumptions of how market participants would value an asset or a liability.

Accounting Standards Update ("ASU") No. 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs" amends ASC 820. The amended guidance clarifies the wording used to describe many requirements in accounting literature for fair value measurement and disclosure to establish consistency between U.S. GAAP and International Financial Reporting Standards ("IFRSs").

ASU No. 2011-04 requires the inclusion of additional disclosures on assumptions used by the Fund to determine fair value. Specifically, for assets measured at fair value using significant unobservable inputs (Level 3), ASU No. 2011-04 requires that the Fund (i) describe the valuation process, (ii) disclose quantitative information about unobservable inputs and (iii) provide a qualitative discussion about the sensitivity of the fair value measurement to changes in the unobservable inputs and inter-relationships between the inputs.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into the following three broad categories.

- *Level 1* — Valuations based on quoted unadjusted prices for identical instruments in active markets traded on a national exchange to which the Fund has access at the date of measurement.
- *Level 2* — Valuations based on quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. Level 2 inputs are those in markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers.

(amounts in 000's, except number of option contracts, share and per share amounts)

- *Level 3* — Model derived valuations in which one or more significant inputs or significant value drivers are unobservable. Unobservable inputs are those inputs that reflect the Fund's own assumptions that market participants would use to price the asset or liability based on the best available information.

The following table presents the Fund's assets and liabilities measured at fair value on a recurring basis at February 28, 2014, and the Fund presents these assets by security type and description on its Schedule of Investments or on its Statement of Assets and Liabilities. Note that the valuation levels below are not necessarily an indication of the risk or liquidity associated with the underlying investment.

	Total	Quoted Prices in Active Markets (Level 1)	Prices with Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets at Fair Value				
Equity investments	$1,375,167	$1,339,267	$ —	$35,900
Debt investments	141,379	—	141,379	—
Total assets at fair value	$1,516,546	$1,339,267	$141,379	$35,900
Liabilities at Fair Value				
Call option contracts written	$ 1,760	$ —	$ 1,760	$ —

For the three months ended February 28, 2014, there were no transfers between Level 1 and Level 2.

As of February 28, 2014, the Fund had Notes outstanding with aggregate principal amount of $275,000 and 4,800,000 shares of MRP Shares outstanding with a total liquidation value of $120,000. The Notes and MRP Shares were issued in private placements to institutional investors and are not listed on any exchange or automated quotation system. See Note 11 — Notes and Note 12 — Preferred Stock. As a result, the Fund categorizes the Notes and MRP Shares as Level 3 and determines the fair value of these instruments based on estimated market yields and credit spreads for comparable instruments with similar maturity, terms and structure.

The Fund records these securities on its Statement of Assets and Liabilities at principal amount or liquidation value. As of February 28, 2014, the estimated fair values of these leverage instruments are as follows.

Security	Principal Amount / Liquidation Value	Fair Value
Notes	$275,000	$273,881
MRP Shares	$120,000	$129,200

The following table presents the Fund's assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended February 28, 2014.

	Equity Investments
Balance — November 30, 2013	$31,767
Purchases	—
Issuances	—
Transfers out to Level 1 and 2	—
Realized gains (losses)	—
Unrealized gains, net	4,133
Balance — February 28, 2014	$35,900

The $4,133 of unrealized gains presented in the table above for the three months ended February 28, 2014 relate to an investment held at February 28, 2014, and the Fund includes these unrealized gains in the Statement of Operations — Net Change in Unrealized Gains (Losses).

(amounts in 000's, except number of option contracts, share and per share amounts)

Valuation Techniques and Unobservable Inputs

Unless otherwise determined by the Board of Directors, the Fund values its private investments in public equity ("PIPE") investments that are convertible into or otherwise will become publicly tradeable (*e.g.,* through subsequent registration or expiration of a restriction on trading) based on the market value of the publicly-traded security less a discount. The discount is initially equal to the discount negotiated at the time the Fund agrees to a purchase price. To the extent that such securities are convertible or otherwise become publicly traded within a time frame that may be reasonably determined, this discount will be amortized on a straight line basis over such estimated time frame.

The Fund owns a private investment in Class B Units of Capital Product Partners L.P. ("CPLP"). The Class B Units are convertible Class B Units (convertible on a one-for-one basis into common units) and are senior to CPLP's common units in terms of liquidation preference and priority of distributions. The Fund's Board of Directors has determined that it is appropriate to value the Class B Units using a convertible pricing model, which takes into account the unit's preference relative to the common units as well as its conversion features. This model takes into account the attributes of the Class B Units (preferred dividend, conversion ratio and call features) to determine the estimated value of such units. In using this model, the Fund estimates (i) the credit spread for CPLP's Class B Units, which is based on credit spreads for companies in a similar line of business as CPLP and (ii) the expected volatility for CPLP's common units, which is based on CPLP's historical volatility. The Fund applies a discount to the value derived from the convertible pricing model to account for an expected discount in market prices for convertible securities relative to the values calculated using pricing models.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of the Fund's investments may fluctuate from period to period. Additionally, the fair value of the Fund's investments may differ from the values that would have been used had a ready market existed for such investments and may differ materially from the values that the Fund may ultimately realize.

The following table summarizes the significant unobservable inputs that the Fund used to value its portfolio investments categorized as Level 3 as of February 28, 2014:

Quantitative Table for Valuation Techniques

				Range		
Assets at Fair Value	**Fair Value**	**Valuation Technique**	**Unobservable Inputs**	**Low**	**High**	**Average**
Equity securities of public companies – not valued based on a discount to market value	$35,900	- Convertible pricing model	- Credit spread	7.0%	7.5%	7.3%
			- Volatility	27.5%	32.5%	30.0%
			- Discount for marketability	8.0%	8.0%	8.0%

4. Concentration of Risk

The Fund's investments are concentrated in the energy sector. The focus of the Fund's portfolio within the energy sector may present more risks than if the Fund's portfolio were broadly diversified across numerous sectors of the economy. A downturn in the energy sector would have a larger impact on the Fund than on an investment company that does not concentrate in energy. The performance of securities in the energy sector may lag the performance of other industries or the broader market as a whole. Additionally, to the extent that the Fund invests a relatively high percentage of its assets in the securities of a limited number of issuers, the Fund may be more susceptible than a more widely diversified investment company to any single economic, political or regulatory occurrence. At February 28, 2014, the Fund had the following investment concentrations.

(amounts in 000's, except number of option contracts, share and per share amounts)

Category	Percent of Long-Term Investments
Securities of energy companies	98.2%
Equity securities	90.7%
Debt securities	9.3%
MLP securities[1]	24.8%
Largest single issuer	10.3%
Restricted securities	5.7%

(1) MLP securities consist of master limited partnerships and limited liability companies taxed as partnerships.

5. Agreements and Affiliations

A. *Administration Agreement* — The Fund has an administration and accounting agreement with Ultimus Fund Solutions, LLC ("Ultimus"), that may be amended from time to time. Pursuant to the agreement, Ultimus will provide certain administrative and accounting services for the Fund. The agreement has an initial term of two years (expiring on November 14, 2015) and has automatic one-year renewals unless earlier terminated by either party as provided under the terms of the agreement.

B. *Investment Management Agreement* — The Fund has entered into an investment management agreement with KAFA under which KAFA, subject to the overall supervision of the Fund's Board of Directors, manages the day-to-day operations of, and provides investment advisory services to, the Fund. For providing these services, KAFA receives an investment management fee from the Fund. On September 18, 2013, the Fund renewed its agreement with KAFA for a period of one year. The agreement will expire on October 2, 2014 and may be renewed annually thereafter upon the approval of the Fund's Board of Directors (including a majority of the Fund's directors who are not "interested persons" of the Fund, as such term is defined in the 1940 Act). For the three months ended February 28, 2014, the Fund paid management fees at an annual rate of 1.25% of average monthly total assets of the Fund.

For purposes of calculating the management fee, the "average total assets" for each monthly period are determined by averaging the total assets at the last business day of that month with the total assets at the last business day of the prior month. The total assets of the Fund shall be equal to its average monthly gross asset value (which includes assets attributable to the Fund's use of preferred stock, commercial paper or notes or other borrowings), minus the sum of the Fund's accrued and unpaid dividends and distributions on any outstanding common stock and accrued and unpaid dividends and distributions on any outstanding preferred stock and accrued liabilities (other than liabilities associated with borrowing or leverage by the Fund). Liabilities associated with borrowing or leverage include the principal amount of any borrowings, commercial paper or notes issued by the Fund, the liquidation preference of any outstanding preferred stock, and other liabilities from other forms of borrowing or leverage such as short positions and put or call options held or written by the Fund.

C. *Portfolio Companies* — From time to time, the Fund may "control" or may be an "affiliate" of one or more of its portfolio companies, as each of these terms is defined in the 1940 Act. In general, under the 1940 Act, the Fund would be presumed to "control" a portfolio company if the Fund and its affiliates owned 25% or more of its outstanding voting securities and would be an "affiliate" of a portfolio company if the Fund and its affiliates owned 5% or more of its outstanding voting securities. The 1940 Act contains prohibitions and restrictions relating to transactions between investment companies and their affiliates (including the Fund's investment adviser), principal underwriters and affiliates of those affiliates or underwriters.

The Fund believes that there are several factors that determine whether or not a security should be considered a "voting security" in complex structures such as limited partnerships of the kind in which the Fund invests. The Fund also notes that the Securities and Exchange Commission (the "SEC") staff has issued guidance on the circumstances under which it would consider a limited partnership interest to constitute a voting security. Under most partnership agreements, the management of the partnership is vested in the general partner, and the limited partners, individually or collectively, have no rights to manage or influence management of the partnership through such activities as participating in the selection of the managers or the board of the limited partnership or the general partner. As a result, the Fund believes that many of the limited partnership interests in which it invests should not be considered voting securities. However, it is possible that the SEC staff may consider the limited partner interests the Fund holds in certain limited partnerships to be voting securities. If such a determination were made, the Fund may be regarded as a person affiliated with and controlling the issuer(s) of those securities for purposes of Section 17 of the 1940 Act.

In making such a determination as to whether to treat any class of limited partnership interests the Fund holds as a voting security, the Fund considers, among other factors, whether or not the holders of such limited partnership interests have the right to elect the board of directors of the limited partnership or the general partner. If the holders of such limited partnership interests do not have the right to elect the board of directors, the Fund generally has not treated such security as a voting security. In other circumstances, based on the facts and circumstances of those partnership agreements, including the right to elect the directors of the general partner, the Fund has treated those securities as voting securities. If the Fund does not consider the security to be a voting security, it will not consider such partnership to be an "affiliate" unless the Fund and its affiliates own more than 25% of the outstanding securities of such partnership. Additionally, certain partnership agreements give common unitholders the right to elect the partnership's board of directors, but limit the amount of voting securities any limited partner can hold to no more than 4.9% of the partnership's outstanding voting securities (*i.e.,* any amounts held in excess of such limit by a limited partner do not have voting rights). In such instances, the Fund does not consider itself to be an affiliate if it owns more than 5% of such partnership's common units.

There is no assurance that the SEC staff will not consider that other limited partnership securities that the Fund owns and does not treat as voting securities are, in fact, voting securities for the purposes of Section 17 of the 1940 Act. If such determination were made, the Fund will be required to abide by the restrictions on "control" or "affiliate" transactions as proscribed in the 1940 Act. The Fund or any portfolio company that it controls, and its affiliates, may from time to time engage in certain of such joint transactions, purchases, sales and loans in reliance upon and in compliance with the conditions of certain exemptive rules promulgated by the SEC. The Fund cannot make assurances, however, that it would be able to satisfy the conditions of these rules with respect to any particular eligible transaction, or even if the Fund were allowed to engage in such a transaction, that the terms would be more or as favorable to the Fund or any company that it controls as those that could be obtained in arm's length transaction. As a result of these prohibitions, restrictions may be imposed on the size of positions that may be taken for the Fund or on the type of investments that it could make.

As of February 28, 2014, the Fund believes that MarkWest Energy Partners, L.P. meets the criteria described above and is therefore considered an affiliate of the Fund.

Plains GP Holdings, L.P., Plains All American GP LLC and Plains All American Pipeline, L.P. — Robert V. Sinnott is Chief Executive Officer of Kayne Anderson Capital Advisors, L.P. ("KACALP"), the managing member of KAFA. Mr. Sinnott also serves as a director of (i) PAA GP Holdings LLC, which is the general partner of Plains GP Holdings, L.P. ("Plains GP") and (ii) Plains All American GP LLC ("PAA GP"), which controls the general partner of Plains All American Pipeline, L.P. ("PAA"). Members of senior management of KACALP and KAFA and various affiliated funds managed by KACALP, including the Fund, own shares of Plains GP as well as interests in PAA GP (which are exchangeable into shares of Plains GP). The Fund believes that it is an affiliate of Plains GP and PAA under the 1940 Act by virtue of (i) the Fund's and other affiliated Kayne Anderson funds' ownership interest in Plains GP and PAA GP and (ii) Mr. Sinnott's participation on the boards of Plains GP and PAA GP.

(amounts in 000's, except number of option contracts, share and per share amounts)

6. Taxes

Income and capital gain distributions made by RICs often differ from the aggregate GAAP basis net investment income (loss) and any net realized gains (losses). For the Fund, the principal reason for these differences is the return of capital treatment of dividends and distributions from MLPs, upstream income trusts and certain other of its investments. Net investment income and net realized gains for GAAP purposes may differ from taxable income for federal income tax purposes due to disallowed partnership losses from MLPs, wash sales and foreign currency transactions.

As of February 28, 2014, the principal temporary differences were disallowed partnership losses related to the Fund's MLP investments. For purposes of characterizing the nature of the dividends/distributions to investors, the amounts in excess of the Fund's earnings and profits for federal income tax purposes are treated as a return of capital. Earnings and profits differ from taxable income due principally to adjustments related to the Fund's investments in MLPs.

For the fiscal year ended November 30, 2013, the tax character of the total $68,474 distributions paid to common stockholders was $1,759 of dividend income $43,970 of capital gains, and $22,745 of return of capital. The tax character of the total $6,471 distributions paid to MRP shareholders was $2,316 of dividend income and $4,155 of long-term capital gains.

Under the Regulated Investment Company Modernization Act of 2010 (the "Act"), net capital losses recognized after December 31, 2010 may be carried forward indefinitely, and their character is retained as short-term and/or long-term losses. As of February 28, 2014, the Fund had no capital loss carryforwards.

At February 28, 2014, the cost basis of investments for federal income tax purposes was $1,100,347 and the net cash received on option contracts written was $1,424. At February 28, 2014, gross unrealized appreciation and depreciation of investments and options for federal income tax purposes were as follows:

Gross unrealized appreciation of investments (including options)	$457,574
Gross unrealized depreciation of investments (including options)	(41,711)
Net unrealized appreciation of investments before foreign currency related translations	415,863
Unrealized depreciation on foreign currency related translations	(14)
Net unrealized appreciation of investments	$415,849

7. Restricted Securities

From time to time, certain of the Fund's investments may be restricted as to resale. For instance, private investments that are not registered under the Securities Act of 1933, as amended, cannot be offered for public sale in a non-exempt transaction without first being registered. In other cases, certain of the Fund's investments have restrictions such as lock-up agreements that preclude the Fund from offering these securities for public sale.

At February 28, 2014, the Fund held the following restricted investments:

Investment	Acquisition Date	Type of Restriction	Number of Units, Principal ($) (in 000s)	Cost Basis	Fair Value	Fair Value Per Unit	Percent of Net Assets	Percent of Total Assets
Level 3 Investments[1]								
Capital Product Partners L.P.								
Class B Units	5/21/12	(2)	3,333	$24,757	$35,900	$10.77	3.4%	2.3%
Level 2 Investments[3]								
Senior Notes and Secured Term Loans								
Athabasca Oil Corporation	(4)	(2)	(5)	$ 7,490	$ 6,807	n/a	0.6%	0.4%
BlackBrush Oil & Gas, L.P.	(4)	(6)	8,645	8,607	8,753	n/a	0.8	0.6
CrownRock LP	(4)	(6)	2,500	2,500	2,613	n/a	0.2	0.2
Parsley Energy, LLC	(4)	(6)	4,325	4,376	4,552	n/a	0.5	0.3
RKI Exploration & Production, LLC	7/15/13	(6)	12,500	12,695	13,500	n/a	1.3	0.9
Sanchez Energy Corporation	(4)	(2)	7,750	7,750	8,138	n/a	0.8	0.5
Vantage Energy, LLC	12/19/13	(6)	6,000	5,941	6,015	n/a	0.6	0.4
Total				$49,359	$50,378		4.8%	3.3%
Total of all restricted securities				$74,116	$86,278		8.2%	5.6%

(1) Securities are valued using inputs reflecting the Fund's own assumptions as more fully described in Note 2 — Significant Accounting Policies and Note 3 — Fair Value.

(2) Unregistered or restricted security of a publicly-traded company.

(3) These securities have a fair market value determined by the mean of the bid and ask prices provided by an agent or a syndicate bank, principal market maker or an independent pricing service as more fully described in Note 2 — Significant Accounting Policies. These securities have limited trading volume and are not listed on a national exchange.

(4) Security was acquired at various dates during the three months ended February 28, 2014 and/or in prior fiscal years.

(5) Principal amount is 7,500 Canadian dollars.

(6) Unregistered security of a private company.

8. Derivative Financial Instruments

As required by the Derivatives and Hedging Topic of the FASB Accounting Standards Codification (ASC 815), the following are the derivative instruments and hedging activities of the Fund. The total number of outstanding options at February 28, 2014 is indicative of the volume of this type of option activity during the period. See Note 2 — Significant Accounting Policies.

(amounts in 000's, except number of option contracts, share and per share amounts)

Option Contracts — Transactions in option contracts for the three months ended February 28, 2014 were as follows:

	Number of Contracts	Premium
Call Options Written		
Options outstanding at November 30, 2013	24,501	$ 2,389
Options written	21,040	2,348
Options subsequently repurchased[1]	(4,100)	(492)
Options exercised	(17,087)	(1,904)
Options expired	(10,169)	(917)
Options outstanding at February 28, 2014[2]	14,185	$ 1,424

(1) The price at which the Fund subsequently repurchased the options was $158, which resulted in net realized gains of $335.

(2) The percentage of total investments subject to call options written was 4.4% at February 28, 2014.

Interest Rate Swap Contracts — The Fund may enter into interest rate swap contracts to partially hedge itself from increasing expense on its leverage resulting from increasing interest rates. At the time the interest rate swap contracts reach their scheduled termination, there is a risk that the Fund would not be able to obtain a replacement transaction or that the terms of the replacement transaction would not be as favorable as on the expiring transaction. In addition, if the Fund is required to terminate any swap contract early, then the Fund could be required to make a termination payment. As of February 28, 2014, the Fund did not have any interest rate swap contracts outstanding.

The following table sets forth the fair value of the Fund's derivative instruments on the Statement of Assets and Liabilities:

Derivatives Not Accounted for as Hedging Instruments	Statement of Assets and Liabilities Location	Fair Value as of February 28, 2014
Call options	Call option contracts written	$(1,760)

The following table sets forth the effect of the Fund's derivative instruments on the Statement of Operations:

		For the Three Months Ended February 28, 2014	
Derivatives Not Accounted for as Hedging Instruments	Location of Gains/(Losses) on Derivatives Recognized in Income	Net Realized Gains/(Losses) on Derivatives Recognized in Income	Net Change in Unrealized Gains/(Losses) on Derivatives Recognized in Income
Call options	Options	$1,252	$(92)

9. Investment Transactions

For the three months ended February 28, 2014, the Fund purchased and sold securities in the amounts of $147,714 and $152,947 (excluding short-term investments and options).

(amounts in 000's, except number of option contracts, share and per share amounts)

10. Credit Facility

At February 28, 2014, the Fund had a $100,000 unsecured revolving credit facility ("Credit Facility"). The Credit Facility has a three-year term, maturing on March 4, 2016. Under the Credit Facility, the interest rate varies between LIBOR plus 1.60% and LIBOR plus 2.25%, depending on the Fund's asset coverage ratios. The Fund pays a fee of 0.30% per annum on any unused amounts of the Credit Facility. See Financial Highlights for the Fund's asset coverage ratios under the 1940 Act.

For the three months ended February 28, 2014, the average amount outstanding under the Credit Facility was $63,344 with a weighted average interest rate of 1.78%. As of February 28, 2013, the Fund had $56,000 outstanding under the Credit Facility at an interest rate of 1.76%.

11. Notes

At February 28, 2014, the Fund had $275,000 aggregate principal amount of Notes outstanding. The table below sets forth the key terms of each series of Notes at February 28, 2014.

Series	Principal Outstanding, February 28, 2014	Estimated Fair Value February 28, 2014	Fixed/Floating Interest Rate	Maturity Date
D	$ 58,000	$ 59,454	4.150%	3/5/15
E	27,000	26,996	3-month LIBOR + 155 bps	3/5/15
F	30,000	29,919	3-month LIBOR + 145 bps	5/10/16
G	20,000	20,739	3.710%	5/10/16
H	10,000	10,665	4.380%	5/10/18
I	6,000	5,944	2.590%	8/8/18
J	29,000	28,308	3.070%	8/8/20
K	50,000	48,614	3.720%	8/8/23
L	45,000	43,242	3.820%	8/8/25
	$275,000	$273,881		

Holders of the fixed rate Notes are entitled to receive cash interest payments semi-annually (on August 13 and February 13) at the fixed rate. Holders of the floating rate Notes are entitled to receive cash interest payments quarterly (on February 13, May 13, August 13 and November 13) at the floating rate. For the three months ended February 28, 2014, the weighted average interest rate on the outstanding Notes was 3.35%.

As of February 28, 2014, each series of Notes were rated "AAA" by FitchRatings. In the event the credit rating on any series of Notes falls below "A-", the interest rate on such series will increase by 1% during the period of time such series is rated below "A-". The Fund is required to maintain a current rating from one rating agency with respect to each series of Notes.

The Notes were issued in private placement offerings to institutional investors and are not listed on any exchange or automated quotation system. The Notes contain various covenants related to other indebtedness, liens and limits on the Fund's overall leverage. Under the 1940 Act and the terms of the Notes, the Fund may not declare dividends or make other distributions on shares of common stock or purchases of such shares if, at any time of the declaration, distribution or purchase, asset coverage with respect to the outstanding Notes would be less than 300%.

The Notes are redeemable in certain circumstances at the option of the Fund. The Notes are also subject to a mandatory redemption to the extent needed to satisfy certain requirements if the Fund fails to meet an asset coverage ratio required by law and is not able to cure the coverage deficiency by the applicable deadline, or fails to cure a deficiency as stated in the Fund's rating agency guidelines in a timely manner.

(amounts in 000's, except number of option contracts, share and per share amounts)

The Notes are unsecured obligations of the Fund and, upon liquidation, dissolution or winding up of the Fund, will rank: (1) senior to all of the Fund's outstanding preferred shares; (2) senior to all of the Fund's outstanding common shares; (3) on a parity with any unsecured creditors of the Fund and any unsecured senior securities representing indebtedness of the Fund; and (4) junior to any secured creditors of the Fund.

At February 28, 2014, the Fund was in compliance with all covenants under the agreements of the Notes.

12. Preferred Stock

At February 28, 2014, the Fund had 4,800,000 shares of MRP Shares outstanding with a total liquidation value of $120,000 ($25.00 per share).

The table below sets forth the key terms of each series of MRP Shares at February 28, 2014.

Series	Shares Outstanding, February 28, 2014	Liquidation Value, February 28, 2014	Estimated Fair Value, February 28, 2014	Rate	Mandatory Redemption Date
A	3,600,000	$ 90,000	$ 97,000	5.48%	3/05/17
B	1,200,000	30,000	32,200	5.13%	5/10/18
	4,800,000	$120,000	$129,200		

Holders of the MRP Shares are entitled to receive cumulative cash dividend payments on the first business day following each quarterly period (February 28, May 31, August 31 and November 30).

The table below outlines the terms of the MRP Shares. The dividend rate on the Fund's MRP Shares will increase if the credit rating is downgraded below "A" by FitchRatings. Further, the annual dividend rate for all series of MRP Shares will increase by 4.0% if no ratings are maintained, and the annual dividend rate will increase by 5.0% if the Fund fails to make dividend or certain other payments. The Fund is required to maintain a current rating from one rating agency with respect to each series of MRP Shares.

	Series A and B
Rating as of February 28, 2014 (FitchRatings)	"AA"
Ratings Threshold	"A"
Method of Determination	Lowest Credit Rating
Increase in Annual Dividend Rate	0.5% to 4.0%

The MRP Shares rank senior to all of the Fund's outstanding common shares and on parity with any other preferred stock. The MRP Shares are redeemable in certain circumstances at the option of the Fund and is also subject to a mandatory redemption if the Fund fails to meet a total leverage (debt and preferred stock) asset coverage ratio of 225% or fails to maintain its basic maintenance amount as stated in the Fund's rating agency guidelines.

Under the terms of the MRP Shares, the Fund may not declare dividends or make other distributions on shares of its common stock or make purchases of such shares if, at any time of the declaration, distribution or purchase, asset coverage with respect to total leverage would be less than 225%.

The holders of the MRP Shares have one vote per share and will vote together with the holders of common stock as a single class except on matters affecting only the holders of MRP Shares or the holders of common stock. The holders of the MRP Shares, voting separately as a single class, have the right to elect at least two directors of the Fund.

(amounts in 000's, except number of option contracts, share and per share amounts)

At February 28, 2014, the Fund was in compliance with the asset coverage and basic maintenance requirements of its MRP Shares.

13. Common Stock

On September 25, 2012, the Fund commenced an "at-the-market" offering program (or "ATM program"). This ATM program enables the Fund to sell newly issued shares of common stock at the market prices through ordinary brokers' transactions. During the three months ended February 28, 2014 the Fund did not issue any shares of common stock pursuant to the ATM program. The Fund pays the sales agent a total commission of up to 2% of the gross sales price per share for shares sold pursuant to the program.

At February 28, 2014, the Fund had 195,200,000 shares of common stock authorized and 36,007,480 shares outstanding. As of that date, KACALP owned 4,000 shares. Transactions in common shares for the three months ended February 28, 2014 were as follows:

Shares outstanding at November 30, 2013	35,937,733
Shares issued through reinvestment of distributions	69,747
Shares outstanding at February 28, 2014	36,007,480

14. Subsequent Events

On March 12, 2014, the Fund declared its quarterly distribution of $0.48 per common share for the first quarter of fiscal 2014 for a total quarterly distribution payment of $17,284. The distribution was paid on April 11, 2014. Of this total, pursuant to the Fund's dividend reinvestment plan, $1,757 was reinvested into the Fund through the issuance of 68,012 shares of common stock.

The Fund has performed an evaluation of subsequent events through the date the financial statements were issued and has determined that no additional items require recognition or disclosure.

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.
REPURCHASE DISCLOSURE
(UNAUDITED)

Notice is hereby given in accordance with Section 23(c) of the 1940 Act, that the Fund may from time to time purchase shares of its common and preferred stock and its Notes in the open market or in privately negotiated transactions.

Directors and Corporate Officers

Kevin S. McCarthy	Chairman of the Board of Directors, President and Chief Executive Officer
Anne K. Costin	Director
Steven C. Good	Director
Gerald I. Isenberg	Director
William H. Shea, Jr.	Director
Terry A. Hart	Chief Financial Officer and Treasurer
David J. Shladovsky	Secretary
Michael O'Neil	Chief Compliance Officer
J.C. Frey	Executive Vice President, Assistant Secretary and Assistant Treasurer
James C. Baker	Executive Vice President
Ron M. Logan, Jr.	Senior Vice President
Jody C. Meraz	Vice President

Investment Adviser
KA Fund Advisors, LLC
811 Main Street, 14th Floor
Houston, TX 77002

1800 Avenue of the Stars, Third Floor
Los Angeles, CA 90067

Administrator
Ultimus Fund Solutions, LLC
225 Pictoria Drive, Suite 450
Cincinnati, OH 45246

Stock Transfer Agent and Registrar
American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219

Custodian
JPMorgan Chase Bank, N.A.
14201 North Dallas Parkway, Second Floor
Dallas, TX 75254

Independent Registered Public Accounting Firm
PricewaterhouseCoopers LLP
601 S. Figueroa Street, Suite 900
Los Angeles, CA 90017

Legal Counsel
Paul Hastings LLP
55 Second Street, 24th Floor
San Francisco, CA 94105

Please visit us on the web at *http://www.kaynefunds.com* or call us toll-free at 1-877-657-3863.

KYE
LISTED
NYSE

This report, including the financial statements herein, is made available to stockholders of the Fund for their information. It is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Fund or of any securities mentioned in this report.