

CORNERSTONE TOTAL RETURN FUND INC  
Form N-CSRS  
September 01, 2015

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-02363

Cornerstone Total Return Fund, Inc.

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(Exact name of registrant as specified in charter)

48 Wall Street, New York, NY                      10005  
(Address of principal executive offices)    (Zip code)

Frank J. Maresca

AST Fund Solutions, LLC, 48 Wall Street, New York, NY 10005

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(Name and address of agent for service)

Registrant's telephone number, including area code: (866) 668-6558

Date of fiscal year end: December 31, 2015

Date of reporting period: June 30, 2015

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ITEM 1. REPORTS TO STOCKHOLDERS.

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Cornerstone Total  
Return Fund, Inc.

Semi-Annual Report  
June 30, 2015  
(Unaudited)

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Cornerstone Total Return Fund, Inc.  
Portfolio Summary – as of June 30, 2015 (unaudited)

SECTOR ALLOCATION

Sector	Percent of Net Assets
Closed-End Funds	17.5
Information Technology	15.9
Financials	13.6
Health Care	12.1
Consumer Discretionary	10.1
Industrials	7.9
Consumer Staples	7.0
Energy	5.7
Exchange-Traded Funds	2.8
Materials	2.6
Telecommunication Services	2.3
Utilities	1.7
Other	0.8

TOP TEN HOLDINGS, BY ISSUER

Holding	Sector	Percent of Net Assets
1. Apple Inc.	Information Technology	5.8
2. Exxon Mobil Corporation	Energy	3.4
3. Berkshire Hathaway Inc. - Class B	Financials	2.5
4. Walt Disney Company (The)	Consumer Discretionary	2.2
5. Wal-Mart Stores, Inc.	Consumer Staples	2.1
6. Merck & Company, Inc.	Health Care	2.0
7. Nuveen Nasdaq 100 Dynamic Overwrite Fund	Closed-End Funds	2.0
8. JPMorgan Chase & Co.	Financials	2.0
9. Oracle Corporation	Information Technology	1.9
10. CVS Caremark Corporation	Consumer Staples	1.8



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Cornerstone Total Return Fund, Inc.  
 Schedule of Investments – June 30, 2015 (unaudited)

Description	No. of Shares	Value
EQUITY SECURITIES — 99.18%		
CLOSED-END FUNDS — 17.53%		
CORE — 2.46%		
Advent/Claymore Enhanced Growth & Income Fund	43,895	\$398,127
General American Investors Company, Inc.	4,800	167,184
Liberty All-Star Equity Fund	172,100	989,575
Royce Micro-Cap Trust, Inc.	31,900	294,118
		1,849,004
DEVELOPED MARKET — 0.91%		
Aberdeen Australia Equity Fund, Inc.	44,624	286,932
Swiss Helvetia Fund, Inc. (The)	33,727	394,606
		681,538
EMERGING MARKETS — 3.37%		
Aberdeen Chile Fund, Inc.	39,000	277,680
Aberdeen Emerging Markets Smaller Company Opportunities Fund, Inc.	1,000	12,770
China Fund, Inc. (The)	44,688	887,951
Morgan Stanley China A Shares, Inc.	34,000	1,153,280
Turkish Investment Fund, Inc. (The)	19,982	198,022
		2,529,703
ENERGY MLP — 1.21%		
ClearBridge Energy MLP Fund Inc.	17,300	402,398
ClearBridge Energy MLP Opportunity Fund Inc.	15,900	297,648
ClearBridge Energy MLP Total Return Fund Inc.	11,323	206,984
		907,030
Description	No. of Shares	Value
GLOBAL — 1.90%		
Alpine Global Dynamic Dividend Fund	24,200	\$239,580
Clough Global Allocation Fund	1,678	24,734
Gabelli Global Utility & Income Trust (The)	4,540	82,310
GDL Fund (The)	49,446	503,855
John Hancock Hedged Equity & Income Fund	24,300	387,828
Lazard World Dividend & Income Fund, Inc.	16,177	188,624
		1,426,931
HIGH CURRENT YIELD (LEVERAGED) — 0.11%		
MFS Special Value Trust	14,120	86,273
NATURAL RESOURCES — 1.64%		
BlackRock Resources & Commodities Strategy Trust	135,250	1,233,480
OPTION ARBITRAGE/OPTIONS STRATEGIES — 2.10%		
Madison Strategic Sector Premium Fund	6,338	74,218
Nuveen Nasdaq 100 Dynamic Overwrite Fund	81,700	1,507,365

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		1,581,583
PACIFIC EX JAPAN — 0.22%		
Aberdeen Greater China Fund, Inc.	15,967	161,746
REAL ESTATE — 2.98%		
CBRE Clarion Global Real Estate Income Fund	99,508	792,083
Cohen & Steers Preferred Securities and Income Fund, Inc.	5,900	103,191

See accompanying notes to financial statements.

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Cornerstone Total Return Fund, Inc.  
 Schedule of Investments – June 30, 2015 (unaudited) (continued)

Description	No. of Shares	Value
REAL ESTATE (continued)		
Cohen & Steers Quality Income Realty Fund, Inc.	8,000	\$85,520
Cohen & Steers Total Return Realty Fund, Inc.	4,200	51,072
Neuberger Berman Real Estate Securities Income Fund Inc.	191,405	907,260
RMR Real Estate Income Fund	16,381	303,704
		2,242,830
UTILITY — 0.33%		
Duff & Phelps Global Utility Income Fund Inc.	13,850	245,422
VALUE — 0.30%		
First Trust Dividend and Income Fund	27,011	228,783
TOTAL CLOSED-END FUNDS		13,174,323
CONSUMER DISCRETIONARY — 10.14%		
CBS Corporation - Class B	4,000	222,000
Comcast Corporation - Class A	21,012	1,263,662
Comcast Corporation - Special Class A	4,250	254,745
Delphi Automotive PLC	2,000	170,180
D.R. Horton, Inc.	2,500	68,400
DIRECTV *	4,500	417,555
Home Depot, Inc. (The)	11,500	1,277,995
Johnson Controls, Inc.	5,500	272,415
Lowe's Companies, Inc.	5,000	334,850
Macy's, Inc.	3,000	202,410
Time Warner Cable Inc.	2,500	445,425
Time Warner Inc.	6,466	565,193
TJX Companies, Inc. (The)	3,000	198,510
Description	No. of Shares	Value
CONSUMER DISCRETIONARY (continued)		
Twenty-First Century Fox, Inc.	2,500	\$80,550
Viacom Inc. - Class B	3,000	193,920
Walt Disney Company (The)	14,500	1,655,030
		7,622,840
CONSUMER STAPLES — 6.99%		
Altria Group, Inc.	17,000	831,470
Archer-Daniels-Midland Company	5,000	241,100
Costco Wholesale Corporation	3,000	405,180
CVS Caremark Corporation	13,200	1,384,416
Kraft Foods Group, Inc.	1,000	85,140
Kroger Co. (The)	5,000	362,550
Mondelēz International, Inc. - Class A	3,000	123,420



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Monster Beverage Corporation *	1,000	134,020
Tyson Foods, Inc.	3,000	127,890
Wal-Mart Stores, Inc.	22,000	1,560,460
		5,255,646
ENERGY — 5.71%		
California Resources Corporation	2,000	12,080
ConocoPhillips	4,000	245,640
EOG Resources, Inc.	4,000	350,200
Exxon Mobil Corporation	31,000	2,579,200
Kinder Morgan, Inc.	5,000	191,950
Phillips 66	3,000	241,680
Schlumberger Limited	4,500	387,855
Valero Energy Corporation	4,500	281,700
		4,290,305
EXCHANGE-TRADED FUNDS — 2.75%		
iShares Core S&P 500 ETF	5,000	1,036,100
SPDR S&P 500 ETF Trust	5,000	1,029,250
		2,065,350

See accompanying notes to financial statements.

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Cornerstone Total Return Fund, Inc.  
 Schedule of Investments – June 30, 2015 (unaudited) (continued)

Description	No. of Shares	Value
<b>FINANCIALS — 13.60%</b>		
ACE Limited	3,000	\$ 305,040
American Express Company	7,000	544,040
Ameriprise Financial, Inc.	2,000	249,860
Aon plc	2,500	249,200
Berkshire Hathaway Inc. - Class B *	14,000	1,905,540
Capital One Financial Corporation	4,500	395,865
Discover Financial Services	4,000	230,480
Fifth Third Bancorp	9,000	187,380
Franklin Resources, Inc.	4,000	196,120
JPMorgan Chase & Co.	22,200	1,504,272
Loews Corporation	3,000	115,530
Marsh & McLennan Companies, Inc.	4,000	226,800
MetLife, Inc.	10,500	587,895
Morgan Stanley	16,000	620,640
PNC Financial Services Group, Inc. (The)	5,000	478,250
Prudential Financial, Inc.	4,000	350,080
SunTrust Banks, Inc.	5,000	215,100
Travelers Companies, Inc. (The)	2,000	193,320
T. Rowe Price Group, Inc.	2,500	194,325
Wells Fargo & Company	24,000	1,349,760
Weyerhaeuser Company	4,000	126,000
		10,225,497
<b>HEALTH CARE — 12.06%</b>		
Abbott Laboratories	10,000	490,800
AbbVie Inc.	6,000	403,140
Aetna Inc.	3,000	382,380
Allergan plc *	2,104	638,480
Amgen Inc.	6,000	921,120
Anthem, Inc.	2,000	328,280
Cigna Corporation	2,000	324,000
Description	No. of Shares	Value
<b>HEALTH CARE (continued)</b>		
Express Scripts Holding Company *	6,000	\$ 533,640
Gilead Sciences, Inc.	2,000	234,160
Johnson & Johnson	8,500	828,410
McKesson Corporation	2,000	449,620
Merck & Company, Inc.	27,000	1,537,110
Pfizer, Inc.	62	2,079
St. Jude Medical, Inc.	3,000	219,210
Stryker Corporation	3,000	286,710
Thermo Fisher Scientific Inc.	3,000	389,280

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UnitedHealth Group Incorporated	9,000	1,098,000
		9,066,419
INDUSTRIALS — 7.92%		
Boeing Company (The)	3,000	416,160
CSX Corporation	8,000	261,200
Deere & Company	3,500	339,675
Delta Air Lines, Inc.	4,000	164,320
FedEx Corporation	3,000	511,200
General Electric Company	28,000	743,960
Honeywell International Inc.	7,000	713,790
Lockheed Martin Corporation	2,500	464,750
Norfolk Southern Corporation	3,000	262,080
Northrop Grumman Corporation	2,000	317,260
Precision Castparts Corporation	1,500	299,805
Raytheon Company	2,000	191,360
Southwest Airlines Co.	4,000	132,360
Union Pacific Corporation	9,000	858,330
Waste Management, Inc.	6,000	278,100
		5,954,350

See accompanying notes to financial statements.

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Cornerstone Total Return Fund, Inc.  
 Schedule of Investments – June 30, 2015 (unaudited) (concluded)

Description	No. of Shares	Value
<b>INFORMATION TECHNOLOGY — 15.94%</b>		
Apple Inc.	35,000	\$4,389,875
Cisco Systems, Inc.	40,000	1,098,400
Cognizant Technology Solutions Corporation *	3,000	183,270
eBay Inc. *	4,000	240,960
EMC Corporation	13,000	343,070
Facebook, Inc. *	8,000	686,120
Google Inc. - Class A *	1,000	540,040
Google Inc. - Class C *	1,002	521,551
Intel Corporation	42,000	1,277,430
International Business Machines Corporation	3,000	487,980
Micron Technology, Inc. *	7,000	131,880
Oracle Corporation	34,700	1,398,410
QUALCOMM Incorporated	11,000	688,930
		11,987,916
<b>MATERIALS — 2.54%</b>		
Alcoa Inc.	6,000	66,900
Dow Chemical Company (The)	11,000	562,870
Ecolab Inc.	2,000	226,140
International Paper Company	3,300	157,047
LyondellBasell Industries N.V.	3,000	310,560
PPG Industries, Inc.	2,000	229,440
Praxair, Inc.	3,000	358,650
		1,911,607
<b>TELECOMMUNICATION SERVICES — 2.32%</b>		
AT&T, Inc.	17,589	624,761
Verizon Communications, Inc.	24,000	1,118,640
		1,743,401
<b>UTILITIES — 1.68%</b>		
AES Corporation (The)	4,600	\$60,996
American Electric Power Company, Inc.	4,000	211,880
Edison International	2,000	111,160
Exelon Corporation	7,000	219,940
PG&E Corporation	4,000	196,400
PPL Corporation	4,000	117,880
Public Service Enterprises Group, Inc.	4,000	157,120
Talen Energy Corporation *	499	8,563
Xcel Energy Inc.	5,500	176,990
		1,260,929
<b>TOTAL EQUITY SECURITIES</b>		
(cost - \$60,337,029)		74,558,583

SHORT-TERM INVESTMENT — 0.92%		
MONEY MARKET FUND — 0.92%		
Fidelity Institutional Money Market Government Portfolio - Class I, 0.01%^ (cost - \$690,574)	690,574	690,574
TOTAL INVESTMENTS — 100.10%		
(cost - \$61,027,603)		75,249,157
LIABILITIES IN EXCESS OF OTHER ASSETS — (0.10)%		(76,242 )
NET ASSETS — 100.00%		\$75,172,915

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\*Non-income producing security.

^The rate shown is the 7-day effective yield as of June 30, 2015.

See accompanying notes to financial statements.

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Cornerstone Total Return Fund, Inc.  
Statement of Assets and Liabilities – June 30, 2015 (unaudited)

ASSETS

Investments, at value (cost – \$61,027,603) (Notes B and C)	\$75,249,157
Receivables:	
Investments sold	114,509
Dividends	105,674
Prepaid expenses	25,648
Total Assets	75,494,988

LIABILITIES

Payables:	
Investments purchased	174,013
Investment management fees (Note D)	68,174
Directors' fees and expenses	14,333
Administration fees (Note D)	4,200
Other accrued expenses	61,353
Total Liabilities	322,073

NET ASSETS (applicable to 4,525,925 shares of common stock) \$75,172,915

NET ASSET VALUE PER SHARE (\$75,172,915 / 4,525,925) \$ 16.61

NET ASSETS CONSISTS OF

Common stock, \$0.01 par value; 4,525,925 shares issued and outstanding (50,000,000 shares authorized)	45,259
Paid-in capital	60,925,371
Accumulated net realized loss on investments	(19,269 )
Net unrealized appreciation in value of investments	14,221,554
Net assets applicable to shares outstanding	\$75,172,915

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.

Statement of Operations – for the Six Months Ended June 30, 2015 (unaudited)

INVESTMENT INCOME

Income:

Dividends \$1,111,805

Expenses:

Investment management fees (Note D) 397,444

Administration fees (Note D) 29,808

Transfer agent fees 24,281

Accounting fees 18,741

Legal and audit fees 15,256

Directors' fees and expenses 14,254

Custodian fees 9,936

Printing 7,255

Insurance 4,017

Total Expenses 520,992

Net Investment Income 590,813

NET REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS

Net realized gain from investments 1,298,046

Net change in unrealized appreciation in value of investments (2,305,716)

Net realized and unrealized gain/(loss) on investments (1,007,670)

NET DECREASE IN NET ASSETS RESULTING FROM OPERATIONS \$(416,857 )

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.  
Statement of Changes in Net Assets

	For the Six Months Ended June 30, 2015 (Unaudited)	For the Year Ended December 31, 2014
<b>DECREASE IN NET ASSETS</b>		
Operations:		
Net investment income	\$590,813	\$723,784
Net realized gain from investments	1,298,046	3,588,695
Net change in unrealized appreciation in value of investments	(2,305,716)	5,845,352
Net increase/(decrease) in net assets resulting from operations	(416,857 )	10,157,831
Dividends and distributions to stockholders (Note B):		
Net investment income	(590,813 )	(723,784 )
Net realized gains	(1,298,194 )	(3,600,692 )
Return-of-capital	(7,060,540 )	(14,108,994)
Total dividends and distributions to stockholders	(8,949,547 )	(18,433,470)
Common stock transactions:		
Offering expenses associated with anticipated rights offering	—	(10,279 )
Cash in lieu of 0 and 87 fractional shares from the reverse stock split	—	(1,740 )
Proceeds from 48,864 and 144,735 shares newly issued in reinvestment of dividends and distributions, respectively	861,681	2,818,465
Net increase in net assets from common stock transactions	861,681	2,806,446
Total decrease in net assets	(8,504,723 )	(5,469,193 )
<b>NET ASSETS</b>		
Beginning of period	83,677,638	89,146,831
End of period	\$75,172,915	\$83,677,638

See accompanying notes to financial statements.



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Cornerstone Total Return Fund, Inc.  
Financial Highlights

Contained below is per share operating performance data for a share of common stock outstanding, total investment return, ratios to average net assets and other supplemental data for each period indicated. This information has been derived from information provided in the financial statements and market price data for the Fund's shares.

	For the Six Months Ended June 30, 2015 (Unaudited)		For the Years Ended December 31,*				2010
	2014	2013	2012	2011	2010		
<b>PER SHARE OPERATING PERFORMANCE</b>							
Net asset value, beginning of period	\$ 18.69	\$20.56	\$20.36	\$21.88	\$26.60	\$28.76	
Net investment income/(loss) #	0.13	0.16	0.24	0.20	0.08	(0.00 ) <sup>+</sup>	
Net realized and unrealized gain/(loss) on investments	(0.22 )	2.15	3.76	2.48	0.20	2.72	
Net increase in net assets resulting from operations	(0.09 )	2.31	4.00	2.68	0.28	2.72	
<b>Dividends and distributions to stockholders:</b>							
Net investment income	(0.13 )	(0.16 )	(0.92 )	(1.24 )	(0.08 )	—	
Net realized capital gain	(0.29 )	(0.82 )	(0.80 )	—	—	—	
Return-of-capital	(1.57 )	(3.20 )	(2.64 )	(3.44 )	(5.28 )	(5.84 )	
Total dividends and distributions to stockholders	(1.99 )	(4.18 )	(4.36 )	(4.68 )	(5.36 )	(5.84 )	
<b>Common stock transactions:</b>							
<b>Anti-dilutive effect due to shares issued:</b>							
Rights offering	—	—	0.56	0.48	0.24	0.76	
Reinvestment of dividends and distributions	0.00 +	0.00 +	0.00 +	0.00 +	0.12	0.20	
Total common stock transactions	0.00 +	0.00 +	0.56	0.48	0.36	0.96	
Net asset value, end of period	\$ 16.61	\$18.69	\$20.56	\$20.36	\$21.88	\$26.60	
Market value, end of period	\$ 23.50	\$19.41	\$24.20	\$21.40	\$23.88	\$31.52	
Total investment return <sup>(a)</sup>	35.32 % <sup>(b)</sup>	(0.68 )%	40.08 %	11.16 %	(10.08 )%	(10.28 )%	
<b>RATIOS/SUPPLEMENTAL DATA</b>							
Net assets, end of period (000 omitted)	\$ 75,173	\$83,678	\$89,147	\$51,575	\$36,004	\$25,913	
Ratio of expenses to average net assets, net of fee waivers and fees paid indirectly, if any <sup>(c)</sup>	1.31 % <sup>(e)</sup>	1.44 %	1.46 %	1.73 %	1.88 %	2.33 %	
Ratio of expenses to average net assets, excluding fee waivers and fees paid indirectly, if any <sup>(c)</sup>	1.31 % <sup>(e)</sup>	1.44 %	1.46 %	1.73 %	1.88 %	2.37 %	
	1.49 % <sup>(e)</sup>	0.84 %	1.13 %	0.85 %	0.31 %	(0.04 )%	

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Ratio of net investment income/(loss) to average net assets <sup>(d)</sup>

Portfolio turnover rate 19.26 %<sup>(b)</sup> 32.06 % 48.27 % 44.55 % 30.11 % 34.39 %

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\* Effective December 29, 2014, a reverse split of 1:4 occurred. All per share amounts have been restated according to the terms of the reverse split.

# Based on average shares outstanding.

+ Amount rounds to less than \$0.01 per share.

Total investment return at market value is based on the changes in market price of a share during the period and

(a) assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.

(b) Not annualized.

(c) Expenses do not include expenses of investments companies in which the Fund invests.

(d) Recognition of net investment income/(loss) by the Fund may be affected by the timing of the declaration of dividends, if any, by investment companies in which the Fund invests.

(e) Annualized.

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.  
Notes to Financial Statements (unaudited)

#### NOTE A. ORGANIZATION

Cornerstone Total Return Fund, Inc. (the “Fund”) was incorporated in New York on March 16, 1973 and commenced investment operations on May 15, 1973. Its investment objective is to seek capital appreciation with current income as a secondary objective. The Fund is registered under the Investment Company Act of 1940, as amended, as a closed-end, diversified management investment company.

#### NOTE B. SIGNIFICANT ACCOUNTING POLICIES

**Management Estimates:** The Fund is an investment company that applies the accounting and reporting guidance issued in Topic 946 by the U.S. Financial Accounting Standards Board. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make certain estimates and assumptions that may affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

**Subsequent Events:** The Fund has evaluated the need for additional disclosures and/or adjustments resulting from subsequent events through the date its financial statements were issued. Based on this evaluation, no additional disclosures or adjustments were required to such financial statements.

**Portfolio Valuation:** Investments are stated at value in the accompanying financial statements. Readily marketable portfolio securities listed on the New York Stock Exchange (“NYSE”) are valued, except as indicated below, at the last sale price reflected on the consolidated tape at the close of the NYSE 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 closing bid and asked prices on such day. If no bid or asked prices are quoted on such day or if market prices may be unreliable because of events occurring after the close of trading, then the security is valued by such method as the Board of Directors shall determine in good faith to reflect its fair market value. Readily marketable securities not listed on the NYSE but listed on other domestic or foreign securities exchanges are valued in a like manner. 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 as reflected on the consolidated tape at the close of the exchange representing the principal market for such securities. Securities trading on the Nasdaq Stock Market, Inc. (“NASDAQ”) are valued at the NASDAQ Official Closing Price.

Readily marketable securities traded in the over-the counter market, including listed securities whose primary market is believed by Cornerstone Advisors, Inc. (the “Investment Manager” or “Cornerstone”) to be over-the-counter, are valued

at the mean of the current bid and asked prices as reported by the NASDAQ or, in the case of securities not reported by the NASDAQ or a comparable source, as the Board of Directors deem appropriate to reflect their fair market value. Where securities are traded on more than one exchange and also over-the-counter, the securities will generally be valued using the quotations the Board of Directors believes reflect most closely the value of such securities. At June 30, 2015 the Fund held no securities valued in good faith by the Board of Directors.

The net asset value per share of the Fund is calculated weekly and on the last business day of the month with the exception of those days on which the NYSE is closed.

The Fund is exposed to financial market risks, including the valuations of its investment portfolio. During the six months ended June 30, 2015, the Fund did not invest in derivative instruments or engage in hedging activities.

***Investment Transactions and Investment Income:*** Investment transactions are accounted for on the trade date. The cost of investments sold is determined by use of the specific identification method for both financial reporting and income tax

Cornerstone Total Return Fund, Inc.  
Notes to Financial Statements (unaudited) (continued)

purposes. Interest income is recorded on an accrual basis; dividend income is recorded on the ex-dividend date.

***Risks Associated with Investments in Other Closed-end Funds:*** Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

***Taxes:*** No provision is made for U.S. federal income or excise taxes as it is the Fund's intention to continue to qualify as a regulated investment company and to make the requisite distributions to its stockholders which will be sufficient to relieve it from all or substantially all U.S. federal income and excise taxes.

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 percent 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. As of June 30, 2015, the Fund does not have any interest or penalties associated with the underpayment of any income taxes. Management reviewed any uncertain tax positions for open tax years 2011 through 2014, and for the six months ended June 30, 2015. There was no material impact to the financial statements.

***Distributions to Stockholders:*** Effective January 2002, the Fund initiated a fixed, monthly distribution to stockholders. On November 29, 2006, this distribution policy was updated to provide for the annual resetting of the monthly distribution amount per share based on the Fund's net asset value on the last business day in each October. The terms of the distribution policy will be reviewed and approved at least annually by the Fund's Board of Directors and can be modified at their discretion. To the extent that these distributions exceed the current earnings of the Fund, the balance will be generated from sales of portfolio securities held by the Fund, which will either be short-term or long-term capital gains, or a tax-free return-of-capital. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund's investment portfolio. The Fund plans to maintain this distribution policy even if regulatory requirements would make part of a return-of-capital, necessary to maintain the distribution, taxable to stockholders and to disclose that portion of the distribution that is classified as ordinary income. Although it has no current intention to do so, the Board may terminate this distribution policy at any time and such termination may have an adverse effect on the market price for the Fund's common shares. The Fund determines annually whether to distribute any net realized long-term capital gains in excess of net realized short-term capital losses, including capital loss carryovers, if any. To the extent that the Fund's taxable income in any calendar year exceeds the aggregate amount distributed pursuant to this distribution policy, an additional distribution may be made to avoid the payment of a 4% U.S. federal excise tax, and to the extent that the aggregate amount distributed in any calendar year exceeds the Fund's taxable income, the amount of that excess may constitute a return-of-capital for tax purposes. A return-of-capital distribution reduces the cost basis of an

investor's shares in the Fund. Dividends and distributions to stockholders are recorded by the Fund on the ex-dividend date.

***Managed Distribution Risk:*** Under the managed distribution policy, the Fund makes monthly distributions to stockholders at a rate that may include periodic distributions of its net income and net capital gains ("Net Earnings"), or from return-

Cornerstone Total Return Fund, Inc.  
Notes to Financial Statements (unaudited) (continued)

of-capital. If, for any fiscal year where total cash distributions exceeded Net Earnings (the “Excess”), the Excess would decrease the Fund’s total assets and, as a result, would have the likely effect of increasing the Fund’s expense ratio. There is a risk that the total Net Earnings from the Fund’s portfolio would not be great enough to offset the amount of cash distributions paid to Fund stockholders. If this were to be the case, the Fund’s assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund’s investment objective.

NOTE C. FAIR VALUE

As required by the Fair Value Measurement and Disclosures Topic of the FASB Accounting Standards Codification, 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.

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

Level 1 – quoted unadjusted prices for identical instruments in active markets to which the Fund has access at the date of measurement.

Level 2 – 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.

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 is a summary of the inputs used as of June 30, 2015 in valuing the Fund’s investments carried at value:

Valuation Inputs	Investments in Securities	Other Financial Instruments*
Level 1 – Quoted Prices		
Equity Investments	\$74,558,583	\$ —
Short-Term Investments	690,574	—
Level 2 – Other Significant Observable Inputs	—	—
Level 3 – Significant Unobservable Inputs	—	—
Total	\$75,249,157	\$ —

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\*Other financial instruments include futures, forwards and swap contracts.

The breakdown of the Fund's investments into major categories is disclosed in its Schedule of Investments.

During the six months ended June 30, 2015, the Fund did not have any transfers in and out of any Level.

The Fund did not have any assets or liabilities that were measured at fair value on a recurring basis using significant unobservable inputs (Level 3) at June 30, 2015.

It is the Fund's policy to recognize transfers into and out of any Level at the end of the reporting period.

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its



Cornerstone Total Return Fund, Inc.  
Notes to Financial Statements (unaudited) (continued)

Equivalent). The amendments apply to reporting entities that elect to measure the fair value of an investment using the net asset value per share (or its equivalent) practical expedient. The ASU is essentially effective for public entities beginning in 2016 and for all other entities beginning in 2017, but earlier application is permitted. Although still evaluating the potential impacts of ASU 2015-07 to the Fund, the Investment Manager does not expect the adoption of the ASU to have an effect on the Fund.

#### NOTE D. AGREEMENTS WITH AFFILIATES

At June 30, 2015 certain officers of the Fund are also officers of Cornerstone or AST Fund Solutions, LLC (“AFS”). Such officers are paid no fees by the Fund for serving as officers of the Fund.

##### Investment Management Agreement

Cornerstone serves as the Fund’s Investment Manager with respect to all investments. As compensation for its investment management services, Cornerstone receives from the Fund an annual fee, calculated weekly and paid monthly, equal to 1.00% of the Fund’s average weekly net assets. For the six months ended June 30, 2015, Cornerstone earned \$397,444 for investment management services.

##### Administration Agreement

Under the terms of the administration agreement, AFS supplies executive, administrative and regulatory services for the Fund. AFS supervises the preparation of reports to shareholders for the Fund, reports to and filings with the Securities and Exchange Commission and materials for meetings of the Board of Directors. For these services, the Fund pays AFS a monthly fee at an annual rate of 0.075% of its average daily net assets, subject to an annual minimum fee of \$50,000. AFS has agreed to discount the annual minimum fee to \$30,000 and such discount will remain in place until an amended fee is agreed upon. For the six months ended June 30, 2015, AFS earned \$29,808 as administrator.

#### NOTE E. INVESTMENT IN SECURITIES

For the six months ended June 30, 2015, purchases and sales of securities, other than short-term investments, were \$15,226,045 and \$22,320,135, respectively.

#### NOTE F. SHARES OF COMMON STOCK

The Fund has 50,000,000 shares of common stock authorized and 4,525,925 shares issued and outstanding at June 30, 2015. Transactions in common stock for the six months ended June 30, 2015 were as follows:

Shares at beginning of period	4,477,061
Shares newly issued in reinvestment of dividends and distributions	48,864
Shares at end of period	4,525,925

#### NOTE G. FEDERAL INCOME TAXES

Income and capital gains distributions are determined in accordance with federal income tax regulations, which may differ from GAAP. These differences are primarily due to differing treatments of losses deferred due to wash sales.

The tax character of dividends and distributions paid to stockholders during the year ended December 31, 2014 for the Fund was ordinary income of \$1,557,499, long-term capital gains of \$2,766,977 and return of capital of \$14,108,994.

GAAP requires that certain components of net assets relating to permanent differences be reclassified between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share. Under current tax law, certain capital losses realized after October 31 within a taxable year may be deferred and treated as occurring on the first day of the following tax year ("Post-October losses"). The Fund incurred no such losses during the six months ended June 30, 2015.

Cornerstone Total Return Fund, Inc.  
Notes to Financial Statements (unaudited) (concluded)

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. Under the law in effect prior to the Act, pre-enactment net capital losses were carried forward for eight years and treated as short-term losses. As a transition rule, the Act requires that post-enactment net capital losses be used before pre-enactment net capital losses. Therefore, there may be a greater likelihood that all or a portion of the Funds' pre-enactment capital loss carryovers may expire without being utilized.

The following information is computed on a tax basis for each item as of June 30, 2015:

Cost of portfolio investments	\$61,035,123
Gross unrealized appreciation	\$15,915,661
Gross unrealized depreciation	(1,701,627 )
Net unrealized appreciation	\$14,214,034

Investment Management Agreement Approval Disclosure (unaudited)

The Board of Directors, including the Independent Directors (the “Board”) of Cornerstone Total Return Fund, Inc. (the “Fund”) considers the approval of the continuation of the Investment Management Agreement (the “Agreement”) between Cornerstone Advisors, Inc. (the “Investment Manager”) and the Fund on an annual basis. The most recent approval of the continuation of the Agreement occurred at an in person meeting of the Board held on February 13, 2015.

The Board requested and received extensive materials and information from the Investment Manager to assist them in considering the approval of the continuance of the Agreement. Based on the Board’s review of the materials and information as well as discussions with management of the Investment Manager, the Board determined that the approval of the continuation of the Agreement was consistent with the best interests of the Fund and its stockholders. The Board decided that the continuation of the Agreement would enable the Fund to continue to receive high quality services at a cost that is appropriate, reasonable, and in the best interests of the Fund and its stockholders. The Board made these determinations on the basis of the following factors, among others: (1) the nature, extent, and quality of the services provided by the Investment Manager; (2) the cost to the Investment Manager for providing such services, with special attention to the Investment Manager’s profitability (and whether the Investment Manager realizes any economies of scale); (3) the direct and indirect benefits received by the Investment Manager from its relationship with the Fund and the other investment companies advised by the Investment Manager; and (4) comparative information as to the management fees, expense ratios and performance of other similarly situated closed-end investment companies.

In response to a questionnaire distributed by Fund counsel to the Investment Manager in accordance with Section 15c of the Investment Company Act of 1940, as amended, the Investment Manager provided certain information to the independent members of the Board in advance of the meeting held on February 13, 2015. The materials provided by the Investment Manager described the services offered by the Investment Manager to the Fund and included an overview of the Investment Manager’s investment philosophy, management style and plan, including the Investment Manager’s extensive knowledge and experience in the closed-end fund industry. The Board noted that the Investment Manager provides quarterly reviews of the performance of the Fund and the Investment Manager’s services for the Fund. The Board also discussed the experience and knowledge of the Investment Manager with respect to managing the Fund’s monthly distribution policy and the extent to which such policy contributes to the market’s positive valuation of the Fund.

The Board also reviewed and discussed a comparison of the Fund’s performance with comparable closed-end funds and a comparison of the Fund’s expense ratios and management fees with those of comparable funds. Additionally, the Investment Manager presented an analysis of its profitability based on its contractual relationship with the Fund and the other investment companies advised by the Investment Manager.

The Board carefully evaluated this information, taking into consideration many factors including the overall high quality of the personnel, operations, financial condition, investment management capabilities, methodologies, and performance of the Investment Manager. The Board met in executive session to discuss the information provided and was advised by independent legal counsel with respect to its deliberations and its duties when considering the Agreement’s continuance. Based on its review of the information requested and provided, the Board determined that

the management fees payable to the Investment Manager under the Agreement are fair and reasonable in light of the services to be provided, the performance of the Fund, the profitability of the Investment Manager's relationship with the Fund, the comparability of the proposed fee to fees paid by closed-end funds in the Fund's peer group, and the level of quality of the investment management personnel. The Board determined that the Agreement is consistent with the best interests

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Investment Management Agreement Approval Disclosure (unaudited) (concluded)

of the Fund and its stockholders, and enables the Fund to receive high quality services at a cost that is appropriate, reasonable, and in the best interests of the Fund and its stockholders. Accordingly, in light of the above considerations and such other factors and information it considered relevant, the Board by a unanimous vote (including a separate vote of all the Independent Directors present in person at the meeting) approved the continuance of the Agreement with respect to the Fund.

Description of Dividend Reinvestment Plan (unaudited)

Cornerstone Total Return Fund, Inc. (the “Fund”) operates a Dividend Reinvestment Plan (the “Plan”), administered by American Stock Transfer & Trust Company, LLC (the “Agent”), pursuant to which the Fund’s income dividends or capital gains or other distributions (each, a “Distribution” and collectively, “Distributions”), net of any applicable U.S. withholding tax, are reinvested in shares of the Fund.

Stockholders automatically participate in the Fund’s Plan, unless and until an election is made to withdraw from the Plan on behalf of such participating stockholder. Stockholders who do not wish to have Distributions automatically reinvested should so notify the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Under the Plan, the Fund’s Distributions to stockholders are reinvested in full and fractional shares as described below.

When the Fund declares a Distribution the Agent, on the stockholder’s behalf, will (i) receive additional authorized shares from the Fund either newly issued or repurchased from stockholders by the Fund and held as treasury stock (“Newly Issued Shares”) or (ii) purchase outstanding shares on the open market, on the NYSE MKT or elsewhere, with cash allocated to it by the Fund (“Open Market Purchases”).

The method for determining the number of Newly Issued Shares received when Distributions are reinvested will be determined by dividing the amount of the Distribution either by the Fund’s last reported net asset value per share or by a price equal to the average closing price of the Fund over the five trading days preceding the payment date of the Distribution, whichever is lower. However, if the last reported net asset value of the Fund’s shares is higher than the average closing price of the Fund over the five trading days preceding the payment date of the Distribution (i.e., the Fund is selling at a discount), shares may be acquired by the Agent in Open Market Purchases and allocated to the reinvesting stockholders based on the average cost of such Open Market Purchases. Upon notice from the Fund, the Agent will receive the distribution in cash and will purchase shares of common stock in the open market, on the NYSE MKT or elsewhere, for the participants’ accounts, except that the Agent will endeavor to terminate purchases in the open market and cause the Fund to issue the remaining shares if, following the commencement of the purchases, the market value of the shares, including brokerage commissions, exceeds the net asset value at the time of valuation. These remaining shares will be issued by the Fund at a price equal to the net asset value at the time of valuation.

In a case where the Agent has terminated open market purchases and caused the issuance of remaining shares by the Fund, the number of shares received by the participant in respect of the cash dividend or distribution will be based on the weighted average of prices paid for shares purchased in the open market, including brokerage commissions, and the price at which the Fund issues the remaining shares. To the extent that the Agent is unable to terminate purchases in the open market before the Agent has completed its purchases, or remaining shares cannot be issued by the Fund because the Fund declared a dividend or distribution payable only in cash, and the market price exceeds the net asset value of the shares, the average share purchase price paid by the Agent may exceed the net asset value of the shares, resulting in the acquisition of fewer shares than if the dividend or distribution had been paid in shares issued by the Fund.

Whenever the Fund declares a Distribution and the last reported net asset value of the Fund's shares is higher than its market price, the Agent will apply the amount of such Distribution payable to Plan participants of the Fund in Fund shares (less such Plan participant's pro rata share of brokerage commissions incurred with respect to Open Market Purchases in connection with the reinvestment of such Distribution) to the purchase on the open market of Fund shares for such Plan participant's account. Such purchases will be made on or after the payable date for such Distribution, and in no event more than 30 days after such date except where temporary curtailment or suspension of purchase



Description of Dividend Reinvestment Plan (unaudited) (concluded)

is necessary to comply with applicable provisions of federal securities laws. The Agent may aggregate a Plan participant's purchases with the purchases of other Plan participants, and the average price (including brokerage commissions) of all shares purchased by the Agent shall be the price per share allocable to each Plan participant.

Registered stockholders who do not wish to have their Distributions automatically reinvested should so notify the Fund in writing. If a stockholder has not elected to receive cash Distributions and the Agent does not receive notice of an election to receive cash Distributions prior to the record date of any Distribution, the stockholder will automatically receive such Distributions in additional shares.

Participants in the Plan may withdraw from the Plan by providing written notice to the Agent at least 30 days prior to the applicable Distribution payment date. The Agent will maintain all stockholder accounts in the Plan and furnish written confirmations of all transactions in the accounts, including information needed by stockholders for personal and tax records. The Agent will hold shares in the account of the Plan participant in non-certificated form in the name of the participant, and each stockholder's proxy will include those shares purchased pursuant to the Plan. The Agent will distribute all proxy solicitation materials to participating stockholders.

In the case of stockholders, such as banks, brokers or nominees, that hold shares for others who are beneficial owners participating in the Plan, the Agent will administer the Plan on the basis of the number of shares certified from time to time by the record stockholder as representing the total amount of shares registered in the stockholder's name and held for the account of beneficial owners participating in the Plan.

Neither the Agent nor the Fund shall have any responsibility or liability beyond the exercise of ordinary care for any action taken or omitted pursuant to the Plan, nor shall they have any duties, responsibilities or liabilities except such as expressly set forth herein. Neither shall they be liable hereunder for any act done in good faith or for any good faith omissions to act, including, without limitation, failure to terminate a participant's account prior to receipt of written notice of his or her death or with respect to prices at which shares are purchased or sold for the participant's account and the terms on which such purchases and sales are made, subject to applicable provisions of the federal securities laws.

The automatic reinvestment of Distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Distributions. The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan.

Participants may at any time sell some or all of their shares through the Agent. Shares may be sold via the internet at [www.amstock.com](http://www.amstock.com) or through the toll free number. Participants can also use the tear off portion attached to the

bottom of their statement and mail the request to American Stock Transfer and Trust Company LLC, P.O Box 922 Wall Street Station, New York, N.Y. 10269-0560. There is a fee of \$15.00 per transaction and commission of \$0.10 per share.

All correspondence concerning the Plan should be directed to the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Certain transactions can be performed online at [www.amstock.com](http://www.amstock.com) or by calling the toll-free number (866) 668-6558.

Proxy Voting and Portfolio Holdings Information (unaudited)

The policies and procedures that the Fund uses to determine how to vote proxies relating to its portfolio securities are available:

without charge, upon request, by calling toll-free (866) 668-6558; and

on the website of the Securities and Exchange Commission, <http://www.sec.gov>.

Information regarding how the Fund voted proxies relating to portfolio securities during the most recent period ended June 30, 2015 is available without charge, upon request, by calling toll-free (866) 668-6558, and on the SEC's website at <http://www.sec.gov> or on the Fund's website at [www.cornerstonetotalreturnfund.com](http://www.cornerstonetotalreturnfund.com) (See Form N-PX).

The Fund files a complete schedule of its portfolio holdings for the first and third quarters of its fiscal year with the SEC on Form N-Q. The Fund's Form N-Q is available on the SEC's website at <http://www.sec.gov> and may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the SEC's Public Reference Room may be obtained by calling toll-free 1-800-SEC-0330.

Privacy Policy Notice (unaudited)

**FACTS** WHAT DOES CORNERSTONE TOTAL RETURN FUND, INC. (THE “FUND”) DO WITH YOUR PERSONAL INFORMATION?

**Why?** Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

The types of personal information we, and our service providers, on our behalf, collect and share depend on the product or service you have with us. This information can include:

Social Security number

account balances

**What?** account transactions

transaction history

wire transfer instructions

checking account information

When you are *no longer* our customer, we continue to share your information as described in this notice.

**How?** All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons the Fund, and our service providers, on our behalf, choose to share; and whether you can limit this sharing.

Privacy Policy Notice (unaudited) (continued)

Reasons we can share your personal information	Does the Fund share?	Can you limit this sharing?
<b>For our everyday business purposes</b> – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> – to offer our products and services to you	No	We don't share
For joint marketing with other financial companies	No	We don't share
<b>For our affiliates' everyday business purposes</b> – information about your transactions and experiences	Yes	No
<b>For our affiliates' everyday business purposes</b> – information about your creditworthiness	No	We don't share
For our affiliates to market to you	No	We don't share
For nonaffiliates to market to you	No	We don't share

What we do

Who is providing this notice?

Cornerstone Total Return Fund, Inc. (the "Fund")

How does the Fund and the Fund's service providers, on the Fund's behalf protect my personal information?

To protect your personal information from unauthorized access and use, we and our service providers use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.

We collect your personal information, for example, when you:

- open an account
- provide account information
- give us your contact information
- make a wire transfer

How does the Fund and the Fund's service providers, on the Fund's behalf collect my personal information?

We also collect your information from others, such as credit bureaus, affiliates, or other companies.

Privacy Policy Notice (unaudited) (concluded)

Federal law gives you the right to limit only

sharing for affiliates' everyday business purposes – information about your creditworthiness

Why can't I limit all sharing?

affiliates from using your information to market to you

sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions

Affiliates

Companies related by common ownership or control. They can be financial and nonfinancial companies.

*Cornerstone Advisors, Inc.*

Nonaffiliates

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

*The Fund does not share with nonaffiliates so they can market to you.*

Joint marketing

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

*The Fund does not jointly market.*

Questions? Call (866) 668-6558

Summary of General Information (unaudited)

Cornerstone Total Return Fund, Inc. is a closed-end, diversified investment company whose shares trade on the NYSE MKT. Its investment objective is to seek capital appreciation with current income as a secondary objective. The Fund is managed by Cornerstone Advisors, Inc.

Stockholder Information (unaudited)

The Fund is listed on the NYSE MKT (symbol "CRF"). The previous week's net asset value per share, market price, and related premium or discount are available on the Fund's website at [www.cornerstonetotalreturnfund.com](http://www.cornerstonetotalreturnfund.com).

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that Cornerstone Total Return Fund, Inc. may from time to time purchase shares of its common stock in the open market.

This report, including the financial statements herein, is sent to the stockholders of the Fund for their information. The financial information included herein is taken from the records of the Fund without examination by the independent registered public accountants who do not express an opinion thereon. 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 the report.

Cornerstone Total Return Fund, Inc.

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ITEM 2. CODE OF ETHICS.

Not required

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not required

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not required

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not required

ITEM 6. SCHEDULE OF INVESTMENTS.

(a)Not required

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not required

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

(a)Not required

(b) There has not been a change in any of the Portfolio Managers identified in response to this Item in the registrant's most recent annual report on Form N-CSR.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

None

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There have been no material changes to the procedures by which shareholders may recommend nominees to the registrant's board of trustees that have been implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) or this Item.

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ITEM 11. CONTROLS AND PROCEDURES.

(a) Based on their evaluation of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) as of a date within 90 days of the filing date of this report, the registrant's principal executive officer and principal financial officer have concluded that such disclosure controls and procedures are reasonably designed and are operating effectively to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to them by others within those entities, particularly during the period in which this report is being prepared, and that the information required in filings on Form N-CSR is recorded, processed, summarized, and reported on a timely basis.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

File the exhibits listed below as part of this Form. Letter or number the exhibits in the sequence indicated.

(a)(1) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit: Not required

(a)(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2(a)): Attached hereto

(a)(3) Any written solicitation to purchase securities under Rule 23c-1 under the Act (17 CFR 270.23c-1) sent or given during the period covered by the report by or on behalf of the registrant to 10 or more persons: Not applicable

(b) Certifications required by Rule 30a-2(b) under the Act (17 CFR 270.30a-2(b)): Attached hereto

Exhibit 99.CERT Certifications required by Rule 30a-2(a) under the Act

Exhibit 99.906CERT Certifications required by Rule 30a-2(b) under the Act

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SIGNATURES

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

(Registrant) Cornerstone Total Return Fund, Inc.

By (Signature and Title)\* /s/ Ralph W. Bradshaw  
Ralph W. Bradshaw, Chairman and President  
(Principal Executive Officer)

Date September 1, 2015

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

By (Signature and Title)\* /s/ Ralph W. Bradshaw  
Ralph W. Bradshaw, Chairman and President  
(Principal Executive Officer)

Date September 1, 2015

By (Signature and Title)\* /s/ Frank J. Maresca  
Frank J. Maresca, Treasurer  
(Principal Financial Officer)

Date September 1, 2015

\* Print the name and title of each signing officer under his or her signature.